



ADMIRALTY RESOURCES



# Non-Renounceable Rights Issue

## Offer Booklet

**1 for 1.63 non-renounceable pro rata entitlement offer of New Shares at \$0.007 per New Share to raise up to \$7 million (before costs)**

Admiralty Resources NL  
(ACN 010 195 972)

The Entitlement Offer closes at 5.00pm (AEDT) on 28 October 2024\*

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### IMPORTANT NOTICES:

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

If you are an Eligible Shareholder, this is an important document that requires your immediate attention. This document and the accompanying personalised Entitlement and Acceptance Form should be read in their entirety.

This document is not a prospectus under the Corporations Act and has not been lodged with ASIC. This document does not purport to contain all the information that a prospective investor may require in connection with any potential investment in the Company. Each recipient must make its own independent assessment of the Company before acquiring any New Shares in the Company.

You should consult your stockbroker, solicitor, accountant or other professional adviser if you have any questions.

\*The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date.

## IMPORTANT NOTICES

This Offer Booklet is dated 9 October 2024. Capitalised terms in this section have the meaning given to them in this Offer Booklet. This Offer Booklet has been issued by Admiralty Resources NL (ACN 010 195 972) (**Company**).

The Entitlement Offer is made in accordance with section 708AA of the Corporations Act (as notionally modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*). This Offer Booklet does not contain all of the information which an investor may require to make an informed investment decision, nor does it contain all the information which would be required to be disclosed in a prospectus. The information in this Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Offer Booklet should be read in its entirety before you decide to participate in the Entitlement Offer. This Offer Booklet is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

By paying for your New Shares in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Offer Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Offer Booklet.

### Overseas Shareholders

This Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

This Offer Booklet is not to be distributed in, and no offer of New Shares is to be made, in countries other than Australia, New Zealand, Hong Kong, Singapore and China.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

The distribution of this Offer Booklet (including an electronic copy) outside Australia, is restricted by law. If you come into possession of the information in this Offer Booklet, you should observe such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for the Company to lawfully receive your Application Monies.

### Notice to investors in New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. The offer of New Shares is renounceable in favour of members of the public.

This Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Offer Booklet 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.

## Definitions and interpretation

Defined terms used in this Offer Booklet are contained in section 7. Section 7 also includes the rules of interpretation of this Offer Booklet.

### Taxation

The taxation consequences of any investment in New Shares will depend upon your particular circumstances. Potential investors must make their own enquiries concerning the taxation consequences of an investment in the Company. Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances.

### Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in the Company.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or through the Share Registry). The Company collects, holds and will use that information to assess your Application. The Company collects your personal information to process and administer your shareholding in the Company and to provide related services to you. The Company may disclose your personal information for purposes related to your shareholding in the Company, including to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that the Company holds about you. To make a request for access to your personal information held by (or on behalf of) the Company, please contact the Company through the Share Registry.

### Governing law

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the laws of New South Wales. Each Applicant submits to the exclusive jurisdiction of the courts of New South Wales.

### No representations

No person is authorised to give any information or to make any representation in connection with the Entitlement Offer which is not contained in this Offer Booklet. Any information or representation in connection with the Entitlement Offer not contained in the Offer Booklet may not be relied upon as having been authorised by the Company or any of its officers. Except as required by law, and only to the extent so required, none of the Company, its related bodies corporate or any of their respective directors, officers, employees, agents, advisers or representatives, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Booklet.

### Past performance

Investors should note that the Company's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) the Company's future performance including the Company's future financial position or share price performance.

### Future performance and forward looking statements

This Offer Booklet contains certain statements that constitute "forward-looking statements". These statements can be identified by the use of terminology such as "will", "anticipate", "believe", "expect", "project", "continue", "assume", "forecast", "estimate", "likely", "intend", "outlook", "should", "could", "may", "target", "plan" or comparable terminology. Indications of, and guidance on, future earnings, financial position, dividends and distributions and performance are also forward-looking statements, as are statements regarding the Company's intent, belief or current expectations with respect to the

timetable, conduct and outcome of the Entitlement Offer and the use of proceeds thereafter, statements about the plans, objectives and strategies of the management of the group), statements about the industry and markets in which the Company operates, statements about the future performance of the Company's business and its financial condition, and forecasted economic indicators.

Such forward-looking statements are provided as a general guide only, should not be relied on as an indication or guarantee of future performance, and involve known and unknown risks (including, without limitation, the risks set out in the Company's Investor Presentation included in section 5, uncertainties and other factors, many of which are beyond the control of the Company, its officers, employees, agents and advisors, that may cause the Company's actual results and performance to be materially different from any future results or performance expressed or implied in such statements. Forward-looking statements may also assume the success of the Company's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond the Company's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statements may have been prepared or otherwise.

There can be no assurance that actual outcomes will not differ materially from the forward-looking statements in this Offer Booklet. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecasted and their differences may be material. Refer to the Company's Investor Presentation included in section 5 for a non-exhaustive summary of certain key risk factors.

Neither the Company or any other person gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will occur.

To the maximum extent permitted by law, the Company and its advisors, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any responsibility and undertake no obligation for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise. The Company disclaims any responsibility to update or revise any forward-looking statement to reflect any change in the Company's financial condition, status or affairs or any change in the events, conditions or circumstances on which a statement is based, except as required by Australian law.

#### **Risks**

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of the Company. The Company does not guarantee any particular rate of return or the performance of the Company, nor does it guarantee any particular tax treatment.

Investors should refer to the specific risk factors that may affect the Company.

This document is important and should be read in its entirety before deciding to participate in the Entitlement Offer.

Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs and considering their individual risk profile for speculative financial circumstances. Each Applicant should consult his/her stockbroker, solicitor, accountant or other professional adviser without delay.

#### **Trading New Shares**

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the

basis of confirmation of the allocation provided by the Company or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt, as to these matters you should first consult with your stockbroker, solicitor, accountant or other professional adviser.

## Corporate information

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### Directors and Management

Name	Position
Bin Li	Executive Chairman
Qing Zhong	Managing Director
Jian Barclay	Executive Director
Gregory Starr	Non-Executive Director

### Company Secretary

Louisa Ho

### Registered and Principal Office

Suite 109, Level 1  
150 Pacific Highway  
North Sydney NSW 2065

Phone: +61 2 9713 9495

Email: [info@ady.com.au](mailto:info@ady.com.au)

Website: [www.ady.com.au](http://www.ady.com.au)

ASX Code: ASX

### Share Registry

Boardroom Pty Limited  
Level 8  
210 George Street  
Sydney NSW 2000

Phone: 1300 737 760 (within Australia)  
+61 2 9290 9600 (international)

Email: [corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au)

Website: [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

### Underwriter

Shi Yong  
Room 1406, Building F  
Huiyuan International Apartment  
Yayuncun Subdistrict  
Beijing, China

## Chairman's letter

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9 October 2024

Dear Shareholder

### Entitlement Offer

On behalf of the Directors, I am pleased to invite you as a valued Shareholder of Admiralty Resources NL (ASX:ADY) (**Company**) to participate in a 1 for 1.63 non-renounceable pro rata entitlement offer of new fully paid ordinary shares in the Company (**New Shares**) at an issue price of \$0.007 per New Share (**Offer Price**) to raise up to approximately \$7 million (before costs) (**Entitlement Offer**). The Entitlement Offer will be made under this offer booklet (**Offer Booklet**).

Under the Entitlement Offer, Eligible Shareholders are entitled to acquire 1 New Share for every 1.63 existing fully paid ordinary shares in the Company held as at 7.00pm on 15 October 2024. If you take up your Entitlement in full, you may also apply for additional New Shares under the Top-Up Facility (refer to Section 2.2 of the Offer Booklet for more information).

New Shares issued under the Capital Raising will rank equally with the existing Shares on issue.

The Entitlement Offer is partially underwritten by Shi Yong (**Underwriter**).

The Entitlement Offer is non-renounceable. Accordingly, Eligible Shareholders can:

- take up their Entitlement in full or in part; or
- do nothing, in which case your Entitlement will lapse and you will not receive any value for your Entitlement.

I encourage you to consider the Entitlement Offer carefully.

### Shortfall

If there is a shortfall (i.e. where New Shares are not applied for under the Entitlement Offer) (**Shortfall Shares**) it will be allocated in the following order of priority:

- (a) first, to Eligible Shareholders unrelated to the Company that have fully subscribed for their entitlements under the Entitlement Offer and subscribe for Shortfall Shares under the Top Up Facility. If there are insufficient Shortfall Shares to satisfy applications by Eligible Shareholders, such applications will be scaled back on a pro rata basis; and
- (b) secondly, any remaining Shortfall Shares will be subscribed for by the Underwriter, in accordance with the Underwriting Agreement.

### Substantial Shareholders and effect on control of the Company

The Company's current major Shareholder and Managing Director, Mrs Qing Zhong have indicated to the Company that she intends to participate in the Entitlement Offer. However, her aggregate shareholding in the Company will not exceed 19.9%.

To the best of the Company's knowledge, it is not expected that any other Shareholder will increase their relevant interest above 20% as a result of participating in the Entitlement Offer.

I encourage you to read section 3 of this Offer Booklet which contains further information on the effect on control and consequences the Entitlement Offer may have on the Company.

### Other information

This Offer Booklet contains important information, including:

- ASX announcements relating to the Entitlement Offer and key risks for you to consider;

- instructions on how to participate in the Entitlement Offer and the Top-Up Facility if you choose to do so, and a timetable of key dates;
- information regarding the personalised Entitlement and Acceptance Form that will accompany this Offer Booklet when it is made available to Eligible Shareholders, which will detail your Entitlement, to be completed in accordance with the instructions in this Offer Booklet and your personalised Entitlement and Acceptance Form; and
- instructions on how to take up all or part of your Entitlement via BPAY® or other payment mechanisms.

You should carefully read this Offer Booklet in its entirety and consult your stockbroker, accountant or other professional financial adviser before making your investment decision. In particular, you should read and consider a summary of some of the key risks associated with an investment in the Company. If you are uncertain about taking up your Entitlement you should consult your stockbroker, solicitor, accountant or other suitably qualified professional financial adviser to evaluate whether or not to participate in the Entitlement Offer.

**The Entitlement Offer is scheduled to close at 5.00pm on 28 October 2024.**

If you decide to take this opportunity to increase your investment in the Company please ensure that, before 5.00pm on 28 October 2024, you have paid your Application Monies, via BPAY® pursuant to the instructions in the personalised Entitlement and Acceptance Form that will accompany this Offer Booklet when it is despatched to you, or if you are unable to pay using BPAY®, your Application Monies are sent by direct transfer and received in cleared funds by the Share Registry by 5.00pm on the Closing Date.

If you do not wish to take up any of your Entitlement, you do not have to take any action.

For further information on the Entitlement Offer you may contact the Company on [info@ady.com.au](mailto:info@ady.com.au) during the Entitlement Offer period.

On behalf of the board of the Company, I have pleasure in inviting you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely,



**Qing Zhong**  
**Managing Director**  
**Admiralty Resources NL**

## Summary of the Entitlement Offer

Aspect	Details
<b>Ratio</b>	1 New Share for every 1.63 Shares held on the Record Date
<b>Offer Price</b>	\$0.007 per New Share
<b>Discount</b>	22% discount to the closing price on 1 October 2024
<b>Size</b>	Up to 1,000,100,011 New Shares
<b>Renounceability</b>	The Entitlement Offer is non-renounceable
<b>Gross proceeds</b>	Up to \$7 million (before costs)
<b>Major Shareholder commitments</b>	Mrs Qing Zhong, the Managing Director and substantial Shareholder of the Company have undertaken to apply for an aggregate of up to \$111,478.10 of their Entitlements under the Entitlement Offer, representing up to 15,927,035 New Shares.

## Key dates

Event	Date
Announcement of the Entitlement Offer and Placement Offer Booklet and cleansing notice lodged with ASX	9 October 2024
Shares quoted on an "Ex" basis	14 October 2024
Record Date for eligibility under the Entitlement Offer (7.00pm AEDT)	15 October 2024
Offer Booklet and Entitlement and Acceptance Form despatched to Eligible Shareholders Opening date of Entitlement Offer	17 October 2024
Last day to extend Entitlement Offer Closing Date	23 October 2024
Entitlement Offer closes (5.00pm AEDT)	28 October 2024
Unless otherwise determined by ASX, New Shares are quoted on a deferred settlement basis from market open	29 October 2024
Results of Entitlement Offer announced Issue of New Shares under the Entitlement Offer	4 November 2024

**Notes:** The timetable above (and each reference to or to dates in this Offer Booklet) is indicative only and may change. The Company reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the Closing Date and to accept late Applications (either generally or in particular cases). Any extension of the Closing Date will have a consequential effect on the allotment date of New Shares. The commencement of quotation of the New Shares is subject to confirmation from ASX.

The Company also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants. Cooling-off rights do not apply to an investment in New Shares. You cannot withdraw your Application. Eligible Shareholders wishing to participate in the Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Entitlement Offer opens.

## **Enquiries**

If you have any doubt about whether you should participate in the Entitlement Offer, you should seek professional financial advice from your stockbroker, solicitor, accountant or other suitably qualified professional financial adviser before making any investment decision. For further information on the Entitlement Offer, if you have questions on how to complete the Entitlement and Acceptance Form, or have lost your Entitlement and Acceptance Form and would like a replacement form, you may contact the Company on [info@ady.com.au](mailto:info@ady.com.au) during the Entitlement Offer period.



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## 1. Summary of options available to you

If you are an Eligible Shareholder, you may take one of the following actions:

- (a) take up all of your Entitlement and if you do so, you may also apply for additional New Shares under the Top-Up Facility (see sections 2.1 and 2.2 for details);
- (b) take up part of your Entitlement and allow the balance to lapse; or
- (c) do nothing, in which case your Entitlement will lapse and you will receive no value for the lapsed Entitlement.

If you are a Shareholder that is not an Eligible Shareholder, you are an **'Ineligible Shareholder'**. Ineligible Shareholders are not entitled to participate in the Entitlement Offer and should refer to section 6.3 for further information.

Options available to you	Key considerations	For further information
<b>Option One:</b> Take up all of your Entitlement	<p>You may elect to purchase New Shares at the Offer Price (see <i>section 4 "How to Apply"</i> for instructions on how to take up your Entitlement). The Entitlement Offer closes at 5.00pm on 28 October 2024.</p> <p>The New Shares will be fully paid and rank equally in all respects with existing Shares on issue (including rights to dividends and distributions).</p> <p>If you take up all of your Entitlement, you may also apply for additional New Shares under the Top-Up Facility (see Section 4.5 for instructions on how to apply for additional New Shares). There is no guarantee that you will be allocated any additional New Shares under the Top-Up Facility.</p>	See sections 4.4 and 4.5
<b>Option Two:</b> Take up part of your Entitlement	<p>If you do not take up your Entitlement in full, those Entitlements not taken up will lapse and you will not receive any payment or value for them.</p> <p>You will not be entitled to apply for additional New Shares under the Top-Up Facility.</p> <p>If you do not take up your Entitlement in full, your proportionate equity interest in the Company will be diluted as a result of the Entitlement Offer.</p>	See section 4.6
<b>Option Three:</b> Do nothing, in which case your Entitlement will lapse, and you will receive no value for your lapsed Entitlement.	<p>If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. Your Entitlement to participate in the Entitlement Offer is non-renounceable, which means your Entitlements are non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred.</p> <p>If you do not take up your Entitlement your proportionate equity interest in the Company will be diluted as a result of the Entitlement Offer.</p>	See section 4.7

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## **2. Overview of the Entitlement Offer**

### **2.1 The Entitlement Offer**

The Company intends to raise up to approximately \$7 million (before costs) under the Entitlement Offer via an offer of approximately 1,000,100,011 New Shares at an Offer Price of \$0.007 per New Share. The Company intends to use the proceeds of the Entitlement Offer in accordance with the use of funds outlined in section 3.2.

New Shares issued under the Entitlement Offer will rank equally with the Company's existing Shares on issue.

### **2.2 Top-Up Facility**

Eligible Shareholders who take up their Entitlements in full may also apply for additional New Shares in the Top-Up Facility. Please note that New Shares in excess of Entitlements will only be allocated to Eligible Shareholders if and to the extent that the Company determines in its absolute discretion based on the Allocation Policy outlined below.

Any New Shares in excess of Entitlements will be limited by the Allocation Policy and also to the extent that there are sufficient New Shares from Eligible Shareholders who do not take up their full Entitlements. Subject to the Allocation Policy below, the Company may apply a pro-rata scale-back (in its absolute discretion).

### **2.3 Allocation Policy**

The Allocation Policy is that each Eligible Shareholder that:

- (a) takes up their Entitlement in full; and
- (b) subscribes for additional New Shares under the Top-Up Facility,

there will be no cap applied to applications under the Top-Up Facility and allocations may be scaled-back pro rata if the Top-Up Facility is oversubscribed.

In addition, Eligible Shareholders should be aware that:

- (a) there is no guarantee that any application in the Top-Up Facility will be successful and the Company reserves the right to issue any shortfall by way of the Top-Up Facility or by other means and reserves the right to satisfy applications in the Top-Up Facility at its sole and complete discretion, including by applying the pro rata scale-back mechanism;
- (b) the Top-Up Facility has the same closing date as the Entitlement Offer (being, 28 October 2024);
- (c) the issue price of additional New Shares under the Top-Up Facility is the same as the Issue Price, A\$0.007 per additional New Share; and
- (d) the Company will not issue additional New Shares under the Top-Up Facility where to do so would result in a breach of its constitution, the Corporations Act or the ASX Listing Rules.

### **2.4 Scale-back**

If there are oversubscription applications under the Top-Up Facility, the Company reserves the right to scale back applications for additional New Shares on a pro rata basis (in its absolute discretion).

In the event of a scale-back, the difference between the Application Monies received, and the number of additional New Shares allocated to you multiplied by the Issue Price will be refunded following allotment. No interest will be paid on any Application Monies received and returned.

## **2.5 Underwriting**

The Entitlement Offer is partially underwritten by Shi Yong, subject to the terms and conditions of the Underwriting Agreement dated 23 September 2024. Please refer to Section 6.8 for further details.

In the event of any shortfall of New Shares under the Entitlement Offer and Top-Up Facility (**Shortfall Shares**) they will be subscribed for by the Underwriter, in accordance with the Underwriting Agreement.

The Underwriter has agreed to partially underwrite the Entitlement Offer up to a value of \$5,000,000 (**Underwritten Amount**), being 714,357,151 New Shares (**Underwritten Shares**). Assuming that the Entitlement Offer is fully subscribed, where the Underwriter underwrites \$5,000,000, and that the issued capital of the Company is 1,629,473,940 Shares as at the date of the Entitlement Offer, then the Underwriter's maximum voting power at the end of the Entitlement Offer would be 27.17%.

## **2.6 Ranking of New Shares**

The New Shares issued under the Entitlement Offer will be fully paid and rank equally with existing Shares on issue. The rights attaching to the New Shares are set out in the Company's constitution and are regulated by the Corporations Act, Listing Rules and general law.

### 3. Effect of the Entitlement Offer

#### 3.1 Capital structure

##### (a) Share capital

The proposed capital structure of the Company following the issue of the New Shares in connection with the Entitlement Offer will be as follows:

	Number
Shares on issue as at the date of this Offer Booklet	1,629,473,940
New Shares to be issued under the Entitlement Offer (assuming the Entitlement Offer is fully subscribed)	1,000,100,011
<b>TOTAL</b>	<b>2,629,573,951</b>

The final number of New Shares to be issued under the Entitlement Offer is subject to rounding and reconciliation.

##### (b) Options

As at the date of this Offer Booklet, the Company has no options on issue.

##### (c) Other securities

As at the date of this Offer Booklet, the Company has no other securities on issue.

#### 3.2 Use of proceeds

The Company intends to apply the funds raised from the Entitlement Offer in accordance with the table below:

Use of funds	Allocation of funds	Percentage use of funds
Working capital <sup>1</sup>	\$2,500,000	36%
El Cojin – drilling and exploration <sup>2</sup>	\$2,300,000	33%
Mariposa Project <sup>3</sup>	\$1,950,000	28%
DIA for La Chulula <sup>4</sup>	\$200,000	3%
Costs of the Offer	\$50,000	1%
<b>TOTAL</b>	<b>\$7,000,000</b>	<b>100.00%</b>

##### Notes:

1. Working capital includes the general costs associated with the management and operation of the business including administration expenses, rent and other associated costs. Working capital also includes surplus funds. The Directors will allocate surplus funds at their discretion.
2. Commence drilling and exploration at the Company's copper mine located in the Pampa Tololo district in Chile.
3. Increase the Company's investment in the Mariposa project in order to gain more profit as per the Joint Operating Agreement with Hainan Xinlei Mining Management Co Ltd, refer to ASX announcement dated 25 June 2024.
4. Continue DIA process for Mariposa stage two, La Chulula.

The above table assumes that the Entitlement Offer is fully subscribed. In the event that the Entitlement Offer is not fully subscribed, the amount allocated towards working capital will be reduced accordingly.

The above table is a statement of current intentions as at the date of this Offer Booklet. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including market conditions, the development of new opportunities and/or any number of other factors (including the risk factors disclosed in section 5), and actual expenditure levels, may differ significantly from the above estimates.

The use of further equity or debt funding may be considered by the Board where it is appropriate to accelerate a specific project or strategy. The Company will require further financing in the future.

### 3.3 Director interests

The relevant interest of each of the Directors in Shares as at the date of this Offer Booklet, together with their Entitlement under the Entitlement Offer are set out below:

Director	Existing Shares		Entitlement <sup>(1)</sup>
	Number of Shares	Voting power <sup>(1)</sup>	
Bin Li <sup>2</sup>	25,000,000	1.53%	15,337,424
Qing Zhong <sup>3</sup>	214,953,465	13.19%	131,873,293
Jian Barclay <sup>4</sup>	12,663,604	0.78%	7,769,083
Gregory Starr	NIL	N/A	N/A

#### Notes:

1. Assumes 1,629,473,940 Shares on issue as at the date of this Offer Booklet and that no other Shares are issued or existing convertible securities exercised or converted into Shares prior to the Record Date.
2. Mr Bin Li's interest is held via BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT>, which Mr Li is a controller and beneficiary of this holding.
3. Mrs Qing Zhong's interest is held via Sino Investment & Holding Pty Ltd (Mrs Zhong is a director of the entity and holds 51%), Sophie Zhong Pty Ltd <I Like Shopping Property A/C> (Mrs Zhong is the sole director and controller of the entity), Chinese Yellow Dragon Pty Limited (Mrs Zhong is the sole director and controller of the entity), and BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT> (Mrs Zhong is a controller and beneficiary of this holding).
4. Mrs Jian Barclay's interest is held via 3D Pencil Pty Ltd <3D Pencil Super Fund A/C>, which Mrs Barclay is the sole director of the entity.

As at the date of this Offer Booklet, Mr Bin Li, Mrs Qing Zhong and Mrs Jian Barclay have indicated that they each intend to take up some of their Entitlements, up to a maximum shareholding of 19.9%.

### 3.4 Substantial Shareholders

The relevant interest of each of the substantial Shareholders in Shares as at the date of this Offer Booklet, together with their Entitlement under the Entitlement Offer are set out below:

Substantial Shareholder	Shares	Voting power <sup>(2)</sup>	Entitlement <sup>(2)</sup>
Qing Zhong <sup>3</sup>	214,953,465	13.19%	131,873,293

**Notes:**

1. The shareholdings listed above are as disclosed to the Company by shareholders in substantial holding notices. Information regarding substantial holdings that arise, change or cease after the date of the substantial holding notices disclosed to the Company, or in respect of which the relevant announcement is not available on the ASX's website ([www.asx.com.au](http://www.asx.com.au)), is not included above.
2. Assumes 1,629,473,940 Shares on issue as at the date of this Offer Booklet and that no other Shares are issued or existing convertible securities exercised or converted into Shares prior to the Record Date.
3. Mrs Qing Zhong's interest is held via Sino Investment & Holding Pty Ltd (Mrs Zhong is a director of the entity and holds 51%), Sophie Zhong Pty Ltd <I Like Shopping Property A/C> (Mrs Zhong is the sole director and controller of the entity), Chinese Yellow Dragon Pty Limited (Mrs Zhong is the sole director and controller of the entity), and BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT> (Mrs Zhong is a controller and beneficiary of this holding).

As at the date of this Offer Booklet, each of the Substantial Shareholders:

- (a) will be an Eligible Shareholder and are otherwise eligible to participate in the Entitlement Offer; and
- (b) has advised the Company that they intend to take up some of their Entitlement under the Entitlement Offer (up to a maximum 19.9%).

**3.5 Control issues and consequences of the Entitlement Offer**

The maximum number of New Shares to be issued under the Entitlement Offer is 1,000,100,011 (subject to rounding) which will constitute approximately 38% of the Shares on issue following completion of the Entitlement Offer (assuming the Entitlement Offer is fully subscribed and no other Shares are issued or convertible securities exercised or converted prior to the Record Date).

Eligible Shareholders who do not take up their Entitlement in full may be diluted relative to those Eligible Shareholders who apply for some or all of their Entitlement. The extent of dilution will depend on the extent to which Eligible Shareholders take up their Entitlement.

The proportional interests of Ineligible Shareholders will also be diluted because such Shareholders are not entitled to participate in the Entitlement Offer.

The following table illustrates each of the substantial Shareholders' maximum potential relevant interest and voting power in the Company under several scenarios where the Entitlement Offer is:

- (a) fully subscribed by other Eligible Shareholders;
- (b) 75% subscribed by other Eligible Shareholders;
- (c) 50% subscribed by other Eligible Shareholders; and
- (d) in the unlikely event that no other Eligible Shareholders take up their Entitlement under the Entitlement Offer.



Participation by other Eligible Shareholders	Voting power of Substantial Shareholders
	Qing Zhong <sup>1</sup>
100%	13.19%
75%	11.94%
50%	10.68%
0%	8.17%

1. Mrs Qing Zhong's interest is held via Sino Investment & Holding Pty Ltd (Mrs Zhong is a director of the entity and holds 51%), Sophie Zhong Pty Ltd <I Like Shopping Property A/C> (Mrs Zhong is the sole director and controller of the entity), Chinese Yellow Dragon Pty Limited (Mrs Zhong is the sole director and controller of the entity), and BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT> (Mrs Zhong is a controller and beneficiary of this holding).

In the event where the Entitlement Offer is significantly undersubscribed by Eligible Shareholders, with the result that there is a large number of Shortfall Shares, the Company intends to mitigate the potential effects on control by ensuring that its Allocation Policy under facilitates the allotment of Shortfall Shares to a spread of investors, if there are remaining Shortfall Shares after they have been allocated to the Underwriter pursuant to the Underwriting Agreement (see section 2.3 for further information).

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## 4. How to apply

### 4.1 Entitlement Offer

The Entitlement Offer constitutes an offer to Eligible Shareholders to apply for 1 New Share for every 1.63 Shares held on the Record Date. Please refer to sections 6.1 and 6.2 regarding your eligibility to participate in the Entitlement Offer.

The Entitlement Offer opens on 17 October 2024 and the Offer Booklet will be made available by that date, along with a personalised Entitlement and Acceptance Form, to Eligible Shareholders. The Entitlement Offer is expected to close at 5.00pm on 28 October 2024.

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*) which allows rights issues to be offered without a prospectus, provided certain conditions are satisfied.

As a result, the Entitlement Offer is not being made under a prospectus and it is important for Eligible Shareholders to read and understand the information on the Company and the Entitlement Offer made publicly available by the Company, prior to taking up all or part of their Entitlement. In particular, please refer to the materials enclosed in section 5, the Company's interim and annual reports, other announcements made available at [www.asx.com.au](http://www.asx.com.au) and all other parts of this Offer Booklet carefully before making any decisions in relation to your Entitlement.

### 4.2 Your Entitlement

An Entitlement and Acceptance Form setting out your Entitlement (calculated as 1 New Share for every 1.63 Shares held on the Record Date with fractional entitlements rounded up to the nearest whole number of New Shares) will accompany this Offer Booklet when it is despatched to Eligible Shareholders. If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have a separate Entitlement for each separate holding. A copy of your personalised Entitlement and Acceptance Form can be accessed at <https://www.investorserve.com.au/>.

### 4.3 Options available to you

The number of New Shares to which Eligible Shareholders are entitled is shown on the Entitlement and Acceptance Form that will accompany this Offer Booklet when it is despatched to you. Eligible Shareholders may:

- (a) take up their Entitlement in full and, if they do so, they may apply for additional New Shares under the Top-Up Facility (refer to section 4.5 for further information);
- (b) take up part of their Entitlement and allow the balance to lapse;
- (c) do nothing and allow their Entitlement to lapse (refer to section 4.6 for further information).

The Entitlement Offer is an offer to Eligible Shareholders only. Ineligible Shareholders may not take up any of their Entitlements. Ineligible Shareholders should refer to section 6.3.

The Company reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The expected Closing Date for acceptance of the Entitlement Offer is **5.00pm on 28 October 2024**.

#### **4.4 Eligible Shareholders wishing to accept their Entitlement in full**

If you wish to take up all of your Entitlement, you are required to make payment via BPAY® if you are an Australian resident, or Electronic Funds Transfer (EFT) if you are a resident in a jurisdiction other than Australia.

Payment is due by no later than 5.00pm (AEDT) on the Closing Date. Note that when paying by BPAY® or EFT you are not required to submit the personalised Application Form but are taken to make the statements on that form.

#### **4.5 Eligible Shareholders wishing to participate in the Top-Up Facility**

If you are an Eligible Shareholder and you wish to apply for New Shares in excess of your Entitlement under the Entitlement Offer by applying for additional New Shares under the Top-Up Facility, you are required to apply for more New Shares than the number shown in your personalised Application Form. To do this, make a payment for more than your Entitlement via BPAY® or EFT. The excess will be taken to be an application for additional New Shares under the Top-Up Facility.

Any additional New Shares applied for pursuant to the Top-Up Facility will be issued in accordance with the allocation policy described in Section 2.3.

Payment is due by no later than 5.00pm (AEDT) on the Closing Date. Note that when paying by BPAY® or EFT you are not required to submit the personalised Application Form but are taken to make the statements on that form.

#### **4.6 Consequences of not accepting all or part of your Entitlement**

If you decide not to take up all or part of your Entitlement, the Entitlement which is unexercised will lapse and may be taken up by the Underwriter or by Eligible Shareholders under the Top-Up Facility. Your Entitlement to participate in the Entitlement Offer is non-renounceable and cannot be traded on the ASX nor any other financial markets, nor can it be privately transferred.

By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any payment or value for all or that part of your Entitlement. Your interest in the Company will also be diluted.

#### **4.7 Allowing your Entitlement to lapse**

If you do not wish to accept all or any part of your Entitlement, do not take any further action and all or that part of your Entitlement will lapse.

#### **4.8 Payment**

Payment should be made using BPAY® or Electronic Funds Transfer (EFT) (see section 4.10).

Cash, cheques, bank drafts and money order payments will not be accepted. Receipts for payments will not be issued.

The Company will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement. If your payment will pay for more than your full Entitlement, the Company will treat you as applying for your full Entitlement and in respect of any excess amount, applying for as many additional New Shares under the Shortfall Offer as it will pay for in full.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

#### **4.9 Payment by BPAY®**

- (a) For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form. You can only make payment via BPAY® if you are the holder of an account with any Australian financial institution that supports BPAY® transactions.
- (b) If you are paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form.
- (c) If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your Application will not be recognised as valid.
- (d) Please note that by paying by BPAY®:
  - (i) you do not need to send your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties referred to on that Entitlement and Acceptance Form and in section 4.11;
  - (ii) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies; and
  - (iii) if you pay more than is required to subscribe for your Entitlement, you will be deemed to have applied for additional New Shares under the Shortfall Offer, to the extent of the excess.
- (e) It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.

#### **4.10 Payment by Electronic Funds Transfer (EFT) – Eligible Overseas Shareholders only**

- (a) Eligible Shareholders with a registered address in New Zealand, Hong Kong, Singapore and China may not have access to pay by BPAY® and can make payment by EFT. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your application will not be recognised as valid.
- (b) Your EFT payment must be:
  - (i) for an amount equal to \$0.007 multiplied by the number of New Shares (and additional New Shares under the Top-Up Facility, if applicable) that you are applying for; and
  - (ii) in Australian currency. Payment cannot be made in any other currencies, shareholders must arrange for payment to be made in Australian dollars.
- (c) It is your responsibility to ensure that your payment by direct transfer is received by the Share Registry by no later than 5.00pm on the Closing Date. Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight) and it is the Applicant's responsibility to ensure funds are submitted correctly. The Company and the Share Registry accept no responsibility for incorrect, delayed or misdelivered Application Forms or payments.

- (d) Your Application payment may incur fees and charges from your bank or any intermediary bank as well as the receiving bank. You may have an option to choose that fees are not deducted from the amount transferred however the receiving bank may still deduct a fee for receiving a foreign transfer. If you are paying from a bank account that is not in Australian dollars you may also incur foreign exchange fees.
- (e) Eligible Overseas Shareholders will receive a separate letter with clear instructions on how to pay by overseas EFT.

#### **4.11 Entitlement and Acceptance Form is binding**

- (a) A payment made through BPAY® or by EFT constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Booklet and, once paid, cannot be withdrawn. The Company's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.
- (b) By making a payment by BPAY® or by EFT, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:
  - (i) you are (or the person on whose account you are acting is) an Eligible Shareholder;
  - (ii) you acknowledge that you have read and understand this Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
  - (iii) you agree to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet (and accompanying Entitlement Acceptance Form), and the Company's constitution;
  - (iv) you authorise the Company to register you as the holder(s) of New Shares allotted to you;
  - (v) you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
  - (vi) you declare that you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
  - (vii) you acknowledge that once the Company receives any payment of Application Monies via BPAY® or by direct transfer, you may not withdraw your Application or Application Monies provided except as allowed by law;
  - (viii) you agree to apply for and be issued up to the number of New Shares (and any additional New Shares) for which you have submitted payment of any Application Monies via BPAY® or by direct transfer, at the Offer Price per New Share;
  - (ix) you authorise the Company, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
  - (x) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
  - (xi) you acknowledge that the information contained in this Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice

nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;

- (xii) you acknowledge that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- (xiii) you acknowledge the statement of risks included in section 5, and that investments in the Company are subject to risk;
- (xiv) you acknowledge that the Company, its related bodies corporate and affiliates and its directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, the performance of the New Shares offered under the Entitlement Offer nor do they guarantee the repayment of capital;
- (xv) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (xvi) you authorise the Company to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (xvii) you acknowledge and agree that determination of eligibility of investors for the purposes of the Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company, and the Company, its related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law;
- (xviii) you represent and warrant that the law of any place does not prohibit you from being given this Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares and that you are otherwise eligible to participate in the Entitlement Offer; and
- (xix) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or, subject to the restrictions in section 6.2, New Zealand, Hong Kong, Singapore and China.

#### **4.12 Brokerage and stamp duty**

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty should be payable for subscribing for New Shares under the Entitlement Offer or for additional New Shares under the Shortfall Offer on the basis that all of the shares in the Company are quoted on the ASX (i.e. no classes of unquoted shares on issue) and no person, either alone or together with associated or related persons or as part of substantially one transaction or arrangement with other persons, will hold an interest of 90% or more in the Company.

#### **4.13 Notice to nominees and custodians**

- (a) The Entitlement Offer is being made to all Eligible Shareholders. Nominees with registered addresses in the eligible jurisdictions, may participate in the Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Shareholder.

- (b) Nominees and custodians should note in particular that the Entitlement Offer is not available to:
  - (i) beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Shareholder; or
  - (ii) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Entitlement Offer.
- (c) In particular, persons acting as nominees or custodians for other persons may not take up Entitlements on behalf of, or send any documents relating to the Entitlement Offer to, any person outside Australia or, subject to the restrictions in section 6.2, New Zealand, Hong Kong, Singapore and China.
- (d) The Company is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares. The Company is not able to advise on foreign laws.
- (e) For the avoidance of doubt, the Company reserves the right (in its absolute sole discretion) to reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claims prove to be overstated or they fail to provide information to substantiate their claims.
- (f) The Company also reserves the right to reject any acceptance of an Entitlement that it believes comes from a person who is not eligible to accept an Entitlement.

#### **4.14 Withdrawal of the Entitlement Offer**

Subject to applicable law, the Company reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case the Company will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to applicants.

#### **4.15 Risks**

Eligible Shareholders should be aware that an investment in the Company, including taking up your Entitlement, involves risks. The key risks identified by the Company are summarised in section 5, but these are not an exhaustive list of the risks associated with an investment in the Company.

#### **4.16 Further enquiries**

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions regarding the Entitlement Offer, please contact the Company on [info@ady.com.au](mailto:info@ady.com.au) during the Entitlement Offer period. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional adviser.

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## **5. ASX announcements and Risk Factors**

Activities in the Company and its controlled entity, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entity have implemented appropriate strategies, actions, systems and safeguards for known risks however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company. Shareholders should carefully consider the following factors in addition to the other information presented in this Offer Booklet.

All Shareholders should consult their professional advisers if they are in any doubt as to any aspect of this Offer Booklet, the Entitlement offer or any other matter relating to an investment in the Company.

The principal risks include, but are not limited to, the following:

### **5.1 Company and industry specific risks**

#### **(a) Potential for dilution**

Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted (as compared to their holdings and number of Shares on issue as at the date of this Entitlement Offer).

It is not possible to predict what the value of the Company, a Share will be following the completion of the Entitlement Offer being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the Entitlement Offer being lodged of \$0.008 is not a reliable indicator as to the potential trading price of Shares after implementation of the Entitlement Offer.

#### **(b) Additional capital requirements**

The Company will require further financing in the future, in addition to amounts raised pursuant to the Entitlement Offer. It is also possible further capital may be required at an earlier stage if any risks materialise. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price (or Offer Price) or may involve restrictive covenants which limit the Company's operations and business strategy.

Debt financing, if available, may involve restrictions on financing and operating activities or the registering of security interests over the Company's assets. Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. The Company may undertake additional offerings of Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such Shares may have a depressive effect on the price of Shares. In addition, as a result of the offering of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.



**(c) Commercial Risks**

The Company may explore various corporate opportunities, such as acquisitions, licensing, or partnerships. There is no guarantee that any such opportunities can be finalised on commercially acceptable terms. Even if terms for licensing and partnerships are agreed upon, unforeseen factors related to the environment, technology, or market conditions may impede the performance of partners, distributors and collaborators in delivering contracted outcomes. Moreover, the future success of the Company hinges on market acceptance and client retention. This involves convincing prospective clients and partners of the efficacy of the Company's products and services.

**(a) Reliance on key personnel**

The Company depends on the expertise, experience and efforts of its executive officers and other key employees. A failure to attract and retain executive, business development, technical and other key personnel could reduce the Company's revenues and operational effectiveness.

There is continuing demand for relevant qualified personnel, and the Company believes that its future growth and success will depend up on its ability to attract, train and retain such personnel.

Competition for personnel in the Company's industry is intense, and there is a limited number of persons with knowledge of, and experience in, this industry. There can be no assurance that the Company will maintain sufficiently qualified personnel on a timely basis or that it will be able to retain its key management personnel.

An inability to attract or maintain a sufficient number of requisite personnel, particularly those with the requisite technical expertise, could have a material adverse effect on the Company's performance on or the Company's ability to capitalise on market opportunities or meet its stated objectives.

**(b) Safety and efficacy**

The reputation and commercial success of the Company hinges on the safety, and efficacy of its mine. Serious or unforeseen health, safety, or efficacy concerns could result in reduced market acceptance, and reputational damages. Any concerns regarding the health, safety, or efficacy of the Company's mine are likely to diminish customer demand and adversely affect the Company's profitability.

**(c) Third party risk**

The operations of the Company require the involvement of a number of third parties, including suppliers, contractors and clients. Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on the Company's operations and performance. It is not possible for the Company to predict or protect the Company against all such risks.

**(d) Unforeseen expenses**

The Company's cost estimates and financial forecasts include appropriate provisions for material risks and uncertainties and are considered to be fit for purpose for the proposed activities of the Company. If risks and uncertainties prove to be greater than

expected, or if new currently unforeseen material risks and uncertainties arise, the expenditure proposals of the Company are likely to be adversely affected.

**(e) Future acquisitions, strategic investments, partnerships and alliances**

The Company may in the future seek to acquire or invest in, businesses, products or technologies that the Company believes could complement or expand its current client offerings, enhance its technical capabilities or otherwise offer growth opportunities. The pursuit of potential acquisitions may divert the attention of management and cause the Company to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated. The risks the Company faces in connection with such acquisition include:

- (i) encountering difficulties or unforeseen expenditures, in integrating the business, technologies, products, personnel or operations of a company that the Company acquires;
- (ii) an acquisition that disrupts the Company's ongoing business, diverts resources, increases expenses and distracts management;
- (iii) vendor disputes concerning the terms of any acquisition;
- (iv) the Company's use of cash to pay for acquisitions, which would limit other potential uses for its cash;
- (v) if the Company incurs debt to fund an acquisition, such debt may subject it to material restrictions on its ability to conduct its business; and
- (vi) if the Company issues a significant amount of equity securities in connection with acquisitions, existing shareholders may be diluted and earnings per share may decrease.

The occurrence of any of these risks could have an adverse effect on the Company's business, result of operations, financial condition or prospects.

**(f) Foreign exchange**

The Company will be operating in a variety of jurisdictions and as such, expects to generate revenue and incur costs and expenses in more than one currency. Consequently, movements in currency exchange rates may adversely or beneficially affect the Company's operations, results and cash flows. Any depreciation of currencies in foreign jurisdictions in which the Company operates (including Chile) may result in lower than anticipated revenue, profit and earnings of the Company.

**(g) Insurance**

Where reasonably able to do so, the Company intends to insure its officers, management and operations in accordance with industry practice and all legal requirements (including the obtaining of appropriate vehicle insurance). Management agreements with vehicle owners require that the Company take out appropriate insurance, and vice-versa.

In certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered (or

fully covered) by insurance could have a material adverse effect on the business, financial condition and results of the Company.

**(h) Government regulation risk**

The Company is subject to government regulation which may require it to obtain additional licenses and could limit the ability to provide services to its customers. Failure to obtain the required licenses (where such licenses are required), meet registration standards or comply with other government regulations, may affect the Company's ability to generate revenues from the services provided, which could have a material adverse effect on the Company's business, financial condition and results of operations. Compliance with government regulations may also subject the Company to additional fees and costs.

**(i) Management of growth and strategies**

There is a risk that management of the Company will not be able to implement the Company's strategies, particularly relating to growth, after completion of the Entitlement Offer. The capacity of the Company's management to properly implement and manage the strategic direction of the Company may affect the Company's financial performance.

**5.2 Risks relevant to the Entitlement Offer**

**(j) Underwriting risk**

The Company has entered into the Underwriting Agreement under which the Underwriter has agreed to partially underwrite the Entitlement Offer, subject to the terms and conditions of the Underwriting Agreement. If certain conditions are not satisfied or certain events occur, the Underwriter may terminate the Underwriting Agreement. Termination of the Underwriting Agreement may have a material adverse impact on the proceeds raised under the Entitlement Offer. Termination of the Underwriting Agreement could materially adversely affect the Company's business, cash flow, financial condition and results. See Section 6.8 for further details of the Underwriting Agreement.

**5.3 General risks**

**(k) Economic risks**

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business activities and potential exploration and development programs, as well as on its ability to fund those activities.

**(l) Force majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, pandemics or epidemics or quarantine restrictions.

**(m) Market conditions**

Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) 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 resources stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return to Shareholders.

**(n) Government and legal risk**

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Shares. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine.

The Company is not aware of any reviews or changes that would affect its permits. However, changes in community attitudes on matters such as taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's development plans or its rights and obligations in respect of its permits. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

**(o) Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for New Shares under this Entitlement Offer.

**(p) Unforeseen risk**

There may be other risks which the Directors are unaware of at the time of issuing this Entitlement Offer which may impact on the Company, its operations and/or the valuation and performance of its Shares.

**(q) Contractual Disputes and General Litigation**

The Company is not currently involved in any litigation. However, the Company continues to be exposed to possible litigation risks including contractual disputes, intellectual property disputes, employee claims and potential disputes with major

customers, contractors, former employees and business partners arising in the ordinary course of business or otherwise. The outcome of litigation or a dispute cannot be predicted with certainty. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

#### **5.4 Investment speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Entitlement Offer.

Therefore, the New Shares to be issued pursuant to this Entitlement Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Entitlement Offer.

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## 6. Additional Information

### 6.1 Eligibility of Shareholders

- (a) The Entitlement Offer is being offered to all Eligible Shareholders only.
- (b) Eligible Shareholders are Shareholders on the Record Date who:
  - (i) are registered as holders of Shares;
  - (ii) have a registered address in Australia or, subject to the restrictions in section 6.2, New Zealand, Hong Kong, Singapore, China or are a Shareholder that the Company has otherwise determined is eligible to participate in the Entitlement Offer; and
  - (iii) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.
- (c) By making a payment by BPAY® or by direct transfer, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

### 6.2 Overseas Shareholders

This Offer Booklet does not constitute an offer of Entitlements or New Shares in any jurisdiction in which it would be unlawful. In particular, this Offer Booklet may not be distributed to any person, and such securities may not be offered or sold, in any country outside Australia except to the extent permitted below.

#### (a) Notice to investors in New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. The offer of New Shares is renounceable in favour of members of the public.

This Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Offer Booklet 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.

#### (b) Notice to investors in Hong Kong

**WARNING:** This Offer Booklet 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**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will 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 New Shares 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 New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares 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 Entitlement Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

(c) **Notice to investors in Singapore**

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document relating to the New Shares may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

(d) **Notice to investors in China**

This document has not been approved by, nor registered with, any competent regulatory authority of the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). Accordingly, the New Shares may not be offered or sold, nor may any invitation, advertisement or solicitation for New Shares be made from, within the PRC. This document does not constitute an offer of New Shares within the PRC.

The New Shares may not be offered to legal or natural persons in the PRC other than to: (i) "qualified domestic institutional investors" as approved by a relevant PRC regulatory authority to invest in overseas capital markets; (ii) sovereign wealth funds or quasi-government investment funds that have the authorization to make overseas investments; or (iii) other types of qualified investors that have obtained all necessary PRC governmental approvals, registrations and/or filings (whether statutorily or otherwise).

(e) **Notice to nominees and custodians**

Nominees with registered addresses in the eligible jurisdictions may also be able to participate in the Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Shares.

Nominees and custodians should note in particular that the Entitlement Offer are not available to:

- beneficiaries on whose behalf they hold Shares who would not satisfy the criteria to be eligible to participate in the Entitlement Offer (as applicable); or
- Shareholders who are not eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

In particular, persons acting as nominees or custodians for other persons may not take up any New Shares on behalf of or send any documents relating to the Entitlement Offer to, any person in any jurisdiction outside Australia.

The Company is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares.

The Company is not able to advise on foreign laws. For the avoidance of doubt, the Company reserves the right (in its absolute sole discretion) to reduce the number of Shares allocated to investors claiming to be Eligible Shareholders, if their claims prove to be overstated or they fail to provide information to substantiate their claims.

Nominees and custodians may not distribute this document and may not permit any beneficial shareholder to participate in the Entitlement Offer, in any country outside Australia, New Zealand, Hong Kong, Singapore or China except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Entitlement Offer.

### **6.3 Ineligible Shareholders**

- (a) All Shareholders who do not satisfy the criteria to be Eligible Shareholders, are Ineligible Shareholders. Ineligible Shareholders are not entitled to participate in the Entitlement Offer, unless the Company otherwise determines.
- (b) The restrictions upon eligibility to participate in the Entitlement Offer arise because the Company has determined, pursuant to Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders. This decision has been made after taking into account the number of non-residents in Australia, New Zealand, Hong Kong, Singapore and China on the Company's share register, the relatively small number and value of New Shares to which those Shareholders would otherwise be entitled and the potential costs of complying with legal and regulatory requirements in the jurisdictions in which the Ineligible Shareholders are located in relation to the Entitlement Offer.
- (c) The Company, in its absolute discretion, may extend the Entitlement Offer to any Shareholder if it is satisfied that the Entitlement Offer may be made to the Shareholder in compliance with all applicable laws. The Company, in its absolute discretion, reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder. To the maximum extent permitted by law, the Company disclaims all liability in respect of such determination.

### **6.4 Allotment, trading and quotation**

- (a) The Company will apply for quotation of the New Shares on ASX in accordance with Listing Rule requirements. If ASX does not grant quotation of the New Shares, the Company will repay all Application Monies (without interest).
- (b) Trading of New Shares will, subject to ASX approval, occur shortly after allotment. It is expected that allotment of the New Shares under the Entitlement Offer will take place on 4 November 2024. Application Monies will be held by the Company on trust



for Applicants until the New Shares are allotted. No interest will be paid on Application Monies.

- (c) It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk. The Company disclaims all liability whether in negligence or otherwise (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry or otherwise.

## 6.5 Reconciliation

- (a) In any entitlement offer, investors may believe that they own more Shares on the Record Date than they ultimately do. This may result in a need for reconciliation to ensure all Eligible Shareholders have the opportunity to receive their full Entitlement.
- (b) The Company may need to issue a small quantity of additional New Shares to ensure all Eligible Shareholders have the opportunity to receive their appropriate allocation of New Shares. The price at which these New Shares would be issued, if required, is the same as the Offer Price.
- (c) The Company also reserves the right to reduce the Entitlement or the number of New Shares allocated to Eligible Shareholders or persons claiming to be Eligible Shareholders, if their Entitlement claims prove to be overstated, if they or their nominees/custodians fail to provide information requested to substantiate their Entitlement claims, or if they are not Eligible Shareholders.

## 6.6 Continuous disclosure

- (a) The Company is a "disclosing entity" under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports.
- (b) The Company is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Shares. That information is available to the public from ASX and can be accessed at [www.asx.com.au](http://www.asx.com.au). Some documents are required to be lodged with ASIC in relation to the Company. These documents may be obtained from, or inspected at, an ASIC office.

## 6.7 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been made.

## 6.8 Underwriting Agreement

The Company has entered into an underwriting agreement with the Underwriter (**Underwriting Agreement**). The material terms and conditions of the Underwriting Agreement are summarised below:

<b>Conditions Precedent</b>	<ul style="list-style-type: none"><li>(a) The underwriting is conditions upon:<ul style="list-style-type: none"><li>(i) the Underwriter being satisfied (in its sole and absolute discretion, acting reasonably) with the form of the Entitlement Offer by 7.00am (Sydney time) on the announcement date</li></ul></li></ul>
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	<p>specified in the Timetable, or such other date as the Company and the Underwriter agree in writing; and</p> <p>(ii) the Company dispatching to Shareholders the Entitlement Offer prior to 5.00pm (Sydney time) on the date for despatch of the Prospectus specified in the Timetable, or such other date as agreed in writing by the Underwriter,</p> <p>(together, the <b>Conditions Precedent</b>).</p> <p>(b) If any of the Conditions Precedents are not satisfied by their due dates, the Underwriter may terminate the Underwriting Agreement by notice in writing to the Company.</p>
<b>Fees</b>	<p>The Underwriter will receive an underwriting fee of 1% of the amount underwritten. The underwriting fee is exclusive of GST.</p>
<b>Termination</b>	<p>The Underwriter, in its sole discretion, may terminate its obligations under the Underwriting Agreement by notice in writing to the Company given on or at any time before the issue of all the Underwritten Shares if:</p> <p>(c) <b>(Offer Withdrawn)</b>: the Entitlement Offer is withdrawn by the Company; or</p> <p>(d) <b>(Corrective Disclosure)</b>:</p> <p>(i) the Underwriter, having elected not to exercise its right to terminate its obligations under this Agreement as a result of an occurrence as described in clause (j)(iv) forms the view on reasonable grounds that a corrective document should be lodged to comply with the Corporations Act and the Company fails to lodge a corrective document in such form and content and within such time as the Underwriter may reasonably require; or</p> <p>(ii) the Company lodges a corrective document without the prior written agreement of the Underwriter (which agreement the Underwriter may not unreasonably withhold); or</p> <p>(e) <b>(Misleading Documents)</b>: it transpires that there is a statement in the Prospectus that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Prospectus or if any statement in the Prospectus becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive (having regard to the provisions of section 708AA of the Corporations Act and any other applicable requirements);</p> <p>(f) <b>(Restriction on allotment)</b>: the Company is prevented from allotting the Underwritten Shares within the time required by the Underwriting Agreement, the Corporations Act, any statute, regulation or order of a court of competent jurisdiction by ASIC or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;</p> <p>(g) <b>(ASIC application)</b>: an application is made by ASIC for an order under section 1324B or any other provision of the Corporations Act in relation to the Entitlement Offer, provided that the shortfall notice</p>

deadline date has arrived, and that application has not been dismissed or withdrawn;

- (h) **(Takeovers Panel)**: the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel and is not withdrawn or disposed of by the shortfall notice deadline date, either of which in the Underwriter's reasonable opinion has a material adverse effect;
- (i) **(Indictable offence)**: a director or senior manager of the Company is charged with an indictable offence; or
- (j) **(Termination Events)**: any of the following events occurs:
  - (i) **(Default)**: default or breach by the Company under the Underwriting Agreement of any terms, condition, covenant or undertaking and the default or breach is either incapable of remedy or is not remedied within 5 Business Days after the Underwriter notifies the Company of the default or breach occurs or by the shortfall notice deadline date, whichever is earlier;
  - (ii) **(Incorrect or untrue representation)**: any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect in a material respect;
  - (iii) **(Contravention of constitution or Act)**: a material contravention by the Company of any provision of its Constitution, the Corporations Act or any other applicable legislation or any policy or requirement of ASIC;
  - (iv) **(Adverse change)**: an event occurs (or is reasonably likely to occur) which gives rise to (or is reasonably likely to give rise to) a material adverse effect or any adverse change or any development including a prospective adverse change after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, losses, prospects, business or operations of the Company;
  - (v) **(Misleading information)**: any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Entitlement Offer or the affairs of the Company is or becomes misleading or deceptive or likely to mislead or deceive;
  - (vi) **(Change in Act or policy)**: there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy that has not been publicly disclosed or proposed as at the date of the Underwriting Agreement;

- (vii) **(Prescribed Occurrence)**: a prescribed occurrence occurs;
- (viii) **(Suspension of debt payments)**: the Company suspends payment of its debts generally;
- (ix) **(Event of Insolvency)**: an event of insolvency occurs in respect of the Company;
- (x) **(Judgment against the Company)**: a judgment in an amount exceeding \$250,000 is obtained against the Company and is not set aside or satisfied within seven days;
- (xi) **(Litigation)**: litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced against the Company;
- (xii) **(Board and senior management composition)**: there is a change in the composition of the Board or a change in the senior management of the Company before the issue of the Underwritten Shares without the prior written consent of the Underwriter (such consent not to be unreasonably delayed or withheld);
- (xiii) **(Change in shareholdings)**: a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company;
- (xiv) **(Timetable)**: there is a delay in any specified date in the Timetable which is greater than 3 Business Days, without the prior written consent of the Underwriter (such consent not to be unreasonably delayed or withheld);
- (xv) **(Force Majeure)**: a force majeure affecting the Company's business or any obligation under the Underwriting Agreement lasting in excess of seven days occurs;
- (xvi) **(Certain resolutions passed)**: the Company passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the Corporations Act or a resolution to amend its Constitution without the prior written consent of the Underwriter;
- (xvii) **(Capital Structure)**: the Company alters its capital structure in any manner not contemplated by the Prospectus or permitted by the Underwriting Agreement;
- (xviii) **(Investigation)**: any person is appointed under any legislation in respect of companies to investigate the affairs of the Company; or
- (xix) **(Hostilities)**: hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States of America, the United Kingdom any member state of the European Union, Indonesia, Japan, Russia or the Peoples Republic of China, or a terrorist act is perpetrated on any of those countries or any diplomatic or political establishment of any of those countries elsewhere in the world, or a national emergency is declared by any of

	<p>those countries, other than hostilities or national emergencies involving Libya, Afghanistan, Iraq, Iran, Syria, Lebanon, Gaza or Israel; or</p> <p>(xx) <b>(Adverse Change in Financial Markets)</b> there occurs any material adverse change or material adverse disruption to the political or economic conditions of financial markets in Australia, the United Kingdom, the United States of America or the international financial markets or any change or development involving a prospective change in national or international political, financial or economic conditions.</p>
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The Underwriting Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

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## 7. Definitions and interpretation

### 7.1 Defined terms

In this Offer Booklet, the following definitions apply unless the context otherwise requires:

**AEDT** means Australian Eastern Daylight Time, being the time in Sydney, Australia.

**Allocation Policy** has the meaning given in section 2.3.

**Applicant** means an Eligible Shareholder who has submitted a valid Application.

**Application** means the lodgement of a completed Entitlement and Acceptance Form or, payment of the relevant Application Monies, by an Eligible Shareholder.

**Application Monies** means the aggregate amount payable for the New Shares applied for by an Eligible Shareholder through BPAY® or, if you are based in New Zealand, by direct transfer.

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

**ASX** means ASX Limited (ACN 008 624 691) or, where the context requires, the securities exchange operated by it on which Shares are quoted.

**Capital Raising** means the Placement and the Entitlement Offer.

**Closing Date** means the day the Entitlement Offer closes, expected to be 5.00pm on 28 October 2024.

**Company** means Admiralty Resources NL (ACN 113 252 234).

**Corporations Act** means the *Corporations Act 2001* (Cth), as amended.

**Eligible Shareholder** has the meaning given in section 6.1.

**Entitlement** means the right to subscribe for 1 New Share for every 1.63 Shares held by an Eligible Shareholder on the Record Date, pursuant to the Entitlement Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form accompanying this Offer Booklet for Eligible Shareholders.

**Entitlement Offer** means the pro rata renounceable offer to Eligible Shareholders to subscribe for 1 New Share for every 1.63 Shares held by an Eligible Shareholder on the Record Date, at the Offer Price.

**Ineligible Shareholder** has the meaning given in section 6.3.

**Offer Booklet** means this document.

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

**New Shares** means Shares to be allotted and issued under the Entitlement Offer, including the Shortfall Shares as the context requires.

**Offer Price** means \$0.007 per New Share.

**Opening Date** means the day the Entitlement Offer opens, 17 October 2024.

**Record Date** means 7.00pm on 15 October 2024.

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

**Share Registry** means Boardroom Pty Limited (ACN 003 209 836).

**Shareholder** means a holder of Shares.

**Shortfall Shares** means New Shares for which Applications have not been received or accepted by the Closing Date.

**Top-Up Facility** means the offer to Eligible Shareholders to subscribe for New Shares (in excess of their Entitlements) not subscribed for pursuant to the Entitlement Offer.

**Underwriter** means Shi Yong of Room 1406, Building F, Huiyuan International Apartment, Yayuncun Subdistrict, Beijing, China

**Underwriting Agreement** means the underwriting agreement between the Underwriter and the Company as set out in section 6.8.

## 7.2 Interpretation

In this Offer Booklet, the following rules of interpretation apply unless the context otherwise requires:

- (a) the singular includes the plural and the plural includes the singular;
- (b) other parts of speech and grammatical forms of a word or phrase defined in this Offer Booklet have a corresponding meaning;
- (c) a reference to a section or a paragraph is a reference to a section or a paragraph of this Offer Booklet;
- (d) a reference to “dollars” or “\$” is to Australian currency;
- (e) a reference to a time of day is a reference to Australian Western Standard Time; and
- (f) words and phrases not specifically defined in this Offer Booklet have the meaning given to them in the Corporations Act and a reference to a statutory provision is to the Corporations Act unless otherwise specified.