

# Offer Booklet

**1 for 5.6 pro rata non-renounceable entitlement offer of New Shares at \$0.10 per New Share to raise approximately \$3.3 million (before costs)**

## **Boab Metals Limited**

(ACN 107 159 713)

The Entitlement Offer closes at 5.00pm (AWST) on Thursday, 23 May 2024\*

The Entitlement Offer is fully underwritten by Morgans Corporate Limited and Unified Capital Partners Limited (**Joint Underwriters**).

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

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### **IMPORTANT NOTICES:**

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

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

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

## IMPORTANT NOTICES

This Offer Booklet is dated 13 May 2024. Capitalised terms in this section have the meaning given to them in this Offer Booklet. This Offer Booklet has been issued by Boab Metals Limited (ACN 107 159 713) (**Company**).

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

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

By paying for your New Shares through BPAY® or, if you are based in New Zealand and unable to pay using BPAY®, by direct transfer, in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Offer Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Offer Booklet.

### No overseas offering

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

This Offer Booklet is not to be distributed in, and no offer of New Shares is to be made, in countries other than Australia and, subject to the restrictions in section 5.2, New Zealand.

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

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

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

### Notice to investors in New Zealand

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

This Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## Definitions and interpretation

Defined terms used in this Offer Booklet are contained in section 6.1. Section 6.2 also includes the rules of interpretation of this Offer Booklet.

### Taxation

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

### Privacy

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

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

### Governing law

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

### No representations

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

### Past performance

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

### Future performance and forward looking statements

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

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

Such forward-looking statements are provided as a general guide only, should not be relied on as an indication or guarantee of future performance, and involve known and unknown risks (including, without limitation, the risks set out in section the ASX announcement at section 7 of this Offer Booklet) uncertainties and other factors, many of which are beyond the control of the Company, its officers, employees, agents and advisors, that may cause the Company's actual results and performance to be materially different from any future results or performance expressed or implied in such statements. Forward-looking statements may also assume the success of the Company's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond the Company's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statements may have been prepared or otherwise.

There can be no assurance that actual outcomes will not differ materially from the forward-looking statements in this Offer Booklet. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecasted and their differences may be material. Refer to the ASX announcement at section 7 of this Offer Booklet for a non-exhaustive summary of certain key risk factors.

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

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

### **Risks**

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

Investors should refer to the ASX announcement at section 7 of this Offer Booklet for a summary of general and specific risk factors that may affect the Company.

### **Trading New Shares**

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

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

## Corporate information

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### Directors and Management

<b>Name</b>	<b>Position</b>
Gary Comb	Chairman
Simon Noon	Managing Director and Chief Executive Officer
Richard Monti	Non-Executive Director
Andrew Parker	Non-Executive Director

### Company Secretary

Jerry Monzu

### Registered and Principal Office

Boab Metals Limited  
4 Clive Street  
West Perth WA 6005, Australia

Phone: +61 8 6268 0449

Email: [info@boabmetals.com](mailto:info@boabmetals.com)

Website: [boabmetals.com](http://boabmetals.com)

### Share Registry

Automic Group  
Level 5, 191 St Georges Terrace  
Perth WA 6000

Phone: 1300 288 664 (within Australia)

+61 (2) 9698 5414 (outside  
Australia)

**ASX Code:** BML

### Legal Adviser

Hamilton Locke  
Level 48, 152-158 St Georges Terrace  
Perth WA 6000

### Joint Underwriters

Morgans Corporate Limited  
Level 29, Riverside Centre, 123 Eagle Street  
Brisbane QLD 4000

Unified Capital Partners Pty Ltd  
Level 15, 74 Castlereagh Street  
Sydney NSW 2000

## Chair's letter

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Dear Shareholder,

On 3 May 2024, the Company announced its intention to undertake a fully underwritten capital raising of approximately \$5.00 million (before costs).

The capital raising consists of:

- an institutional placement to raise approximately \$1.72 million (before costs) by the issue of approximately 17 million Shares at an issue price of \$0.10 each (**Placement Shares**) to certain professional and sophisticated investors (**Placement**); and
- a 1 for 5.6 pro rata non-renounceable entitlement offer of new fully paid ordinary shares (**New Shares**) at an issue price of \$0.10 per New Share (**Offer Price**) to raise approximately \$3.3 million (before costs) (**Entitlement Offer**),

(together, the **Offers**).

The Placement successfully completed on 10 May 2024. The Placement Shares were issued utilising the Company's available placement capacity pursuant to ASX Listing Rule 7.1. The Placement Shares were issued after the Record Date for the Entitlement Offer and accordingly will not include a right to participate in the Entitlement Offer. The Placement raised approximately \$1.72 million (before costs).

The Offers are fully underwritten by Morgans Corporate Limited and Unified Capital Partners Pty Ltd (**Joint Underwriters**).

### Purpose of the Offers

The proceeds of the Offers will be used as follows:

- advancing the Sorby Hills Project and early site establishment works;
- advancing a drilling campaign at the Sorby Hills Project and the Manbarrum Project; and
- for general working capital.

### Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders can subscribe for 1 New Share for every 5.6 Existing Shares they hold<sup>1</sup> as at 5:00pm (AWST) on 8 May 2024 (**Record Date**) at an issue price of \$0.10 per New Share (being the Offer Price).

The Offer Price of \$0.10 per New Share represents a:

- 20% discount to the last close price of the Company's Shares of \$0.125 on 30 April 2024, being the last trading date prior to announcement of the Entitlement Offer; and
- 18.2% discount to the 5-day VWAP of \$0.123 up to and including 30 April 2024.

The number of New Shares for which you are entitled to subscribe under the Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that accompanies this Offer Booklet.

The Entitlement Offer is non-renounceable and therefore your Entitlement will not be tradeable on the ASX, cannot be sold and is not otherwise transferable.

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<sup>1</sup> Where fractions arise in the calculation of an Entitlement, they will be rounded up to the nearest whole number of New Shares.

Approximately 32,761,209 New Shares will be issued under the Entitlement Offer. New Shares will rank equally with Existing Shares in all respects from the date of quotation.

### **Top-Up Offer**

If you take up your full Entitlement, you may also apply for additional Top-Up Shares in excess of your Entitlement, at the Offer Price (**Top-Up Offer**) up to a maximum number of Top-Up Shares representing another 100% of your Entitlement (**Top-Up Cap**). The allocation of Top-Up Shares under the Top-Up Offer will be subject to the availability of New Shares under the Entitlement Offer, and otherwise in accordance with the terms and conditions set out in sections 2.2 and 2.4. The Company, in consultation with the Joint Underwriters, reserves the right to scale back applications for Top-Up Shares at its absolute discretion.

### **Underwriting**

The Offer is fully underwritten by the Joint Underwriters. A summary of the key terms of the Underwriting Agreement is set out in section 5.9.

In the event of any shortfall of New Shares under the Entitlement Offer and Top-Up Offer (**Shortfall Shares**), the Joint Underwriters will subscribe for, or procure subscriptions for, such Shortfall Shares, in accordance with the terms of the Underwriting Agreement.

### **Other information**

This Offer Booklet contains important information, including:

- an ASX announcement relating to the Entitlement Offer, which provides information on the Company, the Entitlement Offer, key risks for you to consider and termination events relating to the Underwriting Agreement;
- instructions on how to participate in the Entitlement Offer if you choose to do so, and a timetable of key dates;
- information regarding the personalised Entitlement and Acceptance Form that will accompany this Offer Booklet, which details your Entitlement and how to complete it; and
- instructions on how to take up all or part of your Entitlement, and Top-Up Shares (up to the Top-Up Cap) in excess of your Entitlement under the Top-Up Offer, via BPAY® or, if you are unable to pay using BPAY® (for example if you are foreign shareholder without an Australian bank account), by direct transfer.

### **The Entitlement Offer is scheduled to close at 5.00pm (AWST) on Thursday, 23 May 2024.**

Instructions on how to apply are set out in this Offer Booklet and your Entitlement and Acceptance Form. For further information on the Entitlement Offer you may contact the Company's Share Registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (AEST) on Monday to Friday during the Entitlement Offer Period.

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

You should carefully read this Offer Booklet in its entirety and consult your stockbroker, accountant or other professional financial adviser before making your investment decision. In particular, you should read and consider the Company's ASX announcement dated 3 May 2024 included in section 7, which contains a summary of some of the key risks associated with an investment in the Company.

If you are uncertain about taking up your Entitlement you should consult your stockbroker, solicitor, accountant or other professional financial adviser to evaluate whether or not to participate in the Entitlement Offer.

On behalf of the Directors, I invite you to consider this investment opportunity and thank you for your ongoing support of the Company.

Yours sincerely

A handwritten signature in grey ink, appearing to be 'G. Comb', written in a cursive style.

Gary Comb  
**Chair**  
**Boab Metals Limited**

## Summary of the Entitlement Offer

Entitlement Offer	
<b>Ratio</b>	1 New Share for every 5.6 Existing Shares held as at the Record Date
<b>Offer Price</b>	\$0.10 per New Share
<b>Size (subject to rounding)</b>	Up to 32,761,209 New Shares
<b>Renounceability</b>	The Entitlement Offer is non-renounceable
<b>Gross proceeds</b>	Up to approximately \$3.3 million (before costs)

## Offer key dates

Event	Date
Announcement of Placement and Entitlement Offer, Appendix 3B and Cleansing Statement	Friday, 3 May 2024
Shares commence trading ex-entitlement basis	Tuesday, 7 May 2024
Record Date for eligibility under the Entitlement Offer	5:00pm (AWST) on Wednesday, 8 May 2024
Allotment of New Shares under the Placement	Friday, 10 May 2024
<b>Entitlement Offer opens</b> <b>Offer Booklet and Entitlement and Acceptance forms dispatched</b>	<b>Monday, 13 May 2024</b>
Commencement of trading of New Shares issued under the Placement	Monday, 13 May 2024
Despatch of holding statements for New Shares under the Placement	Tuesday, 14 May 2024
Last day to extend Entitlement Offer closing date	Monday, 20 May 2024
<b>Entitlement Offer closes</b>	<b>5:00pm (AWST) on Thursday, 23 May 2024</b>
New Shares quoted on a deferred settlement basis	Friday, 24 May 2024
Results of Entitlement Offer announced to ASX	Tuesday, 28 May 2024
Allotment of New Shares under Entitlement Offer	Wednesday, 29 May 2024
Commencement of trading of New Shares under the Entitlement Offer	Thursday, 30 May 2024
Despatch of holding statements for the New Shares under the Entitlement Offer	Monday, 3 June 2024

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

The Company also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to



*Applicants. Cooling-off rights do not apply to an investment in New Shares. You cannot withdraw your Application. Eligible Shareholders wishing to participate in the Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Entitlement Offer opens.*

### **Enquiries**

If you have any doubt about whether you should participate in the Entitlement Offer, you should seek professional financial advice from your stockbroker, solicitor, accountant or other suitably qualified professional financial adviser before making any investment decision.

For further information on the Entitlement Offer, if you have questions on how to complete the Entitlement and Acceptance Form, or have lost your Entitlement and Acceptance Form and would like a replacement form, you may contact the Company's Share Registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (AEST) on Monday to Friday during the Entitlement Offer Period.

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## 1. Summary of options available to you

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

- (a) take up all of your Entitlement only;
- (b) take up all of your Entitlement and also apply for additional Top-Up Shares under the Top-Up Offer up to the Top-Up Cap;
- (c) take up part of your Entitlement and allow the balance to lapse; or
- (d) do nothing, in which case your entire Entitlement will lapse and you will receive no value for the lapsed Entitlement.

If you are a Shareholder that is not an Eligible Shareholder, you are an **"Ineligible Shareholder"**. Ineligible Shareholders are not entitled to participate in the Entitlement Offer.

Options available to you	Key considerations	For further information
<p><b>Option One:</b> Take up all of your Entitlement</p>	<p>You may elect to purchase New Shares at the Offer Price (see <i>section 4 "How to Apply"</i> for instructions on how to take up your Entitlement). The Entitlement Offer closes at 5.00pm (AWST) on 23 May 2024.</p> <p>The New Shares will be fully paid and rank equally in all respects with existing Shares on issue (including rights to dividends and distributions).</p> <p>If you take up all of your Entitlement, you may also apply for additional New Shares under the Top-Up Offer (see section 4.5 for instructions on how to apply for additional New Shares). There is no guarantee that you will be allocated any additional New Shares under the Top-Up Offer.</p>	<p>Section 4.4</p>
<p><b>Option Two:</b> Take up part of your Entitlement</p>	<p>If you do not take up your Entitlement in full, those Entitlements not taken up will lapse and you will not receive any payment or value for them.</p> <p>You will not be entitled to apply for additional New Shares under the Top-Up Offer.</p> <p>If you do not take up your Entitlement in full, your proportionate equity interest in the Company will be diluted as a result of the Entitlement Offer.</p>	<p>Section 4.6</p>
<p><b>Option Three:</b> Do nothing, in which case your Entitlement will lapse, and you will receive no value for your lapsed Entitlement.</p>	<p>If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. Your Entitlement to participate in the Entitlement Offer is non-renounceable, which means your Entitlements are non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred.</p> <p>If you do not take up your Entitlement your proportionate equity interest in the Company</p>	<p>Section 4.7</p>

Options available to you	Key considerations	For further information
	will be diluted as a result of the Entitlement Offer.	

Please also note that if you are an Eligible Shareholder who is a 'related party' of the Company (as that term is defined in the Listing Rules) or are otherwise a person to whom Listing Rule 10.11 applies, you may take up your Entitlement in part or in full without Shareholder approval being required, but may not apply for Top-Up Shares under the Top-Up Offer.

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## 2. Overview of the Entitlement Offer

### 2.1 Entitlement Offer

Under the Entitlement Offer, the Company is offering Eligible Shareholders the opportunity to apply for 1 New Share for every 5.6 Existing Shares held on the Record Date, to raise approximately \$3.3 million (before costs). The Offer Price per New Share is \$0.10.

The Entitlement Offer is non-renounceable, which means that the Entitlements cannot be sold, traded on ASX or any other exchange, nor can it be privately transferred. If you do not participate in the Entitlement Offer, you will not receive any value for your Entitlement.

The Entitlement Offer is fully underwritten by the Joint Underwriters, subject to the terms of the Underwriting Agreement. The material terms of the Underwriting Agreement are summarised in section 5.9.

### 2.2 Top-Up Offer

Eligible Shareholders who take up their Entitlements in full may also apply for additional New Shares in the Top-Up Offer. Please note that New Shares in excess of Entitlements will only be allocated to Eligible Shareholders if and to the extent that the Company determines in its absolute discretion based on the Allocation Policy outlined in section 2.4 below.

The number of additional New Shares under the Top-Up Offer will be capped at an additional 100% of an Eligible Shareholder's Entitlement. Accordingly, the maximum number of New Shares that may be issued to an Eligible Holder under the Entitlement Offer and Top-Up Offer will be a total of 200% of their Entitlement.

### 2.3 Underwriting

The Entitlement Offer is fully underwritten by the Joint Underwriters, Morgans Corporate Limited and Unified Capital Partners Pty Ltd, subject to the terms and conditions of the Underwriting Agreement dated on or around 30 April 2024. The material terms of the Underwriting Agreement are summarised in section 5.9.

In the event of any shortfall of New Shares under the Entitlement Offer and Top-Up Offer (**Shortfall Shares**), such Shortfall Shares will be subscribed for by the Joint Underwriters or investors procured by the Joint Underwriters, in accordance with the terms of the Underwriting Agreement.

### 2.4 Allocation policy

The Allocation Policy is that each Eligible Shareholder that:

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

will be allocated a number of additional New Shares that is the number of additional New Shares subscribed for by that Eligible Shareholder. There will be cap of 100% of an Eligible Shareholder's Entitlement applied to applications under the Top-Up Offer and allocations may be scaled-back pro rata if the Top-Up Offer is oversubscribed.

If, following the allocation of Top-Up Shares there remains Shortfall Shares which have not been allocated, the Shortfall Shares will be issued to the Joint Underwriters, or to investors procured by the Joint Underwriters, in accordance with the terms of the Underwriting Agreement. Refer to section 5.9 for a summary of the material terms of the Underwriting Agreement.

Notwithstanding any of the above:

- (i) there is no guarantee that any application in the Top-Up Offer will be successful and the Company, in consultation with the Joint Underwriters, reserves the right to issue any shortfall by way of the Top-Up Offer or by other means and reserves the right to satisfy applications in the Top-Up Offer at its sole and complete discretion, including by applying the pro rata scale-back mechanism;
- (ii) the Top-Up Offer has the same closing date as the Entitlement Offer (being, 23 May 2024);
- (iii) the issue price of additional New Shares under the Top-Up Offer is the same as the Offer Price, \$0.10 per additional New Share; and
- (iv) the Company will not issue additional New Shares under the Top-Up Offer where to do so would result in a breach of its Constitution, the Corporations Act or the ASX Listing Rules.

## **2.5 Scale-back**

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

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

## **2.6 Ranking of New Shares**

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

### 3. Effect of the Entitlement Offer

#### 3.1 Capital structure

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

Event	Shares	Performance rights
Balance on the date of this Offer Booklet <sup>1</sup>	200,632,185	7,600,000
To be issued under the Entitlement Offer <sup>2,3</sup>	32,761,209	-
<b>TOTAL<sup>1,2</sup></b>	<b>233,393,394</b>	<b>7,600,000</b>

**Notes:**

1. This includes the 17,169,415 Placement Shares issued on 10 May 2024.
2. These numbers may vary due to rounding of Entitlements and may increase as a result of the rounding up of Entitlements.
3. Assumes that no performance rights are converted prior to the Record Date and no other Shares are issued.

#### 3.2 Use of proceeds

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

Use of funds	Allocation of funds	Percentage use of funds (%)
Advancing the Sorby Hills Project <sup>1</sup>	\$1,900,000	38%
Early site works at Sorby Hills Project	\$500,000	10%
Drilling campaign at Sorby Hills Project and Manbarrum Project	\$1,100,000	22%
Corporate & working capital, costs of the Offers <sup>2</sup>	\$1,500,000	30%
<b>TOTAL</b>	<b>\$5,000,000</b>	<b>100.0%</b>

**Notes:**

1. This involves advancing the Sorby Hills Project toward a final investment decision, including completion of project optimisation workstreams, technical, legal due diligence workstreams required by potential project financiers and ramp up of the project execution team.
2. Working capital includes the general costs associated with the management and operation of the business including administration expenses, rent and other associated costs. Working capital also includes surplus funds. The Directors will allocate surplus funds at their discretion. This also includes costs of the Offers.

The above table is a statement of current intentions as at the date of this Offer Booklet. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including market conditions, the development of new opportunities and/or any number of other factors (including the risk factors summarised in the ASX announcement included at section 7). Actual expenditure levels may also differ significantly from the above estimates.

Although the Company's immediate focus will be on its existing projects, the Company is continually assessing new business opportunities which complement its business. These new business opportunities may take the form of direct project acquisitions, joint ventures,



farm-ins, acquisition of permits, and/or direct equity participation. Where it is appropriate, the use of further equity or debt funding may be considered by the Board.

### 3.3 Substantial Shareholders

Based on available information as at the date of this Offer Booklet and to the extent known by the Company, those persons which together with their associates have a voting power in 5% or more of the Shares on issue are set out below:

Substantial Shareholder	Existing Shares	Voting power <sup>1</sup>	New Share Entitlement
Villiers Queensland PL	15,704,572	7.83%	2,804,388

**Note:**

1. Assumes 200,632,185 Shares on the date of this Offer Booklet and that no other Shares are issued prior to the Record Date.

### 3.4 Director interests

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

Director	Existing Shares	Percentage holding <sup>1</sup>	Performance rights <sup>2</sup>	Entitlement
Gary Comb	680,237	0.34%	1,400,000	121,471
Richard Monti	1,404,982	0.70%	900,000	250,890
Simon Noon	2,362,000	1.18%	4,400,000	421,786
Andrew Parker	449,005	0.22%	900,000	80,180

**Notes:**

1. Assumes 200,632,185 Shares on the date of this Offer Booklet and that no other Shares are issued prior to the Record Date.
2. The Directors have indicated that they each intend to take up their full Entitlement.

### 3.5 Potential dilution

Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted (as compared to their holdings and number of Shares on issue as at the date of this Offer Booklet). Examples of how the dilution may impact hypothetical Shareholders are set out in the table below:

Holder	Holding as at Record Date	% at Record Date	Entitlement to New Shares	On completion of the Entitlement Offer	
				% holding if Entitlement taken up	% holding if Entitlement not taken up
Shareholder 1	10,000,000	5.45	1,785,715	5.05	4.28
Shareholder 2	5,000,000	2.73	892,858	2.52	2.14
Shareholder 3	2,500,000	1.36	446,429	1.26	1.07
Shareholder 4	1,000,000	0.55	178,572	0.50	0.43

Holder	Holding as at Record Date	% at Record Date	Entitlement to New Shares	On completion of the Entitlement Offer	
				% holding if Entitlement taken up	% holding if Entitlement not taken up
Shareholder 5	500,000	0.27	89,286	0.25	0.21

The dilution effect shown in the table above is the maximum percentage on the assumption that those Entitlements not accepted are placed under the terms of the Underwriting Agreement. The above table also assumes that the Placement has been undertaken and no other Shares are issued or equity securities converted into Shares prior to the Record Date.

### 3.6 Effect on control

#### (a) Take-up under the Entitlement Offer

Eligible Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted as detailed in section 3.5 (as compared to their holdings and number of Shares on issue as at the date of this Offer Booklet).

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

The Company is of the view that the Offers will not affect the control (as defined by section 50AA of the Corporations Act) of the Company.

Based on current shareholding and Entitlements of Shareholders (including substantial Shareholders) as at date of this Offer Booklet, regardless of the amount raised under the Entitlement Offer, no Shareholder will increase their holding, to an amount in excess of 19.9% through applying for their Entitlements.

On the basis of the allocation policy as set out in section 2.4, no person will acquire, through participation in the Top-Up Offer or via the issue of Shortfall Shares, a holding of, or increase their holding to, an amount in excess of 19.9% of all the Shares on issue on completion of the Entitlement Offer.

Accordingly, it is not anticipated that the Entitlement Offer will have any material effect on the control of the Company.

#### (b) Impact of underwriting

The number of New Shares that will be required to be allocated to the Joint Underwriters and any sub-underwriters appointed by the Joint Underwriters will depend on how many New Shares are taken up under the Entitlement Offer (including the Top-Up Offer).

If no Eligible Shareholders take up their Entitlements (which the Board considers unlikely), then the Joint Underwriters will be required to subscribe, or procure subscriptions from others, for the Shortfall Shares (subject to the terms of the Underwriting Agreement). In these circumstances, the maximum theoretical increase in voting power of the Underwriter (or any sub-underwriter) in the Company will be approximately 14% (subject to rounding). However, as the Underwriter's obligations are expected to be at least partially sub-underwritten, the Board considers that the Entitlement Offer will not have any material impact on the control of the Company.

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## **4. How to apply**

### **4.1 Entitlement Offer**

The Entitlement Offer constitutes an offer to Eligible Shareholders to apply for 1 New Share for every 5.6 Shares held on the Record Date. Please refer to sections 5.1 and 5.2 regarding your eligibility to participate in the Entitlement Offer.

The Entitlement Offer opens on 13 May 2024 and the Offer Booklet will be made available by that date, along with a personalised Entitlement and Acceptance Form, to Eligible Shareholders. The Entitlement Offer is expected to close at 5.00pm (AWST) on 23 May 2024.

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

As a result, the Entitlement Offer is not being made under a prospectus and it is important for Eligible Shareholders to read and understand the information on the Company and the Entitlement Offer made publicly available by the Company, prior to taking up all or part of their Entitlement. In particular, please refer to the materials enclosed in section 7, the Company's interim and annual reports, other announcements made available at [www.asx.com.au](http://www.asx.com.au) and all other parts of this Offer Booklet carefully before making any decisions in relation to your Entitlement.

Eligible Shareholders should be aware that an investment in the Company, including taking up your Entitlement, involves risks. The key risks identified by the Company are summarised in the Company's ASX announcement dated 3 May 2024 included in section 7 of this Offer Booklet. These are not an exhaustive list of the risks associated with an investment in the Company.

### **4.2 Your Entitlement**

An Entitlement and Acceptance Form setting out your Entitlement (calculated as 1 New Share for every 5.6 Shares held on the Record Date with fractional entitlements rounded up to the nearest whole number of New Shares) will accompany this Offer Booklet. If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have a separate Entitlement for each separate holding. Your personalised Entitlement and Acceptance Form can be accessed at <https://investor.automic.com.au/#/home>.

### **4.3 Options available to you**

The number of New Shares to which Eligible Shareholders are entitled is shown on the Entitlement and Acceptance Form. Eligible Shareholders may:

- (a) take up their Entitlement in full and, if they do so, they may apply for additional Top-Up Shares under the Top-Up Offer (refer to sections 4.4 and 4.5);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement would lapse (refer to section 4.6);
- (c) do nothing and allow their Entitlement to lapse (refer to section 4.7).

The Entitlement Offer is an offer to Eligible Shareholders only. Ineligible Shareholders may not participate in the Entitlement Offer. The Directors reserve the right to issue any Shortfall Shares under the Entitlement Offer at their discretion and always in accordance with the terms of the Underwriting Agreement.

The Company reserves the right to reject any Application that is not correctly completed or that is received after the Closing Date.

The expected Closing Date for acceptance of the Entitlement Offer is **5.00pm (AWST) on 23 May 2024** (however, that date may be varied by the Company, in accordance with the Listing Rules, applicable laws and the terms of the Underwriting Agreement).

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

If you wish to take up all of your Entitlement, you are required to make payment via BPAY or Electronic Funds Transfer (EFT).

Payment must be received by no later than 5.00pm (AEST) (if payment is made via BPAY) or otherwise, 5.00pm (AWST) on the Closing Date. Note that when paying by BPAY or EFT you are not required to submit the personalised Application Form but are taken to make the statements on that form.

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

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

Any additional New Shares applied for pursuant to the Top-Up Offer will be issued in accordance with the allocation policy described in Section 2.4.

Payment must be received by no later than 5.00pm (AEST) (if payment is made via BPAY), or otherwise 5.00pm (AWST) on the Closing Date. Note that you are not required to submit the personalised Application Form but are taken to make the statements on that form.

#### **4.6 Taking up part of your Entitlement and allowing the balance to lapse**

If you wish to take up part of your Entitlement, please follow the instructions detailed in your personalised Entitlement and Acceptance Form. Please read the instructions carefully. Payments can be by the methods set out in section 4.9(a) and 4.9(b). Payment must be received by no later than 5.00pm (AEST) (if payment is made via BPAY), or otherwise 5.00pm (AWST) on the Closing Date.

If the Company receives an amount that is less than the Offer Price multiplied by your Entitlement, your payment may be treated as an Application for as many New Shares as your Application Monies will pay for in full.

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

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

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

If you do not take up all or part of your Entitlement in accordance with the instructions set out above, your Entitlement will lapse. By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any value for your New Shares. Your interest in the Company will also be diluted to the extent that New Shares are issued under the Entitlement Offer.

## 4.9 Payment

Payment should be made using BPAY®. If you are unable to pay using BPAY® (for example if you are foreign shareholder without an Australian bank account), payments can be made by Electronic Funds Transfer (**EFT**) (see section 4.9(b)).

In light of the period the Entitlement Offer is open, it is considered unlikely that Entitlement and Acceptance Forms that are posted with a payment by cheque will be received by the Company in time for the Company to accept under the application. As a result, the Company has resolved that cash payments or payments by cheque will not be accepted. Receipts for payment will not be issued.

The Company will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement, and in respect of any excess amount, apply for as many Top-Up Shares under the Top-Up Offer as it will pay for in full up to the Top-Up Cap.

Any Application Monies (greater than \$2.00) received for more than your final allocation of New Shares (and Top-Up Shares, if relevant) will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

### (a) Payment by BPAY®

For payment by BPAY®, please follow the instructions on your personalised Entitlement and Acceptance Form. You can only make payment via BPAY® if you are the holder of an account with any Australian financial institution that supports BPAY® transactions.

When paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form.

If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your Application will not be recognised as valid.

Please note that by paying by BPAY®:

- (i) you do not need to send your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties referred to on that Entitlement and Acceptance Form and in section 4.10;
- (ii) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Top-Up Shares (if any) under the Top-Up Offer, to the extent of the excess and up to the Top-Up Cap.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (AEST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment. The Company and the Share Registry accept no responsibility for any delay in the receipt of the BPAY® payment.

### (b) Payment by EFT

Shareholders with a registered address outside Australia may not have access to pay by BPAY® and can make payment by EFT.

For payment via EFT, please follow the instructions on your personalised Entitlement and Acceptance Form.

When paying by EFT, please make sure you use the specific account details and your Unique Reference Number on your personalised Entitlement and Acceptance Form. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the Unique Reference Number specific to that holding. If you do not use the correct Unique Reference Number specific to that holding your Application will not be recognised as valid.

Your EFT payment must be in Australian currency.

Please note that by paying by EFT:

- (i) you do not need to send your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties referred to on that Entitlement and Acceptance Form and in section 4.10;
- (ii) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Top-Up Shares (if any) under the Top-Up Offer, to the extent of the excess (and subject to the Top-Up Cap).

It is your responsibility to ensure that your EFT payment is received by the Share Registry by no later than 5.00pm (AWST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment. The Company and the Share Registry accept no responsibility for any delay in the receipt of the EFT payment.

Your EFT payment may incur fees and charges from your bank or any intermediary bank as well as the receiving bank. You may have an option to choose that fees are not deducted from the amount transferred however the receiving bank may still deduct a fee for receiving a foreign transfer. If you are paying from a bank account that is not in Australian dollars you may also incur foreign exchange fees.

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

A payment made through BPAY® or EFT constitutes a binding offer to acquire New Shares (or Top-Up Shares, as the case may be) on the terms and conditions set out in this Offer Booklet and, once lodged and paid, cannot be withdrawn. The Company's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY® or EFT, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are (or the person on whose account you are acting is) an Eligible Shareholder;
- (b) you have received, read and understand this Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- (c) you agree to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet (and accompanying Entitlement Acceptance Form), and the Company's Constitution;
- (d) you authorise the Company to register you as the holder(s) of New Shares issued to you;

- (e) all details and statements in the personalised Entitlement and Acceptance Form are complete, accurate and up to date;
- (f) you declare that you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- (g) you acknowledge that once the Company receives any payment of Application Monies via BPAY® or, if you are based in New Zealand, by direct transfer, you may not withdraw your Application or Application Monies provided except as allowed by law;
- (h) you agree to apply for and be issued up to the number of New Shares (and any additional New Shares) for which you have submitted payment of any Application Monies via BPAY® or, if you are based in New Zealand, by direct transfer, at the Offer Price per New Share;
- (i) you authorise the Company, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- (j) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- (k) you acknowledge that the information contained in this Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (l) you acknowledge that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- (m) you acknowledge the statement of risks in the ASX announcement at section 7 and that investments in the Company are subject to risk;
- (n) you acknowledge that the Company, its related bodies corporate and affiliates and its directors, officers, partners, employees, representatives, agents, consultants or advisers, do not guarantee the performance of the Company, the performance of the New Shares offered under the Entitlement Offer nor do they guarantee the repayment of capital;
- (o) if you apply for Top-Up Shares under the Top-Up Offer, you declare that you are not a 'related party' (as that term is defined in the Listing Rules) or a person to whom Listing Rule 10.11 applies;
- (p) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (q) you authorise the Company to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (r) you acknowledge and agree that determination of eligibility of investors for the purposes of the Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company, and the Company, its related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law;

- (s) you represent and warrant that the law of any place does not prohibit you from being given this Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares and that you are otherwise eligible to participate in the Entitlement Offer; and
- (t) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or, subject to the restrictions in section 5.2, New Zealand.

#### **4.11 Brokerage and stamp duty**

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for the grant of the Entitlement, or for exercising the Entitlement in order to apply for New Shares under the Entitlement Offer or for Top-Up Shares under the Top-Up Offer.

#### **4.12 Notice to nominees and custodians**

- (a) The Entitlement Offer is being made to all Eligible Shareholders. Nominees with registered addresses in the eligible jurisdictions, may participate in the Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Shareholder.
- (b) Nominees and custodians should note in particular that the Entitlement Offer is not available to:
  - (i) beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Shareholder; or
  - (ii) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Entitlement Offer.
- (c) In particular, persons acting as nominees or custodians for other persons may not take up Entitlements on behalf of, or send any documents relating to the Entitlement Offer to, any person outside Australia or, subject to the restrictions in section 5.2, New Zealand.
- (d) The Company is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares. The Company is not able to advise on foreign laws.
- (e) For the avoidance of doubt, the Company reserves the right (in its absolute sole discretion) to reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claims prove to be overstated or they fail to provide information to substantiate their claims.
- (f) The Company also reserves the right to reject any acceptance of an Entitlement that it believes comes from a person who is not eligible to accept an Entitlement.

#### **4.13 Withdrawal of the Entitlement Offer**

Subject to applicable laws, the Company reserves the right to withdraw all or part of the Entitlement Offer and this Offer Booklet at any time, in which case the Company will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

#### **4.14 Risks**

Eligible Shareholders should be aware that an investment in the Company, including taking up your Entitlement, involves risks. The key risks identified by the Company are summarised in the 'Key Risks' section of the ASX announcement included in section 7, but these are not an exhaustive list of the risks associated with an investment in the Company.



#### **4.15 Enquiries**

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions regarding the Entitlement Offer, please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (AWST) on Monday to Friday during the Entitlement Offer Period. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional adviser.

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## 5. Additional Information

### 5.1 Eligibility of Shareholders

- (a) The Entitlement Offer is being offered to all Eligible Shareholders only.
- (b) Eligible Shareholders are Shareholders on the Record Date who:
  - (i) are registered as holders of Shares;
  - (ii) have a registered address in Australia or, subject to the restrictions in section 5.2, New Zealand or are a Shareholder that the Company has otherwise determined is eligible to participate in the Entitlement Offer; and
  - (iii) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer,

#### (Eligible Shareholders).

- (c) By making a payment by BPAY® or, if you are based in New Zealand, by direct transfer, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

### 5.2 Overseas Shareholders

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

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

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

This Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### 5.3 Ineligible Shareholders

- (a) All Shareholders who do not satisfy the criteria to be Eligible Shareholders, are Ineligible Shareholders. Ineligible Shareholders are not entitled to participate in the Entitlement Offer, unless the Company otherwise determines.
- (b) The restrictions upon eligibility to participate in the Entitlement Offer arise because the Company has determined, pursuant to Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders. This decision has been made after taking into account the number of non-residents in Australia and New Zealand on the Company's share register, the relatively small number and value of New Shares to which those Shareholders would otherwise be entitled and the potential costs of complying with legal and regulatory requirements in the jurisdictions in which the Ineligible Shareholders are located in relation to the Entitlement Offer.

- (c) The Company, in its absolute discretion, may extend the Entitlement Offer to any Shareholder if it is satisfied that the Entitlement Offer may be made to the Shareholder in compliance with all applicable laws. The Company, in its absolute discretion, reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder. To the maximum extent permitted by law, the Company disclaims all liability in respect of such determination.

#### **5.4 Allotment, trading and quotation**

The Company will apply, for quotation of the New Shares on ASX in accordance with Listing Rule requirements. If ASX does not grant quotation of the New Shares, the Company will repay all Application Monies (without interest).

Trading of New Shares will, subject to ASX approval, occur shortly after issue and allotment. It is expected that issue and allotment of the New Shares under the Entitlement Offer will take place on 29 May 2024. Application Monies will be held by the Company on trust for Applicants until the New Shares are issued and allotted. No interest will be paid on Application Monies.

Subject to approval being granted, it is expected that the New Shares issued and allotted under the Entitlement Offer will commence trading on a normal basis on 30 May 2024.

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

#### **5.5 Reconciliation**

In any entitlement offer, investors may believe that they own more Existing Shares on the Record Date than they ultimately do. This may result in a need for reconciliation to ensure all Eligible Shareholders have the opportunity to receive their full Entitlement.

The Company may need to issue a small quantity of additional New Shares to ensure all Eligible Shareholders have the opportunity to receive their appropriate allocation of New Shares. The price at which these New Shares would be issued, if required, is the same as the Offer Price.

The Company also reserves the right to reduce the Entitlement or the number of New Shares allocated to Eligible Shareholders or persons claiming to be Eligible Shareholders, if their Entitlement claims prove to be overstated, if they or their nominees/custodians fail to provide information requested to substantiate their Entitlement claims, or if they are not Eligible Shareholders.

#### **5.6 Rights issue exception not available**

No nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act and, as such, Eligible Shareholders will not be able to rely on the exception for right issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of their Entitlement, they must have regard to section 606 of the Corporations Act. Eligible Shareholder who may be at risk of exceeding the 20% voting power threshold in section 606 as a result of acceptance of their Entitlement should seek professional advice before completing and returning (or being deemed to have completed and returned) the Entitlement and Acceptance Form.

## 5.7 Continuous disclosure

The Company is a “disclosing entity” under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports.

The Company is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Shares. That information is available to the public from ASX and can be accessed at [www.asx.com.au](http://www.asx.com.au) (ASX: BML).

This Offer Booklet 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 information that would be included in a disclosure document or that investors ought to have regard to in deciding whether to subscribe for New Shares under the Entitlement Offer. 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.

## 5.8 No cooling off rights

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

## 5.9 Underwriting Agreement

The Company and the Joint Underwriters have entered into an Underwriting Agreement pursuant to which each of the Joint Underwriters have agreed to act as joint lead manager and bookrunner to, and to fully underwrite, the Placement and the Entitlement Offer.

Customary with these types of arrangements:

- (a) the obligations on the Joint Underwriters to underwrite the Offers are conditional on certain customary conditions precedent including the Company delivering certain certificates, sign-offs and opinions to the Joint Underwriters;
- (b) the Company has given certain representations, warranties and undertakings in connection with (among other things) the Offers and the issue of the materials in connection with the Offers;
- (c) the Company has agreed, subject to certain exclusions, to indemnify the Joint Underwriters, its affiliates and related bodies corporate, and their respective directors, officers, and employees against all claims, demands, damages, losses, costs, expenses and liabilities arising out of or in connection with the Offers; and
- (d) the Joint Underwriters may (and in certain circumstances having regard to the materiality of the event) terminate the Underwriting Agreement and be released from its obligations under it (subject to the survival of certain obligations) on the occurrence of certain events, which are summarised in the ASX announcement at section 7 of this Offer Booklet.

### Fees

The Company has agreed to pay the Joint Underwriters:

- (a) a management and advisory fee equal to 1.00% (plus GST) of the proceeds of the Offers; and
- (b) an underwriting and selling fee equal to 4.00% (plus GST) of proceeds of the Offers.

The Joint Underwriters is also entitled to be reimbursed for certain costs and expenses reasonably incurred by the Joint Underwriters in connection with or incidental to the Offers.

Termination events

As noted above, under the terms of the Underwriting Agreement, the Joint Underwriters may (and in certain circumstances having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events. Refer to the ASX Announcement at section 7 of this Offer Booklet for a summary of termination events on which the Joint Underwriters may be entitled to rely.

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## 6. Definitions and interpretation

### 6.1 Defined terms

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

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

**Application** means the arranging for payment of the relevant Application Monies through BPAY® or EFT in accordance with the instructions on the Entitlement and Acceptance Form.

**Application Monies** means the aggregate amount payable for the New Shares applied for through BPAY® or EFT.

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

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

**ASX Settlement Operating Rules** means the settlement operating rules of the ASX.

**AWST** means Australian Western Standard Time.

**Board** means the board of Directors of the Company.

**BPAY®** means BPAY Pty Ltd (ACN 079 137 518).

**Closing Date** means the day the Entitlement Offer closes, as specified in the 'Offer key dates' on page 5 of this Offer Booklet.

**Company** means Boab Metals Limited (ACN 107 159 713).

**Constitution** means the constitution of the Company, as amended from time to time.

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

**CRN** means the unique Customer Reference Number on the personalised Entitlement and Acceptance Form.

**EFT** means electronic funds transfer.

**Eligible Shareholder** has the meaning given in section 5.1.

**Entitlement** means the right to subscribe for 1 New Share for every 5.6 Existing Shares held by Eligible Shareholders on the Record Date, pursuant to the Entitlement Offer.

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

**Entitlement Offer** means the pro rata non-renounceable offer to Eligible Shareholders to subscribe for 1 New Share for every 5.6 Existing Shares of which the Shareholder is the registered holder on the Record Date, at the Offer Price, pursuant to this Offer Booklet.

**Entitlement Offer Period** means the period commencing on the opening date of the Entitlement Offer and ending on the closing date of the Entitlement Offer, as specified in the 'Offer key dates' on page 5 of this Offer Booklet.

**Existing Shares** means the Shares already on issue on the Record Date.

**Group** means the Company and each of its subsidiaries.

**Ineligible Shareholder** has the meaning given in section 5.3.

**Joint Underwriters** mean Morgans Corporate Limited (ABN 32 010 539 607) and Unified Capital Partners Pty Ltd (ABN 80 666 560 050).

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

**New Shares** means Shares to be allotted and issued under the Entitlement Offer.

**Offers** means the Placement and Entitlement Offer.

**Offer Price** means \$0.10 per New Share.

**Placement** means the institutional placement of Shares to sophisticated and professional investors to raise approximately \$1.7 million (before costs).

**Record Date** means the date specified as the record date in the 'Offer key dates' on page 5 of this Offer Booklet.

**Offer Booklet** means this document.

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

**Share Registry** means Automic Pty Ltd (ACN 152 260 814).

**Shareholder** means a holder of Shares.

**Shortfall Shares** means any New Shares not taken up under the Entitlement Offer or under the Top-Up Offer (as relevant).

**Top-Up Cap** means that number of Top-Up Shares representing another 100% of an Eligible Shareholder's Entitlement at the Offer Price per Top-Up Share.

**Top-Up Offer** means the offer to Eligible Shareholders to subscribe for New Shares (in excess of their Entitlements) that have not been subscribed for by other Eligible Shareholders pursuant to the Entitlement Offer, as described in section 2.2.

**Top-Up Shares** means the New Shares applied for by Eligible Shareholders under the Top-Up Offer.

**Underwriting Agreement** means the underwriting agreement between the Company and the Joint Underwriters dated 30 April 2024 (as amended on 8 May 2024).

## 6.2 Interpretation

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

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

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**7. ASX Announcement**



3 May 2024

## Fully Underwritten A\$5.0 Million Placement and Entitlement Offer to Progress the Sorby Hills Lead-Silver Project

Boab Metals Limited (ASX: **BML**) (**Boab** or the **Company**) is pleased to announce a fully underwritten A\$5.0 million capital raising to progress its 75% owned Sorby Hills Lead-Silver-Zinc Project (**Sorby Hills Project**), located in the Kimberley Region of Western Australia. The Company has also utilised its At-the-Market Subscription Agreement (**ATM**) with Acuity Capital (announced on 22 December 2023) to raise an additional \$185,000 (inclusive of costs).

### HIGHLIGHTS

- **Fully underwritten A\$5.0 million capital raising** to progress the Sorby Hills Project comprising:
  - **A\$1.7 million share placement** to institutional investors; and
  - **A\$3.3 million Non-Renounceable Entitlement Offer** to eligible shareholders.
- Binding commitments have been received.
- **Boab's Board have all committed to participating in the entitlement offer.**
- Funds will be used to finalise workstreams required to support project financing, advance an exploration drilling campaign during the coming dry season, ramp up the Sorby Hills project team and early site establishment works.
- A further \$0.18 million raised utilising ATM facility.

### Boab Managing Director and CEO, Simon Noon, stated:

*"We are confident of finalising our offtake arrangements and FEED Study over the coming months. Whilst modest in size, the capital raising will allow us to effectively leverage the outcome of these milestones into our project financing and project execution workstreams. The funds raised will also support a drilling program, including Boab maiden drilling at our Manbarrum Zinc-Silver-Lead Project located 25km east of Sorby Hills. The Boab Board strongly encourages existing shareholders to take up their rights under the entitlement offer and participate in what is shaping as an exciting period for the Company."*

### Structure of the Offers

- A fully underwritten placement to institutional investors (**Placement**); and
- A fully underwritten pro-rata 1 for 5.6 non-renounceable entitlement offer (**Entitlement Offer**) to eligible shareholders.

The Placement and the Entitlement Offer are together referred to as the '**Offers**'.



## Placement

The Placement raised approximately \$1.7 million (before costs) through the issue of approximately 17 million fully paid ordinary shares (**Shares**) at an issue price of \$0.10 per Share (**Placement Shares**) to sophisticated, professional and institutional investors utilising its placement capacity under Listing Rule 7.1. Allotment of the Placement Shares is expected to occur on Friday, 10 May 2024.

The Company has engaged Morgans Corporate Limited and Unified Capital Partners Pty Ltd as joint lead managers, bookrunners and underwriters to the Placement (**JLMs**).

## Entitlement Offer

The Company is also undertaking pro rata non-renounceable entitlement offer of new Shares to eligible shareholders at an issue price of \$0.10 per Share (**New Share**) to raise approximately \$3.3 million (before costs).

The issue price of A\$0.10 per New Share represents a:

- 20% discount to the last traded Share price of \$0.125 on 30 April 2024; and
- 18.2% discount to the 5-day VWAP of \$0.123.

Shareholders with a registered address in Australia and New Zealand (**Eligible Shareholders**) are entitled to acquire 1 New Share for every 5.6 existing Shares held as at 5:00pm (AWST) on Wednesday, 8 May 2024 (**Record Date**). Eligible Shareholders that take up their entitlement in full, may also apply for additional New Shares (**Top-Up Shares**) up to a maximum of 100% of their entitlement.

The Entitlement Offer is fully underwritten by the JLMs pursuant to the terms of an Underwriting Agreement (refer to the risk section of this announcement for a summary of the termination events relating to the Underwriting Agreement).

The Directors have all committed to participating in the Entitlement Offer.

## At-the-market (ATM) raise

The Company is pleased to announce that it has utilised its ATM subscription agreement with Acuity Capital (see announcement on 22 December 2023) to raise \$185,000 (inclusive of costs) through the set-off of 1,230,000 Company collateral shares previously issued to Acuity Capital under the ATM (**Set-off Shares**).

The Set-off Shares reduce the 9,000,000 Company collateral shares which Acuity Capital is otherwise required to return to the Company upon termination of the ATM.

The Set-off Shares have a deemed price of \$0.15 per share, being a **premium of 6.3%** to the Company's 15 trading day volume weighted average Share price (**VWAP**) of \$0.1411 to 30 April 2024 (inclusive).

The funds raised will be utilised towards Advancing the Sorby Hills Project and general working capital purposes.



### Key details of the Entitlement Offer

Aspect	Details
Ratio	1 New Share for every 5.6 Shares held on the Record Date
Offer price	\$0.10 per New Share
Discount	Offer price of \$0.10 per New Share represents a 20% discount to the last closing price of \$0.125 (as at 30 April 2024) and a 18.2% discount to the 5-day VWAP of \$0.123.
Number of New Shares	Up to 32,761,209 New Shares
Renounceability	The Entitlement Offer is non-renounceable
Gross proceeds	Approximately \$3.3 million (before costs)

### Top-Up Offer

Eligible shareholders who subscribe for their Entitlement in full are eligible to apply for additional New Shares (**Additional New Shares**) that are not subscribed for by other Eligible Shareholders under the Entitlement Offer (**Top-Up Offer**). The Additional New Shares will be offered at the issue price of \$0.10, being the same issue price for New Shares under the Entitlement Offer.

The Additional New Shares will only be issued to the extent there is sufficient shortfall, and applications will be subject to the allocation policy which is detailed in the Offer Booklet. Additional New Shares will not be issued to an applicant if the issue would otherwise contravene the Listing Rules or any applicable law.

Any New Shares not applied for under the Entitlement Offer or Top-Up Offer will be subscribed for by the JLMs in accordance with the Underwriting Agreement.

### Use of Funds

The Offers will raise a total of A\$5.0 million.

Funds raised under the Offers will be applied in the following manner:

Item	Total
Advancing the Sorby Hills Project toward FID including completion of project optimisation workstreams, technical, legal due diligence workstreams required by potential project financiers and ramp up of the project execution team	A\$1.9M
Early site works at Sorby Hills Project	A\$0.5M
Drilling campaign at Sorby Hills Project and Manbarrum Project	A\$1.1M
Working capital purposes	A\$1.5M
<b>Total</b>	<b>A\$5.0M</b>



## Indicative Timetable

Event	Date
Announcement of Placement and Entitlement Offer, Appendix 3B and Cleansing Statement	Friday, 3 May 2024
Shares commence trading ex-entitlement basis	Tuesday, 7 May 2024
Record Date for eligibility under the Entitlement Offer	5:00pm (AWST) on Wednesday, 8 May 2024
Allotment of New Shares under the Placement	Friday, 10 May 2024
Entitlement Offer opens Offer Booklet and Entitlement and Acceptance forms dispatched	Monday, 13 May 2024
Commencement of trading of New Shares issued under the Placement	Monday, 13 May 2024
Despatch of holding statements for New Shares under the Placement	Tuesday, 14 May 2024
Last day to extend Entitlement Offer closing date	Monday, 20 May 2024
Entitlement Offer closes	5:00pm (AWST) on Thursday, 23 May 2024
New Shares quoted on a deferred settlement basis	Friday, 24 May 2024
Results of Entitlement Offer announced to ASX	Tuesday, 28 May 2024
Allotment of New Shares under Entitlement Offer	Tuesday, 28 May 2024
Commencement of trading of New Shares under the Entitlement Offer	Wednesday, 29 May 2024
Despatch of holding statements for the New Shares under the Entitlement Offer	Monday, 3 June 2024

**Note:** The timetable above is indicative only and may change. The Company reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the Closing date and to accept late Applications (either generally or in particular cases). Any extension of the Closing date will have a consequential effect on the allotment date of New Shares. The commencement of quotation of the New Shares is subject to confirmation from ASX. The Company also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants.

## Key Risk Factors

Presented below are the key existing and emerging risks that could materially impact the operating performance, financial results and financial position of the Company.

Additional risks and uncertainties that the Company is currently unaware of, or that it currently considers to be immaterial, may also become important factors that adversely impact the Company's operating and financial performance and financial position.

You should be aware that an investment in the Company has a number of risks, some of which are specific to the Company and some of which relate to listed securities generally, and many of which are beyond the control of the Company.

Before investing in the Company shares, you should consider whether this investment is suitable for you. Potential investors should consider publicly available information about the Company (such as that available on the websites of the Company and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional advisers before making an investment decision.

### (a) Future capital requirements

The Company will require further financing in the future, in addition to amounts raised under the Offers.

Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

As an exploration entity, the Company is making a loss, meaning it is reliant on raising funds from investors or lenders in order to continue to fund its operations and to scale growth.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, the Company may be required to reduce the scope of its activities, which could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

The Company may undertake additional offerings of Shares and of Securities convertible into Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such Shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.

### (b) Exploration, development and operating risks and costs

The prospects of the Company should be considered in light of the risks, opportunities, expenses and difficulties frequently encountered by companies at a similar stage of production and development. The Company's initiatives may not proceed to plan, with potential for delay in the timing of exploration and development activities.

There can be no assurance that exploration and development will result in the discovery of further mineral deposits. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration and development activities of the Company and the future development of mining operations at the Company's Projects (or any future projects that the Company may acquire an interest in) may be affected by a range of factors, including:

- geological, metallurgical and hydrological conditions;
- limitations on activities due to seasonal weather patterns;
- lack of availability or shortages of equipment, spare parts and consumables;

- access to appropriately skilled labour, competent operation and managerial employees, contactors and consultants;
- unanticipated operational and technical difficulties, mechanical failure of operating plant and equipment, industrial and environmental accidents;
- industrial action, disputes or disruptions;
- industrial and environmental accidents;
- increases in costs and cost overruns;
- financial failure, or default by any future alliance or service provider to the Company which may require the Company to face unplanned expenditure;
- native title process;
- changing government regulations; and
- other factors beyond the control of the Company.

In addition, the construction of any proposed development may exceed the expected timeframe or cost for a variety of reasons out of the Company's control. Any delays to project development could adversely affect the Company's operations and financial results and may require the Company to raise further funds to complete the project development and commence operations.

**(c) Resource estimation risks**

The Company has reported a Mineral Resource in respect of the Sorby Hills Project. However, resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly or become more uncertain when new information or techniques become available due to, for example, additional drilling or production tests over the life of the mine. Downward revision of Mineral Resource estimates may adversely affect the Company's operational and financial performance. There can be no guarantee that the Mineral Resource will be successfully converted to an Ore Reserve. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.

**(d) Tenure, access and grant of licences / permits**

The Company's operations are subject to receiving and maintaining licences and permits from appropriate governmental authorities. There is no assurance that delays will not occur in connection with obtaining all necessary grants or renewals of licences / permits for the proposed operations, additional licences / permits for any possible future changes to operations, or additional permits associated with new legislation.

Prior to any development on any of its properties, subsidiaries of the Company must receive licences / permits from appropriate governmental authorities. There is no certainty that the Company will hold all licences / permits necessary to develop or continue operating at any particular property.

**(e) Land access risk**

Land access is critical for exploration and exploitation to succeed. It requires both access to the mineral rights and access to the surface rights.

Minerals rights may be negotiated and acquired. In all cases, the acquisition of prospective exploration and mining licences is a competitive business in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential. The Company may not be successful in acquiring or obtaining the necessary licences to conduct exploration or evaluation activities outside of the mineral tenements that it owns.

Access to land for exploration and evaluation purposes can be obtained by:

- private access and compensation agreement with the landowner;

- purchase of surface rights; or
- through judicial rulings.
- However, access rights to licences can be affected by many factors, including:
- travel restrictions, quarantining procedures or other impediments to the free movement of personnel;
- surface title land ownership negotiations, which are required before ground disturbing exploration activities can commence within the jurisdictions in which the Company operates;
- permitting for exploration activities, which are required in order to undertake most exploration and exploitation activities within the jurisdictions in which the Company operates; and
- natural occurrences, including inclement weather, volcanic eruptions, lahars and earthquakes.

All of these issues have the potential to delay, curtail and preclude the Company's operations. While the Company will have the potential to influence some of these access issues, and retains staff to manage those instances where negotiations are required to gain access, it is not possible for the Company to predict the extent to which the above-mentioned risks and uncertainties may adversely impact the Company's operations.

**(f) Reliance on key personnel**

The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain those personnel at compensation levels consistent with its existing compensation and salary structure. The Company's future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, any inability of the Company to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

**(g) Insurance and uninsured risks**

The Company faces various risks in conducting its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. Although insurance is maintained in line with industry practice, no assurance can be given that such insurance will be available in the future on commercially reasonable terms or that any cover will be adequate and available to cover any or all claims.

**(h) 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 for gold, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

**(i) Risk of adverse publicity**

The Company's activities will involve mineral exploration and mining and regulatory approval of its activities may generate public controversy. Political and social pressures and adverse publicity could lead to delays in approval of, and increased expenses for, the Company's activities. The nature of the Company's business attracts a high level of public and media interest and, in the event of any resultant adverse publicity, the Company's reputation may be harmed.

**(j) Third party risk**

The operations of the Company will require involvement of a number of third parties, including suppliers. With respect to these third parties, and despite applying best practice in terms of precontracting due diligence, the Company is unable to completely avoid the risk of:



- financial failure or default by a participant in any joint venture to which the Company may become a party; and
- insolvency, default on performance or delivery by any operators, contractors or service providers.

These contracts typically contain provisions providing for early termination of the contracts upon giving varying notice periods and paying varying termination amounts. The early termination of any of these contracts, for any reason, may mean that the Company will not realise the full value of the contract, which is likely to adversely affect the growth prospects, operating results and financial performance of the Company.

**(k) Occupational health and safety**

Site safety and occupational health and safety outcomes are a critical element in the reputation of the Company and its ability to retain and be awarded new contracts in the resources industry. While the Company has a strong commitment to achieving a safe performance on site and a strong record in achieving safety performance, a serious site safety incident could impact upon the reputation and financial performance of the Company.

Additionally, laws and regulations, as well as the requirements of customers, may become more complex and stringent or the subject of increasingly strict interpretation and enforcement. Failure to comply with applicable regulations or requirements may result in significant liabilities, suspended operations and increased costs. Industrial accidents may occur in relation to the performance of the Company's services. Accidents, particularly where a fatality or serious injury occurs, or a series of accidents, may have operational and financial implications for the Company, which may negatively impact the financial performance and future potential of the Company.

**(l) Management of growth**

There is a risk that management of the Company will not be able to implement the Company's growth strategy. The capacity of management to properly implement and manage the strategic direction of the Company may affect the Company's financial performance.

**(m) Unforeseen expenses**

The Company's cost estimates and financial forecasts include appropriate provisions for material risks and uncertainties and are considered fit for purpose for the activities of the Company. If risks and uncertainties prove to be greater than expected, or if unforeseen material risks and uncertainties arise, the expenditure proposals of the Company are likely to be adversely affected.

**(n) Environmental and social risks**

The operations and proposed activities of the Company are subject to Provincial and Federal laws and regulations concerning the environment. The current or future operations of the Company, including exploration and development activities and commencement of production on the Projects, require permits from various governmental authorities. Such operations are governed by laws and regulations that govern prospecting, mining, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production as a result of needing to comply with applicable laws, regulations and permits. There can be no assurance that all permits that the Company requires for future, exploration, development, construction and operation of mining facilities and the conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on the operations of the Company.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other unforeseen circumstances, which could subject the Company to extensive liability.



Government authorities may, from time to time, review the environmental bonds that are placed on permits. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding needs of the Company.

**(o) Native title and Aboriginal Heritage**

The Company's tenements may include areas over which legitimate common law native title or indigenous rights of persons in Australia exist. If native title or indigenous rights do exist, the ability of the Company to gain access may be adversely affected. The Company will closely monitor the potential effect of native title or indigenous claims involving its tenements.

Access to land for exploration purposes can be adversely affected by land ownership, including private (freehold) land, pastoral lease and native title land or claims under the *Native Title Act 1993* (Cth) (NTA) (or similar legislation in the jurisdiction where the Company operates). The effect of the NTA is that existing and new tenements held by the Company may be affected by native title claims and procedures.

There is a risk that a determination could be made that native title exists in relation to land the subject of a tenement held or to be held by the Company which may affect the operation of the Company's business and development activities. If it is determined that native title does exist, or a native title claim has been registered, the Company may need to comply with procedures under the NTA in order to carry out its operations or to be granted any additional rights required. Such procedures may take considerable time, involve the negotiation of significant agreements, may involve access rights, and require the payment of compensation to those persons holding or claiming native title in the land the subject of a tenement.

The involvement in the administration and determination of native title issues may have a material adverse impact on the position of the Company in terms of cash flows, financial performance, business development, and the Share price.

**(p) Grant of future authorisations to explore and mine**

If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licences and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.

**(q) Mine development**

Possible future development of mining operations at the Sorby Hills Project is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production on one of its Projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of its Projects.

The risks associated with the development of a mine will be considered in full should the Projects reach that stage and will be managed with ongoing consideration of stakeholder interests.

**(r) Metallurgy**

Metal and/or mineral recoveries are dependent upon the metallurgical process that is required to liberate economic minerals and produce a saleable product and by nature contain elements of significant risk such as:

- identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;

- developing an economic process route to produce a metal and/or concentrate; and
- changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

**(s) Unforeseen risk**

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

**(t) Infectious diseases**

The price of the Company's Securities may be adversely affected by the economic uncertainty caused by infectious diseases (including COVID-19). Measures to limit the transmission of infectious diseases implemented by governments around the world (such as travel bans and quarantining) may adversely impact the Company's operations and may interrupt the Company carrying out its contractual obligations or cause disruptions to supply chains.

**(u) Underwriting risk**

The Company has entered into an underwriting agreement with the JLMs under which the JLMs have agreed to fully underwrite the Entitlement Offer, subject to the terms and conditions of the Underwriting Agreement.

The Underwriting Agreement contains customary representations and warranties and indemnities in favour of the Underwriter for an agreement of this nature. If the Underwriting Agreement is terminated for any reason, the Company may not receive the full amount of the proceeds expected under the Entitlement Offer, its financial position might change and it might need to take other steps to raise capital, including by raising additional debt.

Capitalised terms in this summary have the meaning given to them in the Underwriting Agreement unless otherwise defined in this Announcement.

The Underwriter may, by notice given to the Company, and without cost or liability, immediately terminate their obligations under the Underwriting Agreement if any of the events below occurs or has occurred at any time before 6.00pm on the Entitlement Offer Settlement Date.

**Termination Events**

The list below is not exhaustive of all the possible termination events in the Underwriting Agreement.

- **(misleading disclosure)** a statement contained in the ASX Announcement, Offer Booklet, Cleansing Statements (together the **Offer Materials**) is or becomes misleading or deceptive or likely to mislead or deceive in a material respect, or a matter required to be included is omitted from the Offer Materials;
- **(information)** the due diligence report or any information supplied by or on behalf of the Company is false, misleading or deceptive in a material respect;
- **(Entitlement Offer Cleansing Statements)** The Cleansing Notice is defective (as that term is defined in section 708AA(11) of the Corporations Act);
- **(new circumstance)** an obligation arises on the Company to give ASX a notice in accordance with section 708AA(12) of the Corporations Act;
- **(material adverse change)** any material adverse change occurs in respect of the Company;
- **(market fall)** the ASX/S&P 300 Index closes on two consecutive business days; or closes on the trading day immediately prior to the Settlement Date more than 10.0% below its level at market close on the Business Day immediately preceding the date of the Underwriting Agreement;
- **(future matters)** any estimate or expression of opinion, belief, expectation or intention, or statement relating to future matters in any Offer Materials is or becomes incapable of being met;

- **(change of law)** there is introduced or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement), any of which does or in the reasonable opinion of the JLMs is likely to prohibit or adversely affect or regulate the Offer;
- **(unable to proceed)** the Company is or will be prevented from conducting or completing the Offer by or in accordance with the Listing Rules, ASIC, ASX, any applicable laws or an order of a court of competent jurisdiction;
- **(force majeure)** there is an event or occurrence, including any statute, order, rule, regulation, directive or request of any Government Agency which makes it illegal for the JLMs to satisfy an obligation under the Underwriting Agreement, or to market, promote or settle the Offer;
- **(listing):**
  - the Company ceases to be admitted to the official list of ASX or the Securities (or interests in them) cease trading or are suspended from official quotation or cease to be quoted on the ASX; or
  - ASX makes any official statement to any person, or indicates to the Company or the JLMs that it will not grant permission for the official quotation of the Placement Shares or New Shares; or
  - permission for the official quotation of the Placement Shares or New Share is granted before the date of issue of those Offer Securities, the approval is subsequently withdrawn, qualified or withheld;
- **(applications)** an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer Materials or the Offer or ASIC commences, or gives notice of an intention to hold, any investigation or hearing in relation to the Offer or any of the Offer Materials or prosecutes or commences proceedings against or gives notice of an intention to prosecute or commence proceedings against the Company;
- **(no misleading or deceptive conduct)** the Company engages in conduct that is misleading or deceptive or which is likely to mislead or deceive in connection with the making of the Offer;
- **(withdrawal)** the Company withdraws or indicates that it does not intend to proceed with the Offer or any part of the Offer or withdraws a document forming part of the Offer Materials;
- **(market disruption)** either of the following occurs:
  - a general moratorium on commercial banking activities in Australia, the United States of America, Singapore, Hong Kong or the United Kingdom is declared by the relevant central banking authority in any of those countries; or
  - trading in all securities quoted or listed on ASX, the London Stock Exchange, the Hong Kong Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for more than one day on which that exchange is open for trading;
- **(hostilities)** any of the following occurs:
  - there is an outbreak of hostilities not presently existing or a major escalation in existing hostilities occurs (in each case, whether or not a war or a national emergency has been declared);
  - a declaration is made of a national emergency or war, excluding any war or hostilities presently existing as at the date of the Underwriting Agreement; or
  - a terrorist act is perpetrated involving Australia or New Zealand; or
  - nuclear weapons of any sort are used in connection with; or
  - the direct involvement of military personnel of any member state of the North Atlantic

Treaty Organization in either or both of the Ukraine and Israel / Palestinian conflicts that are ongoing at the date of this agreement; or

- a pandemic, epidemic or large-scale outbreak of a disease (including without limitation SARS, swine or avian flu, H5N1, H7N9, COVID-19 or a related or mutated form of these) not presently existing occurs or in respect of which there is a major escalation resulting in a material shut-down of business around the world.
- **(political or economic conditions)** the occurrence of any adverse change or disruption to financial, political or economic conditions, currency exchange rates or controls or financial markets in Australia or New Zealand,
- **(representations and warranties)** a representation and warranty contained in the Underwriting Agreement on the part of the Company is untrue or incorrect when given or taken to be given or becomes untrue or incorrect;
- **(Certificate)** any certificate which is required to be furnished by the Company under the Underwriting Agreement is not furnished when required or is untrue, incorrect or misleading;
- **(delay)** any event specified in the Underwriting Agreement (including in the Timetable) to occur is delayed by 2 days or more, without the prior written consent of the JLMs;
- **(unauthorised change)** the Company:
  - disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property other than as contemplated in the Offer Materials;
  - ceases or threatens to cease to carry on business; or
  - alters its capital structure, other than as contemplated in the Offer Materials;
- **(constitution)** the Company amends its constitution or announces a proposal to amend its constitution other than an amendment disclosed to the JLMs prior to the date of the Underwriting Agreement;
- **(breach)** the Company fails to perform or observe any of its obligations under the Underwriting Agreement;
- **(compliance):**
  - a contravention by the Company of the Corporations Act, the Constitution (or equivalent applicable documents), the Listing Rules, any applicable laws, or a requirement, order or request made by or on behalf of the ASIC, ASX or any other Government Agency or any agreement entered into by it; or
  - any Offer Materials or any aspect of the Offer does not comply with the Corporations Act, the Listing Rules, the ASX Waivers or any other applicable law or regulation;
- **(change in directors or management)** a change to the chief executive officer or the board of directors of the Company occurs, or any such changes are announced;
- **(legal proceedings and offence by Directors)** any of the following occurs:
  - legal proceedings are commenced against the Company;
  - a director or senior member of management of the Company engages in any fraudulent conduct or activity, or is charged with an indictable offence;
  - any Government Agency commences any public proceedings against the Company or any director in their capacity as a director of the Company, or announces that it intends to take such action; or
  - any director of the Company is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;



- **(public statements):**
  - the Company issues a public statement concerning the Offer which has not been approved by the JLMs; or
  - a statement in any of the Public Information is or becomes misleading or deceptive or likely to mislead or deceive;
- **(Encumbrance)** other than in the ordinary course of business a person Encumbers or agrees to Encumber, the whole or a substantial part of the business or property of the Company or the Company Group;
- **(ASX Waivers or ASIC Modifications)** ASX withdraws, revokes or amends any ASX Waivers or ASIC Modifications;
- **(Trading Halt)** the Trading Halt ends before the expiry of the relevant period referred to in the Timetable without the prior written consent of the JLMs;
- **(Insolvency)** an Insolvency Event occurs in relation to the Company or there is an act which has occurred or any omission made which would result in an Insolvency Event occurring in respect of the Company; and
- **(prescribed occurrence)** an event specified in sections 652C(1) or (2) of the Corporations Act occurs, in relation to the Company.

## Further Information

Further details of the Entitlement Offer will be set out in the Offer Booklet. The Offer Booklet contains important information including foreign selling restrictions with respect to the Entitlement Offer. The Offer Booklet will be released to ASX and available on the Company's website and is expected to be dispatched to eligible shareholders with entitlement and acceptance forms on 13 May 2024.

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The Board of Directors have authorised this announcement for release to the market.

## FOR FURTHER INFORMATION, PLEASE CONTACT:

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**Managing Director & CEO**

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## About Boab Metals Limited

Boab Metals Limited ("**Boab**", ASX: **BML**) is a Western Australian based exploration and development company with interests in Australia and South America. In Australia, the Company is currently focused on developing the Sorby Hills Lead-Silver-Zinc Joint Venture Project in WA. Boab owns a 75% interest in the Joint Venture with the remaining 25% (contributing) interest held by Henan Yuguang Gold & Lead Co. Ltd.

Sorby Hills is located 50km from the regional centre of Kununurra in the East Kimberley and has existing sealed roads to transport concentrate from site to the facilities at Wyndham Port, a distance of 150km. Established infrastructure and existing permitting allows for fast-track production.