

ASX Announcement

28 May 2020

Company Announcements Office
Australian Securities Exchange
20 Bridge St
Sydney NSW 2000

Non-Renounceable Pro Rata Entitlement Offer

Please find attached a Prospectus lodged with the Australian Securities and Investments Commission on 28 May 2020 in relation to the non-renounceable pro rata entitlement offer (Offer) announced to ASX on Friday 22 May 2020.

An Appendix 3B with respect to the Offer was lodged with ASX on 22 May 2020.

This ASX announcement was approved and authorised for release by:

Peter Rohner, Managing Director

For further information please contact:

Investor enquiries

Peter Rohner
Managing Director
+61 8 9316 9100
peter.rohner@gbmex.com.au

Media enquiries

Michael Vaughan
Fivemark Partners
+61 422 602 720
michael.vaughan@fivemark.com.au

GBM RESOURCES LIMITED
ACN 124 752 745

ENTITLEMENT ISSUE PROSPECTUS

For a non-renounceable entitlement issue of 1 Share for every 4 Shares held by those Shareholders registered at the Record Date at an issue price of \$0.055 per Share to raise up to \$3,094,274 (based on the number of Shares on issue as at the date of this Prospectus), together with 1 free attaching option to acquire a Share (exercisable at \$0.11 each, on or before the date that is 3 years from the date of issue of the options) for every 2 Shares subscribed for and issued (**New Option**) (**Offer**).

Lead Manager to the Offer:

Henslow Pty Ltd (ACN 605 393 137) (Holder of AFSL No. 483168)

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser. The Securities offered by this Prospectus should be considered as speculative.

CONTENTS

1.	CORPORATE DIRECTORY	1
2.	TIMETABLE	2
3.	IMPORTANT NOTES	3
4.	DETAILS OF THE OFFER	5
5.	PURPOSE AND EFFECT OF THE OFFER	14
6.	RIGHTS AND LIABILITIES ATTACHING TO SECURITIES	19
7.	RISK FACTORS	24
8.	ADDITIONAL INFORMATION	31
9.	DIRECTORS' AUTHORISATION	40
10.	GLOSSARY	41

1. CORPORATE DIRECTORY

Directors

Mr Peter Mullens
(Executive Chairman)

Mr Peter Rohner
(Managing Director)

Mr Sunny Loh
(Non-Executive Deputy Chairman)

Mr Neil Norris
(Executive Director)

Mr Peter Thompson
(Executive Director)

Company Secretary

Mr Kevin Hart

Registered Office

Suite 8
7 The Esplanade
MT PLEASANT WA 6153

Telephone: + 61 8 9316 9100
Facsimile: +61 8 9315 5475

Email: reception@gbmex.com.au
Website: www.gbmr.com.au

SOLICITORS

Steinepreis Paganin
Lawyers and Consultants
Level 4
50 Market Street
MELBOURNE VIC 3000

Lead Manager

Henslow Pty Ltd
Level 7
333 Collins Street
MELBOURNE VIC 3000

Share Registry*

Computershare Investor Services Pty Limited
Level 11
172 St Georges Terrace
PERTH WA 6000

Auditor

HLB Mann Judd
Level 4
130 Stirling Highway
PERTH WA 6000

* This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

2. TIMETABLE

Announcement of Offer & Appendix 3B with ASX	Friday, 22 May 2020
Lodgement of Prospectus with ASIC and ASX	Thursday, 28 May 2020
Ex date	Tuesday, 2 June 2020
Record Date for determining Entitlements	Wednesday, 3 June 2020
Prospectus despatched to Shareholders & Company announces despatch has been completed	Tuesday, 9 June 2020
Opening Date of Offer	Tuesday, 9 June 2020
Last day to extend Closing Date	Wednesday, 24 June 2020
Closing Date of Offer	Monday, 29 June 2020
Securities quoted on a deferred settlement basis from market open	Tuesday, 30 June 2020
Announcement of results of issue	Thursday, 2 July 2020
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the securities (before noon Sydney time)	Monday, 6 July 2020

* The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date.

3. IMPORTANT NOTES

This Prospectus is dated 28 May 2020 and was lodged with the ASIC on that date. The ASIC, the ASX and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form or Shortfall Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

3.1 Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in section 7 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

3.2 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and 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 our management.

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

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

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in section 7 of this Prospectus.

4. DETAILS OF THE OFFER

4.1 The Offer

The Offer is being made as a non-renounceable entitlement issue of 1 Share for every 4 Shares held by Shareholders registered at the Record Date at an issue price of \$0.055 per Share (together with 1 free attaching New Option for every 2 Shares subscribed for and issued). Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, (and assuming no existing Options are exercised prior to the Record Date) a maximum of 56,259,534 Shares and 28,129,767 New Options will be issued pursuant to this Offer to raise up to \$3,094,274. No funds will be raised from the issue of the New Options.

As at the date of this Prospectus the Company has 25,954,152 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. The Company also has 70,000 Convertible Notes on issue as at the date of this Prospectus, all of which have vested and may be converted into up to 23,333,333 Shares prior to the Record Date in order to participate in the Offer. Please refer to section 5.4 of this Prospectus for information on the exercise price and expiry date of the Options and terms of the Convertible Notes on issue on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to section 6.1 for further information regarding the rights and liabilities attaching to the Shares.

All of the New Options offered under this Prospectus will be issued on the terms and conditions set out in section 6.2 of this Prospectus.

All Shares issued on conversion of the New Options will rank equally with the Shares on issue at the date of this Prospectus.

The purpose of the Offer and the intended use of funds raised are set out in section 5.1 of this Prospectus.

4.2 Minimum subscription

There is no minimum subscription.

4.3 Acceptance

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

- (a) if you wish to accept your **full** Entitlement:
 - (i) complete the Entitlement and Acceptance Form; and
 - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form; or

- (b) if you wish to take your **full** Entitlement **and** apply for Shares under the Shortfall Offer:
 - (i) fill in the number of Shortfall Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and
 - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies (at \$0.055 per Share); or
- (c) if you only wish to accept **part** of your Entitlement:
 - (i) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and
 - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies (at \$0.055 per Share); or
- (d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Should you wish to accept all of your Entitlement and apply for Shortfall Shares, then applications for Shortfall Shares under this Prospectus must be made on the Application Form which accompanies this Prospectus or by completing a BPAY® payment in accordance with the above instructions and on the Entitlement and Acceptance Form. Please read the instructions carefully.

The terms of the Shortfall Offer are set out in Section 4.9 below.

4.4 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "GBM Resources Limited" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5:00 pm WST on the Closing Date.

4.5 Payment by BPAY® (only if you have an account with an Australian financial institution)

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 4:00 pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

1 New Option with an exercise price of 11 cents and an expiry date that is three (3) years from the date of issue of the New Options will be issued for every 2 Shares subscribed for and issued under the Offer.

4.6 Not underwritten

The Offer is not underwritten.

4.7 Effect on control of the Company

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 20% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken Up	% post Offer
Shareholder 1	25,000,000	11.11%	6,250,000	25,000,000	8.89%
Shareholder 2	15,000,000	6.67%	3,750,000	15,000,000	5.33%
Shareholder 3	5,000,000	2.22%	1,250,000	5,000,000	1.78%
Shareholder 4	1,000,000	0.44%	250,000	1,000,000	0.36%
Shareholder 5	500,000	0.22%	125,000	500,000	0.18%

Notes:

- The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

4.8 Lead Manager

Henslow Pty Ltd (ACN 605 393 137) (**Henslow** or **Lead Manager**) has been appointed as lead manager to the Offer. The terms of the appointment of the Lead Manager are summarised in section 8.4 of this Prospectus.

4.9 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.055 being the price at which Shares have been offered under the Offer.

The Company will allow Eligible Shareholders to apply for Shares under the Shortfall Offer subject to such applications being received by the Closing Date. Details on how to apply for Shortfall Shares is set out in Section 4.3 above.

The Directors reserve the right to issue Shortfall Securities at their absolute discretion. There is no guarantee that Eligible Shareholders will receive Shares applied for under the Shortfall Offer.

No Securities will be issued under the Shortfall Offer where it would result in a person holding an interest of 19.9% or more in the Company.

4.10 ASX listing

Application for Official Quotation of the Securities offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. However, the quotation of the Options is subject to the satisfaction of the ASX Listing Rules requirements. Accordingly, if the Company does not satisfy these requirements, the Company will withdraw the application for Official Quotation in respect of the Options and the Options will not be quoted and will remain unlisted, until such time as the Company can satisfy the ASX Listing Rule requirements.

If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares.

The fact that ASX may grant Official Quotation to the Securities is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription.

4.11 Issue

Securities issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Securities issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Securities or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Securities issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus and for Shortfall Securities issued under the Shortfall Offer as soon as practicable after their issue.

4.12 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia, New Zealand, Canada, China, Hong Kong, Malaysia, Singapore, Taiwan and the United Kingdom.

New Zealand

The Securities are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Canada

This document constitutes an offering of Securities only in British Columbia, Ontario and Quebec (the **Provinces**) and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such Securities. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are 'accredited investors' within the meaning of NI 45-106 – Prospectus and Registration Exemptions, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the Securities or the offering of the Securities and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of the Securities or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Provinces. Furthermore, any resale of the Securities in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the Securities outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the Securities.

The Company, and the directors and officers of the Company, may be located outside Canada, and as a result, it may not be possible for Canadian purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada, and as a result, it may not be possible to satisfy a judgement against the Company or such persons in Canada or to enforce a judgement obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages or rescission

Securities legislation in the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defences contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of the Provinces for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the Securities purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the Securities during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that (a) the Company will not be liable if it proves that the purchaser purchased the Securities with knowledge of the misrepresentation; (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the Securities as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the Securities were offered.

Section 138 of the Securities Act (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations

Prospective purchasers of the Securities and Options should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the Securities as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada

Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the Securities (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only.

China

The information in this Prospectus does not constitute a public offer of Securities, whether by way of sale or subscription, in the People's Republic of China (**PRC**) (excluding, for the purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). The Securities may not be offered or sold directly or indirectly in the PRC to legal or natural persons other than directly to "qualified domestic institutional investors" authorised by the competent Chinese regulatory authorities.

If you are in the People's Republic of China, by completing an Application Form you represent that you are a (i) "qualified domestic institutional investor" as approved by the relevant PRC regulatory authorities to invest in overseas capital markets or (ii) sovereign wealth fund or quasi-government investment fund that has the authorisation to make overseas investment.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). 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 Securities 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 Securities 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 Securities that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Securities may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

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

Malaysia

No approval, authorization or recognition from the Securities Commission of Malaysia (the SCM) has been applied for or will be obtained for the offer or sale, invitation for subscription or purchase of the Securities under the Malaysian Capital Markets and Services Act 2007 (**CMSA**). No prospectus or other offering material or document in connection with the offer or sale, invitation for

subscription or purchase of the Securities has been or will be registered with the SCM as a prospectus or a disclosure document under the CMSA. By reason of the foregoing, whether or not you invest in the Securities, if you are in Malaysia, you may not distribute any information regarding the Securities. Any other reproduction or distribution of such information regarding the Securities in Malaysia, in whole or in part, or the disclosure of its contents in Malaysia, without the Company's prior written consent, is prohibited.

Singapore

This document and any other materials relating to the Securities 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 or materials in connection with the offer or sale, or invitation for subscription or purchase, of Securities, may not be issued, circulated or distributed, nor may the Securities 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) of Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (SFA), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, 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 Securities being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Taiwan

The Securities offered under this Prospectus have not been registered in Taiwan nor approved by the Financial Supervisory Commission, Executive Yuan, the Republic of China. Holders of the Securities may not resell them in Taiwan nor solicit any other purchasers in Taiwan for this offering.

United Kingdom

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

This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the Securities may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

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

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (FPO), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia, New Zealand, Canada, China, Hong Kong, Malaysia, Singapore, Taiwan and the United Kingdom without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

4.13 Enquiries

Any questions concerning the Offer should be directed to Kevin Hart, Company Secretary, at kevinh@endeavourcorp.com.au.

5. PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$3,094,274. No funds will be raised from the issue of the New Options.

The funds raised from the Offer are planned to be used in accordance with the table set out below:

Proceeds of the Offer	Full Subscription (\$)	%
Commence exploration and drill existing targets on the Mt Coolan Project	\$1,710,000	55.26%
Geological mapping, sampling and reassaying existing cores to assist with drill hole targeting on the Malmsbury Project	\$250,000	8.08%
Continue to construct SART unit for production of copper and gold at the White Dam Mine JV	\$515,000	16.64%
Mount Morgan district consolidation / prospectivity analysis leading to decision to self-fund exploration or initiate JV partner search	\$200,000	6.46%
Expenses of the Offer ²	\$261,680	8.46%
Working capital	\$157,594	5.09%
Total	\$3,094,274	100%

Notes:

1. Refer to section 8.8 of this Prospectus for further details relating to the estimated expenses of the Offer.

On completion of the Offer, the Board believes our Company will have sufficient working capital to achieve these objectives.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and outcome of the Company's operations at the White Dam heap leach project 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 funds are applied on this basis.

5.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, will be to:

- (a) increase the cash reserves by \$2,832,594 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer;
- (b) increase the number of Shares on issue from 225,038,134 as at the date of

this Prospectus to 281,297,668 Shares following complete of the Offer; and

- (c) increase the number of Options on issue from 25,954,152 as at the date of this Prospectus to 54,083,919 Options following completion of the Offer.

5.3 Pro-forma balance sheet

The auditor reviewed balance sheet as at 31 December 2019 and the unaudited pro-forma balance sheet as at 31 December 2019 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Options are exercised prior to the Record Date and including expenses of the Offer, and includes the effect of other capital raising activities undertaken between the balance sheet date and the date of the Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	REVIEWED 31 Dec 2019	REVIEWED FINANCIALS ADJUSTED FOR INTERIM CAPITAL RAISINGS 31 Dec 2019	PROFORMA 31 Dec 2019
CURRENT ASSETS			
Cash and cash equivalents ¹	1,234,723	2,840,835	5,673,429
Trade and other receivables	25,999	25,999	25,999
TOTAL CURRENT ASSETS	1,260,722	2,866,834	5,699,428
NON-CURRENT ASSETS			
Trade and other receivables	806,565	806,565	806,565
Property, plant and equipment	68,772	68,772	68,772
Investments ¹	-	485,000	485,000
Exploration and evaluation assets	10,509,618	10,509,618	10,509,618
TOTAL NON-CURRENT ASSETS	11,384,955	11,869,955	11,869,955
TOTAL ASSETS	12,645,677	14,736,789	17,569,383
CURRENT LIABILITIES			
Trade and other payables	(552,246)	(552,246)	(552,246)
Borrowings	(700,000)	(700,000)	(700,000)

	REVIEWED 31 Dec 2019	REVIEWED FINANCIALS ADJUSTED FOR INTERIM CAPITAL RAISINGS 31 Dec 2019	PROFORMA 31 Dec 2019
TOTAL CURRENT LIABILITIES	(1,252,246)	(1,252,246)	(1,252,246)
NON-CURRENT LIABILITIES			
Provision for rehabilitation	(754,258)	(754,258)	(754,258)
TOTAL NON-CURRENT LIABILITIES	(754,258)	(754,258)	(754,258)
TOTAL LIABILITIES	(2,006,504)	(2,006,504)	(2,006,504)
NET ASSETS (LIABILITIES)	10,639,173	12,730,285	15,562,879
EQUITY			
Issued capital ¹	35,143,934	37,235,046	40,067,640
Share based payments Reserve	295,193	295,193	295,193
Accumulated losses	(24,799,954)	(24,799,954)	(24,799,954)
TOTAL EQUITY	10,639,173	12,730,285	15,562,879

Note 1 Effect of pro-forma adjustments

	Cash and cash equivalents	Investments	Issued capital
Per reviewed balance sheet at 31 Dec 2019	1,234,723	-	35,143,934
Proceeds from share issues – share placements	1,683,555	-	1,683,555
Effect of share swap – Novo Resources Corp	-	500,000	500,000
Payments for share issue costs	(77,443)	(15,000)	(92,443)
Adjusted balance sheet at 31 Dec 2019 prior to Entitlement Issue	2,840,835	485,000	37,235,046
Proceeds from proposed issue of shares – entitlement issue	3,094,274	-	3,094,274
Share issue costs – proposed entitlement issue	(261,680)	-	(261,680)
Pro-forma balance sheet 31 Dec 2019	5,673,429	485,000	40,067,640

5.4 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, is set out below.

Shares

	Number
Shares currently on issue	225,038,134
Shares offered pursuant to the Offer	56,259,534
Total Shares on issue after completion of the Offer	281,297,668

Notes:

1. The Company notes that it is seeking Shareholder approval to issue 509,904 Shares at the Company's upcoming general meeting to be held on 16 June 2020 (refer to Resolution 5). These Shares will not be issued prior to the Record Date of the Offer.

Options

	Number
<u>Options currently on issue:</u>	
Unquoted exercisable at \$0.09 on or before 31/01/2023 ¹	1,880,000
Unquoted exercisable at \$0.05 on or before 16/12/2022	8,000,000
Unquoted exercisable at \$0.11 on or before 6/04/2023 ¹	16,074,152
New Options offered pursuant to the Offer	28,129,767
Quoted exercisable at \$0.11 on or before the date that is 3 years from the date of issue of the New Options	
Total Options on issue after completion of the Offer	54,083,919

Notes:

1. The Company notes that it is a term of these Options that, in the event of a pro-rata issue, the exercise price of the Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2. As such, the exercise price of these Options will be adjusted on completion of the Offer.

Convertible Notes

	Number
<u>Convertible Notes currently on issue:</u>	
Repayable on or before 30 November 2020, each Convertible Note having a face value of \$10 and being convertible into Shares at a conversion price of \$0.03 per Share	70,000
New Convertible Notes offered pursuant to the Offer	Nil
Total Options on issue after completion of the Offer	70,000

The capital structure on a fully diluted basis as at the date of this Prospectus is 252,392,286 Shares and on completion of the Offer (assuming all Entitlements are accepted and no Options are exercised and no Convertible Notes are converted prior to the Record Date) would be 336,781,587 Shares.

No Shares, Options or Convertible Notes on issue are subject to escrow restrictions, either voluntary or ASX imposed.

5.5 Details of substantial holders

Based on publicly available information as at the date of lodgement of this Prospectus, the followings persons (together with their associates) have a relevant interest in 5% or more of the Shares on issue:

Shareholder	Shares	%
EuroPac Gold Fund	18,181,818	8.08%
Chew Leok Chuan	12,173,156	5.41%

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offer.

6. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

6.1 Shares

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of

the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, 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 he considers fair upon 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.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

6.2 New Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.11 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on the date that is three (3) years from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time and from time to time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate or as otherwise agreed with the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of the holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

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

(m) **Quotation of the Options**

The Company will apply for quotation of the Options, subject to satisfaction of the ASX quotation requirements.

7. RISK FACTORS

7.1 Introduction

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

7.2 Company specific

(a) Potential for significant dilution

Upon implementation of the Offer, assuming all Entitlements are accepted and no Options are exercised or Convertible Notes converted prior to the Record Date the number of Shares in the Company will increase from 225,038,134 currently on issue to 281,297,668. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

It is not possible to predict what the value of the Company or a Share will be following the completion of the 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 Prospectus being lodged of \$0.084 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.

(b) Additional Requirements for Capital

The Company's activities will require substantial expenditures. There can be no guarantees that the funds raised through the Offer will be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company, or at all. Any additional equity financing may be dilutive to security holders and any debt financing if available may involve restrictive covenants, which limit the Company's operations and business strategy. If the Company is unable to obtain additional financing as required, it may have to reduce the scope of its operations and scale back its exploration programmes as the case may be.

Security holders should note that the reviewed Financial Report of the Company for the period ended 31 December 2019 was prepared on a

going concern basis. However, the ability of the Company to continue as a going concern and to meet planned and committed expenditure requirements is subject to the Company successfully exploiting the investments and mining projects owned by the Company and/or the raising of further equity and/or loan capital. In the event that the Company is not successful in raising further funds, the realisable value of the entity's non-current assets may be significantly less than their current carrying values and the Company may not be able to continue in its present form.

The Company's failure to raise capital, if and when needed, could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

(c) **Covid-19 Management**

The global economic outlook is facing uncertainty due to the current COVID-19 pandemic, which has been having, and is likely to continue to have, a significant impact on global capital markets, the gold price and foreign exchange rates (including the USD / AUD rate).

To date, COVID-19 has not had any material impact on the Company's operations, however, any infections on site at the White Dam Gold-Copper Heap Leach Project could result in operations being suspended or otherwise disrupted for an unknown period of time, which may have an adverse impact on the Company's operations as well as adverse implications on the Company's future cash flows, profitability, and financial condition.

Supply chain disruptions resulting from the COVID-19 pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans and quarantining) may, in addition to the general level of economic uncertainty caused by the COVID-19 pandemic, also adversely impact the Company's operations, financial position and prospects.

The Company has implemented a COVID-19 management plan across its business at all locations in order to minimise the risk of infection for individuals. This includes personnel working remotely so as to reduce the frequency of travel.

The Company's COVID-19 management plan will be reviewed and updated based on the latest guidance from health professionals and the government as the situation develops.

(d) **Exploration Development and Production**

Mineral exploration and development are high risk undertakings. The tenements, and other interests, of the Company are at various stages of exploration and development.

Exploration

There can be no assurance that exploration of the mining tenements, or any other tenements that may be acquired in the future, will result in the discovery of economic mineral reserves and, even if identified, there is no guarantee that they can be economically exploited. Even if economic mineralisation is discovered there is no guarantee that it can be

commercially exploited. The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions.

Development and production

In addition to undertaking exploration programs and undertaking ongoing economic assessments of the key projects in its portfolio (including the Mt Coolon Gold Project), the Company is currently developing a new SART Plant at the White Dam Gold-Copper Heap Leach Project pursuant to an earn-in option and joint venture arrangement with Round Oak Minerals.

There can be no assurance that undertaking production operations at the White Dam Gold-Copper Heap Leach Project or undertaking development activities at the Company's projects will lead to successful commercial exploitation.

(e) **Resource estimates**

The Company has made estimates of its resources based on relevant reporting codes, where required, and judgments based on knowledge, skills and industry experience. However, resource estimates are inherently prone to variability and there is no guarantee they will prove to be accurate. They involve expressions of judgement with regard to the presence and quality of mineralisation and the ability to extract and process the mineralisation economically. These judgments are based on a variety of matters such as drilling results, past experience, knowledge and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations and reduce the estimated amount of gold mineral resources available for development and production plans.

(f) **Commodity Price Volatility and Exchange Rate Risk**

Any revenue the Company may derive in the future is exposed to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations, technological advancements, forward selling activities, financial investment and speculation and other macro-economic factors.

Fluctuations in exchange rates between currencies in which the Company operate, invest, report, incur costs, purchase capital equipment or derive revenue may cause fluctuations in the Company's financial results that are not necessarily related to the Company's underlying operations.

(g) **Reliance on Joint Venture Partners**

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party.

(h) **Reliance on Key Management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

7.3 Industry specific

(a) **Economic Risks**

The current and future operations of the Company, including exploration, appraisal and production activities, may be affected by a range of factors, including:

- (i) geological conditions;
- (ii) alteration to exploration and production programmes and budgets;
- (iii) unanticipated operational and technical difficulties;
- (iv) mechanical failure of operating plant and equipment, adverse weather conditions, industrial and environmental accidents, industrial disputes and other force majeure events;
- (v) unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment;
- (vi) prevention or restriction of access by reason of political unrest, outbreak of hostilities or inability to obtain consents or approvals (including access agreements entered into with Native Title claimants); and
- (vii) uninsured losses or liabilities.

(b) **Operating Risks**

The operations of the Company may be affected by various factors, including failure to achieve predicted grades in exploration and mining; operational and technical difficulties encountered in extraction; difficulties in commissioning and operating plant and equipment; mechanical failure or plant breakdown; unanticipated metallurgical problems which may affect extraction costs; adverse weather conditions; industrial and environmental accidents; industrial disputes; and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

(c) **Environmental Risks**

The operations and proposed activities of the Company are subject to State and Federal laws and regulation concerning the environment. As with most exploration projects and extraction operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard

of environmental obligation, including compliance with all environmental laws.

(d) **Title Risks and Native Title**

Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

It is also possible that, in relation to tenements which the Company has an interest in, or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Indigenous Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected. The Directors will closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

(e) **Mining approvals**

Prior to commencement of any future new mining operations the Company will be required to ensure it obtains all relevant approvals. Where the Company is required to obtain approvals, there can be no assurances that those approvals will be received or that the conditions on which the approvals are given are not overly onerous. The effects of these factors cannot be accurately predicted and conditions imposed on approvals may impede the operation or development of a project and even render it uneconomic.

7.4 General risks

(a) **Economic**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

(b) **Market conditions**

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

- (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 resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(d) **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 viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

(e) **Climate Change**

There are a number of climate-related factors that may affect the Company's business or its assets, including the its tenements. For instance:

- (i) climate change or prolonged periods of adverse weather and climatic conditions (including rising sea levels, floods, hail, drought, water, scarcity, temperature extremes, frosts, earthquakes and pestilences) may have an adverse effect on the Company's ability to access and utilise its tenements and/or on the Company's ability to transport or sell mineral commodities; and
- (ii) changes in policy, technological innovation and consumer or investor preferences could adversely impact the Company's business strategy or the value of its assets (including its tenements), or may result in less favourable pricing for mineral commodities, particularly in the event of a transition (which may occur in unpredictable ways) to a lower-carbon economy.

7.5 Speculative investment

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 Securities offered under this Prospectus

Therefore, the Securities 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 Securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

8. ADDITIONAL INFORMATION

8.1 Litigation

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

However, the Company advises that it remains in discussions with NQM Gold 2 Pty Ltd, CQT Gold Australia Pty Ltd and Minjar Gold Pty Ltd (together, **Minjar Parties**) in relation to the tenement sale agreement entered into between the Company and the Minjar Parties dated 20 September 2018 that was subsequently terminated by the Minjar Parties (refer to the Company's ASX Announcement dated 9 May 2019 for further detail).

8.2 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction specific prospectus". In general terms a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 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:
- (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
26/05/2020	Investor Presentation
22/05/2020	Proposed issue of Securities - GBZ
22/05/2020	Non-Renounceable Entitlement Offer
15/05/2020	Notice of General Meeting
30/04/2020	Quarterly Activities Report and Appendix 5B
17/04/2020	Appendix 2A and Cleansing Notice - Completion of Placement
09/04/2020	Appendix 2A and Cleansing Notice
06/04/2020	Appendix 2A and Cleansing Notice
31/03/2020	Proposed issue of Securities – GBZ
31/03/2020	Malmsbury JV with Novo and \$1m Share Placement with EuroPac
30/03/2020	Trading Halt
06/03/2020	Half Year Financial Statements
02/03/2020	New exploration targeting at Malmsbury
11/02/2020	Ceasing to be a substantial holder
10/02/2020	Investor Update
06/02/2020	Technical and Business Development Adviser Appointment
31/01/2020	Appendix 3Y - Change of Directors Interest Notice
31/01/2020	Quarterly Activities Report and Appendix 5B
22/01/2020	Appendix 3B and Cleansing Notice

Date	Description of Announcement
21/01/2020	Becoming a substantial holder
20/12/2019	Appendix 3B and Cleansing Notice
20/12/2019	GBM Completes the Acquisition of Millstream Resources
17/12/2019	Appendix 3B and Change in Director Interest Notices
11/12/2019	Change of Director Interest Notices
11/12/2019	Appendix 3B and Cleansing Notice
10/12/2019	Appendix 3Y
10/12/2019	Update on GBM Acquisition of Millstream Resources Pty Ltd
27/11/2019	Initial Director Interest Notice
25/11/2019	Update - Consolidation/Split - GBZ
25/11/2019	Executive Board Appointments
25/11/2019	Results of Annual General Meeting
21/11/2019	Consolidation/Split - GBZ
13/11/2019	Progress on GBM Acquiring Millstream Resources
31/10/2019	Quarterly Activities Report and Appendix 5B

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website www.gbmr.com.au.

8.3 Market price of shares

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

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

Highest	\$0.096	28 April 2020
Lowest	\$0.048	23 March 2020
Last	\$0.084	27 May 2020

8.4 Lead Manager Mandate

The Company has entered into a lead manager mandate with Henslow pursuant to which Henslow has agreed to act as its corporate advisor and lead manager to the Offer (**Lead Manager Mandate**).

The material terms and conditions of the Lead Manager Mandate are as follows:

(a) **Term**

Henslow's engagement is effective from 24 April 2020 for a minimum of 12 months (**Initial Term**). At the end of the Initial Term, Henslow's engagement will be extended on a monthly basis unless otherwise terminated by either party pursuant to the terms of the Lead Manager Mandate.

(b) **Advisor Retainer**

A monthly retainer of \$7,500 (plus GST) is payable on the execution of the Lead Manager Mandate and for an initial period of three months (**Initial Period**) (**Advisor Retainer**). Following the Initial Period, the Retainer will continue indefinitely on a month by month basis subject to commencement of the Broker Retainer (defined below).

(c) **Broker Retainer**

If \$2,500,000 is raised under the Offer, Henslow will be retained by the Company as a corporate advisor/broker for a fixed monthly retainer fee of \$10,000 following completion of the Offer for an initial period of six months (**Post Offer Period**) (**Broker Retainer**). After the Post Offer Period, the Broker Retainer will continue indefinitely on a month by month basis.

(d) **Management Fee**

A fee equivalent to 2% of the aggregate value of the amount subscribed for under the Offer is payable to Henslow.

(e) **Commission Fee**

A fee equivalent to 4% of the aggregate value of the aggregate value of the amount subscribed for under the Offer is payable to Henslow.

(f) **Expenses**

The Company agrees to reimburse Henslow for any out of pocket costs and expenses reasonably incurred by Henslow under the Lead Manager Mandate (**Costs**). The consent of the Company must be obtained before Henslow incurs any individual Cost in excess of \$1,000 during the course of its duties.

(g) **First Right of Refusal**

Henslow will have a first right of refusal to act as corporate advisor and lead manager to the Company on any future raise or other corporate transactions on standard terms to be agreed between the parties.

(h) **Termination**

The engagement may be terminated on one (1) months written notice by either party.

The Management Fee and the Commission Fee, or part thereof, may be paid at Henslow's discretion to co-managers, introducing brokers and other parties.

The Lead Manager Mandate also contains such other terms as are considered standard for an agreement of this nature (including, confidentiality provisions and representations and warranties).

8.5 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below.

Director	Shares	Options	Entitlement Shares	Entitlement \$
Peter Thompson	7,711,467	Nil	1,927,867	\$106,032
Sunny Loh	6,081,116	2,398,320	1,520,279	\$83,615
Neil Norris	6,861,800	Nil	1,715,450	\$94,350
Peter Rohner	6,594,263	4,000,000	1,648,566	\$90,671
Peter Mullens	7,575,758	4,000,000	1,893,940	\$104,167

The Directors intend to take up some or all of their respective Entitlements.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and

the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$200,000 per annum.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	FY2020 (Proposed) ¹	FY2019 (Actual) ¹	FY2018 (Actual) ¹
Peter Thompson ³	\$125,846	\$245,280 ²	\$235,435
Sunny Loh ⁴	\$48,000	\$28,000	N/A
Neil Norris ³	\$123,235	\$241,719 ⁵	\$225,176
Peter Rohner ⁶	\$55,188 ⁷	N/A	N/A
Peter Mullens ⁸	\$55,188 ⁹	N/A	N/A

Notes:

2. Includes salary and superannuation.
3. The Company notes that this figure includes the 5,291,467 Shares (on a post consolidation basis) issued to Mr Thompson in lieu of unpaid salaries totalling \$158,744, as approved by Shareholders at the annual general meeting held 25 November 2019 (**2019 AGM**).
4. During the 2019 and 2018 financial years, total remuneration payable to the Executive Directors Peter Thompson and Neil Norris continued to be paid on a temporarily reduced basis.
5. Mr Loh was appointed as a Director on 6 December 2018.
6. The Company notes that this figure includes the 4,447,633 Shares (on a post consolidation basis) issued to Mr Norris in lieu of unpaid salaries totalling \$133,429, as approved by Shareholders at the 2019 AGM.
7. Mr Rohner was appointed as a Director on 25 November 2019.
8. In consideration for services relating to storage and purchasing new equipment, since 1 July 2019 the Company has paid Core Metallurgy Pty Ltd, an entity controlled by Mr Rohner, a total of \$42,447.63.
9. Mr Mullens was appointed as a Director on 9 October 2019.
10. Since 1 February 2020, the Company has leased an office for \$2,000 per calendar month from Ironbark Pacific Pty Ltd, an entity controlled by Mr Mullens. As at the date of this Prospectus, the Company has paid \$8,000 in rent to Ironbark Pacific Pty Ltd.

8.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (f) the Offer,

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

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

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$20,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$71,025.00 (excluding GST and disbursements) for legal services provided to the Company.

Henslow Pty Ltd will be paid a management fee of approximately \$185,656 in respect of the Offer. A summary of the fees that are payable to Henslow Pty Ltd by the Company under the Lead Manager Mandate (including fees payable in respect of the Offer and fees for other advisory services provided to the Company) is set out in section 8.4 above. During the 24 months preceding lodgement of this Prospectus with the ASIC, Henslow Pty Ltd has not been paid any fees by the Company.

8.7 Consents

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

Each of the parties referred to in this section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its

consent prior to the lodgement of this Prospectus with the ASIC.

HLB Mann Judd has given its written consent to being named as auditor to the Company in this Prospectus. HLB Mann Judd has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Henslow Pty Ltd has given its written consent to being named as Lead Manager to the Company in this Prospectus. Henslow Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

8.8 Expenses of the Offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$261,680 (excluding GST) and are expected to be applied towards the items set out in the table below:

	Full Subscription (\$)
ASIC fees	\$3,206
ASX fees	\$22,818
Lead Manager fees	\$185,656
Legal fees	\$20,000
Printing and distribution	\$15,000
Miscellaneous (incl share registry)	\$15,000
Total	\$261,680

8.9 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 Forms. If you have not, please phone the Company on +61 8 9316 9100 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.gbmr.com.au.

The Company reserves the right not to accept an Application Form from a person if 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.

8.10 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

8.11 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share or option certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring

stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

8.12 Privacy Act

If you complete an application for Securities, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

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. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

9. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

Mr Peter Rohner
Managing Director
For and on behalf of
GBM RESOURCES LIMITED

10. GLOSSARY

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

Applicant means a Shareholder who applies for Shares pursuant to the Offer or a Shareholder or other party who applies for Shortfall Shares pursuant to the Shortfall Offer.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHES.

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

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

Closing Date means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).

Company means GBM Resources Limited (ACN 124 752 745).

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

Convertible Note means the convertible notes that have been issued by the Company on the terms set out in section 5.4 of this Prospectus.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company as at the date of this Prospectus.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Henslow or Lead Manager means Henslow Pty Ltd (ACN 605 393 137).

Lead Manager Mandate means the lead manager mandate entered into between the Company and Henslow as summarised in section 8.4 of this Prospectus.

New Option means an Option issued on the terms set out in section 6.2 of this Prospectus.

Offer means the non-renounceable entitlement issue the subject of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at the commencement of this Prospectus.

Securities means Shares and/or New Options offered pursuant to the Entitlement.

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

Shareholder means a holder of a Share.

Shortfall means the Shares not applied for under the Offer (if any).

Shortfall Application Form means the shortfall application form either attached to or accompanying this Prospectus.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in section 4.9 of this Prospectus.

Shortfall Securities means those Securities issued pursuant to the Shortfall.

WST means Western Standard Time as observed in Perth, Western Australia.