

METAL BANK LIMITED

ACN 127 297 170

ENTITLEMENT OFFER PROSPECTUS

1 for 6 pro-rata non-renounceable entitlement offer to Eligible Shareholders at the Offer Price of \$0.007 per New Share, plus one free attaching New Option for every two New Shares applied for exercisable at \$0.015 per New Option on or before the New Option Expiry Date

**The Entitlement Offer closes at 5.00pm Melbourne time on Wednesday,
2 September 2020**

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR OUTSIDE OF
AUSTRALIA OR NEW ZEALAND**

IMPORTANT NOTICE

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. If after reading this Prospectus you have any questions about the New Shares or New Options being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser. **The New Shares and New Options being offered by this Prospectus should be considered speculative.**

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CORPORATE DIRECTORY

DIRECTORS AND MANAGEMENT

Inés Scotland - Executive Chair
Guy Robertson – Executive Director
Sue-Ann Higgins – Executive Director and Company Secretary

Trevor Wright – Exploration Manager

REGISTERED OFFICE

Metal Bank Limited

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Sydney NSW 2000
AUSTRALIA

Phone: +61 2 9078 7669
Email: info@metalbank.com.au

Website: <http://www.metalbank.com.au>

AUDITORS *

RSM Australia Pty Ltd
Level 13, 60 Castlereagh Street
Sydney NSW 2000

SHARE REGISTRY*

Automic Group Pty Ltd

Level 5, 126 Phillip Street Sydney NSW 2000

Phone:
1300 288 664 (within Australia)
+61 2 9698 5414 (international)

Email: hello@automic.com.au
Web site: www.automic.com.au

*These entities have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus. Their names are included for information purposes only.

IMPORTANT INFORMATION

This Prospectus is dated 6 August 2020 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates. No Securities will be issued or allotted on the basis of this Prospectus later than 13 months after the date this Prospectus was lodged with ASIC.

Application has been made or will be made to ASX within seven days after the date of this Prospectus for quotation of the Securities offered pursuant to this Prospectus. That ASX may grant quotation of the Securities offered under this Prospectus is not to be taken in any way as an indication of the merits of the Company or those Securities. ASX takes no responsibility for the contents of this Prospectus, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss arising from or in reliance upon any part of the content of the Prospectus.

In preparing this Prospectus, regard has been had to the fact that ASX maintains a database of publicly disclosed information about the Company, that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to potential Investors and professional advisers with whom potential Investors may consult.

This Prospectus is a transaction specific prospectus and has been prepared in accordance with section 713 of the Corporations Act which allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. It does not contain the same level of disclosure as an initial public offering prospectus and may not contain, by itself, all information relevant to a decision to invest in the Company. In preparing the Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporation Act and that certain matters may reasonably be expected to be known to Investors and professional advisers whom Investors may consult. This Prospectus is intended to be read in conjunction with publicly available information.

Note to prospective Investors

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs of any prospective Investor. It is important that any prospective Investor reads this Prospectus carefully and in full before deciding whether to invest in the Company.

In considering the prospects of the Company, a prospective Investor should consider the risks that could affect the financial performance or position of the Company. A prospective Investor should carefully consider these risks in the light of their investment objectives, financial situation and particular needs (including financial and taxation issues) and seek professional advice from their accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest. There are risks of investing in the Company outlined in Section 5 of this Prospectus, but there may be risk factors in addition to these that should be considered in the light of your personal circumstances.

No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the Securities offered under this Prospectus or Shares issued on exercise of New Options.

No person is authorised to give any information or make any representation in connection with the Offers which is not contained in this Prospectus.

Your right to acquire New Shares and New Options under the Offers is not transferrable. Eligible Shareholders should carefully read and follow the instructions in this Prospectus and the accompanying personalised Entitlement and Acceptance Form (as defined below) when making the decision whether to accept your Entitlement (and apply for Additional New Shares and New Options under Top Up Facility, if applicable).

Obtaining a copy of this Prospectus

This Prospectus may be obtained from the Company's website at <http://www.metalbank.com.au>. Shareholders in jurisdictions other than Australia or New Zealand (including the United States), or who are, or are acting for the account or benefit of, a person in the United States or such other jurisdictions are not entitled to access the electronic version of this Prospectus. Eligible Shareholders who access the electronic version of this Prospectus on the Company's website should ensure they download and read the entire Prospectus.

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

The Company reserves the right not to accept an Entitlement and Acceptance Form from a person if it has reason to believe that when that person was given access to the electronic Entitlement and Acceptance Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Statements of past performance

Past performance and pro forma financial information included in this Prospectus is given for illustrative purposes only and should not be relied upon as (and is not) an indication of the Company's views on its future financial performance or condition. Investors should note that past performance, including past Share price performance, of the Company cannot be relied upon as an indicator of (and provides no guidance as to) the Company's future performance including future Share price performance. The historical information included in this Prospectus is, or is based on, information that has previously been released to the market.

Foreign Jurisdictions

This Prospectus does 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. No action has been taken to register or qualify the New Shares and New Options or the Offers, or to otherwise permit a public offering of the New Shares and New Options under the Offers, in any jurisdiction outside Australia and New Zealand.

The distribution of this Prospectus outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus outside Australia and New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. For further details regarding foreign jurisdictions, refer to Sections 7.11 – 7.13, inclusive.

In particular, the New Shares, New Options or Additional New Shares and New Options, if any, have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States unless those Securities, if any are registered under the US Securities Act, or offered or sold in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Forward Looking Statements

Some of the statements appearing in this document may be in the nature of forward looking statements. Past performance is not a guide to future performance. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and such deviations are both normal and to be expected.

Neither the Company nor any of its officers, or any person named in this document or involved in the preparation of this document, make any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, and prospective Investors are cautioned not to place undue reliance on those statements.

The forward looking statements in this document reflect views held only as at the date of this document. The Company does not have an obligation to disseminate after the date of this document any updates or revisions to any such statements to reflect any change in expectations in relation to those statements or any change in events, conditions or circumstances on which any of those statements are based unless required to do so under the Corporations Act to update or correct this document or pursuant to the Company's continuous disclosure obligations under the ASX Listing Rules and the Corporations Act.

Privacy statement

If you complete an Entitlement and Acceptance Form or Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Securityholder and to facilitate distribution payments and corporate communications to you as a Securityholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry. You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the Share Registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act 1988, the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if

you do not provide the information required on the Entitlement and Acceptance Form or an Application Form, the Company may not be able to accept or process your application.

Defined Terms

A number of defined terms are used in this Prospectus. Unless the contrary intention appears or the context requires otherwise, words and phrases are as defined in the glossary in Section 9. The financial amounts in this Prospectus are expressed in Australian dollars unless otherwise stated. Any discrepancies between the totals and sums of components in tables contained in this Prospectus are due to rounding.

Disclaimer

No person is authorised to give any information, or to make any representation in connection with the Offers, that is not contained in or incorporated by reference into this Prospectus. Any information or representation not contained in this Prospectus may not be relied upon as having been authorised by the Company in connection with the Offers. Neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus.

Dear Shareholder

On 31 July this year, Metal Bank Limited (**MBK**, or the **Company**) announced a capital raising by way of a Placement and Entitlement Offer to raise up to \$2.11M (**Capital Raising**).

The Placement has completed raising \$927,000 (before costs) (**Placement**) through the issue of 132,428,574 shares at \$0.007 per Share (**Offer Price**) together with a 1 for 2 free attaching option exercisable at 1.5 cents on or before 31 March 2022 (**New Option**), subject to shareholder approval.

The Board of MBK is now pleased to present this Prospectus for a pro-rata, non-renounceable entitlement offer (**Entitlement Offer**) of 1 New Share in the Company for every 6 Shares held by Eligible Shareholders on the Record Date (5.00pm AEST on 11 August 2020), at the Offer Price of \$0.007 per New Share together with 1 New Option for every 2 New Shares subscribed for, to raise up to approximately \$1,184,508 (before costs).

The funds raised will enable the Company to accelerate exploration at the 8 Mile and Eidsvold Projects, in pursuit of the multi-million-ounce potential both projects offer. At 8 Mile, we will seek to expand on the maiden near surface Resource and Exploration Target¹ and follow the mineralisation down into the potential bulk tonnage intrusion source. At Eidsvold we will be able to refine and drill test priority targets within the Great Eastern Target Area².

The Offer Price represents:

- a 36.4% discount to the last traded price of Shares of \$0.011 prior to the announcement of the Capital Raising on 31 July 2020;
- a discount of 30.9% to the company's 15 day VWAP of \$0.0101; and
- a 24.6% discount to the 30 day VWAP of \$0.0093.

Overview of the Entitlement Offer

The Entitlement Offer is being made to all Eligible Shareholders who are registered as a holder of MBK Shares as at 5.00 pm (AEST) on 11 August 2020 (the **Record Date**).

The Entitlement Offer is non-renounceable. Eligible Shareholders are also invited to apply for Additional New Shares and New Options in excess of their Entitlement in accordance with the Top Up Facility described in Section 2.4. The Directors have also reserved the right to place any shortfall at their discretion within 3 months of the closing date of the Offer via the Shortfall Offer.

The Entitlement Offer is currently scheduled to close at **5.00 pm (AEST) on 2 September 2020**. If you wish to subscribe for New Shares and New Options under the Entitlement Offer in accordance with this Prospectus, you must ensure that your application and payment is received by this time in accordance with the instructions set out in Section 3.1.

The Board recommends that you read this Prospectus carefully and in its entirety before you decide whether to participate in the Entitlement Offer. There are a number of risks factors that should be considered in relation to making your decision on whether to participate in the Entitlement Offer and further details of some of the key risks are set out in Section 5.

The Board takes the opportunity to thank all Shareholders and new Investors in the Company for their ongoing support of the Company.

Yours sincerely



Inés Scotland
Chair

¹ MBK ASX Release 23 April 2020

² MBK ASX Release 5 May 2020

1 Important Dates*

Event	Date
Announcement of the Placement and Entitlement Offer	31 July 2020
Settlement of Placement	5 August 2020
Issue and Allotment of Placement Shares	6 August 2020
Lodgement of Prospectus with ASIC and ASX	6 August 2020
Entitlement Offer "Ex" Date	10 August 2020
Record Date for the Entitlement Offer	5pm (AEST) 11 August 2020
Despatch of Prospectus and personalised acceptance forms sent to Eligible Shareholders under the Entitlement Offer	12 August 2020
Opening Date for acceptances of the Entitlement Offer	12 August 2020
Last day to extend the Entitlement Offer Closing Date	28 August 2020
Closing Date for acceptances of the Entitlement Offer	5pm (AEST) 2 September 2020
Entitlement Offer securities quoted on a deferred settlement basis	3 September 2020
Announcement of results of Entitlement Offer	7 September 2020
Allotment of New Shares and New Options under the Entitlement Offer Dispatch of holding statements Appendix 2A to be lodged with ASX applying for quotation of all securities issued	9 September 2020
New Shares trading on a normal basis	10 September 2020

*Dates and times in this Prospectus, including the above table, are indicative only and subject to change. Any material changes will be notified to ASX. The Company reserves the right to amend any or all of these dates and times subject to the Corporations Act, the Listing Rules and other applicable laws.

2 Details of the Entitlement Offer

2.1 The Entitlement Offer

The Entitlement Offer consists of a pro-rata non-renounceable rights issue to Eligible Shareholders of 1 New Share for every 6 Shares held at the Record Date at an issue price of \$0.007 (0.7 cents) per New Share (**Offer Price**) and 1 free New Option for every 2 New Shares subscribed for under the Entitlement Offer.

If fully subscribed, the Entitlement Offer will raise \$1,184,508.35 (before costs).

The proposed use of funds raised from the Entitlement Offer is set out in Section 4.2.

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

Eligible Shareholders may apply for Additional New Shares and New Options in excess of their entitlement under the Top-Up Facility described in Section 2.4.

Eligible Shareholders will not be required to pay brokerage or other fees in respect of New Shares and New Options acquired under the Offer.

Each New Option has an exercise price of \$0.015 (1.5 cents) and is exercisable on or before 31 March 2022. The terms and conditions of the New Options are set out in Section 6.2.

The Entitlement Offer opens on 12 August 2020 (**Opening Date**) and is scheduled to close at 5.00pm (AEST) on 2 September 2020 (**Closing Date**), subject to the Company's rights to extend the Entitlement Offer, close the Entitlement Offer early or withdraw the Entitlement Offer.

The Directors have also reserved the right to place any shortfall at their discretion within 3 months of the date of this Prospectus via the Shortfall Offer.

2.2 Investment Risks

An investment in the Company should be considered speculative. There are a number of risk factors that could potentially impact the Company and its operations. For information about these risks, please refer to Section 5. The risks identified in Section 5 are not exhaustive and Eligible Shareholders should read this Prospectus in full and seek professional advice if they require further information on material risks in deciding whether to subscribe for New Shares and New Options.

2.3 Not Underwritten

The Entitlement Offer is not underwritten.

2.4 Top-Up Facility

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

Eligible Shareholders will be entitled to apply for Additional New Shares and New Options in excess of their Entitlements at the same price as under the Entitlement Offer (**Top Up Facility**). An offer to Eligible Shareholders to acquire Additional Securities under the Top Up Facility will only be available where there is a Shortfall.

All Securities to be issued under the Top Up Facility shall be issued on the same terms as the Securities being offered under the Entitlement Offer (including the Offer Price).

The offer of Additional Securities under the Top Up Facility commences on the same date as the Entitlement Offer commences and will remain open until the Closing Date.

Shareholders wishing to subscribe for Additional Securities under the Top Up Facility must apply for them in accordance with the instructions in Section 3.1 and the Entitlement and Acceptance Form at the same time as they apply for new Securities under their Entitlement.

The issue of Additional Securities under the Top Up Facility is at the discretion of the Directors. Should such applications exceed the number of new Securities available, the Directors reserve full discretion as to the allocation of Additional New Shares and New Options under the Top-Up Facility.

In particular, the Directors reserve the right to issue to an Eligible Shareholder a lesser number of Additional Securities under the Top Up Facility than the number for which the Applicant applies, or to reject an Application, or to not proceed with placing Securities under the Top Up Facility. Where an application for Additional Securities under the Top Up Facility is unsuccessful, in whole or in part, relevant Application Monies will be refunded by the Company (without interest) in accordance with the provisions of the Corporations Act.

The Directors will not exercise their discretion to allocate Additional New Shares and New Options under the Top Up Facility in a way that results in a Shareholder's voting power exceeding 20% of the Company's Shares.

2.5 Eligible Shareholders

A person will be an Eligible Shareholder and eligible to participate in the Entitlement Offer if, as at 5.00pm (AEST) on the Record Date, being 11 August 2020:

- (a) the person was a registered holder of Shares; and
- (b) the person's registered address is in Australia or New Zealand or, for certain sophisticated, institutional or other limited numbers of Shareholders, in jurisdictions where the Company is satisfied that it is lawful to make the Entitlement Offer and issue the New Shares and New Options under the Entitlement Offer.

The Company reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

This Prospectus and Entitlement and Acceptance Form will only be sent to Eligible Shareholders.

2.6 Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholders resident outside Australia and New Zealand without the prior consent of the Company, after the nominee or custodian has taken into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those restrictions.

2.7 No minimum subscription

There is no minimum subscription for an Eligible Shareholder under the Offer.

2.8 No Trading of Entitlements

The Entitlement Offer is made on a 'non-renounceable' basis, which means that you cannot sell, trade or transfer all or any part of your Entitlement to New Shares or New Options under the Entitlement Offer.

Any part of your Entitlement that is not accepted by you will lapse.

2.9 Refunds of excess Application Monies

Any Application Monies received for more than the number of New Shares and New Options issued to you will be refunded as soon as reasonably practicable following the close of the Entitlement Offer. No interest will be paid on any Application Monies. Payment of any refund will be made by cheque mailed to your address as last recorded in the Company's register of members.

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

2.10 If you do nothing

If you do not apply pursuant to the Entitlement Offer, your entitlement under the Offer will lapse.

If you do not apply pursuant to the Entitlement Offer, your percentage ownership in the Company will be diluted because the issue of New Shares under the Entitlement Offer and the issue of Shares on exercise of New Options under the Entitlement Offer, will increase the total number of Shares on issue.

2.11 Shortfall Offer

A shortfall may arise if applications received for new Securities under the Entitlement Offer and after the completion of the Top Up Facility are less than the number of new Securities available under the Entitlement Offer (**Shortfall Securities**).

The Directors reserve the right, subject to the requirements of the ASX Listing Rules and the Corporations Act, to place remaining Shortfall Securities under a separate offer (**Shortfall Offer**).

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the date of this Prospectus. All Securities issued under the Shortfall Offer shall be issued on the same terms as Securities being offered under the Offer (including the issue price).

In the event the Directors require the assistance of AFSL Holders in placing the Shortfall Securities, those AFSL Holders will be paid a fee of 6% of the amount raised.

Where there are Shortfall Securities, the allocation policy of the Directors in respect of the Shortfall Securities will be to determine the allottees of the Shortfall Securities at their absolute discretion. The Board will not allocate Securities under the Shortfall Offer to any Investor where the issue of Shares to that Investor would, so far as the Board is aware, result in them having voting power of more than 20% in the Company's Shares.

There is no guarantee that applicants for Shortfall Securities will receive any Securities applied for under the Shortfall Offer. The Directors reserve the right to issue to an Applicant a lesser number of Shortfall Securities than the number for which the Applicant applies, or to reject an Application, or to not proceed with placing the Shortfall. Where an application for Shortfall Securities is unsuccessful, in whole or in part, relevant Application Monies will be refunded by the Company (without interest) in accordance with the provisions of the Corporations Act.

2.12 ASX Listing

Application for Official Quotation of the New Shares offered pursuant to the Entitlement Offer has been made or will be made within seven days of the date of this Prospectus.

If the New Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares and will repay all Application Monies for the Entitlement Offer within the time prescribed under the Corporations Act, without interest.

The New Options will be unlisted.

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

3 How to apply

3.1 Acceptance

Your acceptance of the Entitlement Offer, or Application under the Top Up Facility, must be in accordance with the Entitlement and Acceptance Form accompanying this Prospectus.

To apply for Additional Securities under the Top Up Facility, please comply with the relevant section on the Entitlement and Acceptance Form accompanying this Prospectus and pay the relevant subscription amount for your Additional Securities at the same time as payment for your full Entitlement in accordance with the Entitlement and Acceptance Form.

No Payment by cheque/bank draft

Due to the Government's direction for people to remain in their residence and other restrictions under the Public Health (COVID-19 Restrictions on Gathering and Movement) Order (No 4) 2020 and for the purposes of public health and safety, payments in cash or by cheque will not be accepted.

Payments may only be made by electronic funds transfer (EFT) or BPAY® in the manner set out below.

You may participate in the Entitlement Offer and Top Up Facility as follows:

- (a) if you wish to accept your **full Entitlement**:
 - (i) refer to the Entitlement and Acceptance Form which specifies the payment amount for your full Entitlement; and
 - (ii) make a BPAY® payment or EFT in respect of your full Entitlement by following the instructions on the Entitlement and Acceptance Form (refer to section 3.3 for further details); or
- (b) if you only wish to accept **part of your Entitlement**:
 - (i) calculated the payment amount for the portion of your Entitlement that you wish to take up by completing the Partial Entitlement section of the Entitlement and Acceptance Form; and
 - (ii) make a BPAY® payment or EFT in respect of the portion of your Entitlement that you wish to take up by following the instructions on the Entitlement and Acceptance Form (refer to section 3.3 for further details); or
- (c) if you accept your full Entitlement and also wish to participate in the **Top Up Facility**:
 - (i) complete the Top Up Facility section in the Entitlement and Acceptance Form; and
 - (ii) make a BPAY® payment or EFT of the total payment amount for your Full Entitlement AND your participation in the Top Up Facility by following the instructions on the Entitlement and Acceptance Form (refer to section 3.3 for further details); or
- (d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

It is your responsibility to ensure that your BPAY® payment or payment by EFT 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 regards to electronic payment and you should therefore take this into consideration when making payment.

3.2 No return of Entitlement and Acceptance Forms

In light of the substantial delays in postage times as a result of the COVID-19 virus, and 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. In light of this, and for the reasons outlined in Section 3.1 above, the Company has resolved that **payments must be made by BPAY® or by EFT** and may not be made by cheque.

As such, **Applicants do NOT need to return their completed Entitlement and Acceptance Forms** to the Company.

3.3 Payment by BPAY® or EFT

For payment by BPAY® or EFT, please follow the instructions on the Entitlement and Acceptance Form.

You can only make a payment via:

- (a) BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions; or
- (b) EFT if you are a holder of an account that supports EFT transactions to an Australian bank account.

Please note that should you choose to pay by BPAY® or EFT:

- (c) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (d) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies;
- (e) if you pay for more than your full Entitlement, you are deemed to have applied for such whole number of Additional New Shares which is covered in full by your Application Monies paid in excess of your full Entitlement; and
- (f) if you have multiple holdings you will have multiple unique reference numbers. To ensure that you receive your Entitlement in respect of each holding, you must use the unique reference number shown on each personalised Entitlement & Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding. Payments in excess of the amount payable for one holding will not be treated as payment for another holding, and the excess will be refunded to the Applicant without interest.

3.4 Action in relation to Shortfall Offer

Investors wishing to participate in the Shortfall Offer should contact the Company to obtain a copy of this Prospectus and a Shortfall Application Form.

Refer to section 2.11 for further details regarding the Shortfall Offer.

3.5 Enquiries

Any questions concerning the Entitlement Offer should be directed to the Share Registry, on 1300 288 664 (within Australia) or +61 2 9698 5414 (International) between 8:30am and 5:00pm (AEST), or via email to: corporate.actions@automicgroup.com.au.

Any questions concerning the Shortfall Offer should be directed to Sue-Ann Higgins, Executive Director and Company Secretary via email to: sue-ann@metalbank.com.au.

3.6 Representations and warranties

By making a payment by BPAY® or EFT for the Offers you will be deemed to have:

- (i) acknowledged that you have fully read and understood this Prospectus and the Entitlement and Acceptance Form or Shortfall Application Form in their entirety, and you acknowledge the matters, including the risks summarised in Section 5, and make the warranties and representations and

agreements contained in this Prospectus and the Entitlement and Acceptance Form or Shortfall Application Form, as the case may be;

- (ii) declared that you are an Eligible Shareholder;
- (iii) acknowledged that once a BPAY® payment instruction is given or an EFT is made, you may not withdraw your application or funds provided except as allowed by law;
- (iv) agreed to apply for and be issued up to the number of New Shares and New Options and Additional New Shares and New Options for which you have submitted payment, at the Offer Price per New Share;
- (v) acknowledged that the information contained in this Prospectus and your Entitlement and Acceptance Form is not investment advice nor a recommendation that the New Shares and New Options are suitable for you given your investment objectives, financial situation or particular needs and that you have made your own enquiries before making an investment decision;
- (vi) acknowledged that none of the Company or its related bodies corporate, affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital nor the exercise of any of the Company's discretions referred to in this Prospectus;
- (vii) declared that you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act and laws and regulations designed to restrict terrorism financing and/or money laundering); and
- (viii) agreed to provide any requested substantiation of your eligibility to participate in the Offers and your holding of Shares on the Record Date.

If you are a sophisticated, professional, institutional or other Shareholder or potential Investor in a jurisdiction outside of Australia or New Zealand and the Entitlement Offer or Shortfall Offer is extended to you, you further warrant, represent and agree that:

- (ix) it is lawful for the Company to extend the Offers to you and for you to accept the Offers without the Company being required to take any further action in the relevant jurisdiction concerned;
- (x) you are responsible for ensuring that your applying for New Shares under the Offers and your receipt of New Options under the Offers does not breach any laws or regulations in the relevant jurisdiction; and
- (xi) that there has been no breach of any such laws and regulations and all necessary approvals and consents have been obtained by you to the extension of the Offers to you and your acceptance of the Offers.

4 Purpose and Effect of the Offers

4.1 Purpose of the Offers

The purpose of the Offers is to raise up to approximately \$1.184 million (assuming maximum subscription) and to provide the Company with a potential source of additional capital if the New Options are exercised.

4.2 Use of Funds

The funds raised from the Placement (\$927,000) and the Entitlement Offer, assuming maximum subscription, (\$1,184,508) will provide the Company with additional capital of \$2,111,508 which is planned to be used in accordance with the table below:

Proceeds of the Offers	Full Subscription (\$)	%
8 Mile Project:		
geophysical surveys	\$50,000	2.37
Phase 1 drilling	\$544,000	25.76
Phase 2 drilling	\$520,000	24.63
Eidsvold Project:		
Surface geochemistry surveys	\$50,000	2.37
Geophysical surveys	\$27,500	1.30
Phase 1 drilling	\$680,000	32.20
Costs of the Entitlement Offer¹	\$35,000	1.66
Working Capital²	\$205,008	9.71
Total	\$2,111,508	100%

Notes:

1. Refer to Section 7.9 for details regarding estimated costs of the Offers
2. Includes costs of the Placement

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis. The Company's current cash resources and additional capital proposed to be raised by the Offers are sufficient to meet its current stated objectives.

In the event that the Entitlement Offer is not fully subscribed (and the Top Up Facility or Shortfall Offer are also not fully subscribed), the Company shall apply the actual proceeds raised by the Offers first towards the estimated expenses of the Offers, then of the balance, 50% will be applied towards exploration programs for the 8 Mile Project projects, 30% will be applied towards exploration programs for the Eidsvold project, with the balance applied towards general working capital. The Board reserves the right to alter the priority and proportions in which funds raised are applied.

In the event that insufficient funds are raised to meet the expenses of the Entitlement Offer, the Company intends to use its existing working capital to meet the expenses of the Entitlement Offer.

Additional funds may become available to the Company, should the New Options be exercised on or before the New Option Expiry Date (31 March 2022), however, the Company is not relying on these additional funds for its planned work programs.

4.3 Effect of the Entitlement Offer

The principal effect of the Entitlement Offer, assuming all Entitlements are accepted, will be to:

- (a) increase the cash reserves by \$1,149,508 (being \$1,184,508 to be raised under the Entitlement Offer less costs of the Entitlement Offer of \$35,000 as set out in Section 7.9) immediately after completion of the Entitlement Offer; and
- (b) increase the number of New Shares on issue from 1,015,292,871 at the Record Date to 1,184,508,350 Shares* (assuming no other Shares are issued between the date of this Prospectus and the Closing Date); and
- (c) result in the issue of approximately 84,607,740 New Options*.

*numbers may change slightly due to rounding of entitlements.

As the New Options are being issued for nil consideration, the Offer of New Options will not have any immediate effect on the Company's financial position. However, for every New Option that is exercised on or before the New Option Expiry Date, the Company will receive \$0.015 and its issued capital will increase by one Share. These funds are not included in the Use of Funds table in Section 4.2, given the uncertainty around the number of New Options to be ultimately issued and whether and when any of the New Options will be exercised. If all New Options offered under this Prospectus are issued and all of those New Options are subsequently exercised, the Company will be paid exercise proceeds of approximately \$1,269,116 and an additional 84,607,740 Shares will be issued.

4.4 Effect of the Entitlement Offer on capital structure

The effect of the Entitlement Offer on the Company's capital structure, assuming the Entitlement Offer is fully subscribed, is set out below:

Shares	
Shares on issue as at the date of this Prospectus	1,015,292,871
New Shares issued pursuant to the Entitlement Offer ¹	169,215,479
Total Shares on issue on completion of the Entitlement Offer¹	1,184,508,350

Notes:

1. Assuming the Entitlement Offer is fully subscribed and no other Shares are issued prior to the Record Date and subject to rounding of fractional entitlements

Options	
Options on issue as at the date of this Prospectus	0
New Options issued pursuant to the Entitlement Offer ¹	84,607,740
Total New Options on issue on completion of the Entitlement Offer¹	84,607,740
New Options to be issued to participants in the Placement ²	66,214,287
New Options to be issued to AFSL Holders assisting in the Placement ²	15,000,000
Total New Options on issue on completion of the Entitlement Offer and issue to Placement participants³	165,822,027

Notes:

1. Assuming the Entitlement Offer is fully subscribed and subject to rounding of fractional entitlements
2. Subject to Shareholder approval at the General Meeting to be held on 14 September 2020 and rounding of fractional entitlements
3. Subject to rounding of fractional entitlements.

4.5 Pro-forma statement of financial position

The audit reviewed statement of financial position as at 31 December 2019, the unaudited management accounts statement of financial position of 30 June 2020 and the unaudited pro-forma statement of financial position as at 30 June 2020 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma statement of financial position has been prepared to provide an indication on the effect of the Entitlement Offer on the financial position of the Company assuming the Entitlement Offer is fully subscribed. It has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	AUDIT REVIEWED 31 December 2019	UNAUDITED 30 June 2020	UNAUDITED PRO- FORMA 30 June 2020
Current assets			
Cash	985,811	627,052	2,643,570
Trade and other receivables	50,112	35,619	35,619
Other current assets	1,250	1,250	1,250
Total current assets	1,037,173	663,921	2,680,439
Non-current assets			
Plant and equipment	26,441	6,593	6,593
Exploration and evaluation expenditure	9,274,354	9,488,521	9,488,521
Total non-current assets	9,300,795	9,495,114	9,495,114
TOTAL ASSETS	10,337,968	10,159,035	12,175,553
Current liabilities			
Creditors and borrowings	142,425	194,803	194,803
Total current liabilities	142,425	194,803	194,803
TOTAL LIABILITIES	142,425	194,804	194,803
NET ASSETS	10,195,543	9,964,232	11,980,750
Equity			
Contributed equity	20,852,582	20,852,582	22,869,100
Accumulated losses	(10,657,039)	(10,888,350)	(10,888,350)
TOTAL EQUITY	10,195,543	9,964,232	11,980,750*

*The pro-forma statement of financial position includes the \$2,111,508 million being raised under the Placement (\$927,000) and the Offer (\$1,184,508) (assuming full subscription) after deducting the estimated expenses of the Placement and the Offer.

4.6 Details of substantial holders

Based on publicly available information, the Company's substantial holders (i.e. holders with a Relevant Interest (either alone or with Associates) in 5% or more of the Voting Shares who have lodged substantial shareholder notices with the Company, as at the date of this Prospectus, and their Entitlement under the Offer, are set out in the table below, assuming they do not acquire any additional Shares or dispose of any Shares before the Record Date.

Substantial Holder	Shares	% Shareholding at Record Date	Entitlement Shares
Indigo Pearl Capital Limited ¹	107,880,780	10.63%	17,980,130
Aristo Jet Capital Limited ²	53,072,545	5.23%	8,845,424
Russell Kenneth Luxford	88,214,212	8.69%	14,702,369
Celtic Stars Capital Limited	52,442,814	5.17%	8,740,469

Notes:

1. Inés Scotland, the Company's Chair has a relevant interest in this shareholding
2. Sue-Ann Higgins, a Director of the Company has a relevant interest in this shareholding

4.7 Effect of the Offers on control

The potential effect that the Entitlement Offer will have on the control of the Company will depend on various factors. Particularly, the effect on control will depend on the take up by Eligible Shareholders of their Entitlements, the allocation of New Shares via the Top Up Facility and/or the Shortfall Offer.

If all Eligible Shareholders subscribe for their full Entitlement, and there is no Top Up Facility then each Eligible Shareholder's percentage ownership interest (and voting power) in the Company will remain the same and there will be no effect on the control of the Company.

If an Eligible Shareholder does not take up all of their Entitlement its percentage ownership interest (and voting power) in the Company will be diluted if other Eligible Shareholders participate.

The dilution effect of the Offers on Shareholdings will vary with the number of Shares taken up by Eligible Shareholders, the number of Shares taken up in the Top Up Facility and the number of Shares taken up in the Shortfall Offer, if any.

Any increase in the voting power of the substantial shareholders set out in Section 4.6 will depend upon whether they choose to participate in the Entitlement Offer and the extent to which the Entitlement Offer is subscribed, whether they participate in the Top Up Facility and whether they choose to participate in the Shortfall Offer, if any.

In relation to substantial shareholders in which Directors have a relevant interest:

- Aristo Jet Capital Limited has indicated its intention to take up its full Entitlement under the Entitlement Offer (being 8,845,425 New Shares at a total issue price of \$61,918) and its interest in participating in the Top-Up Facility and/or the Shortfall Offer, if any, up to a maximum additional commitment of \$30,958.98 for 4,422,712 Additional New Shares. Sue-Ann Higgins, a director of the Company has a relevant interest in the Shares held by this substantial holder and accordingly, issue of Additional New Shares and New Options to this substantial holder in the Top-Up Facility and/or the Shortfall Offer, if any, is subject to approval of the Shareholders, which is being sought at the General Meeting to be held on 14 September 2020. If Shareholder approval is obtained and this substantial holder is issued its full Entitlement and the maximum commitment above, its percentage interest in Shares in the Company will increase from 5.23% at the Record Date to 5.60%.
- Ines Scotland has a relevant interest in the Shares held by Indigo Pearl Capital Limited. This substantial holder has indicated it may take up all or part of its Entitlement in the Entitlement Offer.

The Top 20 Shareholders of the Company as at the last practical date prior to lodgement (being 4 August 2020) are as follows:

Position	Holder Name	Holding	%*
1	BERNE NO 132 NOMINEES PTY LTD <600835 A/C>	107,880,780	12.23%
2	MR RUSSELL KENNETH LUXFORD	88,214,212	10.00%
3	ARISTO JET CAPITAL LIMITED	53,072,545	6.02%
4	CELTIC STARS CAPITAL LIMITED	52,442,814	5.94%
5	CAPRICORN MINING PTY LTD	27,500,000	3.12%
6	BERNE NO 132 NOMINEES PTY LTD <601299 A/C>	24,285,647	2.75%
7	MR TREVOR DEAN WRIGHT & MRS JOHANNA HELEN WRIGHT	13,505,120	1.53%
8	MR ANTHONY WILLIAM SCHRECK	13,496,900	1.53%
9	KOHEN ENTERPRISES PTY LTD	13,000,000	1.47%
10	BENNELONG RESOURCE CAPITAL PTY LTD	12,950,000	1.47%
11	SEAMOOR PTY LTD	9,078,898	1.03%
12	COSMOS NOMINEES PTY LTD <THE PLASTICS CENTRE S/F A/C>	8,000,000	0.91%
12	MR JUSTIN ERIC SCHAFFER	8,000,000	0.91%
12	CARDA PTY LTD <CARDA SUPER FUND A/C>	8,000,000	0.91%
13	KIRKY CAPITAL PTY LTD	6,900,000	0.78%
14	MR BRETT BUTLIN	5,867,842	0.67%
15	TILLY INVESTMENTS (ACT) P/L <TILLY INVESTMENT A/C>	5,766,565	0.65%
16	MR TIMOTHY JAMES KIRKWOOD	5,425,000	0.62%
17	MR SAMUEL ROTSTEIN	5,000,000	0.57%
17	MR PETER WILLIAM JACKSON	5,000,000	0.57%
17	HOLES INVESTMENT PTY LTD <GLENCAIRN SUPER FUND A/C>	5,000,000	0.57%
17	MR MICHAEL FRANCIS MCMAHON & MRS SUSAN LESLEY MCMAHON <MCMAHON SUPER FUND A/C>	5,000,000	0.57%
18	CITICORP NOMINEES PTY LIMITED	4,651,276	0.53%
19	MR ANTHONY GERARD SMITH & MS THERESE ANNE SMITH <ARIEL A/C >	4,583,302	0.52%
20	MR JOHN CHRISTOPHER SINGH BEDI	4,521,657	0.51%
	Total	497,142,558	56.36%

*percentage interests in the above table have been calculated on the basis of the issued share capital of the Company on 4 August 2020, which does not include the 132,428,574 Placement Shares issued on 6 August 2020.

5 Risk factors

The Securities offered under this Prospectus are considered highly speculative.

There are a number of risk factors that could potentially impact the Company and any investment in the Company. Eligible Shareholders and prospective new Investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus and the publicly available information about the Company, including previous disclosures made by the Company in accordance with its periodic and continuous disclosure obligations, before deciding whether to participate in the Offers.

The below list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by Investors in the Company. Other factors not specifically referred to may in the future materially affect the financial performance of the Company and the value of the Securities offered under the Offers. Therefore, the Securities to be issued pursuant to the Offers carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

Eligible Shareholders and potential Investors should consult their professional advisers before deciding whether to participate in the Offers.

5.1 Financing Risk and Additional Funding

The Company may not raise sufficient funds from this Capital Raising to fund its planned activities. There is no guarantee that the Offers will be fully subscribed. If the Company is unable to raise sufficient funds under this Prospectus, it may reduce planned exploration programs and/or consider other funding alternatives. These alternatives could include additional equity funding, debt funding, joint venture or farm-out arrangements or alternative funding arrangements (e.g. streaming finance or convertible loan).

In the future the Company will require further funding in addition to amounts raised under Offers. The Company's future capital requirements, and the Company's ability to satisfy those requirements, depend on numerous factors, many of which are beyond the control of the Company. The market for securities in junior exploration companies can fluctuate.

If the Company is unable to obtain additional funding as needed, it may be required to scale back its activities or dispose of assets, as the case may be.

Accordingly, there is no certainty that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company. Any additional equity funding may have a dilutionary impact on a Shareholder's holding in the Company, or a negative impact on the Company's share price. Any funding alternatives, if available, may involve restrictions on the Company's activities.

5.2 Executive Management and Key Personnel

The responsibility of overseeing the day-to-day operations and the Company's strategic management depends substantially on its directors and senior management. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these persons cease their involvement with the Company.

The ability of the Company to achieve its objectives depends on the access to personnel and external contractors who have the required skills and qualifications or who can provide technical expertise and other services. If the Company cannot secure personnel or external contractors or if the services of the present personnel and external contractors cease to become available to the Company, this may affect the Company's ability to achieve its objectives.

5.3 Exploration risks

The mineral tenements of the Company are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that exploration of these mineral tenements, or any other mineral tenements and mining properties that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title or indigenous process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its mineral tenements and mining properties and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the mineral tenements and mining properties and possible relinquishment of the mineral tenements and mining properties.

5.4 Exploration costs

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

5.5 Failure to satisfy Expenditure Commitments

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

5.6 Mine development

Possible future development of a mining operation at any of the Company's projects 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, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement of hazardous weather conditions and fires, explosions, accidents or other external force majeure events.

No assurance can be given that the Company will achieve commercial viability through the development or mining of its projects and treatment of ore.

5.7 Environmental

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment,

environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

5.8 Native title or indigenous rights and Indigenous Heritage

In relation to mineral tenements and mining properties which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title or indigenous rights of persons in Australia exist. If native title or indigenous rights do exist, the ability of the Company to gain access to mineral tenements and mining properties or mining properties (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Directors will closely monitor the potential effect of native title or indigenous claims involving mineral tenements and mining properties or mining properties in which the Company has or may have an interest.

Additionally, there may be Indigenous heritage sites within the mineral tenements and mining properties areas which may lead to restrictions on the areas that the Company will be able to explore and mine.

5.9 Operational risk

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

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

5.10 Reserve and Resource Estimates

No assurance can be given that any mineral reserves and resources that are estimated by the Company will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling, and, consequently, are uncertain because the samples may not be representative. Mineral reserve and resource estimates may require revision (either up or down) based on actual production experience. Any future reserve and/or resource figures will be estimates and there can be no assurance that the minerals are present, will be recovered or that it can be brought into profitable production. Furthermore, a decline in the market price for natural resources that the Company may discover or invest in could render reserves containing relatively lower grades of these resources uneconomic to recover and may ultimately result in a restatement of reserves.

5.11 Tenure and access

Mineral tenements and mining properties are subject to periodic renewal. There is no guarantee that current or future mineral tenements and mining properties or future applications for production mineral tenements and mining properties will be approved.

The mineral tenements and mining properties held by the Company are subject to the applicable mining acts and regulations in Australia. The renewal of the term of a granted mineral tenement or mining property is also subject to the discretion of the relevant Minister or government authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the mineral tenements and mining properties comprising the Company's projects. The imposition of new conditions or

the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

A number of the mineral tenements and mining properties comprising the Company's projects overlap land which is owned by private landowners. In order for the Company to access that land and undertake its proposed activities on that land, including any exploration and/or development of a mine the Company will need to negotiate access and compensation arrangements with the underlying private landholders.

5.12 Industrial Relations Risks

The Company will be subject to the risk of employment disputes, industrial action and work stoppages by future employees and employees of contractors who provide services which are necessary for the continued operation of the Company's operations, which may have a material adverse effect on the Company.

5.13 COVID-19

The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.

COVID-19 safe work practices have and will continue to be adopted in relation the Company's operations, however, COVID-19 restrictions on movement and activities may adversely affect the Company's operations.

The Directors are monitoring the outbreak of COVID-19 closely and have considered the impact of COVID-19 on the Company's business. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.

In compliance with its continuous disclosure obligations, the Company will continue to update the market in regard to the impact of COVID-19 on the Company. If any of these impacts appear material prior to close of the Entitlement Offer, the Company will notify investors under a supplementary prospectus.

5.14 Liquidity, market capitalisation and price fluctuation

The Company is a small company in terms of market capitalisation and it may not be covered by a broad base of research analysts. As a consequence, there may be relatively few buyers and sellers of securities on the ASX at any given time and the market price may be highly volatile, particularly in times of share market turbulence or negative investor sentiment. This may present difficulties for shareholders seeking to liquidate their holdings.

The market price of the shares in the Company can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration and development stocks in particular. Neither the Company nor the directors warrant the future performance of the Company or any return on an investment in the Company.

5.15 General economic climate

The Company's funding position and financial performance is impacted by a variety of general global economic and business conditions. A deterioration in these conditions could have an adverse impact on the Company's financial performance.

5.16 Occupational health and safety

The mining industry has become subject to increasing occupational health and safety responsibility and liability. The potential for liability is a constant risk. If the Company fails to comply with necessary OH&S legislative requirements, it could result in fines, penalties and compensation for damages as well as reputational damage.

5.17 Contractual Risk

All companies operate through a series of contractual relationships with operators, technical experts, project managers, suppliers, customers and contractors generally. All contracts carry risks associated with the performance by the parties of their obligations as to time and quality of work performed. To the extent that third parties default in their obligations under such documents, it may be necessary for the Company to take legal action which may be costly and no guarantee can be given by the Company that a legal remedy will ultimately be granted on appropriate terms. In the event the Company wishes to vary, terminate or amend contractual relationships due the Company's circumstances or requirements of the operations, the Company may incur penalties and liabilities or such action may lead to legal action with the consequences as mentioned previously.

5.18 Litigation and Insurance Risk

As with any company, the Company is (or will be) exposed to risks of litigation which may have a material adverse effect. The Company could become exposed to litigation from employees, regulators or third parties. To the extent that such risks are not covered by insurance, an adverse outcome in litigation or the cost of responding to potential or actual litigation may have a material adverse impact on financial performance.

The Company maintains insurance coverage that is substantially consistent with mining and exploration industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company at economically viable premiums (if at all) or that, in the event of a claim, the level of insurance carried by the Company now or in the future will be adequate, or that a liability or other claim would not materially and adversely affect the Company's business.

5.19 Commodity price volatility and exchange rate risks

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, 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.

5.20 Dividends

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

5.21 Taxation

The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential Investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint and generally.

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

5.22 Changes in political environment and international conflicts

The Company's share price and ability to generate returns to Investors can be affected by changes in legislation, domestic or foreign governments and government policy. Events may occur within or outside Australia that could impact upon the world economy, the operations of the Company and the market price of

the Company's Shares. These events include war, acts of terrorism, civil disturbance, political intervention and natural events such as earthquakes, floods, fires and poor weather.

5.23 Potential for dilution

Following implementation of the Entitlement Offer (assuming the Entitlement Offer is fully subscribed, no other Shares are issued prior to the Record Date and subject to the rounding of fractional entitlements) the number of Shares in the Company will increase from 1,015,292,871 Shares currently on issue to 1,184,508,350 Shares.

This means that each Share will represent a lower proportion of the ownership of the Company.

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

6 Rights Attaching to Shares and Options

6.1 Rights attaching to Shares

New Shares issued pursuant to this Prospectus will be fully paid ordinary shares in the capital of the Company and will rank equally with the existing Shares.

The rights and liabilities attaching to Shares are set out in the Constitution and are regulated by the Corporations Act, the general law, the ASX Listing Rules and ASX Settlement Operating Rules. The Constitution may only be varied by a special resolution passed by at least 75% of Shareholders present (and entitled to vote).

The following is a general description of the more significant rights and liabilities attaching to the New Shares:

- (a) Each Shareholder is entitled to receive notice of, and to attend, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act and the ASX Listing Rules.
- (b) Every Shareholder present in person or by proxy at a meeting of Shareholders has one vote on a vote taken by a show of hands, and on a poll, every Shareholder who is present in person or by proxy has one vote for every fully paid Share held.
- (c) Dividends are payable upon the determination of the Directors, who may fix the amount, time for payment and method of payment of dividends. Subject to the rights of holders of shares with any special, preferential or qualified rights, any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.
- (d) If the Company's Share capital is divided into different classes of Shares, the rights attached to any class may be varied by a special resolution passed at a general meeting of the holders of Shares in that class or with the written consent of three quarters of the holders of Shares in that class.
- (e) Subject to the Corporations Act, Listing Rules and ASX Settlement Operating Rules, a Shareholder may transfer Shares by an instrument in writing in a form approved by the Directors. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the Company has a lien on those Shares.
- (f) If a Shareholder holds a number of Shares that is less than a marketable parcel (as defined in the ASX Listing Rules), the Company has the power to sell or dispose of such Shares unless otherwise instructed by the Shareholder. The net proceeds from the sale will be paid to the Shareholder.
- (g) Subject to any special rights (at present there are none), any surplus assets on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them irrespective of the amounts paid or credited as paid.

6.2 Rights attaching to New Options

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

- (a) Each New Option entitles the holder to subscribe for one ordinary share in the Company upon exercise of the New Option.
- (b) The New Options are exercisable at any time prior to 5.00pm (AEST) on the New Option Expiry Date of 31 March 2022.
- (c) New Options not exercised on or before the New Option Expiry Date will automatically lapse.
- (d) Each New Option entitles the holder to subscribe for one Share upon payment of \$0.015 per New Option.
- (e) The New Options are exercisable wholly or in part by completing an option exercise form delivered to the Company's Share Registry, accompanied by payment of \$0.015 per New Option and received by it any time on or before 5.00pm (AEST) on the New Option Expiry date.
- (f) Shares issued on the exercise of the New Options will rank pari-passu with existing Shares.
- (g) The New Options will be unlisted.
- (h) The Company will make application for Official Quotation on ASX for any Shares allotted on exercise of the New Options.
- (i) There will be no participating entitlements inherent in the New Options to participate in new issues of capital which may be offered to Shareholders during the currency of the New Options. A New Option holder may only participate in new issues of securities to holders of Shares in the Company if the New Option has been exercised and Shares allotted in respect of the New Option before the record date for determining entitlements to the issue. The Company must give prior notice to the New Option holder of any new issue before the record date for determining entitlements to the issue in accordance with the Listing Rules.
- (j) In the event the Company proceeds with a pro rata issue (except a bonus issue) of Shares to the holders of Shares after the date of issue of the New Options, the exercise price of the New Options will be adjusted in accordance with the formula set out in Listing Rule 6.22.2.
- (k) If there is a bonus issue to the holders of Shares, the number of ordinary shares over which the New Option is exercisable will be increased by the number of ordinary shares which the holder of the New Option would have received if the New Option had been exercised before the record date for the bonus issue.
- (l) In the event of any re-organisation (including reconstructions, consolidations, subdivision, and reduction of capital) of the issued capital of the Company, the New Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (m) The New Options will not give any right to participate in dividends or vote on resolutions at general meetings of the Company until Shares are allotted pursuant to the exercise of the relevant New Options.

7 Additional information

7.1 Continuous disclosure obligations

The Company is a 'disclosing entity' under the Corporations Act and as such, it is subject to regular reporting and disclosure obligations, which require it to disclose to ASX any information of which it is or becomes aware of concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

The Prospectus is issued under section 713 of the Corporations Act, which allows for special content in relation to an offer of continuously quoted securities or options to acquire such securities. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange.

In accordance with section 713 of the Corporations Act, the Company, states that:

- (a) as a disclosing entity, it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Shortfall Offer Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure notices given by the Company to ASX in accordance with the Listing Rules and for the purpose of section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

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

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

Date	Announcement Title
3 August 2020	Successful CEI Grant to fund two drill holes at Eidsvold
31 July 2020	Quarterly Cashflow Report
31 July 2020	Quarterly Activities Report
31 July 2020	Proposed issue of securities
31 July 2020	Placement and Entitlement Offer to raise up to \$2.11M
29 July 2020	Trading Halt
20 July 2020	Company Presentation – Big Gold in Southeast Queensland
7 July 2020	MBK grants option to acquire its Triumph tenements
6 July 2020	Latest 8 Mile Drilling Supports Exploration Target
5 May 2020	Significant Gold Target Defined at Eidsvold Project
29 April 2020	Quarterly Cashflow Report
29 April 2020	Quarterly Activities Report
23 April 2020	8 Mile Maiden Gold Mineral Resource and Exploration Target
26 March 2020	Change of Director's Interest Notice
11 March 2020	Half Yearly Report and Accounts
26 February 2020	Initial Director's Interest Notice
26 February 2020	Final Director's Interest Notice

24 February 2020	Board and Management Changes
29 January 2020	Quarterly Cashflow Report
29 January 2020	Quarterly Activities Report
25 November 2019	Results of Meeting
25 November 2019	Managing Director's Presentation to Shareholders
22 November 2019	Resignation of Managing Director
19 November 2019	Ceasing to be a substantial holder
19 November 2019	Becoming a substantial holder
7 November 2019	Large Gold System Emerging at 8 Mile Project
31 October 2019	Amended Quarterly Cashflow Report
31 October 2019	Quarterly Cashflow Report
31 October 2019	Quarterly Activities Report
24 October 2019	Notice of Annual General Meeting/Proxy Form

ASX maintains files containing publicly available information for all listed companies. Copies of all documents released by the Company to the ASX are available on the ASX website at www.asx.com.au.

At the date of this Prospectus, there is no information that has not been disclosed under the continuous disclosure requirements of the ASX Listing Rules and which the Board considers would be reasonably required in order to assess the Company's assets and liabilities, financial position and prospects and the rights and liabilities attaching to New Shares and New Options in the Company.

7.2 Market price of Shares

The highest, lowest and last market sale prices of the Shares on ASX during the three (3) months immediately preceding 28 July 2020, (being the last trading day in the Company's Shares prior to the date of announcement of the Entitlement Offer), and the last respective date of those sales were:

	Price	Date
Highest	\$0.011	28 July 2020
Lowest	\$0.008	29 June 2020
Last	\$0.011	28 July 2020

7.3 Interests of Directors

Other than as announced to ASX, set out below or elsewhere in this Prospectus, no Director or proposed Director, or any entity in which a Director or proposed Director is a partner or director, has or has had in the 2 years before the date of this Prospectus, any interest in:

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

and no amounts have been paid or agreed to be paid (in cash, Shares or otherwise) and no other benefit has been given or agreed to be given to any Director or proposed Director or to any entity in which a Director or proposed Director is a partner or a director, either to induce him to become, or qualify as, a Director or

otherwise for services rendered by him or by the entity in connection with the formation or promotion of the Company or the Offer.

7.4 Directors interests in Securities

The relevant interests of Directors and former Directors who have retired within the 6 months preceding this Prospectus (including via controlled entities) in Securities of the Company at the date of this Prospectus are as follows:

Director	Shares	% Shareholding at Record Date	Entitlement Shares
Ines Scotland	108,936,780	10.73%	18,156,130
Sue-Ann Higgins	57,425,036	5.66%	9,570,840
Guy Robertson	680,000	0.07%	113,333
Tony Schreck*	15,244,123	1.50%	2,550,222

* Mr Schreck resigned as a Director within the 6 months preceding this Prospectus

The Board recommends all Shareholders participate in the Offer.

The intentions of the current Directors regarding participation in the Offers is set out below:

- Sue-Ann Higgins has a relevant interest in the holdings of Aristo Jet Capital Limited, which has indicated its intention to take up its full Entitlement under the Entitlement Offer (being 8,845,425 New Shares at a total issue price of \$61,918 and 4,422,713 New Options) and its interest in participating in the Top-Up Facility and/or the Shortfall Offer, if any, up to a maximum additional commitment of \$30,958.98 for 4,422,712 Additional New Shares and 2,211,356 Additional New Options, which is subject to approval of Shareholders at the General Meeting to be held on 14 September 2020. If Shareholder approval is obtained and this substantial holder is issued its full Entitlement and the maximum additional commitment, its percentage interest in Shares in the Company will increase from 5.23% at the Record Date to 5.60%*.
- Sue-Ann Higgins has indicated her intention to take up her full Entitlement under the Offers in respect of other shareholdings in which she has a direct or indirect interest. Following completion of the Offers, assuming the Additional New Shares are issued to Aristo Jet Capital Limited, Ms Higgins' relevant interest in Shares in the Company will increase from 5.66% to 6.03%.
- Guy Robertson has indicated that he will take up his full Entitlement under the Offer, and his intention to apply for 2,857,143 Additional New Shares and 1,428,571 Additional New Options, for a total additional consideration of \$20,000, subject to Shareholder approval which is being sought at the General Meeting. Following completion of the Offers, assuming the Additional New Shares are issued to Mr Robertson, his relevant interest in Shares in the Company will increase from 0.07% to 0.31%*.
- Ines Scotland has indicated the holders of Shares in which she has a relevant interest intend to take up all or part of their Entitlements under the Offer.

*The issue of Additional New Shares and New Options under the Top Up Facility and the Shortfall Offer is at the discretion of the Directors. There is no guarantee that the Additional New Shares and New Options outlined above will be allocated to Aristo Jet Capital Limited or Guy Robertson. Allocation of Additional New Shares and New Options, if any, upon completion of the Offer will be made at the discretion of Directors depending on a number of factors including the level of acceptance of Entitlements under the Offer and the number of Additional New Shares and New Options available for allocation under the Top Up Facility and the Shortfall Offer, if any.

7.5 Remuneration of Directors

The remuneration of an executive director is decided by the Board, without the affected executive director participating in that decision-making process. The total maximum remuneration of non-executive directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules as applicable. The Board currently has no non-executive directors.

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

Director	Year ended 30 June 2020 Actual	Year ended 30 June 2021 (Proposed)²
Ines Scotland ¹	Nil	Nil
Sue-Ann Higgins	\$92,400	\$92,400
Guy Robertson	\$50,000	\$50,000

1. Ms Scotland has waived her entitlement to receive Director fees.
2. Based on Directors fees payable for the financial year ending 30 June 2020 in accordance with arrangements in effect at the date of this Prospectus. Director fees may be reviewed on completion of the Offers.

7.6 Related Party transactions

There are no related party transactions entered into that have not been the subject of ASX announcements or otherwise disclosed in this Prospectus.

7.7 Interests of Advisers and Consents

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

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

and no amounts have been paid or agreed to be paid (in cash, Shares or otherwise) and no other benefit has been given or agreed to be given to any of the above persons for services rendered by him or by the entity in connection with the formation or promotion of the Company or the Offers.

In the event the Entitlement Offer and the Top Up Facility are not fully subscribed, the Company has agreed to pay a fee of 6% on amounts paid on Shortfall Securities placed by certain AFSL Holders.

Maddocks has acted as the solicitors of the Company in relation to the Offers. The Company estimates it will pay Maddocks \$10,000 (excluding GST and disbursements) for these services.

Each of the parties named in this Section and Tony Schreck, a former Director of the Company who is named in Section 7.4. have given their written consent to being named in this Prospectus and to the statements attributable to them in the form and context in which they are included and have not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Each of these parties:

- (a) does not make, or purport to make, any statement in this Prospectus, or any statement on which a statement in this Prospectus is based, other than those referred to in this Section;
- (b) has not authorised or caused the issue of this Prospectus or the making of the Offers; and
- (c) makes no representations regarding, and, in light of the above, only to the maximum extent permitted by law, expressly disclaims, and takes no responsibility for any statements in, or omissions from any part of this Prospectus other than a reference to its name and a statement and/or any report (if any) included in this Prospectus with the consent of that party as specified in this Section.

7.8 Consents of Directors

Each of the Directors and former Directors named in Section 7.4 have given and not withdrawn their consent to be named in this Prospectus and to the references to them in this Prospectus in the form and context in which they are included.

7.9 Costs of the Entitlement Offer

In the event that all Entitlements are accepted, the total costs of the Offer are estimated to be approximately \$35,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

Costs	\$
ASIC fees	3,206
ASX fees	9,204
Legal fees	10,000
Registry fees, inc printing and distribution	11,000
Miscellaneous	590
Total costs	35,000

In the event the Offer and the Top Up Facility are not fully subscribed, the Company has agreed to pay a fee of 6% on amounts paid on Shortfall Securities placed by AFSL Holders in the Shortfall Offer, if any.

7.10 Restricted securities

The Company has 713,069 employee restricted shares on issue, which were issued to employees on 20 September 2018 upon vesting of performance rights. The restriction on trading these employee restricted shares ends on 19 September 2020.

7.11 Shareholders outside Australia and New Zealand

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

It is not practicable for the Company to comply with the securities laws of all overseas jurisdictions in which Shareholders reside, having regard to the number of overseas Shareholders, the number and value of those New Shares which the overseas Shareholders would be offered under the Entitlement Offer and the other Offers and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly the Entitlement Offer is not being extended, and New Shares and New Options will not be issued, to Shareholders with a registered address outside of Australia or New Zealand except to certain sophisticated, institutional or limited numbers of Shareholders in jurisdictions where the Company is satisfied that it is lawfully able to make such an offer or issue this Prospectus without being required to take any further action in the relevant jurisdiction concerned.

7.12 New Zealand

The New Shares and New Options offered under the Entitlement Offer are not being offered to retail Investors within New Zealand other than to existing shareholders of the Company with registered addresses in New

Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This document 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 (New Zealand) (**FMC Act**). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

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

7.13 Other Jurisdictions

The Offers do not constitute an offer to sell or the solicitation of any offer to buy, any securities in the US or to a US Person (or to any person acting for the account or benefit of a US Person), or in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

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

The New Shares and New Options have not been, and will not be, registered under the US Securities Act, or the securities laws of any state or other jurisdiction in the US. The New Shares and New Options may not be offered, sold or resold in the United States or to, or for the account or benefit of, a US Person, except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The distribution of this Prospectus (including an electronic copy) outside Australia may be restricted by law. If you come into possession of this Prospectus, you should observe any such restrictions and should seek your own advice on such restrictions. Any failure to comply with such restrictions may contravene applicable securities laws. The Company disclaims all liability to such persons.

Shareholders who hold Shares on behalf of persons who reside outside Australia, are in the United States, or are acting for the account or benefit of a person in the United States are not entitled to participate in the Offers on behalf of those persons. Failure to comply with these restrictions may result in violations of applicable securities law.

7.14 CHES and issuer sponsorship

The Company operates an electronic CHES sub-register and an electronic issuer sponsored sub-register. These two sub-registers will make up the Company's register of Securities.

The Company will not issue a certificate to a security holder. Rather, a holding statement will be dispatched to security holders as soon as practicable after issue of the Securities the subject of the Offers. The holding statement will be sent either by CHES (if the security holder elects to hold the Securities on the CHES sub-register) or by the Company's Share Registry (if the security holder elects to hold the Securities on the issuer sponsored sub-register). The statement will set out details of the Securities issued under this Prospectus and the Holder Identification Number (if the security holder elects to hold the New Shares on the CHES sub register) or Shareholder Reference Number (if the security holder elects to hold the Securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the ASX Listing Rules and the Corporations Act.

7.15 Prohibition on exceeding 20% voting power threshold

Eligible Shareholders or potential Investors must have regard to and comply with the takeovers prohibition in section 606 of the Corporations Act (that is, the 20% voting power threshold), when applying for New Shares or New Options pursuant to this Prospectus.

Eligible Shareholders who may be at risk of exceeding the 20% voting power threshold in section 606 of the Corporations Act as a result of acceptance of the Entitlement Offer should seek professional advice before completing and returning an Entitlement and Acceptance Form.

The Company expressly disclaims any responsibility for ensuring that you do not breach section 606 as a result of the Offers or exercise of the New Options.

7.16 Enquiries

This Prospectus is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay.

Any questions concerning the Entitlement Offer should be directed to the Share Registry, on 1300 288 664 (within Australia) or +61 2 9698 5414 (International) between 8:30am and 5:00pm (AEST) or via email to: corporate.actions@atomicgroup.com.au.

Any questions concerning the Shortfall Offer should be directed to Sue-Ann Higgins, Executive Director and Company Secretary via email to sue-ann@metalbank.com.au.

8 Authorisation

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated 6 August 2020



Guy Robertson
Director

For and on behalf of Metal Bank Limited

A\$ or \$	Australian dollars
AEST	Australian Eastern Standard Time
AFSL Holders	Holders of Australian Financial Services Licences issued by ASIC
Additional New Shares and New Options	New Shares and New Options applied for by an Eligible Shareholder under the Top-Up Facility in excess of their entitlement under the Entitlement Offer
Additional Securities	Additional New Shares and New Options applied for under the Top Up Facility
Admission	Admission to the Official List of ASX
Applicant	An Eligible Shareholder who submits an Entitlement Offer Acceptance Form or for the Shortfall Offer a person who submits an Application
Application	A valid application to subscribe for Entitlement Offer Shares under the Entitlement Offer using an Entitlement and Acceptance Form or a valid application to subscribe for New Shares under the Shortfall Offer using an Application Form
Application Form	An Application Form under the Shortfall Offer
Application Monies	Subscription monies received from an Applicant in respect of New Shares applied for pursuant to an Application
ASIC	The Australian Securities and Investments Commission
ASX	ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by ASX Limited (as the context requires)
ASX Settlement	ASX Settlement Pty Ltd (ACN 008 504 532)
ASX Settlement Operating Rules	The settlement rules of ASX Settlement
Board	The Board of Directors of the Company acting as a board of Directors
Capital Raising	The Placement and the Offers under this Prospectus
CHESS	Clearing House Electronic Sub Register System operated by ASX Settlement
Closing Date	The date the Entitlement Offer closes being 5.00pm (AEST) 2 September 2020
Company or MBK	Metal Bank Limited ACN 127 297 170
Constitution	The constitution of the Company from time to time
Corporations Act	<i>Corporations Act 2001</i> (Cth)
COVID-19	An infectious respiratory disease caused by a coronavirus
Directors	the current Directors of the Company
Eligible Shareholders	As defined in Section 2.5
Entitlement	An Eligible Shareholder's entitlement to participate in the Entitlement Offer on a 1 for 6 basis
Entitlement Offer	The pro-rata non-renounceable rights issue to Eligible Shareholders described in Section 2.1
Entitlement and Acceptance Form	The personalised offer and acceptance form sent to Eligible Shareholders in relation to the Entitlement Offer

Entitlement Offer Amount	\$1,184,508
Entitlement Offer Shares	The Entitlement Offer Shares offered under the Entitlement Offer
General Meeting	An extraordinary general meeting of the Company which is expected to be held on 14 September 2020
HIN	Holder Identification Number
Ineligible Shareholder	A Shareholder who is not an Eligible Shareholder
Issue	the issue of Securities under this Prospectus
Investors	Potential Applicants including Shareholders, third party investors and members of the public
Listing Rules	the official listing rules of the ASX
Member	A Shareholder
Mineral Resources	As defined by the 2012 JORC Code
New Options	The options granted under the Offers which are exercisable at \$0.015 on or before the New Options Expiry Date and otherwise on the terms set out in Section 6.2 of this Prospectus
New Shares	The Shares in the Company offered under the Offers
New Options Expiry Date	5pm (AEST) on 31 March 2022
Offers	The Entitlement Offer (including the Top Up Facility) and the Shortfall Offer
Official List	The official list of companies maintained by ASX
Official Quotation	Official quotation of the securities by ASX in accordance with the Listing Rules
Opening Date	The day the Entitlement Offer opens for acceptances, being 12 August 2020
Optionholder	A holder of Options, including the New Options
Placement Offer	Means the placement of the Placement Shares to sophisticated, institutional or professional Investors raising \$927,000 as announced to ASX on 31 July 2020
Placement Options	66,214,287 New Options to be issued under the Placement Offer, subject to Shareholder approval at the General Meeting
Placement Shares	132,428,574 New Shares offered under the Placement Offer
Prospectus	This Prospectus dated 6 August 2020
Record Date	The Record Date for the Entitlement Offer, being 5pm (AEST), 11 August 2020
Related Party	As defined in Chapter 19 of the ASX Listing Rules
Section	A section of this Prospectus
Security or Securities	A Share, option or other security issued by the Company, including the New Shares and New Options offered under the Offers
Securityholder	A Shareholder or Optionholder
Share	A fully paid ordinary share in the Company
Share Registry	Automic Group Pty Ltd
Shareholder	A holder of Shares
Shareholder Approvals	The Shareholder approvals to be sought at the General Meeting

Shortfall Offer	Means the offer of Shortfall Securities described in Section 2.11
Shortfall Offer Closing Date	The date the Shortfall Offer closes, which is 3 months following the date of this Prospectus, or such earlier date determined by the Directors in their discretion.
Shortfall Offer Shares	New Shares to be offered under the Shortfall Offer as described in Section 2.11
Shortfall Securities	New Shares and New Options to be offered under the Shortfall Offer as described in Section 2.11
Timetable	The indicative timetable for the Offers set out in Section 1
Top Up Facility	The facility for applying for Additional New Shares and New Options described in Section 2.4
US or United States	The United States of America
US Person	Has the meaning given to that term in Regulation S under the US Securities Act
US Securities Act	The United States Securities Act of 1933, as amended
2012 JORC Code	The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition