

# ENEGEX LIMITED

ACN 160 818 986

## PRO RATA NON-RENOUNCEABLE RIGHTS ISSUE PROSPECTUS

**For the non-renounceable rights issue of approximately 33,499,912 new Shares at \$0.022 (2.2 cents) per Share, on the basis of 1 new Share for every 3 Shares held on the Record Date to raise up to approximately \$736,998**

**and the grant of approximately 16,749,956 New Options for no additional consideration on the basis of 1 New Option for every 2 Shares subscribed for under this Offer, such New Options being exercisable at any time on or before 31 August 2022 at an exercise price of \$0.03 (3 cents)**

**Offer closes at 5.00 pm AEST on 23 September 2020**

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act 2001. This document is important and should be read in its entirety, together with the Entitlement and Acceptance Form attached to this Prospectus. If, after reading this Prospectus, you have any questions about the Securities being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser.

**The Securities offered under this Prospectus should be considered highly speculative.**



27 August 2020

Dear Shareholder,

On behalf of the Board of EnegeX Limited (“EnegeX” or the “Company”), I invite you to participate in EnegeX’s non-renounceable pro rata rights issue on the basis that for every three Shares held as at the Record Date, Eligible Shareholders will have the right to subscribe for one new Share at an issue price of \$0.022 (2.2 cents) per new Share. Each subscriber will also be entitled to receive (for no additional consideration) one New Option (exercisable at a price of \$0.03 at any time on or before 31 August 2022) for every two Shares subscribed for and received under this Prospectus.

The Issue Price of the new Shares represents a 56% discount to the 10 day volume-weighted average price (VWAP) of Shares as at 26 August 2020 (being \$0.05)

The New Options will not be quoted and will comprise a new class of security.

The Rights Issue seeks to raise up to \$736,998 (before costs) to provide working capital for EnegeX to advance exploration at its projects, particularly its South West Terrane initiative where the Company has established an extensive tenement position in an emerging nickel-copper-cobalt-PGE province. If fully subscribed, a total of approximately 33,499,912 new Shares will be issued under the Rights Issue.

In the event of a Shortfall, the Directors reserve the right to place the Shortfall at their sole discretion subject to the provisions of the Corporations Act and the Listing Rules.

I encourage you to read this Prospectus in full before deciding whether to take up your Entitlement under the Rights Issue. Should you have any doubts about what action to take, you should consult your stockbroker, accountant or other professional advisor. The Offer closes on 23 September 2020.

I intend to participate fully in the Offer, personally and in respect of entities that I control.

For and on behalf of the Board.

A handwritten signature in black ink, appearing to read "E.G. Albers".

E.G. Albers  
Chairman

**EnegeX Limited** ABN 28 160 818 986  
108 Marlborough Street Bentleigh East 3165  
t +61 3 8610 4702 e info@EnegeX.com w www.EnegeX.com

## **DIRECTORS**

### **Geoffrey Albers**

Non-Executive Chairman

### **Raewyn Clark**

Executive Director

### **Peter Armitage**

Non-Executive Director

## **COMPANY SECRETARY**

Robert Wright

## **REGISTERED OFFICE**

108 Marlborough Street

Bentleigh East Vic 3165

Website: [www.Enegex.com](http://www.Enegex.com)

Email: [admin@Enegex.com](mailto:admin@Enegex.com)

Ph: (03) 8610 4702

Fax: (03) 8610 4799

## **SHARE REGISTRY**

Automic Registry Services

Level 5, 126 Phillip Street

Sydney NSW 2000

Telephone: 1300 288 664 (within Australia)

Telephone: +61 (0) 2 9698 5414 (outside Australia)

Website: [www.automic.com.au](http://www.automic.com.au)

## **AUDITORS\***

Grant Thornton Audit Pty Ltd

Collins Square, Tower 5

727 Collins Street

Melbourne, Victoria 3008 Australia

## **STOCK EXCHANGE LISTING**

ASX Limited

Level 4, North Tower, Rialto

525 Collins Street

Melbourne, Victoria 3000 Australia

Website: [www.asx.com.au](http://www.asx.com.au)

**ASX Code:** ENX

## **INCORPORATION**

Incorporated in the State of Victoria

on 17 October 2012

*\* Included for information purposes only. Grant Thornton has not been involved in the preparation of this Prospectus.*

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## **RISK FACTORS**

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors that investors should be aware of are set out in section 4 of this Prospectus. These risks, together with other general risks applicable to all investments in quoted securities not specifically referred to, may affect the future value of the Securities. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities under this Prospectus.

## **ELECTRONIC PROSPECTUS**

A copy of this Prospectus can be downloaded from the website of the Company at [www.enegex.com](http://www.enegex.com) or the ASX website. Any person accessing the electronic version of this Prospectus for the purposes of making an investment in the Company must be an Australian resident and must only access this Prospectus from within Australia.

## **IMPORTANT NOTICES**

This Prospectus is dated 27 August 2020 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the Securities the subject of this Prospectus.

The Company is an ASX listed company whose Shares are granted official quotation by ASX.

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 professional advisers who investors may consult.

No person is authorised to give any information or to make any representations in connection with this Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied upon as having been authorised by the Company or its Directors.

This Prospectus is a 'transaction-specific' prospectus issued under section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. The Prospectus is therefore intended to be read in conjunction with the publicly available information in relation to the Company, which has been notified to the ASX; it does not include all information that would be included in a prospectus for an initial offering of securities in a company that is not already listed on the ASX. Accordingly, prospective investors should also have regard to other publicly available information in relation to the Company before deciding whether to apply for Securities under this Prospectus.

This Prospectus has not been, nor will it be, lodged, filed or registered with any regulatory authority under the securities laws of any country other than Australia. The Securities the subject of this Prospectus have not been, nor will they be, approved by or registered with any regulatory authority of any other country. This Prospectus does not constitute an offer or issue in any place in which, or to any person to whom, it would not be lawful to make such an offer or issue. Refer to section 2.8 of this Prospectus for treatment of overseas shareholders. The Corporations Act prohibits any person passing onto another person an Entitlement and Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. During the Offer period any person may obtain a copy of this Prospectus free of charge by contacting the Company.

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

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

## **FORWARD-LOOKING STATEMENTS**

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its Directors and its management.

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

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

These forward-looking statements are subject to various risk factors that could cause the actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in section 4 of this Prospectus.

## 1. TIMETABLE AND IMPORTANT DATES

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The following key dates are indicative only and may be subject to change without notice.

<b>Announcement of Offer</b> , lodgement of Prospectus with ASIC and ASX, and Appendix 3B lodged with ASX	27 August 2020
Ex date (date Shares are quoted ex-Rights)	31 August 2020
<b>Record Date</b> <sup>1</sup> for determining Entitlements	1 September 2020
<b>Opening Date</b> . Prospectus and personalised Entitlement and Acceptance Forms despatched to Shareholders and Company announces despatch has been completed	3 September 2020
Last day to extend the Closing Date	18 September 2020
<b>Closing Date</b> <sup>2</sup>	23 September 2020
New Shares quoted on a deferred settlement basis	24 September 2020
ASX notified of Shortfall	28 September 2020
<b>Issue of new Shares and New Options</b> <sup>2</sup> and lodgement of Appendix 2A applying for quotation of the new Shares	30 September 2020
Deferred settlement trading ceases at market close	30 September 2020
Despatch of holding statements	30 September 2020
<b>Quotation and normal trading of new Shares</b> issued under the Offer expected to commence on ASX	1 October 2020
Deadline for placement of Shortfall Securities	1 December 2020

<sup>1</sup> 7.00 pm AEST. This date, and all dates after this date are indicative only.

<sup>2</sup> 5.00 pm AEST. Subject to the unqualified right of the Directors to extend the Closing Date, in which case the Allotment Date will change accordingly.

## **2. DETAILS OF THE OFFER**

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### **2.1. The Offer**

The Company is making a pro-rata non-renounceable issue of Securities to Eligible Shareholders who are registered as at 7.00 pm AEST on 1 September 2020 ("Record Date").

The Offer is made on the basis that for every 3 Shares held as at the Record Date, Eligible Shareholders will have the right to subscribe for 1 new Share at an issue price of \$0.022 (2.2 cents) each. Each Eligible Shareholder will also be entitled to receive 1 New Option for every 2 Shares subscribed for and received under this Prospectus for no additional consideration. The exercise price of the New Options is \$0.03 (3 cents) and the expiry date is 31 August 2022. The full terms of the New Options are set out in section 5.2 of this Prospectus.

In the calculation of any Entitlement, fractions will be rounded up to the nearest whole number.

Based on the capital structure of the Company at the date of this Prospectus, approximately 33,499,912 new Shares and 16,749,956 New Options will be offered under this Offer, to raise approximately \$736,998 (before the costs of the Offer).

This Offer is made on a non-renounceable basis, which means that Eligible Shareholders may not sell or transfer all or part of the Entitlement. If an Entitlement is not taken up under the Offer by the Closing Date, the Entitlement will lapse. Any new Shares and New Options not applied for will form part of the Shortfall.

New Shares to be issued under this Offer are fully paid ordinary shares and will rank equally with all other ordinary shares on issue from the date of issue and allotment.

A personalised Entitlement and Acceptance Form, which sets out each Eligible Shareholder's entitlement to new Shares and New Options, accompanies this Prospectus Document.

### **2.2. No Minimum Subscription**

There is no minimum subscription.

### **2.3 Eligible Shareholders and Ineligible Shareholders**

Eligible Shareholders are those Shareholders who:

- a) are registered as a holder of Shares as at the Record Date;
- b) have registered addresses on the EnegeX Share Register in Australia or New Zealand or are otherwise eligible under applicable securities laws to receive an offer to subscribe for new Shares under the Offer. In this context "*applicable securities laws*" include the securities laws of the jurisdiction in which the Shareholder (representing that the Shareholder is an Eligible Shareholder) is resident without this Prospectus being registered under such applicable securities laws; and
- c) are not in the United States and are not acting for the account or benefit of a person in the United States.

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

Where a Shareholder whose address in EnegeX's share register is outside of Australia and New Zealand returns a completed personalised Entitlement and Acceptance Form or makes a payment by BPAY® and thus

represents and warrants to Egegex that the Shareholder satisfies each of the criteria listed above to be an Eligible Shareholder, Egegex will accept such representation and determine that the Shareholder is an Eligible Shareholder as so represented.

#### **Shareholders who are not Eligible Shareholders are Ineligible Shareholders.**

By returning a completed personalised Entitlement and Acceptance Form or by making a payment by BPAY® you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Shareholder.

Nominees, trustees and custodians are therefore advised to seek independent professional advice as to how to proceed.

Egegex may (in its absolute discretion) accept Applications from Shareholders whose addresses in the share register are outside Australia and New Zealand who, if sent the Prospectus, represent, by acceptance of the Offer, that they are Eligible Shareholders in accordance with all applicable laws as referred to above. However, Egegex will not send this Prospectus or any Entitlement and Acceptance Form to any person in the United States or accept Applications from United States residents or from persons in the United States or from persons who are acting for the account or benefit of United States residents or persons in the United States. Where Egegex does not make an Offer to any shareholder who has a registered address outside of Australia and New Zealand, Egegex will, in accordance with Listing Rule 7.7.1(b), send each holder to whom it will not offer the new Shares, details of the Rights Issue and an advice that Egegex will not offer new Shares to those shareholders.

## **2.4 Action required**

Eligible Shareholders who wish to take up all or part of their Entitlement can complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on the form, and lodge the form together with their payment for the appropriate amount so that it reaches the Company's share registry:

#### **By post:**

Egegex Limited  
c/- Automic Registry Services  
GPO Box 5193  
Sydney NSW 2000

#### **By delivery (between 9am to 5pm AEDT):**

Egegex Limited  
c/- Automic Registry Services  
Level 5, 126 Phillip Street  
Sydney NSW 2000

Completed Entitlement and Acceptance Forms must reach the Company's share registry by no later than 5.00 pm AEST on **the Closing Date, being 23 September 2020**.

Cheques should be made payable to "Egegex Limited" and crossed "Not Negotiable".

**Alternatively, you can pay by BPAY in accordance with the instructions on the Entitlement and Acceptance Form. It is your responsibility to ensure the payment is received by the Company by no later than 5.00pm AEST on 23 September 2020. You should be aware that your own financial institution may implement earlier cut off times with regards to electronic payments and you should take this into consideration when making payment.**

The Company accepts no responsibility for late or incorrectly completed BPAY payments.

If paying by BPAY there is no need to forward the completed Entitlement and Acceptance Form to the Company's share registry.

If the amount of your cheque(s) for application money (or the amount for which those cheque(s) clear in time for allocation) is insufficient to pay for the number of new Shares you have applied for in your Entitlement and Acceptance Form, you may be taken to have applied for such lower number of new Shares as your cleared



application money will pay for (and to have specified that number of new Shares in your Entitlement and Acceptance Form) or your application may be rejected at the discretion of the Directors.

A completed and lodged Entitlement and Acceptance Form constitutes a binding offer to acquire new Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn. Refer to section 6.8 of this Prospectus for further details.

If you decide not to accept your Entitlement, you do not need to take any action.

## **2.5 Shortfall**

Any new Shares and New Options not applied for under the Offer will form the Shortfall. Shortfall Securities may be placed at the Directors' discretion.

The Shortfall is not offered to any Eligible Shareholder or other investor under this Prospectus.

The Directors propose and reserve the right to allocate Shortfall Securities to sophisticated and professional investors as defined in sections 708(8), 708(10) and 708(11) of the Corporations Act, subject to the Listing Rules and any restrictions under applicable law, within 3 months of the close of the Offer. The Directors will have discretion as to how to allocate all or any of the Shortfall. The issue price of the Shortfall Securities will not be less than the price at which the Securities were offered under the Offer.

The Directors will not allocate the Shortfall to the extent that the recipient's voting power in the Company on issue of Shortfall Securities would exceed 20%.

As at the date of this Prospectus the Directors propose to allocate any Shortfall to new Investors only, having regard to the best interests of the Company, and the Company's desire to maximise the amount of funds raised.

## **2.6. No Underwriting**

The Offer is not underwritten.

## **2.7. Effect of the Offer on the Control of the Company**

### **(a) General**

The maximum number of new Shares that will be issued under the Offer is approximately 33,499,912 . This equates to approximately 25% of all the issued Shares in the Company following completion of the Offer (on an undiluted basis).

The potential effect the Offer will have on the control of the Company's undiluted share capital will depend on the extent to which Eligible Shareholders take up their Entitlements under the Offer.

If all Eligible Shareholders take up their Entitlements in full, the Offer will have no material effect on the control of the Company.

Shareholders should be aware that if they do not participate in the Offer and the Offer is fully subscribed, their holdings are likely to be diluted by approximately 25% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus), and their holdings are likely to be diluted by approximately 38% on a fully diluted basis (taking into account the number of existing options on issue and New Options to be issued).

### **(b) Details of Substantial Shareholders**

Based on lodged substantial shareholder notices or other publicly available information as at the date of this Prospectus, those persons which (together with their Associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
<b>Albers Shareholders</b>	31,135,517	30.98
<b>Ross Di Bartolo</b>	10,201,611	10.15

Mr E.G. Albers, Chairman of Egegex, and his Associates are referred to herein as the **Albers Shareholders**. Mr Albers has indicated that he and his Associates intend to participate in the Offer by taking up their full Entitlements. See section (c) for further details.

No person (other than the Albers Shareholders) will have a voting power in the Company in excess of 20% of the total voting power attached to all Shares on issue subsequent to the close of the Offer.

### **(c) Controlling interest of Albers Shareholders**

The Albers Shareholders presently own 30.98% of the Shares, as specified in the table below.

The following table calculates the effect (on an undiluted basis) on Albers Shareholders interests and voting power for four alternate cases assuming 100% acceptance by Albers Shareholders. See section 6.1 of this Prospectus for details of the Albers Shareholdings.

<b>POSSIBLE INCREASE IN CONTROL SCENARIOS</b>				
	<b>Case A</b>	<b>Case B</b>	<b>Case C</b>	<b>Case D</b>
% acceptance by Albers Shareholders	100%	100%	100%	100%
% acceptance of non-Albers Shareholders entitlement (including Shortfall)	10%	50%	75%	100%
Present issued capital	100,499,737	100,499,737	100,499,737	100,499,737
Present Albers Shareholding	31,135,517	31,135,517	31,135,517	31,135,517
<b>Current Albers Voting Power</b>	<b>30.98%</b>	<b>30.98%</b>	<b>30.98%</b>	<b>30.98%</b>
Total Albers entitlement	10,378,506	10,378,506	10,378,506	10,378,506
<b>Post new Shares:</b>				
Shares subscribed for by Albers Shareholders	10,378,506	10,378,506	10,378,506	10,378,506
Shares subscribed for by other Shareholders	2,312,141	11,560,703	17,341,055	23,121,407
Total new Shares	12,690,646	21,939,209	27,719,561	33,499,912
Capital post Issue	113,190,383	122,438,946	128,219,298	133,999,649
Post Issue Albers Shareholding	41,514,023	41,514,023	41,514,023	41,514,023
<b>Albers Shareholders voting power post Issue</b>	<b>36.68%</b>	<b>33.91%</b>	<b>32.38%</b>	<b>30.98%</b>
<b>Increase in Albers Shareholders voting power</b>	<b>5.70%</b>	<b>2.93%</b>	<b>1.40%</b>	<b>0.00%</b>

## 2.8 Overseas Shareholders

This Prospectus has been prepared to comply with the requirements of the securities laws of Australia and New Zealand.

To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any participation (including for your own account or when you hold Shares beneficially for another person) complies with all applicable foreign laws and that each beneficial owner on whose behalf you are submitting the personalised Entitlement and Acceptance Form is not in the United States and not acting for the account or benefit of a person in the United States.

This Prospectus does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Offer, the Entitlements or the new Shares or New Options, or otherwise permit the public offering of the new Shares and New Options, in any jurisdiction other than Australia and New Zealand. This Offer of new Shares and New Options is non-renounceable and therefore the right to acquire new Shares and New Options cannot be acquired by or exercised by any person other than the Eligible Shareholder to whom the Offer is made.

All Overseas Shareholders should carefully consider whether they are or are not an Eligible Shareholder who is entitled under applicable securities laws to receive an offer to subscribe for new Shares and New Options under the Offer and entitled to subscribe for same without this Prospectus being registered under such applicable securities laws. If an Overseas Shareholder considers that they are so entitled and that Overseas Shareholder lodges an Entitlement and Acceptance Form accompanied by the applicable Application Moneys then EnegeX will rely on the representation and warranty so made that the Overseas Shareholder is an Eligible Shareholder and not an Ineligible Shareholder. In this context "applicable securities laws" include the

securities laws of the jurisdiction in which the Shareholder (representing that the Shareholder is an Eligible Shareholder) is resident.

The distribution of this Prospectus (including an electronic copy and including any Entitlement and Acceptance Form) outside Australia and New Zealand may be restricted by law. If you come into possession of this Prospectus, you should observe all restrictions on your right to acquire the new Shares and New Options under the laws of the jurisdiction in which you are resident or by which you are bound and should seek your own advice on such restrictions.

Any non-compliance by you with those restrictions may contravene applicable securities laws.

### **New Zealand**

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any new Shares or New Options.

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

### **United States**

Entitlements (or Rights) and 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 United States. Entitlements may not be purchased, taken up or exercised by persons in the United States or by persons who are acting for the account or benefit of persons in the United States. Neither the Entitlements nor the new Shares may be offered to or sold to persons in the United States or to persons who are acting for the account or benefit of persons in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

Entitlements and the new Shares and New Options the subject of the Offer will be sold only in 'offshore transactions' (as defined in Rule 902(h) under the US Securities Act of 1933 ("US Securities Act")) in reliance on Regulation S under the US Securities Act. Because of these legal restrictions, you must not distribute, release or send copies of this Prospectus, any Entitlement and Acceptance Form or any other material relating to the Offer to any person in the United States.

## **2.9 Allotment and Issue of Securities**

The new Shares and New Options will be allotted and issued as soon as practicable after the Closing Date.

Statements of holding for the new Shares and New Options will be mailed to applicants as soon as practicable after the Closing Date.

Prior to allotment of the new Shares and New Options, all application moneys will be held in trust for applicants. The Company will retain any interest earned on the application moneys.

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

## **2.10 Official Quotation by ASX**

Application to ASX for admission of the new Shares to Official Quotation will be made by the Company within 7 days of the date of this Prospectus.

If the application referred to above is not made within the 7 days, or the new Shares are not admitted to Official Quotation on ASX within 3 months after the Closing Date, or such longer period as is permitted by the Corporations Act, none of the Securities offered by this Prospectus will be issued. In that circumstance, all applications will be dealt with in accordance with section 724 of the Corporations Act.

The New Options will comprise a new class of unquoted security.

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

## **2.11 Risk Factors**

Investors should carefully read the risk factors outlined in section 4 of this Prospectus. An investment of this kind involves a number of risks, some of which are specific to the Company and the industry in which it operates.

## **2.12 Rights Attaching to new Shares and New Options**

Summaries of the rights attaching to new Shares and New Options are set out in sections 5.1 and 5.2 of this Prospectus, respectively.

## **2.13 Taxation Implications**

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Issue or Shareholders applying for new Shares and New Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders arising from the Issue. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Issue.

## **2.14. Notice to Nominees and Custodians**

Nominees and custodians that hold existing Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

## **2.15. Summary**

This section 2 is not intended to provide full details and information on the Offer. Shareholders must read this Prospectus in full in order to make a fully informed investment decision.

## **2.16. Enquiries**

Any questions concerning the Offer should be directed to the Company's share registry in the first instance (Telephone: +61 1300 288 664) otherwise to the Company (Telephone: +61 3 8610 4702).

### 3. PURPOSE AND EFFECT OF THE OFFER

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#### 3.1. Purpose of Offer and Use of Funds

The purpose of the Offer is to raise funds of up to \$736,998 (before expenses of the Offer). The proceeds of the Offer will be applied towards the Company's exploration activities, predominantly at its South West Terrane Projects in Western Australia.

Use of Funds	\$
Exploration and evaluation expenditure	330,000
Corporate overheads, administration costs and general working capital	181,998
Repayment of loan to Australis Finance Pty Ltd*	200,000
Costs of the Offer	25,000
<b>Total:</b>	<b>\$736,998</b>

The Company has the benefit of a \$250,000 line of credit facility, drawn to \$200,000 as at the date of this Prospectus, with Australis Finance Pty Ltd, an Associate of the Chairman, Mr E.G. Albers. The outstanding balance of the line of credit facility will be repaid to Australis Finance Pty Ltd from funds raised from the Offer. Mr Albers has advised the Company that he and his Associates intend to participate in the Offer, which participation will exceed the outstanding balance of the line of credit facility, as set out in the table at section 6.3 of this Prospectus.

The information set out in this section is indicative only and is a statement of present intention as at the date of this document, and assumes that the Offer is fully subscribed. The exact quantum of funds expended by the Company on any particular item may change depending on the Company's circumstances and priorities. The Board reserves the right to alter the way funds are applied on this basis.

The amount of general working capital referred to above may be applied towards corporate administration costs or expenses incurred in the event that any new resource projects are identified.

#### 3.2. Effect on Capital Structure

A table of changes in the capital structure of the Company as a consequence of the Offer is set out below (assuming full subscription of the Offer, and subject to rounding):

Shares	Number
Shares quoted on ASX as at the date of this Rights document	100,499,737
Shares to be issued under the Offer	33,499,912
<b>Total after completion of the Offer</b>	<b>133,999,649</b>

Unquoted Options (1)	Number
Unquoted options as at the date of the Rights document <i>(Subject to approval of shareholders)</i>	10,000,000
New Options to be granted under the Offer	16,749,956
<b>Total Unquoted options on issue after completion of the Offer</b>	<b>26,749,956</b>

1. exercisable at \$0.03 each on or before 31 August 2022

### **3.3. Effect on cash reserves**

The principal effect of the Offer will be to increase cash reserves (before payment of expenses of the Offer) by up to \$736,998.

### **3.4. Pro-forma Balance Sheet**

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

The significant accounting policies upon which the Balance Sheet and pro-forma Balance Sheet are based are contained in the audit reviewed financial report of the Company for the six months ended 31 December 2019.

The unaudited pro-forma Balance Sheet has been prepared by adjusting the Balance Sheet as at 24 August 2020 to reflect the financial effect of the following transactions as if they had occurred at 24 August 2020:

- The Offer of approximately 33,499,912 new Shares on a 1 for 3 basis at an issue price of \$0.022 (2.2 cents) together with a 1 for 2 free New Option exercisable at \$0.03 (3 cents) on or before 31 August 2022 to raise approximately \$736,998 before costs of the Issue, assuming the Offer is fully subscribed.
- The costs of the Offer have been estimated at \$25,000 and have been expensed against issued capital.

Other than as set out above, the pro-forma Balance Sheet has been prepared on the basis that there have been no material movements in the assets and liabilities of the Company between 24 August 2020 and the close of the Offer.

## **PRO FORMA BALANCE SHEET**

Summary audit reviewed accounts as at 31 December 2019 and Pro Forma Financial Statements, all prepared on a consolidated basis and on the on basis that full subscription is achieved.

	Audit reviewed financial position as at 31 December 2019	Unaudited financial position as at 24 August 2020	Pro Forma assuming full subscription
<b>Current Assets</b>			
Cash and cash equivalents	77,691	447,038	959,036
Trade and other receivables	2,388	5,797	5,797
Prepaid tenement rent	30,056	198,908	198,908
<b>Total Current Assets</b>	<b>110,135</b>	<b>651,743</b>	<b>1,163,741</b>
Financial assets at fair value through other comprehensive income	21,660	19,735	19,735
<b>Total Non-Current Assets</b>	<b>21,660</b>	<b>19,735</b>	<b>19,735</b>
<b>TOTAL ASSETS</b>	<b>131,795</b>	<b>671,478</b>	<b>1,183,476</b>
<b>Current Liabilities</b>			
Trade and other payables	59,804	130,708	130,708
Borrowings	-	200,000	-
<b>Total Current Liabilities</b>	<b>59,804</b>	<b>330,708</b>	<b>130,708</b>
<b>TOTAL LIABILITIES</b>	<b>59,804</b>	<b>330,708</b>	<b>130,708</b>
<b>NET ASSETS</b>	<b>71,991</b>	<b>340,770</b>	<b>1,052,768</b>
<b>EQUITY</b>			
Issued capital	1,366,891	1,780,491	2,492,489
Reserves	526	(1,399)	(1,399)
Accumulated losses	(1,295,426)	(1,438,322)	(1,438,322)
<b>TOTAL EQUITY</b>	<b>71,991</b>	<b>340,770</b>	<b>1,052,768</b>

The pro forma statements of financial position are based on the assumption that the costs of the issue are \$25,000 and that they are paid in cash and are offset against subscriptions for the Offer.



## **4. RISK FACTORS**

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### **4.1. Introduction**

The Securities offered under this Prospectus and investment generally in the Company's securities is considered highly speculative, and involve investors being exposed to risk. The Directors strongly recommend investors examine the contents of this Prospectus and consult their professional advisers before deciding whether to apply for Securities under this Prospectus or make an investment generally in the Company's securities.

The following is a non-exhaustive list of the risks that may have a material effect on the financial position and performance of the Company and the value of its securities as well as the Company's exploration and development activities and an ability to fund those activities.

The specific risks below are some of the risks specific to the Company including by reason of its involvement in the mineral resource industry.

### **4.2. Risks relating to the Company's current operations**

#### **(a) Tenure and access to tenements**

Mining and exploration tenements are subject to periodic renewal. If expenditure conditions are not met there is no guarantee that current or future tenements or future applications for mining tenements will be approved.

Applications for Western Australian exploration licences are determined by the Minister responsible for the Mining Act 1978 upon the recommendation of the Mining Registrar or the Warden. There is no guarantee that applications for exploration licenses will be approved.

Generally speaking, exploration activities may only be undertaken on an exploration tenement once agreement has been reached with the relevant landowners and native title holders. Access to land for exploration purposes can be affected by land ownership, nature reserves and national parks, government regulation, native title and environmental restrictions. Access is critical for exploration and development to succeed and satisfactory commercial arrangements are required to be negotiated with the relevant landowners, traditional owners and occupiers.

The Western Australian government has made directions under the Emergency Management Act 2005 (WA) as a result of the Covid-19 pandemic. These directions restrict access into Western Australia from other states and into certain remote Aboriginal Communities.

#### **(b) Exploration Risks**

None of the Company's projects currently contain a JORC Code compliant resource and there is no guarantee that a JORC Code compliant resource will be discovered on any of the projects.

Mineral exploration and development are high risk undertakings due to the high level of inherent uncertainty. There can be no assurance that exploration of the projects, or of any other projects that may be acquired by the Company in the future, will result in the discovery of economic mineralisation. Even if economic mineralisation is discovered there is no guarantee that it can be commercially 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 process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend on the Company having access to sufficient development capital, being able to maintain title to the projects 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 projects, a reduction in the cash reserves of the Company and possible relinquishment of part or all of the projects.

#### **(c) Title Risks and Native Title**

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

It is also possible that, in relation to tenements which the Company has an interest in or will be in the future acquire such an interest; there may be areas over which legitimate native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements, or to progress from the exploration phase to the development and mining phases of operations may be affected.

The Company may need to seek the consent of Traditional Owners in order to conduct certain exploration activities. The Directors closely monitor the potential effect of native title matters.

#### **(d) Exploration Costs**

The exploration costs of the Company (summarised in section 3 of this Prospectus) 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 operating and financial performance and the value of the Shares.

#### **(e) New Projects and Acquisitions**

The Company will identify and evaluate additional projects and assets in the resources sector in Australia. If any are considered by the Board to have the potential to add Shareholder value, the Company will seek to acquire them by way of direct project acquisition, farm in, joint venture or direct equity in the project owners.

There can be no guarantee that any proposed acquisition will be secured, completed or successful. If the proposed acquisition is not completed, monies advanced or due diligence costs may not be recoverable, which may have a material adverse effect on the Company. This could affect the growth of the Company. If the Company is able to acquire such projects, there is a risk that if these projects do not perform to expectations such adverse performance will be detrimental to the performance of the Company and therefore the value of Shares and returns delivered to Shareholders.

### **4.3. General risks relating to the Company**

#### **(a) Trading Price of Shares**

The Company's operating results, economic and financial prospects and other factors will affect the trading prices of the Company's Shares. In addition, the price of the Company's Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar and United States dollar on world

markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Company's Shares.

In particular, security prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences, including the impact of the Covid-19 pandemic. No assurances can be made that the Company's market performance will not be adversely affected by market fluctuations or factors.

**(b) Failure to raise capital**

The cash position of the Company is considered sufficient to meet the objectives of the Company in the near future. However, additional funding may be required by the Company to effectively implement the Company business and activities in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur.

The Company may seek to raise further funds through equity or debt financing, joint ventures, offtake or royalty arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Company's projects or even loss of an interest. There can be no assurance that additional finance will be available when needed, or if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

**(c) No market sector diversification**

As the Company is entirely exposed to the resources sector, its business performance may be affected should this sector perform poorly.

**(d) 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.

**(e) Environmental**

Although the Company intends to conduct its activities in an environmentally responsible manner, if it is responsible for environmental damage it may incur substantial costs for environmental rehabilitation, damage control and losses by third parties resulting from its operations. Environmental and safety legislation may change in a manner that may require stricter or additional standards than those now in effect, a heightened degree of responsibility for companies and their directors and employees and more stringent enforcement of existing laws and regulations. This may lead to increased costs or other difficulties with compliance for the Company.

**(f) Competition risk**

The industry in which the Company is involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

**(g) Economic**

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

**(h) Force Majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, pandemics, epidemics or quarantine restrictions.

**(i) Government policy changes**

Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Western Australia may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

**4.4. Investment speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Company's securities.

Therefore, the Securities to be issued under this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

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

## **5. RIGHTS AND LIABILITIES ATTACHING TO NEW SHARES AND TERMS OF NEW OPTIONS**

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### **5.1. Rights attaching to new Shares**

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

#### **(a) General meetings**

Each shareholder is entitled to receive notice of, attend and vote at meetings of the shareholders of the Company subject to any restrictions imposed by the Corporations Act and the Listing Rules.

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

#### **(b) Voting rights**

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

- i. each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- ii. on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- iii. on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by them, or in respect of which they are appointed a proxy, attorney or representative, have one vote for each Share held.

#### **(c) Dividend rights**

The Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend. Subject to the rights of any preference Shareholders and to the rights of the holders of any shares credited or raised under any special arrangement as to dividend, the dividend as declared shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares in accordance with Part 2H.5 of Chapter 2H of the Corporations Act. The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

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

#### **(d) Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit.

**(e) Transfer of Shares**

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

**(f) Variation of rights**

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

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

**(g) Alteration of Constitution**

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

**5.2. Terms and Conditions of New Options**

**(a) Entitlement**

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

**(b) Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each New Option will be \$0.03 (3 cents) (**Exercise Price**).

**(c) Expiry Date**

Each New Option will expire at 5:00 pm (AEST) on 31 August 2022 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(d) Exercise Period**

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

**(e) Notice of Exercise**

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

**(f) Exercise Date**

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

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

Within 15 Business Days after the Exercise Date, the Company will:

- i. allot and issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- ii. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC within 20 Business Days a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

**(h) Shares issued on exercise**

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

**(i) Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the New Options.

**(j) Reconstruction of capital**

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

**(k) Participation in new issues**

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

**(l) Change in exercise price**

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

**(m) No Quotation of New Options**

The New Options will not be quoted; the Company will not apply for quotation of the New Options on ASX.

**(n) Transferability**

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

## **6. ADDITIONAL INFORMATION**

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### **6.1. Litigation**

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

### **6.2. Directors Interests and Emoluments**

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

- (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.

### **6.3. Directors Security holdings and Entitlements**

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

<b>Directors</b>	<b>Shares</b>	<b>Options</b>
E.G. Albers	31,135,517	Nil
R.L. Clark	75,000	Nil
A.P Armitage	Nil	Nil



The Entitlement of Mr Albers and his Associates are detailed below. Mr Albers has indicated that he and his Associates intend to take up each of their Entitlements under the Offer in full.

Shareholder	Shares held	Entitlement (Shares)	Subscription Amount (\$)
Ernest Geoffrey Albers	14,690,467	4,896,822	107,730
Ernest Geoffrey Albers & Pamela Joy Albers	65,625	21,875	481
Albers Family Custodian Pty Ltd (Albers Family Trust)	125,000	41,667	917
Albers Custodian Company Pty Ltd (Larsson/Albers Super & Pension Fund)	987,906	329,302	7,245
Auralandia Pty Ltd	5,000,000	1,666,667	36,667
Australis Finance Pty Ltd	1,871,078	623,693	13,721
Gascorp Australia Pty Ltd	4,750,000	1,583,333	34,833
Great Missenden Group Pty Ltd	41,667	13,889	306
Moby Oil & Gas Pty Ltd	41,667	13,889	306
Natural Resources Group Pty Ltd	523,221	174,407	3,837
Sacrosanct Pty Ltd (Sacrosanct Super Fund)	2,273,886	757,962	16,675
500 Custodian Pty Ltd (Albers Super & Pension Fund)	765,000	255,000	5,610
<b>Total</b>	<b>31,135,517</b>	<b>10,378,506</b>	<b>228,328</b>

#### 6.4. Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total remuneration pool for non-executive Directors is determined by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that pool will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The table below shows the total annual remuneration paid to both executive and non-executive Directors in each of the past two financial years and the proposed remuneration for the current financial year.

Director	Remuneration for the year ended 30 June 2019	Remuneration for the year ending 30 June 2020
E.G. Albers	Nil	Nil
R.L. Clark	Nil	Nil
A.P. Armitage	NA	Nil

## 6.5. Interests of Experts and Advisors

No:

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

nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, holds, or has held within the 2 years preceding lodgement of a copy of this Prospectus with 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 any of these persons for services provided in connection with:

- (a) the formation or promotion of the Company; or
- (b) the Offer.

## 6.6. Share Trading History

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

The highest and lowest market price of the Company's quoted Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales and the last sale price on the trading day prior to lodgement of this Prospectus were:

	Price	Date
Highest	\$0.096	19 August 2020
Lowest	\$0.005	4 July 2020
Latest	\$0.052	26 August 2020

## 6.7. Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The Shares that will be issued under this Prospectus and the Shares that will be issued on exercise of the New Options offered under this Prospectus will be in the same class of Shares that have been granted official quotation by ASX during the 3 months prior to the issue of this Prospectus.

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

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

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the securities market conducted by ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with 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 Closing Date:
  - (i) the annual financial report for the year ended 30 June 2019; and
  - (ii) any continuous disclosure documents given by the Company to ASX in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

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

### ***ASX Announcements since lodgement of latest annual financial report***

<b>Date</b>	<b>Announcement Title</b>
24/08/2020	Ceasing to be a Substantial Shareholder
24/08/2020	Change in Substantial Shareholding
21/08/2020	Appendix 3Y
21/08/2020	Change in Substantial Shareholding
20/08/2020	Cleansing Notice
20/08/2020	Corrected Appendix 2A Part 5.1
20/08/2020	Appendix 2A
18/08/2020	Investor Presentation
18/08/2020	Exploration Program Funding
18/08/2020	Proposed issue of Securities - ENX
17/08/2020	Trading Halt
17/08/2020	Expanding The South West Terrane Initiative - Corrected
14/08/2020	Expanding The South West Terrane Initiative
30/07/2020	Quarterly Cashflow Report - 30 June 2020
30/07/2020	Quarterly Activities Report - 30 June 2020
24/07/2020	Response to ASX Price Query
24/07/2020	Pause in Trading
25/06/2020	South West Terrane Initiative
6/05/2020	Change of Registered Office & Principal Place of Business
30/04/2020	Quarterly Reports - 31 March 2020
13/03/2020	Half Year Financial Report to 31 December 2019
31/01/2020	Quarterly Reports - 31 December 2019
28/11/2019	Results of Annual General Meeting 2019
31/10/2019	Quarterly Reports - 30 September 2019
25/10/2019	Amendment to Notice of Annual Meeting
22/10/2019	Appendix 4G and Corporate Governance Statement
21/10/2019	Annual Report 2019
21/10/2019	Notice of Annual General Meeting/Proxy Form

#### **6.8. Entitlement and Acceptance Form is binding**

A completed and lodged Entitlement and Acceptance Form constitutes a binding offer to acquire new Shares and New Options on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly, it may still be treated as a valid application for new Shares and New Options. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your Entitlement and Acceptance Form with the requisite application monies, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the laws in your place of residence and where you have been given this Prospectus do not prohibit you from being given this Prospectus and that you:

- agree to be bound by the terms of the Offer;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- 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 Entitlement and Acceptance Form;
- authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the new Shares and New Options to be issued to you, including to act on instructions of the Company's Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- acknowledge that the information contained in, or accompanying, this Prospectus is not investment or financial product advice or a recommendation that new Shares and New Options are suitable for you given your investment objectives, financial situation or particular needs; and
- acknowledge that the new Shares and New Options have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and accordingly, the new Shares and New Options may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

## **6.9. Electronic Prospectus**

Under Class Order 00/44, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access this Prospectus from within Australia.

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

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 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.

## **6.10. Clearing House Electronic Subregister System (CHES) and Issuer Sponsored holdings**

The Company will not be issuing share certificates. The Company is a participant in CHES. Investors who do not wish to hold their securities through CHES will be issuer sponsored by the Company. Because the

subregisters are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors whose holding changes in the course of a calendar month will be issued with a holding statement that sets out the changes in their Shareholding, including any Securities issued to them under this Prospectus. On issue a notice will be despatched by post advising holders of their Holder Identification Number or Securityholder Reference Number and the number of Securities issued.

A monthly statement for sponsored holders is despatched to holders if there has been any changes to the number of Securities held during the preceding month. That statement is despatched in the week following the relevant month end.

### **6.11. Privacy Act**

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

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

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

## **7. DIRECTORS' AUTHORISATION AND CONSENT**

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

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

Dated: 27 August 2020



E.G. Albers  
Chairman  
For and on behalf of Egegex Limited

## 8. DEFINITIONS AND GLOSSARY

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Unless otherwise stated or unless inconsistent or repugnant with the context in which the term or expression is used, each of the following terms and expressions used in this Prospectus has the meaning set out below:

<b>\$ or A\$:</b>	means references to dollar amounts in Australian currency.
<b>Act or Corporations Act:</b>	each means the <i>Corporations Act 2001</i> (Commonwealth).
<b>Albers Shareholders</b>	means each of Mr E G Albers and each of his Associates under the Act who have a relevant interest in Shares under the Act.
<b>Albers Shareholdings</b>	means the Shares in which the Albers Shareholders or any of them have a relevant interest under the Act.
<b>Allotment Date:</b>	means the date on which new Shares are allotted under this Prospectus.
<b>Annual Report:</b>	means the Annual Report of Enegex for the year ended 30 June 2019.
<b>Applicants:</b>	means those Eligible Shareholders as at the Record Date applying for new Shares under this Prospectus.
<b>Application:</b>	means a completed Entitlement and Acceptance Form.
<b>Application Moneys:</b>	means the amount payable for new Shares applied for under an Entitlement and Acceptance Form.
<b>AEST</b>	means Australian Eastern Standard Time.
<b>ASIC:</b>	means the Australian Securities and Investments Commission.
<b>Associate:</b>	has the meaning given to that term in the Act.
<b>ASX:</b>	means ASX Limited or the Australian Securities Exchange, as the context requires.
<b>Board:</b>	means the board of directors of Enegex acting in that capacity.
<b>Business Day:</b>	means those days which are Business Days under the Listing Rules.
<b>Closing Date:</b>	means 5:00pm (AEST) on 23 September 2020 subject to the Directors absolute right to extend that date.
<b>Company or Enegex:</b>	means Enegex Limited (ABN 28 160 818 986).
<b>Director:</b>	means a director of the Company acting in that capacity.
<b>Eligible Shareholder</b>	means a Shareholder who: <ul style="list-style-type: none"><li>• is registered as a holder of Shares as at the Record Date;</li><li>• has a registered address on the Enegex Share Register in Australia or New Zealand or is otherwise eligible under all applicable securities laws to receive an offer to subscribe for new Shares under the Offer. In this context “applicable securities laws” includes the securities laws of the jurisdiction in which the Shareholder (representing that the Shareholder is an Eligible Shareholder) is resident; and</li><li>• is not in the United States and is not acting for the account or benefit of a person in the United States; or</li><li>• whom Enegex determines to be an Eligible Shareholder.</li></ul>
<b>Entitlement and</b>	means the personalised form accompanying this Prospectus setting out each Shareholder’s



<b>Acceptance Form</b>	entitlement to apply for new Shares under this Rights Issue.
<b>Entitlement</b>	means a Shareholder's pro rata entitlement or right to take up new Shares under the Rights Issue in accordance with the terms and conditions hereof.
<b>Group:</b>	when referring to any corporate entity means that entity and its controlled or subsidiary entities.
<b>Ineligible Shareholder:</b>	means a Shareholder who is not an Eligible Shareholder.
<b>Issue:</b>	the issue of new Shares and New Options under this Prospectus.
<b>Issue Price:</b>	means the subscription price for a new Share to be issued under the Offer being \$0.022 (2.2 cents) per new Share to be so issued.
<b>JORC Code:</b>	means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition.
<b>Listing Rules:</b>	means the Listing Rules of any prescribed exchange and as applicable means the Listing Rules of ASX as referred to in each context.
<b>New Options:</b>	means the options to be issued under this Prospectus, exercisable at \$0.03 (3 cents) on before 31 August 2022.
<b>Offer:</b>	means the offer for subscription of approximately 33,499,912 new Shares and approximately 16,749,956 New Options under this Prospectus on the terms set out in this Prospectus.
<b>Official Quotation:</b>	means quotation by ASX on the Official List of companies maintained by ASX.
<b>Opening Date:</b>	means the date of commencement of the Offer, being 3 September 2020.
<b>Overseas Shareholder:</b>	means a Shareholder whose address in the Register is outside of Australia and New Zealand.
<b>PGE:</b>	means platinum group elements.
<b>Record Date:</b>	means 7.00 pm AEST on 1 September 2020.
<b>Register:</b>	means the Register of Shareholders maintained by the Company in accordance with the provisions of the Act.
<b>Rights:</b>	has the same meaning as Entitlements. Under this Rights Issue, because it is non-renounceable, Rights are unable to be traded.
<b>Rights Issue:</b>	means the non-renounceable pro rata offer of new Shares being made to Shareholders under this Prospectus.
<b>Securities:</b>	means the new Shares and New Options offered under this Prospectus.
<b>Shareholders:</b>	means a person registered as the holders of Shares on the Record Date.
<b>Shares:</b>	means the ordinary shares in the capital of the Company and, where applicable the ordinary shares being offered for subscription under this Rights Issue.
<b>Shortfall:</b>	means the number of Securities for which valid Applications have not been received from Eligible Shareholders before the Closing Date..
<b>Shortfall Securities:</b>	means Securities for which valid Applications have not been received from Eligible Shareholders before the Closing Date.
<b>Stock Exchange:</b>	means any stock exchange on which the securities of the Company may be quoted from time to time.