

28 November 2019

PROSPECTUS

Syndicated Metals Limited (ASX Code: SMD) will today lodge with ASIC a Prospectus under s708A(11) of the Corporations Act 2001.

The Prospectus is for the offer of one (1) free unquoted Placement Option exercisable at \$0.02 on or before 9 December 2022, for every two (2) Placement Shares subscribed for by a Placement Participant under the Placement. Please refer to the Company's announcement dated 2 September 2019 for details of the Placement.

The purpose of the Prospectus is not to raise capital, but to facilitate secondary trading of the Placement Options and the Shares which may be issued by the Company upon the exercise of the Placement Options.

For and on behalf of the directors of

SYNDICATED METALS LTD



David Morgan
Managing Director



SYNDICATED METALS LIMITED

ABN 61 115 768 986

ASX Code: SMD

PROSPECTUS

For the offer of one (1) free unquoted Placement Option exercisable at \$0.02 on or before 5:00pm WST on 9 December 2022, for every two (2) Placement Shares subscribed for by a Placement Participant under the Placement.

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to facilitate secondary trading of the Placement Options and the Shares which may be issued by the Company upon the exercise of the Placement Options.

IMPORTANT NOTICE

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

THE PLACEMENT OPTIONS OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

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IMPORTANT INFORMATION

General

This Prospectus is dated, and was lodged with ASIC on, 28 November 2019. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

The Company will not apply to ASX for Official Quotation of the Placement Options the subject of the Offer.

A copy of this Prospectus is available for inspection at the Australian registered office of the Company at 68A Hay Street, Subiaco, Western Australia during normal business hours. The Company will provide a copy of this Prospectus on request to any person entitled to apply for Placement Options under the Offer. The Company will also provide copies of other documents to such persons on request (refer to Section 5.5). Placement Participants can obtain a copy of this Prospectus during the period of the Offer on the Company's website.

No person or entity is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors in connection with the Offer.

No updates to Prospectus

The information in this Prospectus may not be complete and may be changed, modified or amended at any time by the Company, and is not intended to, and does not, constitute representations and warranties of the Company. Except as required by law or regulation, neither the Company, nor any other adviser of the Company intends to update this Prospectus or accepts any obligation to provide the recipient with access to information or to correct any additional information or to correct any inaccuracies that may become apparent in the Prospectus or in any other information that may be made available concerning the Company. Potential investors should conduct their own due diligence investigations regarding the Company.

Application Forms

The Application Form accompanying this Prospectus is important. An Application for Placement Options under the Offer can only be submitted on an Application Form. Please refer to the instructions in Section 2.6 regarding completion of an Application Form.

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

Overseas Shareholders

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

The Offer is not being extended, and Placement Options will not be issued, to persons with an address which is outside Australia, China or Germany.

No action has been taken to permit the offer of Placement Options to persons in any jurisdiction other than Australia, China or Germany. The distribution of this Prospectus in jurisdictions outside Australia, China or Germany is restricted by law and persons outside of Australia, China or Germany should observe such

restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

Continuously quoted securities

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

Exposure period

No exposure period applies to the Offer.

Speculative investment

An investment in the Placement Options should be considered highly speculative. Refer to Section 4 for details of the key risks applicable to an investment in the Company.

Placement Participants wishing to apply for Placement Options should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to the Placement Options.

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for the Placement Options have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

There is no guarantee that there will be an increase in the value of the Placement Options in the future.

Forward-looking statements

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

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risks associated with an investment in the Company are detailed in Section 4. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

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

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

Website

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

Diagrams

Any diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

Currency

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

Rounding

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

Time

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

Glossary

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

Indicative Timetable

Lodgement of the Prospectus with ASIC and ASX	28 November 2019
Dispatch of Prospectus	28 November 2019
Opening Date of Offer (Opening Date)	28 November 2019
Closing Date of Offer (Closing Date)	5.00pm (WST) on 6 December 2019
Issue Date	9 December 2019
Dispatch of holding statements	10 December 2019

The above timetable is indicative only and subject to change. Subject to compliance with all applicable laws, the Directors reserve the right to vary these dates, including the Closing Date for the Offer, without prior notice.

CORPORATE DIRECTORY

Directors

Mr Peter Langworthy (Non-Executive Chairman)

Mr David Morgan (Managing Director/ Non-Executive Director effective 1 December 2019)*

Mr Robert Cooper (Non-Executive Director, ceasing effective 1 December 2019)*

Mr Bradley Drabsch (Managing Director effective 1 December 2019)*

Mr Toby Wellman (Executive Technical Director effective 1 December 2019)*

*As announced on 22 November 2019, effective from 1 December 2019, Mr Drabsch and Mr Wellman will become Directors of the Company, Mr Morgan will become a Non-Executive Director and Mr Cooper will cease to be a Director.

Company Secretary

Mr Paul Bridson

Registered Office

68A Hay Street
Subiaco WA 6008

Email: info@syndicatedmetals.com.au

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

Auditors**

PKF
Level 4, 35 Havelock Street

West Perth WA 6005

Share Registry**

Computershare Investor Services Pty Limited
Level 11, 172 St Georges Terrace
Perth WA 6000
Telephone: (08) 9323 2000

ASX Code

SMD

**For information purposes only. This person has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

SECTION 1 — COMPANY OVERVIEW

1.1 Capital Raising

On 2 September 2019, the Company announced a two-tranche placement to raise a total of up to approximately \$1 million (before costs) through the issue of up to 125,123,093 Shares at an issue price of \$0.08 per Share (**Placement Shares**) (**Placement**). Placement Participants would also be entitled to apply for one (1) free unquoted Option for every two (2) Placement Shares issued to them under the Placement, exercisable at \$0.02 and expiring 3 years from their issue date, subject to the terms and conditions listed in Section 5.1.

The issue of Placement Shares was undertaken in two tranches, as follows:

- (a) 118,873,093 Placement Shares were issued on 6 September 2019 to sophisticated and professional investors, under the Company's placement capacities pursuant to Listing Rules 7.1 and 7.1A (**Tranche 1 Placement**); and
- (b) 6,250,000 Placement Shares were issued on 26 November 2019 to Mr Peter Langworthy, Mr David Morgan and Mr Robert Cooper or companies associated with them (**Participating Directors**)¹ (**Tranche 2 Placement**).

Under this Prospectus, Placement Participants are offered one (1) free unquoted Option for every two (2) Placement Shares issued to them under the Placement, exercisable at \$0.02 and expiring 5:00pm WST on 9 December 2022, subject to the terms and conditions listed in Section 5.1 (**Placement Options**).

All Placement Options will be issued on or around 9 December 2019², subject to Placement Participants applying for Placement Options under this Prospectus.

Please refer to the Company's announcement dated 2 September 2019 for further details in regard to the Placement.

SECTION 2 — OFFER OVERVIEW

2.1 The Offer

This Prospectus invites Placement Participants to apply for a total of up to 62,561,547 Placement Options, on the basis of one (1) Placement Option for every two (2) Placement Shares issued to them under the Placement (**Offer**).

All Placement Participants will be sent a copy of this Prospectus, together with an Application Form.

Only Placement Participants can accept the Offer. Refer to Section 2.6 for details on how to apply under the Offer.

All of the Placement Options offered under this Prospectus will be granted on the terms and conditions detailed in Section 5.1.

¹ The issue of these Placement Shares to the Participating Directors was approved by Shareholders at the Company's Annual General Meeting, held on 14 November 2019.

² The issue of the Placement Options was approved by Shareholders at the Company's Annual General Meeting, held on 14 November 2019.

All of the Shares issued upon the future exercise of the Placement Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.2 for further details of the rights and liabilities attaching to the Shares.

2.2 Purpose of the Offer

The Placement Options will be issued to Placement Participants, being professional and sophisticated investors within the meaning of sections 708(8) and 708(11) of the Corporations Act and the Directors of the Company.

As announced on 2 September 2019, the funds raised under the Placement will be used to fund the following activities:

- (a) underpin the next phase of exploration drilling at the Newington Gold Project in the Southern Cross Greenstone Belt of WA – specifically, further drilling and exploration programs targeting near-surface extensions of known high-grade mineralised structures and to identify potential additional high-grade trends in the immediate vicinity of the Dawsons, Newfield Central and Newfield East prospects;
- (b) ongoing exploration and evaluation programs at the Monument Gold Project located in the Laverton region of WA;
- (c) ongoing targeting and evaluation of new exploration and growth opportunities in the WA gold sector;
- (d) general working capital and administrative expenses; and
- (e) the expenses of the capital raising.

Because the Placement Options are being issued for nil consideration, no funds will be raised from the Offer. Any funds raised upon the exercise of Placement Options will be used for the purposes outlined above.

The purpose of this Prospectus is to:

- (a) make the Offer;
- (b) facilitate secondary trading of the Placement Options; and
- (c) ensure that the on-sale of the underlying Shares to be issued upon the exercise of the Placement Options is in accordance with *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

2.3 Opening and Closing Dates

The Company will accept Application Forms in respect of the Offer from Placement Participants from the Opening Date until 5.00pm (WST) on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the closing dates of the Offer without prior notice. If a closing date is varied, subsequent dates may also be varied accordingly.

2.4 No minimum subscription

No funds will be raised from the Offer.

2.5 Effect on control

The Offer will have no impact on the control of the Company as no person as a result of the Offer will increase their voting power in the Company:

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

2.6 Application Forms

Placement Participants may apply for Placement Options under the Offer by completing the Application Form accompanying this Prospectus in accordance with the instructions outlined on the Application Form. Applications pursuant to the Offer may only be made by those investors who participated in the Placement.

All Placement Participants will be sent a copy of this Prospectus, together with an Application Form.

Completed Application Forms should be returned in accordance with the instructions on the Application Form.

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

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

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

2.7 Representations by Applicants

By completing and returning an Application Form, in addition to the representations set out elsewhere in this Prospectus and the Application Form:

- (a) you acknowledge that you have received a copy of this Prospectus and an accompanying Application Form, and read them both in their entirety;
- (b) you agree to be bound by the terms of the Offer (as applicable to you), the provisions of this Prospectus and the Constitution;
- (c) you authorise the Company to register you as the holder(s) of the Placement Options allotted to you;
- (d) you declare that all details and statements in the Application Form are complete and accurate;

- (e) you declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;
- (f) you acknowledge that once the Application Form is returned the Application may not be varied or withdrawn except as required by law;
- (g) you agree to accept and be issued up to the number of Placement Options specified in the Application Form;
- (h) you authorise the Company and its respective officers or agents to do anything on your behalf necessary for the Placement Options to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Application Form;
- (i) if you are in the People's Republic of China, you represent and warrant that you are a (i) "qualified domestic institutional investor" as approved by the relevant People's Republic of China regulatory authorities to invest in overseas capital markets or (ii) sovereign wealth fund or quasi-government investment fund that has the authorisation to make overseas investment; and
- (j) if you (or any person for whom you are acquiring the Placement Options) are in Germany, you (and any such person) are a "qualified investor" within the meaning of the Prospectus Directive (Directive 2003/71/EC) as amended and implemented in Germany.

2.8 Issue and dispatch

The Company intends to issue Placement Options on or around 9 December 2019. Securityholder statements will be dispatched as soon as possible after issue of the Placement Options.

2.9 ASX quotation

Application will not be made to ASX for quotation of the Placement Options offered pursuant to this Prospectus.

2.10 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Offer.

2.11 Holding Statements

The Placement Options will be registered on the Issuer Sponsored subregister, and your statement will be dispatched by Computershare Investor Services Pty Limited and will contain the number of Placement Options issued to you under this Prospectus and your security holder reference number.

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

2.12 Overseas Applicants

No action has been taken to register or qualify the Placement Options, or the Offer, or otherwise to permit the offering of the Placement Options, in any jurisdiction outside of Australia.

The distribution of this Prospectus within jurisdictions outside of Australia may be restricted by law and persons into whose possession this Prospectus comes should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws.

This Prospectus does not constitute an offer of Placement Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. In particular, this Prospectus may not be distributed to any person, and the Placement Options may not be offered or sold in any country outside Australia except to the extent permitted below.

It is the responsibility of any overseas Applicant to ensure compliance with all laws of any country relevant to his or her Application. The return of a duly completed Application Form will be taken by the Company to constitute a representation and warranty that there has been no breach of such law and that all necessary approvals and consents have been obtained.

China

The information in this Prospectus does not constitute a public offer of the Placement Options the subject of the Offer, whether by way of sale or subscription, in the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). The Placement Options the subject of the Offer may not be offered or sold directly or indirectly in the People's Republic of China to legal or natural persons other than directly to "qualified domestic institutional investors", sovereign wealth funds and quasi-government investment funds.

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

Germany

This document has been prepared on the basis that all offers of Placement Options will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Germany, from the requirement to publish a prospectus for offers of securities.

An offer to the public of the Placement Options has not been made, and may not be made, in Germany except pursuant to one of the following exemptions under the Prospectus Directive as implemented in Germany:

- (a) to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments unless such entity has requested to be treated as a non-professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2014/65/EC, "MiFID II") and the MiFID II Delegated Regulation (EU) 2017/565;
- (b) to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements) unless such entity has requested to be treated as a non-professional client in accordance with MiFID II and the MiFID II Delegated Regulation (EU) 2017/565;
- (c) to any person or entity who has requested to be treated as a professional client in accordance with MiFID II; or

- (d) to any person or entity who is recognised as an eligible counterparty in accordance with Article 30 of the MiFID II unless such entity has requested to be treated as a nonprofessional client in accordance with the MiFID II Delegated Regulation (EU) 2017/565.

2.13 Risk factors

An investment in Placement Options should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed in Section 4.

2.14 Taxation implications

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

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

2.15 Privacy

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

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

If an Applicant becomes a security holder of the Company, the Corporations Act and Australian tax legislation requires the Company to include information about the security holder (including name, address and details of the securities held) in its public register. This information must remain in the register even if that person ceases to be a security holder of the Company. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

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

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

2.16 Major activities and financial information

A summary of the activities and financial information relating to the Company for the financial year ended 30 June 2019 is in the Annual Report which was lodged with ASX on 10 September 2019.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of the Annual Report are listed in Section 5.5.

Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether to participate in the Offer.

2.17 Enquiries concerning Prospectus

Any queries regarding the Offer or this Prospectus should be directed to the Company Secretary on (08) 9380 9440.

SECTION 3 — EFFECT OF THE OFFER

3.1 Capital Structure on completion of the Offer

Up to 62,561,547 Placement Options will be issued under the Offer. The Company's capital structure upon completion of the Offer is summarised below.

Shares	Number¹
Shares currently on issue	816,931,261
Shares to be issued under the Offer	Nil
Total Shares on completion of the Offer¹	816,931,261
Unlisted Options	Number¹
Unlisted Employee Options exercisable at 2.26 cents expiring 30 August 2021	5,333,331
Unlisted Employee Options exercisable at 2.34 cents expiring 30 August 2021	5,333,334
Unlisted Employee Options exercisable at 3.12 cents expiring 30 August 2021	3,000,001
Unlisted Employee Options exercisable at 1.35 cents expiring 9 September 2022	1,666,666
Unlisted Employee Options exercisable at 1.58 cents expiring 9 September 2022	1,666,667
Unlisted Employee Options exercisable at 1.80 cents expiring 9 September 2022	1,666,667

Unlisted Options exercisable at 3.0 cents expiring 20 May 2022	10,000,000
Total Options currently on issue	28,666,666
Maximum Placement Options that may be issued to Placement Participants who participated in the Tranche 1 Placement ²	59,436,547
Maximum Placement Options that may be issued to Placement Participants who participated in the Tranche 2 Placement ²	3,125,000
Total Options on completion of the Offer^{1,2}	91,228,213

Notes:

1. Assumes no Options currently on issue are exercised before completion of the Offer.
2. Assumes that all Placement Participants apply for their full Entitlement of Placement Options offered under this Prospectus.

3.2 Effect of the Offer on the Company

The principal effect of the Offer, assuming all Placement Options offered under this Prospectus are issued in accordance with the Offer, will be to increase the number of Options on issue by up to 62,561,547 Options. There will be no proceeds from the Offer. The expenses of the Offer of approximately \$9,206 will be met from the Company's existing cash reserves.

3.3 Market price of Shares

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

Highest: \$0.012 per Share on 5 September 2019

Lowest: \$0.006 per Share on 25 November 2019

Latest: \$0.007 per Share on 27 November 2019

3.4 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

SECTION 4 — RISK FACTORS

The proposed future activities of the Company are subject to a number of risks and other factors which may impact the financial performance of the Company and the value of its securities. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Company and cannot be mitigated.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which investors need to be aware of in evaluating the Company's business and the risks of investing in the Company. Potential investors should carefully consider the following factors in addition to the other information presented in this Prospectus.

4.1 Company specific risks

(a) Capital requirements

The continued operations of the Company are dependent on its ability to obtain financing through debt and equity means, or generating sufficient cash flows from future operations. There is a risk that the Company may not be able to access capital from debt or equity markets for future projects or developments, which could have a material adverse impact on the Company's business and financial condition.

The Company's ability to borrow money will be subject to the availability of debt at the time the Company wishes to borrow money and the cost of borrowing.

(b) Exploration and operational risks

Mining exploration and production is inherently risky and speculative in nature. There is no guarantee that gold deposits will be discovered in the locations being explored by the Company. In the event that deposits are discovered, there is no guarantee that they will be in commercially viable quantities or economically profitable.

In addition, the Company's operations and profitability are subject to the successful outcome of its exploration activities and will be affected by operational risks. These risks include geological conditions, technical difficulties, securing and maintaining tenements, weather and construction of efficient processing facilities. The operation may be affected by force majeure, engineering difficulties and other unforeseen events.

These factors affect the Company's ability to establish mining operations, continue with its projects and earn income from its operations and will affect the Company's share price.

(c) Mineral Resource estimates may be inaccurate

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates that were valid when made may change significantly when new information becomes available.

In addition, resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

(d) Commodity price volatility

International factors such as inflation, exchange rates, supply and demand and political and economic events, amongst other things, impact on gold prices, particularly in the current global economic market. As the Company is currently not in production, future revenue that may come from the sale of these mineral products and the Company's future profits are related to and influenced by the market price of the commodities.

If the price of gold seriously declines in the future, this will materially impact on the Company's ability to continue with its projects and the Company may be forced to discontinue some or all of its operations.

The Company gives no assurance that the fluctuations in the commodity prices will not affect timing and viability of the projects.

(e) **Land access risk**

The Company will experience delays and cost overruns in the event it is unable to access the land required for its operations. This may be as a result of weather, environmental restraints, native title, landholder's activities or other factors.

The Company's exploration activities are also dependent upon the grant, or as the case may be, the maintenance or renewal of appropriate licences, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The maintenance, renewal and granting of tenements often depends on the Company being successful in obtaining required statutory approvals. There is no assurance that the Company will be granted all the mining tenements for which it has applied or that licences, concessions, leases, permits or consents will be renewed as and when required or that new conditions will not be imposed in connection therewith and that it will be possible for the Company to satisfy these conditions. To the extent such approvals, consents or renewals are not obtained, the Company may be curtailed or prohibited from continuing with its exploration activities or proceeding with any future exploration or development.

(f) **Environmental regulation risk**

The Company's operations are subject to environmental regulations in Australia. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Government approvals and permits are required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of its mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions (including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed) and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Amendments to current laws, regulations and permits governing the Company's operations and activities, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or require abandonment or delays in the development of new properties.

(g) **Environmental liabilities risk**

The Company's activities are subject to potential risks and liabilities associated with the potential pollution of the environment and the necessary disposal of mining waste products resulting from mineral exploration and production. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) is not generally available to the Company (or to other companies in the minerals industry) at a reasonable price. To the extent that the

Company becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. Laws and regulations intended to ensure the protection of the environment are constantly changing and are generally becoming more restrictive.

(h) **Land rehabilitation requirements**

Although variable, depending on location and the governing authority, land rehabilitation requirements are generally imposed on mineral exploration companies, as well as companies with mining operations, in order to minimise long term effects of land disturbance. Rehabilitation may include requirements to control dispersion of potentially deleterious effluents and to reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out rehabilitation obligations imposed on the Company in connection with its mineral exploration, the Company must allocate financial resources that might otherwise be spent on further exploration and/or development programs.

(i) **Native Title**

The High Court of Australia, the Native Title Act 1993 (Cth) and State legislation recognise Aboriginal heritage and land rights. The risks include the following:

- (a) the Company may have to seek permits or licences to access land the subject of an Aboriginal heritage or land right claim. There is no guarantee that any such permit or licence will be granted;
- (b) the Company may have to comply with restrictions or conditions on accessing land the subject of an Aboriginal heritage or land right claim. This may result in the Company facing unplanned expenditure or delays. Failure to comply with any conditions on the permits may result in the Company losing its title to its tenements or forfeiting its permits;
- (c) the Company may have to pay compensation in order to settle native title claims. It is not possible to quantify the amount of compensation which may have to be paid at this stage; and
- (d) in the event the Company discovers evidence of Aboriginal heritage on land accessed by the Company, the Company must comply with regulations prohibiting the disturbance of physical evidence of prehistoric or historical significance without statutory permission and legislation prohibiting or restricting access to Aboriginal cultural heritage or native title land. Accordingly, delays or additional costs in the exploration or production of the Company's business may be experienced. Further, the disturbance of any such land or objects may expose the Company to additional fines or other penalties.

(j) **Metallurgical risks**

The economic viability of gold recovery depends on a number of factors such as the development of an economic process route for metal concentrates. Further, changes in mineralogy may result in inconsistent metal recovery.

(k) **Litigation risk**

The Company is subject to litigation risks. All industries, including the minerals exploration and mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit.

Due to the inherent uncertainty of litigation processes, the resolution of any particular legal

proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

(l) **Key person risk**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management, each of whom has knowledge and experience of the Company's operations that cannot be replicated by others in the short term. The Managing Director and management may, subject to the relevant periods of notice specified in their employment agreements with the Company, terminate their employment relationship with the Company at any time and the loss of any member of the senior management team could harm the Company's business.

It may be difficult to secure replacements with appropriate experience and expertise and it may be difficult to replace senior management in the short term. This may adversely affect the Company's business.

4.2 General risks

(a) **Price of securities**

The securities of the Company are subject to general market risks applicable to all securities listed on a stock exchange. This may result in fluctuations in the security price that are not explained by the performance of the Company.

The price at which the securities of the Company are quoted on the ASX may increase or decrease due to a number of factors, some of which may not relate directly or indirectly to the Company's performance or prospects.

There is no assurance that the price of the securities of the Company will increase in the future, even if the Company's earnings increase.

Some of the factors which may affect the price of the securities of the Company include:

- (i) fluctuations in the domestic and international markets for listed stocks;
- (ii) general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices or changes to government;
- (iii) fiscal, monetary or regulatory policies, legislation or regulation;
- (iv) inclusion in or removal from market indices;
- (v) the nature of the markets in which the Company operates;
- (vi) general operational and business risks;
- (vii) variations in sector performance, which can lead to investors exiting one sector to prefer another; and
- (viii) initiatives by other sector participants which may lead to investors switching from one stock to another.

Deterioration of general economic conditions may also affect the Company's business operations, and the consequent returns from an investment in securities of the Company.

In the future, the sale of large parcels of securities of the Company may cause a decline in the price at which the securities of the Company trade on ASX.

(b) Share market conditions

The market price of the Company's Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) Tax law and application

The application of and change in relevant tax laws (including income tax, goods and services tax (or equivalent)), rules relating to deductible liabilities, or changes in the way those tax laws are interpreted, will or may impact the tax liabilities of the Company or the tax treatment of a Securityholder's investment. An interpretation or application of tax laws or regulations by a relevant tax authority that is contrary to the Company's view of those laws may increase the amount of tax paid or payable by the Company.

Both the level and basis of tax may change. Any changes to the current rate of company income tax and/or any changes in tax rules and tax arrangements may increase the amount of tax paid or payable by the Company, may also impact Securityholder returns and could also have an adverse impact on the level of dividend franking and Securityholder returns. In addition, an investment in securities of the Company involves tax considerations which may differ for each Securityholder. Each Securityholder is encouraged to seek professional tax advice in connection with any investment in the Company.

(d) Force majeure events

Events may occur within or outside Australia that could impact upon global, Australian or other local economies relevant to the Company's financial performance, the operations of the Company and the price of the securities of the Company. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. The Company has only a limited ability to insure against some of these risks.

(e) Insurance coverage risk

Exploration and development operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, ground or slope failures, fires, floods, earthquakes and other environmental occurrences, political and social instability that could result in damage to or destruction of mineral properties or producing facilities, personal injury or death, environmental damage, delays in mining caused by industrial accidents or labour disputes, changes in regulatory environment, monetary losses and possible legal liability.

It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and development is not generally available to the Company or to other companies in the industry on acceptable terms. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company.

(f) **Unforeseen expenses**

The Company may be subject to significant unforeseen expenses or actions.

This may include unplanned operating expenses, future legal actions or expenses in relation to future unforeseen events. The Directors expect that the Company will have adequate working capital to carry out its stated objectives however there is the risk that additional funds may be required to fund the Company's future objectives.

(g) **Joint venture parties, contractors and agents**

The Directors are unable to predict the risk of:

- (i) financial failure or default by a participant in any joint venture to which the Company is or may become a party;
- (ii) insolvency or other managerial failure by any of the contractors used by the Company in any of its activities; or
- (iii) insolvency or other managerial failure by any of the other service providers used by the Company for any activities.

(h) **Accounting standards**

Australian Accounting Standards (**AAS**) are adopted by the Australian Accounting Standards Board (**AASB**) and are not within the control of the Company and its Directors. The AASB may, from time to time, introduce new or refined AAS, which may affect the future measurement and recognition of key statement of profit or loss and statement of financial position items. There is also a risk that interpretation of existing AAS, including those relating to the measurement and recognition of key statement of profit or loss or statement of financial position items may differ. Any changes to the AAS or to the interpretation of those standards may have an adverse effect on the reported financial performance and position of the Company.

(i) **Expected future events may not occur**

Certain statements in this Prospectus constitute forward looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance and achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Given these uncertainties, prospective investors should not place undue reliance on such forward-looking statements. In addition, under no circumstances should forward looking statements be regarded as a representation or warranty by the

Company, or any other person referred to in this Prospectus, that a particular outcome or future event is guaranteed.

(j) **Shareholder dilution**

In the future, the Company may elect to issue further securities in connection with fundraisings, including to raise proceeds for acquisitions. While the Company will be subject to the constraints of the Listing Rules regarding the percentage of its capital it is able to issue within a 12-month period (other than where exceptions apply), Shareholders may be diluted as a result of such fundraisings.

(k) **Trading in securities of the Company may not be liquid**

There is no guarantee that there will be an ongoing liquid market for securities of the Company. Accordingly, there is a risk that, should the market or Company's securities become illiquid, the Securityholders will be unable to realise their investment in the Company.

4.3 **Investment speculative**

The above risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by prospective investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Placement Options offered under this Prospectus. Prospective investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for Placement Options pursuant to this Prospectus.

SECTION 5 — ADDITIONAL INFORMATION

5.1 **Terms and Conditions of the Placement Options**

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

(a) **Entitlement**

Each Placement Option entitles the holder to acquire one Share upon the payment of an exercise price of \$0.02 (**Exercise Price**).

(b) **Exercise Price and Expiry Date**

The Placement Options will lapse at 5.00pm, Australian Western Standard Time on 9 December 2022 (**Expiry Date**).

(c) **Exercise Period and Exercise Notice**

Placement Options may be exercised at any time prior to the Expiry Date (**Exercise Period**) by the delivery to the registered office of the Company of a notice in writing (**Exercise Notice**) stating the intention of the Placement Option holder to exercise all or a specified number of Placement Options held by them accompanied by a certificate for the relevant Placement Options and payment to the Company of an amount in cleared funds for the aggregate Exercise Price in respect of the relevant Placement Options. The Exercise Notice and funds must be received by the Company during the Exercise Period. An exercise of only some Placement Options shall not affect the rights of the Placement Option holder to the balance of the Placement Options held by the Placement Option holder.

(d) **Shares issued on exercise and quotation of shares on exercise**

All Shares issued upon exercise of the Placement Options will, from the date they are issued, rank *pari passu* in all respects with the Company's then issued Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the Placement Options.

(e) **Options unquoted**

The Placement Options will not be listed for quotation on the ASX.

(f) **Timing of issue of Shares**

The Company shall as soon as practicable, and no later than 15 Business Days of the exercise of the Placement Options:

- i. allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number; and
- ii. if required, take steps so that any offer of those Shares for sale within 12 months of their issue will not require disclosure under section 707(3) of the Corporations Act.

(g) **Participation in new issues**

The Placement Option holder will only be entitled to participate in any new issue of securities to existing holders of Shares in the Company provided the Placement Option holder has exercised their Placement Options prior to the record date for determining entitlements.

(h) **Adjustment for bonus issue of Shares**

Subject to paragraph (i), if the Company makes a bonus share issue, a rights issue or any other similar issue of rights or entitlements, there will be no adjustment to the exercise price, the number of Shares per Placement Option or any other terms of those Placement Options.

(i) **Adjustment for reorganisation**

On a reorganisation of the Company's capital, the rights of Placement Option holders (including the number of Placement Options and the exercise price) will be changed to the extent necessary to comply with the Listing Rules.

(j) **No right to dividends**

The Placement Options do not confer on the holder any right to participate in dividends until Shares are allotted pursuant to the exercise of the Placement Options.

(k) **Transfer**

The Placement Options are transferable.

5.2 **Rights and liabilities attaching to Shares (on exercise of Placement Options)**

If validly exercised, the Placement Options will convert into Shares. The following is a summary of the more significant rights and liabilities attaching to Shares. This summary is not exhaustive and

does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, potential investors should seek independent legal advice.

Full details of the rights attaching to the Shares are set out in the Company's Constitution, a copy of which can be inspected at the Company's registered office.

(a) **Voting rights**

Every holder of Shares present in person or by proxy, attorney or representative at a meeting of Shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Shares who is present in person or by proxy, attorney or representative has;

- (i) one vote for every fully paid Share held by him or her; and
- (ii) a fraction of one vote for each partly paid up Share held by him or her.

A poll may be demanded by the chairman of the meeting, by at least five Shareholders entitled to vote on the particular resolution present in person, or by any one or more Shareholders who are together entitled to not less than 5% of the total voting rights of the Shares held by all Shareholders who have the right to vote on the resolution.

(b) **Dividends**

The Directors may determine that dividends are payable on Shares. Shareholders will be entitled to dividends as a result of ownership of Shares in accordance with the Constitution.

(c) **Further issues of securities**

Subject to the Corporations Act and the Listing Rules, the Directors may allot, grant options over, or otherwise dispose of Shares in the Company at the times and on the terms the Directors think fit but the Company shall not issue any Share with a voting right more advantageous than that available to any Share previously issued by the Company. A Share may be issued with other preferential or special rights.

(d) **Transfer of Shares**

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the Listing Rules or the Corporations Act for the purpose of facilitating dealings in Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

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

The Directors may refuse to register any transfer of Shares (other than a market transfer) where the Company is permitted or required to do so by the Listing Rules or the ASX Settlement Operating Rules. The Company must not prevent, delay or interfere with the generation of a proper market transfer in a manner which is contrary to the provisions of any of the Listing Rules or the ASX Settlement Operating Rules.

(e) **Meetings and notices**

Each Shareholder is entitled to receive notice of and to attend and vote at general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules.

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

(f) **Liquidation rights**

A liquidator may, with the authority of a special resolution of Shareholders:

- (i) distribute among the Shareholders the whole or any part of the remaining property of the Company; and
- (ii) decide how to distribute the property as between the Shareholders or different classes of Shareholders.

The liquidator may vest the whole or any part of the assets in trust for the benefit of Shareholders as the liquidator thinks fit, but no Shareholder can be compelled to accept any shares or other securities in respect of which there is any liability.

(g) **Variation of Rights**

If at any time the share capital is divided into different classes of shares, the rights attached to the shares in any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied or abrogated with the written consent of the holders of at least three-quarters of the issued shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

(h) **Indemnities**

Subject to the Corporations Act, the Company must indemnify each past and present officer against liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(i) **Shareholder liability**

The Shares, being fully paid shares, are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(j) **Alteration to the Constitution**

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

(k) **Listing Rules**

Despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Similarly, nothing in the Constitution prevents an act being done that the

Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

5.3 Company is a disclosing entity

The Company is a "disclosing entity" under the Corporations Act and is subject to the regime of continuous disclosure and periodic reporting requirements. Specifically, as a listed company, the Company is subject to the Listing Rules, which require continuous disclosure to the market of any information possessed by the Company, which a reasonable person would expect to have a material effect on the price or value of its securities.

5.4 Applicability of Corporations Act

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are continuously quoted securities of a body, or options to acquire such securities.

The Placement Options to be issued under this Prospectus are options to acquire Shares in the Company (i.e. a class of shares that were continuously quoted securities at all times in the 3 months before the issue of this Prospectus).

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

In preparing this Prospectus, regard has been had to the fact the Company is a disclosing entity for the purposes of the Corporations Act and matters may reasonably be expected to be known to investors and professional advisers whom investors may consult. It must be read in the context of, and having regard to, the Company's continuous disclosure obligations and publicly available information regarding the Company and its business.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the provisions of the Listing Rules as in force from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 3 months before the issue of this Prospectus. ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Perth during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC.

5.5 Copies of documents

The Company will provide a copy of each of the following documents, free of charge, to any investor invited to participate in this Offer, should they so request during the application period under this Prospectus. Alternatively, they can be downloaded from ASX's website at www.asx.com.au:

- (a) the Annual Report for the Company for the year ended 30 June 2019, being the most recent

financial report for a financial year of the Company lodged with ASIC before the issue of this Prospectus; and

- (b) the following continuous disclosure notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Report referred to in paragraph (a) and before the date of issue of this Prospectus:

Date	Description of ASX Announcement
10/09/2019	Corporate Governance Statement & Appendix 4G
20/09/2019	Drilling Re-Commences at Newington Gold Project
24/09/2019	Syndicated Expands High-Quality Newington Gold Project
4/10/2019	Notice of Annual General Meeting/Proxy Form
24/10/2019	Quarterly Activities Report
24/10/2019	Quarterly Cashflow Report
25/10/2019	Investor Presentation
6/11/2019	Acquisition of Highly Prospective Edjudina Gold Project
14/11/2019	Managing Directors AGM Presentation
14/11/2019	Results of Meeting
19/11/2019	High-Grade Gold at Dawsons Confirms Strong Prospectivity
22/11/2019	Syndicated Appoints New Senior Management Team
26/11/2019	Acquisition of Edjudina Gold Project Completed
26/11/2019	Appendix 3B and s708A Notice
26/11/2019	Appendix 3B and s708A Notice
26/11/2019	Appendix 3Y x 3

The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the office of the Company at 68A Hay Street, Subiaco, Western Australia:

- (i) this Prospectus;
- (ii) the Constitution; and
- (iii) the consents provided by the Directors to the issue of this Prospectus.

5.6 Information excluded from continuous disclosure notices

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

5.7 Determination by ASIC

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

5.8 Director Participation

Placement

Mr Peter Langworthy, Mr David Morgan and Mr Robert Cooper participated in the Placement, having received Shareholder approval for their participation at the Company's Annual General Meeting held on 14 November 2019. At the Annual General Meeting, Shareholders also approved Mr Langworthy, Mr Morgan and Mr Cooper applying for Placement Options under the Offer. As such, based on the number of Placement Shares issued to Mr Langworthy's nominee, Mr Morgan and his nominee and Mr Cooper under the Placement, they are eligible to apply for the following number of Placement Options under the Offer:

Director	Placement Shares	Placement Options
Mr Peter Langworthy	1,250,000 ¹	625,000 ¹
Mr David Morgan	2,500,000 ²	1,250,000 ²
Mr Robert Cooper	2,500,000	1,250,000

Notes: 1 – The Placement Shares were issued to the Langworthy Super Fund, an entity associated with Mr Langworthy. Mr Langworthy is a beneficiary of the Langworthy Super Fund. As such, the Langworthy Super Fund may apply for up to 625,000 Placement Options under the Offer.

2 - 1,250,000 Placement Shares were issued to Mr Morgan and 1,250,000 Placement Shares were issued to Penygroes Pty Ltd, an entity associated with Mr Morgan. Mr Morgan is a director of Penygroes Pty Ltd. As such, each of Mr Morgan and Penygroes Pty Ltd may apply for up to 625,000 Placement Options under the Offer.

Mr Bradley Drabsch and Mr Toby Wellman each subscribed for 2,500,000 Placement Shares under the Tranche 1 Placement at which time they were not Directors or proposed Directors of the Company. Any Placement Options applied for by Mr Drabsch and Mr Wellman will be issued under exception 10 in Listing Rule 10.12.

5.9 Directors' interests

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

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

(c) the Offer,

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

(a) as an inducement to become, or to qualify as, a Director; or

(b) for services provided in connection with:

(i) the formation or promotion of the Company; or

(ii) the Offer.

Detailed in the table are details of the Directors' relevant interests in the securities of the Company at the date of this Prospectus:

Director	Shares	Options
Mr Peter Langworthy ⁽¹⁾	25,398,240	3,000,000
Mr David Morgan ⁽²⁾	18,466,677	7,000,000
Mr Robert Cooper	4,080,000	2,000,000
Mr Bradley Drabsch ⁽³⁾	2,500,000	24,000,000 ⁽³⁾
Mr Toby Wellman ⁽³⁾	2,500,000	24,000,000 ⁽³⁾

Notes:

- (1) 15,814,907 shares and 3,000,000 unlisted Options are held by Jericho Exploration Pty Ltd as trustee for the Langworthy Family Trust (of which Mr Langworthy is a beneficiary), 3,630,952 shares are held by the Langworthy Super Fund and 5,952,381 shares are held by Omni GeoX Pty Ltd (of which Mr Langworthy is a director).
- (2) 10,595,885 shares are held by Emlyn Holdings Pty Ltd as trustee for Glyn Dwr Trust (of which Mr Morgan is a beneficiary), 3,370,792 shares are held by Mr Morgan and Mrs F Morgan as trustee for Morgold Superannuation Fund, 1,250,000 shares and 7,000,000 Options are held by Penygroes Pty Ltd (of which Mr Morgan is a director) and 3,250,000 shares are held directly by Mr Morgan.
- (3) As announced by the Company on 22 November 2019, Mr Drabsch and Mr Wellman will be appointed to the Board effective 1 December 2019. The issue of the 24,000,000 incentive options to each of Mr Drabsch and Mr Wellman are subject to shareholder approval.

5.10 Directors remuneration

Directors received the following remuneration for the preceding two financial years:

Director ⁽²⁾	Financial Year	Total Remuneration (A\$) ⁽¹⁾
Mr Peter Langworthy	2018	78,058
	2019	67,079
Mr David Morgan	2018	88,731
	2019	258,975
Mr Robert Cooper	2018	51,829
	2019	35,484

Notes:

(1) The above table includes values for share based payments (Options) at their fair value. Please refer to the Company's annual reports for the years ended 30 June 2018 and 30 June 2019 for further details. Mr Morgan was appointed to the role of Managing Director from his previous role of Non-executive Director on 26 April 2018.

(2) As announced by the Company on 22 November 2019, Mr Drabsch and Mr Wellman will be appointed to the Board effective 1 December 2019 and as such did not receive remuneration during the financial years 2018 and 2019.

5.11 Interests of named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on 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 Offer; or
- (c) the Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any expert, promoter or any other 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, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

5.12 Litigation

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

5.13 Consents

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

5.14 Expenses of the Offer

The estimated expenses of the Offer (exclusive of GST) are estimated to be as follows:

	\$
ASIC lodgement fee	3,206
Legal expenses	5,000
Printing, mailing and other expenses	1,000
Total	9,206

On 11 September 2019, the Company paid JP Equity Partners a fee of \$60,000 for acting as lead manager to the Placement. No mandate letter was entered into with JP Equity Partners in relation to their role as lead manager to the Placement and no fee is payable to JP Equity Partners in relation to the Offer.

5.15 Electronic Prospectus

Pursuant to Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic copy of this Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of Placement Options in response to an electronic Application Form, subject to compliance with certain provisions.

If you have received an electronic copy of this Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send to you, free of charge, either a hard copy or a further electronic copy of this Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. Placement Options will not be issued except upon receipt of a valid Application Form, attached to this Prospectus.

SECTION 6 — AUTHORISATION

This Prospectus is authorised by each of the Directors. This Prospectus is signed for an on behalf of the Company by:

A handwritten signature in black ink, appearing to read 'D. Morgan', with a stylized flourish at the end.

David Morgan
Managing Director

28 November 2019

SECTION 7 — DEFINED TERMS

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

\$ or Dollar means Australian dollars.

Annual General Meeting means the Company's Annual General Meeting held on 14 November 2019.

Annual Report means the financial report lodged by the Company with ASIC in respect to the year ended 30 June 2019 and includes the corporate directory, chairman's report, operations review, Shareholder information, financial report of the Company and its controlled entities for the year ended 30 June 2019, together with a Directors' report in relation to that financial year and the auditor's report for the period to 30 June 2019.

Applicant means a person who applies for Placement Options pursuant to the Offer using an Application Form.

Application means an application for Placement Options under the Offer.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Settlement means ASX Settlement Pty Ltd (ACN 008 504 532).

ASX Settlement Operating Rules means the settlement operating rules of ASX Settlement as amended from time to time.

Board means the board of Directors as constituted from time to time.

Business Day has the same meaning given to it in the Listing Rules.

CHES means ASX Clearing House Electronic Sub-register System.

Closing Date has the meaning given in the Indicative Timetable.

Company means Syndicated Metals Limited (ACN 115 768 986).

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

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

Directors means the directors of the Company.

Electronic Prospectus means the electronic version of this Prospectus.

Entitlement means the entitlement of a Placement Participant to subscribe for one (1) Placement Option under the Offer for every two (2) Placement Shares issued to them under the Placement.

Indicative Timetable means the indicative timetable on page 5 of this Prospectus.

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

Listing Rules means the official listing rules of ASX.

Notice of Annual General Meeting means the notice convening the Annual General Meeting, including the Explanatory Memorandum.

Offer has the meaning given in Section 2.1.

Official Quotation means quotation on the official list of the ASX.

Opening Date has the meaning given in the Indicative Timetable.

Option means an option to acquire one Share.

Participating Directors has the meaning given in Section 1.1.

Placement has the meaning given in Section 1.1.

Placement Options has the meaning given in Section 1.1.

Placement Participant means a person who subscribed for Placement Shares in the Placement.

Placement Shares has the meaning given in Section 1.1.

Prospectus means this prospectus dated 28 November 2019 and includes the Electronic Prospectus (where applicable).

Securityholder means a holder of Placement Options.

Section means a section of this Prospectus.

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

Shareholder means the holder of one or more Shares.

Share Registry means Computershare Investor Services Pty Limited.

Tranche 1 Placement has the meaning given in Section 1.1.

Tranche 2 Placement has the meaning given in Section 1.1.

WST means Australian Western Standard Time.



EQUITY PARTNERS



SYNDICATED METALS

Broker Stamp

ACN 115 768 986

DO NOT COMPLETE THIS FORM UNLESS INSTRUCTED TO DO SO

PLACEMENT OPTION APPLICATION FORM

Complete this Application form if you wish to apply for Placement Options (as defined in the Prospectus dated 28 November 2019) in Syndicated Metals Limited.

- Please read the Prospectus dated 28 November 2019
Follow the instructions to complete this Application form (see reverse).
Print clearly in capital letters using black or blue pen.

Number of Placement Options you are applying for: [input field]

The Placement Options are free Options exercisable at \$0.02 on or before 5pm Australian Western Standard Time on 9 December 2022.

A Write the name(s) you wish to register the Securities in (see reverse for instructions)

Applicant 1

[input field for Applicant 1 name]

Name of Applicant 2 or < Account Designation >

[input field for Applicant 2 name]

Name of Applicant 3 or < Account Designation >

[input field for Applicant 3 name]

B Write your postal address here

Number / Street

[input field for Number / Street]

Suburb/Town

[input field for Suburb/Town]

State

[input field for State]

Postcode

[input field for Postcode]

C CHESS participant - Holder Identification Number (HIN)

[input field for HIN with 'X' in first box]

D Enter your Tax File Number(s), ABN, ACN or exemption category

Applicant #1

[input field for Applicant #1]

Applicant #2

[input field for Applicant #2]

Applicant #3

[input field for Applicant #3]

E Contact telephone number (daytime/work/mobile)

[input field for telephone number]

F Email address

[input field for email address]

By submitting this Application form, I/We represent and warrant that I/we have read and understood the Prospectus which accompanied this Application Form and declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of this Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Syndicated Metals Limited and agree to the terms and conditions of the Placement Options under this Prospectus (including the representations, warranties and agreements contained in the Prospectus), and in particular, that I/we have not relied on any other information provided by the Company other than as set out in this Prospectus when making my/our decision to invest. I/We represent, warrant and undertake to the Company that our subscription for the above Placement Options will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for securities in the Company.

PLACEMENT OPTION APPLICATION FORM INSTRUCTIONS

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THE APPLICATION FORM

Please complete all relevant sections of this Placement Option Application Form using BLOCK LETTERS.

These instructions are cross-referenced to each section of the Placement Option Application Form.

INSTRUCTIONS

- A. Write your full name. Initials are not acceptable for first names.
- B. Enter your postal address for all correspondence. All communications to you from Syndicated Metals Limited will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- C. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN. NB: your registration details provided must match your CHESS account exactly.
- D. Enter your Australian tax file number ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN/ABN of each joint Applicant. Collection of TFNs is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- E. Enter your telephone contact details so we may contact you regarding your Application Form.
- F. Enter your email address so we may contact you regarding your Application Form or other correspondence.

CORRECT FORMS OF REGISTRABLE TITLE

ONLY legal entities can hold the Securities. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

LODGMET

Deliver your completed Application Form via email to: admin@jpequity.com.au.

It is not necessary to sign or otherwise execute the Placement Option Application Form.

If you have any questions as to how to complete the Placement Option Application Form, please contact JP Equity Partners on (08) 9386 2801.