



**1414 DEGREES LIMITED**  
**ACN 138 803 620**

## **PROSPECTUS**

This Prospectus contains an offer of up to 28,904,762 Placement Options on the basis of one free attaching Placement Option for every one Placement Share subscribed for and issued under the Placement (**Placement Options Offer**) and an offer of 2,000,000 Lead Manager Options to the Lead Manager (and / or its nominee(s)) (**Lead Manager Options Offer**) (together, the **Offers**).

There is no general offer of Shares or Options under this Prospectus.

**THIS IS AN IMPORTANT DOCUMENT WHICH REQUIRES YOUR IMMEDIATE ATTENTION AND SHOULD BE READ IN ITS ENTIRETY.**

**AN INVESTMENT IN THE SECURITIES OFFERED BY THIS PROSPECTUS SHOULD BE CONSIDERED HIGHLY SPECULATIVE IN NATURE.**

**IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR STOCKBROKER, ACCOUNTANT, SOLICITOR, OR OTHER PROFESSIONAL ADVISER.**

***NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES***

# IMPORTANT INFORMATION

## General

This Prospectus is dated 22 January 2026 and was lodged with ASIC on that date. Neither ASIC nor ASX (or their respective officers) take any responsibility for the contents of this Prospectus or the merit of the investment to which this Prospectus relates.

No New Options will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the office of the Company at 'Western Plant Door 1', 1 Watts Road, Tonsley South Australia 5042 during normal business hours. The Company will provide a copy of this Prospectus to an eligible person on request. The Company will also provide copies of certain documents on request (see Section 5.2).

The New Options offered by this Prospectus should be considered highly speculative. Please refer to Section 3 for non-exhaustive details relating to investment risks.

This Prospectus will be made available in electronic form. Eligible persons having received a copy of this Prospectus in its electronic form may, subject to applicable laws, obtain an additional paper copy of this Prospectus (free of charge) from the Company's principal place of business by contacting the Company. The Offers contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version of this Prospectus within Australia.

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

## Updates to Prospectus

Except in each case as required by law or regulation, the Company does not intend to update this Prospectus and does not accept any obligation to provide the recipient with access to information or to provide any additional information or to correct any inaccuracies that may become apparent in the Prospectus or in any other information that may be made available concerning the Company. Potential investors should conduct their own due diligence investigations regarding the Company.

## Application Form

Applications for New Options will only be accepted on an Application Form which is attached to, or provided by the Company, with a copy of this Prospectus either in paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by or attached to a complete and unaltered copy of this Prospectus.

By returning an Application Form, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Offers detailed in this Prospectus.

## Continuously quoted securities

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX (including the Company's ASX announcements) and does not include all information that would be included in a prospectus for an initial public offering.

## Exposure period

No exposure period applies to the Offers.

## Speculative investment

An investment in the New Options should be considered highly speculative. There is no guarantee that, nor forecast made of whether, the New Options offered pursuant to this Prospectus will make a return on the capital invested, whether dividends will be paid or whether there will be an increase in the value of the New Options in the future.

Prospective investors should carefully consider whether the New Options offered pursuant to this Prospectus are an appropriate investment for them in light of their personal circumstances, including their financial and taxation position.

Refer to Section 3 for details of the key (non-exhaustive) risks applicable to an investment in the Company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX (including the Company's ASX announcements), and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

This Prospectus does not take into account the investment objectives, financial or taxation needs or other particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider (without limitation) whether such an investment is appropriate to his/her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for New Options have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

## Not Investment Advice

The information detailed in this Prospectus is not investment or financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of its Shares or any other financial products.

No entity or person named in this Prospectus warrants or guarantees the Company's performance, the repayment of capital by the Company or any return on investment made pursuant to this Prospectus.

## Forward-looking statements

This Prospectus contains forward-looking statements which may be identified by words such as 'believes', 'estimates', 'expects', 'intends', 'may', 'will', 'would', 'could', or 'should' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Past performance is not a guide to future performance. Key risks associated with an investment in the Company are detailed (non-exhaustively) in Section 3. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company has no intention to update or revise forward-looking statements, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

## **Foreign Investors**

No action has been taken to permit the offer of New Options under this Prospectus in any jurisdiction other than Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of New Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Options have not been, and will not be, registered under the *US Securities Act of 1933 (US Securities Act)* or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Options may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

## **Website**

No document or information (such as is included on the Company's website) is incorporated by reference into this Prospectus.

## **Currency**

All financial amounts contained in this Prospectus are expressed as Australian dollars unless otherwise stated.

## **Rounding**

Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

## **Time**

All references to time in this Prospectus are references to AEDT, unless otherwise stated.

## **Glossary**

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 7.

# CORPORATE DIRECTORY

## Directors

Kevin Moriarty – Executive Chair  
Graham Dooley – Non-Executive Director  
Randolph Bowen – Non-Executive Director

## Company Secretary

Katelyn Adams

## Registered Office

'Western Plant Door 1'  
1 Watts Road  
Tonsley SA 5042

Telephone: +61 8 8357 8273

## Website

[www.1414degrees.com.au](http://www.1414degrees.com.au)

## ASX Code: 14D

## Share Registry\*

Computershare Investor Services Pty Limited  
Level 5, 115 Grenfell Street  
Adelaide SA 5000

Telephone: +61 3 9415 4000

## Auditor\*

BDO Audit Pty Ltd  
Level 7, 420 King William Street  
Adelaide SA 5000

## Solicitors

Thomson Geer  
Level 23, Rialto South Tower  
525 Collins Street  
Melbourne VIC 3000

\* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

# INDICATIVE TIMETABLE\*

Event	Date
Lodgement of Prospectus with ASIC and ASX	Thursday, 22 January 2026
Opening Date of Offers	Thursday, 22 January 2026
Closing Date of Offers	5:00pm AEDT Wednesday, 28 January 2026
Anticipated date of issue of New Options	Thursday, 29 January 2026
Lodgement of Appendix 2A applying for Official Quotation of New Options	
Anticipated date of Official Quotation of New Options	Friday, 30 January 2026

\* The above timetable is indicative only and may change. The Company reserves the right to amend any and all of the above dates without notice (including, without limitation, subject to the Listing Rules and the Corporations Act, to close the Offers early, to extend the Closing Date, to accept late Applications (either generally or in particular cases) or to cancel the Offers before New Options are issued by the Company).

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## 1 Details of the Offers

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### 1.1 The Offers

#### Background

On 16 October 2025, the Company completed a placement (**Placement**) to raise approximately \$1.214 million (before costs) through the issue of 28,904,762 Shares (**Placement Shares**) to sophisticated, professional and institutional investors (**Placement Participants**) at an issue price of \$0.042 per Share, together with one free attaching Placement Option for every one Share subscribed for and issued under the Placement.

The Placement Shares were issued to the Placement Participants on 16 October 2025, and the issue of the Placement Options was subject to shareholder approval for the purposes of Listing Rule 7.1. Pursuant to the terms of the Placement, the Company is required to undertake best endeavours to apply for quotation of the Placement Options on ASX, subject to quotation conditions being met (including lodgement of a prospectus to facilitate secondary trading of the Placement Options).

The Lead Manager acted as lead manager to the Placement and, pursuant to the terms of the Lead Manager Mandate, the Company agreed to issue 2,000,000 Lead Manager Options to the Lead Manager (and / or its nominee(s)), on the same terms and conditions as the Placement Options.

The Company received shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options and the Lead Manager Options at its general meeting held on 19 November 2025 and, as a result, the issue of the New Options will not reduce the Company's capacity to issue equity securities under Listing Rule 7.1.

The Company is offering, pursuant to this Prospectus:

- 28,904,762 Placement Options on the basis of one free attaching option for every one Share subscribed for and issued under the Placement (**Placement Options Offer**); and
- 2,000,000 Lead Manager Options to the Lead Manager (and / or its nominee(s)) in accordance with the Lead Manager Mandate (**Lead Manager Options Offer**),

(together, the **Offers**).

#### Placement Options Offer

The Company is offering, pursuant to this Prospectus, up to 28,904,762 Placement Options on the basis of one free attaching option (exercisable at \$0.05 per option and expiring two years from the issue date) (**Placement Options**) for every one Share subscribed for and issued under the Placement. The Placement Options are otherwise subject to the terms and conditions set out in Section 4.2.

Based on the number of Shares issued under the Placement, 28,904,762 Placement Options may be issued under the Placement Options Offer. No funds will be raised from the issue of the Placement Options under this Prospectus.

The Company is only extending the Placement Options Offer to the Placement Participants. The Company will only provide Application Forms for the Placement Options Offer to these parties.

Shares issued on exercise of the Placement Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 4.1 for a summary of the rights and liabilities attaching to the Shares.

#### Lead Manager Options Offer

The Company is offering, pursuant to this Prospectus, 2,000,000 Lead Manager Options (exercisable at \$0.05 per option and expiring two years from the issue date) (**Lead Manager**

**Options**) to the Lead Manager (and / or its nominee(s)) in accordance with the Lead Manager Mandate.

The Company is only extending the Lead Manager Options Offer to the Lead Manager (and / or its nominee(s)).

The Lead Manager Options offered under this Prospectus will have the same terms and conditions as the Placement Options issued under the Placement Options Offer.

## 1.2 **Purpose of Offers**

The Company has issued this Prospectus for the offer of the New Options to Placement Participants and the Lead Manager (and / or its nominee(s)) and to facilitate secondary trading of the Shares to be issued upon exercise of the New Options to be issued under the Offers. Issuing the New Options under this Prospectus will enable their holders to on-sell the Shares issued on exercise of the New Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

Accordingly, the primary purposes of this Prospectus are to:

- (a) make the offer of Placement Options pursuant to the Placement;
- (b) make the offer of Lead Manager Options pursuant to the Lead Manager Mandate; and
- (c) ensure that the on-sale of the Shares issued on conversion of the New Options do not breach section 707(3) of the Corporations Act.

The purpose of this Prospectus is not to raise capital.

## 1.3 **Opening and Closing Dates**

The Company will accept Application Forms from the Opening Date of Thursday, 22 January 2026 until the Closing Date of 5.00pm (AEDT) on Wednesday, 28 January 2026 or such other date as the Directors in their absolute discretion determine, subject to the requirements of the Listing Rules.

The above dates are indicative only and subject to change without notice. The Company may vary these dates, including to close an Offer early, extend the Closing Date for one or more of the Offers, or to withdraw the Offer(s) at any time prior to issue of the securities. If any of the dates are changed, subsequent dates may also change.

You are encouraged to lodge your Application Form as soon as possible after the Opening Date.

## 1.4 **Minimum subscription**

There is no minimum subscription in relation to the Offers.

## 1.5 **Oversubscriptions**

The Company will not accept any oversubscriptions in relation to the Offers.

## 1.6 **Not underwritten**

The Offers are not underwritten.

## 1.7 **Issue and dispatch**

Any New Options to be issued under the Offers are expected to be issued on or around the issue date specified in the Indicative Timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Options. Applicants who sell New Options before they receive their holding statements will do so at their own risk.

## 1.8 **Application Monies**

No Application Monies are payable in respect of the issue of the New Options.

## 1.9 **ASX quotation**

The Company intends to apply for Official Quotation of the New Options offered pursuant to this Prospectus within seven days after the date of this Prospectus.

If the Placement Options or Lead Manager Options (as applicable) are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any Placement Options or Lead Manager Options (as applicable).

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the New Options.

## 1.10 **CHESS**

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Options. If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will set out the number of New Options issued under this Prospectus and provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Options.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will contain the number of New Options issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

## 1.11 **Applicants outside Australia**

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of New Options in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the New Options. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

## 1.12 **Withdrawal**

The Directors may at any time decide to withdraw this Prospectus and the Offers, in which case, the Company will return any Application Monies (without interest) in accordance with the Corporations Act.

## 1.13 **Risk factors**

An investment in the New Options should be regarded as highly speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed (non-exhaustively) in Section 3.

#### 1.14 **Taxation implications**

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Options under the Offers.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Options under the Offers.

#### 1.15 **Privacy**

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company. Such information may be used to assess your Application, service your needs as a holder of Shares or Options, provide facilities and services that you request and carry out appropriate administration.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes 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 authorities, or as otherwise permitted under the *Privacy Act 1988* (Cth) (as amended).

The information may also be used from time to time by, and disclosed to, persons inspecting the register, bidders for securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

Shareholders can access, correct and update the personal information that the Company holds about them by contacting the Company or the Share Registry at the relevant contact numbers detailed in this Prospectus. A fee may be charged for access. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

#### 1.16 **Major activities and financial information**

A summary of the major activities and financial information relating to the Company can be found in the Company's consolidated financial statements for the year ended 30 June 2025 lodged with ASX on 23 September 2025 (**FY25 Financial Report**). The Company has issued continuous disclosure notices (i.e., ASX announcements) since the lodgement of its FY25 Financial Report.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of the Annual Report are listed in Section 5.2.

Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offers.

#### 1.17 **Application Forms**

The Company will send this Prospectus, together with Application Forms, to selected persons whom the Directors determine are eligible to participate in the Offers.

If you are selected by the Directors and you wish to subscribe for Placement Options pursuant to the Placement Options Offer or the Lead Manager Options under the Lead Manager Options Offer, you should complete and return the Application Form, which will be provided with a copy of this Prospectus by the Company at the Directors' discretion, in accordance with the instructions in the Application Form.

If you are in doubt as to the course of action, you should consult your professional advisor.

If the number of Placement Options applied for under the Placement Options Offer is more than the number of Placement Options to which the Placement Participant is entitled under the Placement Options Offer, the Company reserves the right to return the Application Form and not issue any Placement Options to the Placement Participant, or to accept it in respect of a lesser number of Placement Options.

If the number of Lead Manager Options applied for under the Lead Manager Options Offer is more than the number of Lead Manager Options to which the Lead Manager is entitled under the Lead Manager Options Offer, the Company reserves the right to return the Application Form and not issue any Lead Manager Options to the Lead Manager (and / or its nominee(s)), or to accept it in respect of a lesser number of Lead Manager Options.

Completed Application Forms must be received by the Company prior to the Closing Date.

#### 1.18 **Acceptance of Application**

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Options accepted by the Company. The Application Form does not need to be signed to be a binding Application.

If the Application Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the Application Form as valid and how to construe, amend or complete the Application Form is final.

By completing and returning an Application Form, Applicants will be deemed to have represented and warranted on behalf of themselves or each person on whose account they are acting, that the law in their place of residence and/or where they have been given the Prospectus does not prohibit them from being given the Prospectus and that they:

- (a) agree to be bound by the terms of the relevant Offer;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) declare that they are over 18 years of age and have full legal capacity and power to perform all their rights and obligations under the Application Form;
- (d) authorise the Company and its respective officers or agents, to do anything on their behalf necessary for the Placement Options or Lead Manager Options (as applicable) to be issued to them;
- (e) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that the securities are suitable for them given their investment objectives, financial situation or particular needs;
- (f) acknowledge that the Placement Options or Lead Manager Options (as applicable) have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia; and
- (g) meet the eligibility criteria of the expected target market for the New Options outlined in the Target Market Determination, a copy of which can be accessed on the Company's website.

#### 1.19 **Powers of the Company in relation to Applications**

There is no assurance that any Applicant will be allocated any New Options, or the number of New Options for which the Applicant has applied. Without limitation, the Directors may in their absolute discretion, without notice to any Applicant and without giving any reason:

- (a) withdraw one or both of the Offers at any time before the issue of New Options to successful Applicants;

- (b) decline an Application;
- (c) accept an Application for its full amount or any lower amount;
- (d) determine a person to be eligible or ineligible to participate in an Offer;
- (e) waive or correct any errors made by an Applicant in completing their Application Form;
- (f) amend or waive the Offer application procedures or requirements in compliance with applicable laws; or
- (g) aggregate any Applications that they believe may be multiple Applications from the same person.

**1.20 Enquiries concerning Prospectus**

Enquiries relating to this Prospectus should be directed to the Company at [info@1414degrees.com.au](mailto:info@1414degrees.com.au).

## 2 Effect of the Offers

### 2.1 Effect on Capital Structure

The effect of the Offers on the capital structure of the Company, assuming the maximum number of Placement Options are issued pursuant to the Placement Options Offer and the maximum number of Lead Manager Options are issued pursuant to the Lead Manager Options Offer, will be to increase the number of Options currently on issue by a maximum of 30,904,762 Options.

Assuming that no further Shares are issued and none of the existing unquoted Options are exercised, the effect of the Offers on the Company's issued capital as at the date of this Prospectus is as shown in the following table:

	Shares	Options	Performance Rights
Securities on issue as at the date of this Prospectus	372,062,009 <sup>1</sup>	6,000,000 <sup>2</sup>	900,000
Placement Options to be issued under the Placement Options Offer	Nil	28,904,762	Nil
Lead Manager Options to be issued under the Lead Manager Options Offer	Nil	2,000,000	Nil
<b>Total</b>	<b>372,062,009</b>	<b>36,904,762</b>	<b>900,000</b>

**Notes:**

1 *Including the 28,904,762 Shares issued to Placement Participants under the Placement.*

2 *Comprising the following options previously issued to the Lead Manager (and / or its nominee(s)) pursuant to the terms of the Lead Manager Mandate (refer section 5.1 for further information):*

- (a) *14DAI – 2,000,000 options exercisable at \$0.075 per option and expiring 21 November 2027; and*
- (b) *14DAJ – 4,000,000 options exercisable at \$0.10 per option and expiring 21 November 2027.*

### 2.2 Use of funds

No funds will be raised from Offers pursuant to this Prospectus as:

- the Placement Options issued pursuant to this Prospectus are free options which attach on a 1-for-1 basis to the Placement Shares issued under the Placement; and
- the Lead Manager Options issued pursuant to this Prospectus are free options issued in partial consideration for the Lead Manager's services in connection with the Placement, pursuant to the Lead Manager Mandate.

The expenses of the Offer will be met from the Company's existing cash reserves.

If all 30,904,762 New Options are exercised prior to their expiry date (being 2 years from the date of issue), the Company will raise a total of \$1,545,238.10. The manner of application of any funds from the exercise of the New Options will depend on when New Options are exercised and the status of the Company's activities and requirements at the relevant time.

As at the date of this Prospectus, the Company expects that it would apply any such funds raised from the exercise of New Options towards the commercial closure of the Aurora BESS Project, and the development of the SiNTL technology, and its general working capital requirements.

The above is a statement of current intentions at the date of this Prospectus Date. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

### 2.3 **Effect on control**

The Company considers that the Offers will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. The Company's issued capital will increase by a maximum of 30,904,762 New Options as a result of the Offers. No person, as a direct result of the Offers, will increase their Voting Power in the Company:

- (a) from 20% or below to more than 20% of issued Shares of the Company; or
- (b) from a starting point that is above 20% and below 90% of issued Shares of the Company.

The New Options are not voting securities and therefore cannot increase the Voting Power as such for any holder. The ability to exercise any New Option could be restricted by the restrictions on Voting Power contained in the Corporations Act (which regulate certain transactions, including those falling within (a) and (b) above).

### 3 Risk Factors

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The New Options are considered highly speculative and carry no guarantee with respect to the payment of dividends or returns of capital. An investment in the Company is not risk free and the Directors strongly recommend that potential investors consult their professional advisers and consider the risks described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Options.

The following list of risks ought not to be taken as exhaustive of all the risks faced by the Company or by Shareholders. The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be managed and mitigated by planning and the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Company or the Directors and cannot be mitigated.

#### 3.1 Risks specific to the Offers

##### (a) Quotation risk

The Company intends to apply for quotation of the New Options.

The Company makes no guarantee that any such application for quotation will be successful and there is a risk that the Company will not be able to satisfy the ASX requirements for quotation. In the event that the Company is unable to satisfy the ASX requirements, the New Options will still be issued, but will be unquoted Options. If the New Options are admitted to Official Quotation, the price of the New Options is subject to uncertainty and there can be no assurance that an active market for the New Options will develop or continue after the Offers.

##### (b) Option risk and dilution

Options are, by their nature, only of value at times when the exercise price is lower than the value of the underlying Shares. There is no guarantee that the New Options offered under this Prospectus will, at any particular time, have an exercise price which is lower than the value of the Shares.

There is a risk that the New Options may expire at a time when they have little or no value.

On completion of the Offers, assuming the Offers are fully subscribed and ASX's quotation conditions have been satisfied, there will be up to 30,904,762 additional quoted Options on issue. If exercised, these New Options will be converted into Shares, thereby causing the shareholdings of Shareholders to be diluted. However, each New Option has an exercise price of \$0.05, which means that the Company will receive additional funds of up to \$1,545,238.10 (before costs) upon exercise of the New Options, assuming all New Options the subject of the Offers are issued and subsequently exercised. There is no certainty that New Options, if issued, will be exercised in full, or at all.

#### 3.2 Risks specific to the Company

##### (a) Going concern risk

The Company notes the material uncertainty related to going concern in the auditor's report to the members regarding the Company's financial statements for the year ended 30 June 2025 in the Annual Report. Specifically, the auditor draws attention to the notes to those financial statements, which indicates that the Company incurred a net loss of \$3,340,190 and had net cash inflow from activities of \$92,563 for the year ended 30 June 2025. The Directors assessed that the going concern basis of preparation of the financial report is appropriate as the Company has sufficient capital and, based on prior experience, they are confident that they can raise additional capital if and when required. However, should a potential equity raising not be completed, there is a material uncertainty that may cast significant doubt as to

whether the Company will continue as a going concern, and whether it will be able to realise its assets and extinguish its liabilities in the normal course of business.

(b) **Commercialisation of technology risk**

The Company's vision of deploying its technologies relies on the risk appetite in large-scale battery manufacturing and heavy industries. The Company's growth is reliant on two factors – market pull for the Company's technology and its ability to scale-up the supply-chain, and there is a risk that these factors will not meet expectations.

Achieving its goals requires the Company to expand its in-house technical and marketing expertise to build and maintain business growth and attract funding, and there is a risk that growth is disrupted if this expansion is delayed.

(c) **Competition and Intellectual Property risk**

1414 Degrees participates in the high temperature thermal energy storage market and is developing an advanced graphite anode product. In the future, development of other technologies for these markets or the Company's inability to enforce and defend its intellectual property against third party challengers could have a material adverse impact on 1414 Degrees performance and prospects of the business.

The Company intends to maintain its technological innovation and aggressively pursue cost reduction to preserve its lead. The Company has also invested significant time and resources to develop and implement an intellectual property strategy that relies on trade secrets and establishment of a broad patent portfolio that would assist it to protect its exclusivity, maintain an advantage over competitors and provide a basis for enforcement in the event of infringement.

The Company's intellectual property includes the patents for its thermal energy storage systems and storage media, its trademarks and domain names, and it has licensed patented technologies for hydrogen production through methane pyrolysis (SiPhyR), and silicon nano technology for battery anodes (SINTL). The original technology patent for its thermal energy storage and retrieval system built on the concept of elongated canisters containing silicon metal and made of refractory material (Original Patent) is granted in CN, Germany, AU, NZ, UK and US jurisdictions, granting the Company exclusive rights to commercialise the technology. Subsequent patents include TESS-IND (granted in US and AU; SiBox Storage Media (application in AU, PRC, EU, IN and US); Fluid Reactor (SiPhyR) (application in AU, PRC, IN, and US).

(d) **Core technology performance risk**

For over 15 years the Company has developed and continues to develop its core silicon-based thermal storage media however the products have not been tested in long-term operation. There is a risk that the storage media does not meet the expectation of a 20 year operating lifetime, and this could delay or prevent the commercialisation of its SiBox technology, with significant adverse effects on investment in the Company.

To mitigate this risk the Company has been developing and testing alternate silicon storage media in parallel, but there can be no guarantee that any of these media achieve a 20 year operating lifetime. A lesser lifetime would not necessarily make the products uncompetitive but could reduce potential revenue from license fees.

(e) **Commercial risks relating to Aurora Project**

The Company has invested in development of a battery energy storage project on the Aurora project, relying upon independent positive net revenue projections from operating in the national electricity market. Realisation of a commercial return on this investment requires access to private electricity transmission lines and the conversion of the status of those lines to participate in the national electricity market. There is a risk that it will not obtain access to transmission, or that cost of access could make the project unprofitable.

**(f) Operating experience and reliance on key personnel risk**

The Company has to date been developing and operating novel technology with limited operating history, and there is a risk that the successful implementation of the Company's business plans will not result in profitability.

The Company relies on the experience of its management team and directors. The loss of the services of certain personnel could have an adverse effect on the Company and its activities, including delays in realising the commercial potential of the technology.

**(g) Business strategy execution**

The Company's future growth, profitability and cash flows depend on the ability of its management to successfully execute its business strategy. There can be no assurance that 1414 Degrees can successfully achieve its business objectives and this could have a material adverse effect on the Company's business, financial condition, and operations.

If circumstances change, the Company will need to rely on the value of the IP and technology to refocus its business strategy.

**(h) Future capital requirements**

The Company's growth phase has generated losses and the Company will require substantial additional finance in the future to sufficiently fund its operations. It has significant near term revenue potential from its substantial investment in the Aurora BESS development that will require some further investment to reach financial close, and there is a risk that the return on investment is less than anticipated. Any additional equity financing may be dilutive to shareholders (who may not have the opportunity to participate in that raising), and may be undertaken at lower prices than any prior offer prices. Should the Company require additional funding, there can be no assurance that additional financing will be available on acceptable terms or at all. Any inability to obtain additional financing, if required, would have a material adverse effect on the Company's business, financial condition and results of operations. The Company's actual cash requirements may vary from those now planned and will depend upon many factors, including the continued progress of its research and development programs, the timing, costs and results of trials, the cost, timing and outcome of submissions for regulatory approval (noting that the Aurora BESS has received approval subject to final assessments by the regulators) and the status and timing of competitive developments.

**(i) Contractual risk**

Any dispute or breakdown in the relationship between the Company and counterparties to its contracts including the licensors for its technologies, could adversely impact the business if the Company is in breach of any of its agreements and its counterparties seek to pursue the Company for breach of contract or enforce security interests against the Company's assets (and conversely the Company depends on such counterparties performing their obligations under such agreement).

### **3.3 General Risks**

The following risks have been identified as being some general risks associated with an investment in the Company, noting its publicly listed status:

**(a) Economic risks**

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest rates, access to debt and capital markets, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters, and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions may have an adverse impact on the Company's

business or financial condition. No guarantee can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

**(b) Market conditions**

An investment in the Company's Shares has the general risks associated with any investment in the share market. Returns from an investment in Shares will depend on general stock market conditions as well as the performance of the Company. The market price of the Company's Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. The trading price of the Company's Shares may be subject to fluctuations in response to factors such as actual or anticipated variations in the Company's operating results, announcements of new contracts by the Company or its competitors, announcements by the Company or its competitors of significant acquisitions, technological developments, capital commitments, additions or departures of key personnel and other events or factors, many of which are beyond the Company's control.

Further, general share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: general economic outlook; interest rates and inflation rates; currency fluctuations; changes in investor sentiment; the demand for, and supply of, capital; and terrorism or other hostilities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

**(c) Liquidity risk**

The market for the Company's Shares may be illiquid. As a consequence, investors may be unable to readily exit or realise their investment.

**(d) Force majeure**

The Company's contracts 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, epidemics or quarantine restrictions.

**(e) Taxation and government regulations**

Changes in taxation and government legislation in a range of areas (for example, the Corporations Act, accounting standards, and taxation law) can have a significant influence on the outlook for companies and the returns to investors. The recoupment of taxation losses accrued by the Company from any future revenues is subject to the satisfaction of tests outlined in taxation legislation or regulations in the jurisdictions in which the Company operates. There is no guarantee that the Company will satisfy all of these requirements at the time it seeks to recoup its tax losses which may impact on the financial performance and cash flows of the Company.

**(f) Litigation risk**

The Company is not currently engaged in any litigation. However, the Company is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow, share price and/or industry standing of the Company.

**(g) Insurance risk**

The Company intends to insure its operations in accordance with industry practice. However, 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.

**3.4 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 Options offered under this Prospectus. Therefore, the New Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Options. Potential investors should consider that the investment in the Company is highly speculative and should consult their professional adviser before deciding whether to apply for New Options pursuant to this Prospectus.

## 4 Rights and Liabilities Attaching to Securities

### 4.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to the Shares issued on the exercise of the New Options is detailed below. The Shares issued on the exercise of the New Options will rank *pari passu* in all respects with existing Shares. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

<b>General meetings</b>	Subject to certain restrictions contained in the Constitution, the Corporations Act and the ASX Listing Rules, each member is entitled to receive notice of, and to attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act and the ASX Listing Rules.
<b>Voting rights</b>	<p>Subject to any rights or restrictions for the time being attached to the Shares (whether as a result of the terms of their issue, the Constitution, the Corporations Act or the Listing Rules), at a general meeting of the Company every holder of Shares present in person or by a representative, proxy or attorney is entitled to one vote on a show of hands. On a poll, every holder of Shares present in person or by a representative, proxy or attorney is entitled to one vote per fully paid Share, or in the case of partly paid Shares a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the Share.</p> <p>A member is not entitled to vote unless all calls and other sums presently payable by the member in respect of Shares have been paid. Where there are two or more joint holders of the Share and more than one of them is present at a meeting and tenders a vote in respect of the Share, whether in person or by proxy or attorney, the Company will count only the vote cast by the member whose name appears before the other(s) in the Company's register of members.</p>
<b>Dividend rights</b>	<p>The Directors may from time to time resolve to pay a dividend if:</p> <ul style="list-style-type: none"> <li>the payment of the dividend is fair and reasonable to the Company's members as a whole; and</li> <li>the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.</li> </ul> <p>Subject to the rights of members entitled to shares in the Company with special rights as to dividends, if any, all dividends in respect of shares in the Company, including the Shares, are to be declared and paid proportionally to the amount paid up, not credited as paid up, on the shares in the Company.</p>
<b>Dividend plan</b>	The Directors may adopt and implement a dividend plan under which, among other things, a member may elect that dividends payable by the Company be reinvested by way of subscription for Shares in the Company.
<b>Issue of further Shares</b>	The Directors may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares in the Company to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Constitution, the ASX Listing Rules, the Corporations Act and any rights for the time being attached to special classes of shares in the Company.
<b>Transfer of Shares</b>	<p>Subject to the Constitution, the Corporations Act, the ASX Settlement Operating Rules and the ASX Listing Rules, the Shares are freely transferable.</p> <p>Shares may be transferred by a proper transfer effected in accordance with the ASX Settlement Operating Rules, by any other method of transferring or dealing introduced by the ASX and as otherwise permitted by the Corporations Act or by a written instrument of</p>

	<p>transfer in any usual form or in any other form approved by the directors that is permitted by the Corporations Act.</p> <p>The Board may refuse to register a transfer of Shares in the circumstances described in the Constitution and where permitted to do so under the ASX Listing Rules. If the Board refuses to register a transfer, the Company must, within five business days after the transfer was delivered to the Company, give the lodging party written notice of the refusal and the reasons for refusal. The Board must refuse to register a transfer of shares when required by law, including the Corporations Act, by the ASX Listing Rules or by the ASX Settlement Operating Rules.</p>
<b>Partly paid shares</b>	The Directors may, subject to compliance with the Constitution, the Corporations Act and the ASX Listing Rules, issue partly-paid shares in the Company upon which amounts are or may become payable at a future time in satisfaction of all or part of the unpaid issue price.
<b>Winding up</b>	<p>If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair on any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of shareholders.</p> <p>Subject to the rights of holders of shares in the Company with special rights in a winding up, the Constitution and the terms of issue of shares in the Company, if the Company is wound up, members, including holders of Shares will be entitled to participate in any surplus assets of the Company remaining after payment of its debts, in proportion to the shares in the Company held by them respectively irrespective of the amount paid up or credited as paid up on the shares in the Company.</p>
<b>Variation of rights</b>	At present, the Company has on issue one class of shares only, namely the Shares. The rights attached to the shares in any class may be altered only if authorised by a special resolution passed at a separate meeting of the holders of the issued shares in the Company of the affected class, or with the written consent of the holders of at least three quarters of the issued shares of the affected class of shares in the Company.
<b>Directors</b>	The Constitution states that the minimum number of Directors is three.
<b>Powers of the Board</b>	The Directors have the power to manage the business of the Company and may exercise that power to the exclusion of the members, except as otherwise required by the Corporations Act, any other law, the ASX Listing Rules or the Constitution.
<b>Listing Rules</b>	If the ASX Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If any provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.
<b>Alteration to the constitution</b>	The Constitution can only be amended by special resolution passed by at least 75% of the votes cast by holders of Shares in the Company entitled to vote on the resolution. At least 28 days' written notice, specifying the intention to propose the resolution as a special resolution, is required.

## 4.2 Terms and conditions of New Options

The terms and conditions of the New Options are as follows:

- (a) **Entitlement:** Subject to and conditional upon any adjustment in accordance with these conditions, each of the New Options entitle the holder to apply for one Share upon payment of the Exercise Price.
- (b) **Exercise Price:** The Exercise Price for each New Option is \$0.05 per Share.
- (c) **Expiry Date:** Each New Option will expire at 5.00pm (AEST) on the day that is 24 months after the date of issue of the New Option. A New Option not exercised before that expiry date will automatically lapse on that Expiry Date.

- (d) **Exercise period:** The New Options are exercisable at any time from the date of issue until 5.00pm on the Expiry Date (AEST).
- (e) **Exercise notice:** The New Options may be exercised during the exercise period specified in these conditions by forwarding to the Company the Exercise Notice together with payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates.
- (f) **Partial exercise:** The New Options may be exercised in full or in parcels of at least 10,000 New Options (or such lesser amount in the event the holding of New Options by an optionholder is less than 10,000 New Options).
- (g) **Timing of issue of Shares on exercise:** Within 15 business days after the Exercise Notice is received, the Company will allot and issue the number of Shares as specified in the Exercise Notice and for which the Exercise Price has been received by the Company in cleared funds.
- (h) **Shares issued on exercise:** Shares issued as a result of the exercise of the New Options will rank equally in all respects with all other Shares then on issue.
- (i) **Participation in new issues:** The New Options do not confer any right on the optionholder to participate in a new issue of securities without exercising the New Options. An optionholder will be given at least 15 business days prior to the record date for the new issue of securities, to exercise their New Options.
- (j) **Change in exercise price:** An New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.
- (k) **Reconstruction:** In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the New Option holder shall be changed to the extent necessary to comply with the ASX Listing Rules applying at the time.
- (l) **Transferability:** Except where the New Options are quoted on ASX, the New Options are non-transferable, unless the transfer is made to a related body corporate of the relevant optionholder with the Company's consent.
- (m) **Quotation:** The Company intends to apply to ASX for official quotation of the New Options. If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any New Options within five business days of issue.

## 5 Additional Information

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### 5.1 Lead Manager Mandate

The Company appointed Peak Asset Management Pty Ltd as the lead manager to the Placement pursuant to the Lead Manager Mandate. The Company has also appointed the Lead Manager as its ongoing adviser on equity capital raising matters for a period of 12 months.

The key terms of the Lead Manager Mandate are set out below:

- (a) **Lead Manager services:** In respect of the Placement, the Lead Manager assisted the Company in marketing and facilitating demand. The Lead Manager will also provide the Company with ongoing corporate and strategic advisory services.
- (b) **Conditions:** Completion of the Placement was conditional upon:
  - (i) the Company executing a binding agreement with the George Washington University; and
  - (ii) the Lead Manager having raised at least \$1,000,000 under the Placement.
- (c) **Capital raising fees:**
  - (i) **Management Fee:** The Company has paid the Lead Manager a management fee of 1% of funds raised under the Placement.
  - (ii) **Raise Fee:** The Company has paid the Lead Manager a capital raising fee of 5% of funds raised under the Placement.
  - (iii) **Facilitation Shares:** As approved by Shareholders at the AGM, the Company has issued, 1,500,000 fully paid ordinary shares in the Company on the same terms as the Placement.
  - (iv) **Milestone Shares:** The Company has agreed that, subject to shareholder approval, if within 12 months of this agreement a sample of the SiNTL material is accepted for testing by a battery anode manufacturer, the Company will issue 1,000,000 additional fully paid ordinary shares to the Lead Manager (and / or its nominee(s)).
  - (v) **Options:** As approved by Shareholders at the AGM:
    - (A) the Company has agreed to issue the Lead Manager Options to the Lead Manager (and / or its nominee(s));
    - (B) the Company issued 2,000,000 Options (exercisable at \$0.075 per option and expiring on 21 November 2027) to the Lead Manager (and / or its nominee(s); and
    - (C) the Company issued 4,000,000 Options (exercisable at \$0.10 per option and expiring on 21 November 2027).
- (d) **Other fees – ongoing advisory role:** In connection with and in consideration for the Lead Manager's performance of its ongoing advisory role, the Company will pay the Lead Manager a monthly corporate advisory fee of \$6,000 per month during the term of engagement.
- (e) **Termination:** Either party may terminate the Lead Manager Mandate at any time after 6 months, without penalty, by giving 30 days' written notice.

### 5.2 Company is a disclosing entity

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all ASX-listed companies, the Company

is (subject to certain exceptions) required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The Shares have been quoted on the official list of the ASX during the three months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or options to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of new Shares on the Company and the rights and liabilities attaching to the new Shares. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX, and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date (inclusive of both dates):
  - (i) the Annual Report being the most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus; and
  - (ii) any continuous disclosure notices announced by the Company to the ASX after the lodgement of the Annual Report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC.

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

The Company has lodged the following announcements with ASX since the lodgement of its Annual Report to Shareholders on 23 September 2025:

Date	Description of announcement
22/01/2026	Update on Vast Solar Administration & October Placement
20/01/2026	Ceasing to be a substantial holder
16/01/2026	Aurora Battery Project Gets Green Light for Connection
13/01/2026	Change in substantial holding

09/01/2026	Data Centre Hyper Scalers Evaluating 14D Aurora Energy Hub
05/01/2026	Change of Director's Interest Notice - KM GD RB
05/01/2026	Notification of cessation of securities - 14D
30/12/2025	Response to ASX Price Query
17/12/2025	Leadership Appointment to Drive SiNTL and Aurora Projects
11/12/2025	Notification of cessation of securities - 14D
03/12/2025	Change in substantial holding
26/11/2025	Change in substantial holding
21/11/2025	Section 708A Notice - Share Issue
21/11/2025	Application for quotation of securities - 14D
21/11/2025	Application for quotation of securities - 14D
21/11/2025	Notification regarding unquoted securities - 14D
19/11/2025	Results of Meeting
19/11/2025	2025 AGM Presentation
19/11/2025	Chair's Address to Shareholders
19/11/2025	Aurora Energy Project Update
17/11/2025	Appointment of Administrator by Vast Renewables Limited
07/11/2025	Change in substantial holding
31/10/2025	Change in substantial holding
29/10/2025	Quarterly Activities/Appendix 4C Cash Flow Report
24/10/2025	Change in substantial holding
23/10/2025	Investor Presentation - SiNTL Nanotechnology
21/10/2025	Integration of SiNTL and SiPhyR Technologies
21/10/2025	Change in substantial holding
20/10/2025	Notice of Annual General Meeting/Proxy Form
17/10/2025	Section 708A Notice - Share Issue
17/10/2025	Commercialisation Plan Underway for SiNTL Battery Materials
16/10/2025	Application for quotation of securities - 14D
15/10/2025	Change in substantial holding
09/10/2025	Proposed issue of securities - 14D
09/10/2025	Acquisition of Technology Licence and \$1.214m Placement
07/10/2025	Trading Halt
01/10/2025	Becoming a substantial holder
26/09/2025	Section 708A Notice - Share Issue
25/09/2025	Proposed issue of securities - 14D
25/09/2025	Application for quotation of securities - 14D
25/09/2025	Return to Trading and Update on Funding Arrangements
24/09/2025	Notice Required Under ASX Listing Rule 3.13.1
23/09/2025	Trading Halt
23/09/2025	Pause in Trading
23/09/2025	Appendix 4G and 2025 Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours. The announcements are also available through the Company's website at <https://1414degrees.com.au/investors/>.

The following documents are available for inspection during normal business hours at the registered office of the Company:

- (a) this Prospectus; and
- (b) the Constitution.

### 5.3 Information excluded from continuous disclosure notices

Other than as set out below, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

As previously disclosed by the Company:

- (a) in or around June 2022, the Company and Vast Solar Aurora Pty Ltd ACN 660 141 168 (**VSA**) entered into a joint venture to develop the Silicon Aurora Energy Precinct (**Precinct**), located north of Port Augusta in South Australia's Upper Spencer Gulf Renewable Energy Zone, by selling 50% of the issued share capital in SiliconAurora Pty Ltd ACN 606 360 169 (**SiAu**) to VSA;
- (b) on 13 November 2025, VSA entered into voluntary administration with KPMG appointed as the administrator (**VSA Administration**);
- (c) the VSA Administration has created some uncertainty around the future ownership of SiAu;
- (d) the Company remains committed to developing the Precinct and is actively exploring options to advance the Precinct, while also continuing to progress the Precinct's development (including by securing key approvals); and
- (e) the Company has submitted a non-binding indicative offer (**NBIO**) for the acquisition of VSA's 50% ownership in SiAu.

The Company confirms that, as at the date of this Prospectus:

- (f) the outcome of VSA's Administration and 14D's engagement with the administrator remains uncertain, and it is not possible for 14D to predict the outcome of the administration; and
- (g) the NBIO is non-binding and it is not possible for the Company to predict if the NBIO or any other discussions will culminate in an agreed outcome whereby the Company acquires all or some of VSA's 50% ownership in SiAu.

#### 5.4 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Options.

#### 5.5 Directors' interests

Except as disclosed in this Prospectus, no Director (or entity in which they are a partner, director and/or a shareholder) has, or has had in the two years before the date of this Prospectus, any interests in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

- (d) any Director to induce him or her to become, or to qualify as, a Director; or
- (e) any Director for services which he or she (or an entity in which they are a partner, director and/or shareholder) has provided in connection with the formation or promotion of the Company or the Offers.

#### 5.6 Directors' interests in securities

Set out in the following table are details of the Directors' (and their respective associates') Relevant Interests in securities on issue in the Company at the date of this Prospectus:

Director	Shares	Options	Performance Rights
Kevin Moriarty <sup>1</sup>	16,737,916	Nil	Nil
Graham Dooley <sup>2</sup>	507,846	Nil	Nil
Randolph Bowen <sup>3</sup>	3,500,000	Nil	Nil

**Notes:**

1 800,000 Shares are held by Kevin Moriarty in his personal capacity and 15,937,916 Shares are held by Focem Pty Ltd <Towarnie Super Fund>, an entity controlled by Dr Moriarty. Refer to Appendix 3Y lodged in relation to Dr Moriarty on 5 January 2026 for further information.

2 Each of these securities is held by GJ & JM Dooley Pty Ltd <GJ & JM Dooley Family A/C>, of which Mr Dooley is a beneficiary. Refer to Appendix 3Y lodged in relation to Mr Dooley Baker on 5 January 2026 for further information.

3 Each of these securities is held by Ranat Investments Pty Ltd <Marananga A/C>, an entity controlled by Mr Bowen. Refer to Appendix 3Y lodged in relation to Mr Bowen on 5 January 2026 for further information.

No related parties of the Company (nor their associates) will subscribe for New Options pursuant to the Offers.

### 5.7 Directors remuneration

The remuneration of existing Directors for the past two financial years (30 June year-end) are as follows:

2025	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		Total
	Cash salary and fees (\$)	Cash bonus (\$)	Non-monetary (\$)			Superannuation (\$)	Long service leave (\$)	
Kevin Moriarty	200,000	-	-	23,000	5,000	-	-	1,195 <b>229,195</b>
Graham Dooley	66,711	-	-	-	-	-	-	1,195 <b>67,906</b>
Randolph Bowen	50,000	-	-	-	-	-	-	1,195 <b>51,195</b>

2024	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		Total
	Cash salary and fees (\$)	Cash bonus (\$)	Non-monetary (\$)			Superannuation (\$)	Long service leave (\$)	
Kevin Moriarty	193,333	-	-	21,267	7,885	-	-	2,073 <b>224,558</b>
Graham Dooley	50,000	-	-	-	-	-	-	2,073 <b>52,073</b>
Randolph Bowen	50,000	-	-	-	-	-	-	2,073 <b>52,073</b>

## 5.8 **Substantial shareholders**

As at the date of this Prospectus, and based on the substantial holder notices that have been provided to the Company and released to the ASX, no Shareholder (alone or together with their associate(s)) holds more than 5% of the total issued capital of the Company.

## 5.9 **Related party participation**

No related parties of the Company (nor their associates) will subscribe for New Options pursuant to the Offers.

## 5.10 **Interests of Named Persons**

Except as disclosed in this Prospectus, no promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner, director and/or shareholder) holds, has, or has had in the two years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner, director and/or shareholder), provided in connection with the formation or promotion of the Company or the Offers, except as disclosed in this Prospectus and as follows:

- (d) Thomson Geer has acted as the Australian lawyers to the Company for the Offers. In respect of this work the Company will pay Thomson Geer approximately \$20,000 (exclusive of GST); and
- (e) Peak Asset Management Pty Ltd has acted as the Lead Manager to the Placement. In respect of this work the Company will pay the Lead Manager such fees and issued Options as outlined in Section 5.1.

## 5.11 **Market price of Shares**

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and most recent dates of those sales were:

Highest	\$0.04 on 7 January 2026
Lowest	\$0.02 on 29 December 2025
Last	\$0.026 on 21 January 2026

## 5.12 **Dividend policy**

The Company does not intend to declare or pay any dividends in the immediately foreseeable future.

Any future determination as to the payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and

general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

#### 5.13 Costs of the Offers

The estimated approximate expenses of the Offers are as follows (exclusive of GST):

<b>Estimated expenses of the Offer</b>	<b>\$</b>
ASIC lodgement fee and ASX quotation fees for New Options	12,000
Legal and preparation expenses	20,000
<b>Total</b>	<b>32,000</b>

#### 5.14 Taxation implications

The acquisition and disposal of Shares will have taxation consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in Company are urged to take independent financial advice about the taxation and any other consequences of acquiring and selling the Shares.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for New Options.

#### 5.15 Litigation and claims

So far as the Directors are aware, other than as disclosed by the Company to ASX, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company.

#### 5.16 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, persons named in this Prospectus with their consent as having made a statement in this Prospectus and persons involved in a contravention in relation to this Prospectus, with regard to misleading or deceptive statements made in this Prospectus. Although the Company bears primary responsibility for this Prospectus, other parties involved in the preparation of this Prospectus can also be responsible for certain statements made in it.

Each of the following parties:

<b>Name</b>	<b>Role</b>
Thomson Geer	Australian legal advisors
Peak Asset Management	Lead manager to the Placement

- (a) has given its consent to be named in this Prospectus as set out above and has not withdrawn its consent at the date of lodgement of this Prospectus with ASIC;
- (b) makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Offers;

- (c) has not made or purported to have made any statement in this Prospectus or statement on which a statement in this Prospectus is based, except as described in this Section; and
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for this Prospectus other than a reference to its name and any statement or report included in this Prospectus with the consent of that party as described in this Section.

None of the parties referred to in this Section 5.16 has authorised or caused the issue of this Prospectus or the making of the Offers.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

Each of the Directors have given their written consent to being named in this Prospectus in the form and context in which they are named and to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, them, in each case in the form and context as they appear in this Prospectus.

#### 5.17 **Electronic Prospectus**

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you (if the Company determines you to be eligible), for free, either a hard copy or a further electronic copy of this Prospectus or both. The Prospectus may be made available in electronic form only to persons in Australia.

The Corporations Act prohibits any person from passing on to another person an Application Form, unless it is attached to or accompanies a hard copy of this Prospectus or a complete and unaltered electronic copy of this Prospectus.

The Company reserves the right not to accept an Application Form from a person if (without limitation) it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

## 6 Authorisation

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This Prospectus is authorised by the Company and lodged with ASIC pursuant to section 718 of the Corporations Act.

Each of the Directors has consented to the lodgement of this Prospectus with ASIC, in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company by:



**Dr Kevin Moriarty**  
*Executive Chairman*

22 January 2026

## 7 Glossary

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These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

**\$** means Australian dollars unless otherwise specified.

**AGM** means the Company's annual general meeting held on 19 November 2025.

**Annual Report** means the Company's annual report (including the annual financial report) lodged with ASIC and the ASX in respect to the financial year ended 30 June 2025.

**Applicant** means a person who submits an Application Form.

**Application** means a valid application for Placement Options under the Placement Options Offer or Lead Manager Options under the Lead Manager Options Offer, made on an Application Form.

**Application Form** means the application form provided by the Company with a copy of this Prospectus.

**Application Monies** means application monies to be paid to the Company by Applicants applying for New Options pursuant to the Offers under this Prospectus.

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

**ASX** means ASX Limited (ACN 008 624 691) or, where the context requires, the financial market operated by it.

**ASX Settlement** means ASX Settlement Pty Limited (ACN 008 504 532).

**ASX Settlement Operating Rules** means the ASX Settlement Operating Rules of ASX Settlement.

**AEDT** means Australian Eastern Daylight Time.

**CHESS** means ASX Clearing House Electronic Subregister System.

**Closing Date** has the meaning given in the Indicative Timetable.

**Company, 1414 Degrees or 14D** means 1414 Degrees Limited ACN 138 803 620.

**Constitution** means the constitution of the Company as at the date of this Prospectus.

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

**Director** mean a director of the Company.

**Indicative Timetable** means the indicative timetable at the beginning of this Prospectus.

**Issuer Sponsored** means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

**Lead Manager** means Peak Asset Management Pty Ltd ACN 689 835 201.

**Lead Manager Mandate** means the mandate between the Company and the Lead Manager dated 7 October 2025.

**Lead Manager Options** has the meaning in Section 1.1.

**Lead Manager Options Offer** has the meaning in Section 1.1.

**Listing Rules** means the Listing Rules of ASX.

**New Options** means the Placement Options and the Lead Manager Options.

**Offers** means the Placement Options Offer and the Lead Manager Options Offer.

**Official Quotation** means official quotation by ASX in accordance with the Listing Rules.

**Opening Date** has the meaning given in the Indicative Timetable.

**Option** means an option to acquire a Share.

**Placement** has the meaning in Section 1.1.

**Placement Participants** has the meaning in Section 1.1.

**Placement Options Offer** has the meaning in Section 1.1.

**Placement Shares** has the meaning in Section 1.1.

**Prospectus** means this prospectus dated 22 January 2026.

**Placement Option** has the meaning in Section 1.1.

**Relevant Interest** has the meaning given in the Corporations Act.

**Section** means a section of this Prospectus.

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

**Share Registry** means Computershare Investor Services Pty Limited.

**Shareholder** means a holder of one or more Shares.

**US Securities Act** means the *US Securities Act of 1933* as amended from time to time.

**Voting Power** has the meaning given in the Corporations Act.