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AUSTRALIAN MINES LIMITED
ABN 68 073 914 191

PROSPECTUS

For the issue of 88,235,300 Placement Options to sophisticated and professional investors who participated in the Placement announced on 26 February 2024 exercisable at $0.032 and expiring three years from the date of issue. No funds will be raised by the issue of the Placement Options; and

The issue of 20,000,000 Lead Manager Options to GBA Capital or its nominee exercisable at $0.032 and expiring three years from the date of issue. No funds will be raised by the issue of the Lead Manager Options,

(together the **Offer**).

This Prospectus has been prepared for the purposes of section 713 of the Corporations Act.

Important Notice

This document is important and should be read in its entirety (including the 'Risk Factors' in section 5) before deciding whether to accept the Offer. If after reading this Prospectus you have any questions about the Offer or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The securities offered by this Prospectus should be considered highly speculative.

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IMPORTANT NOTES

This Prospectus is dated 6 May 2024 and a copy of this Prospectus was lodged with the ASIC on that date. ASIC, ASX and its officers, respectively, take no 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. The Company will apply to ASX for the Options to be granted quotation on ASX. The fact that ASX may quote the Options is not to be taken in any way as an indication of the merits of Australian Mines.

The Offer is not available to the general public and is only available to participants of the Placement.

This Prospectus does not constitute an offer in any place in which or to any person to whom it would not be lawful to make such an offer.

No action has been taken to lodge this Prospectus in any jurisdiction outside of Australia or New Zealand or to otherwise permit a public offering of Options in any jurisdiction outside Australia or New Zealand. This Prospectus is not to be distributed in, and no offer of Options is to be made in, countries other than Australia or New Zealand.

The Options have not been or will be registered under the US Securities Act of 1933 and may only be offered, sold or resold in, or to persons in, the United States in accordance with an available exemption from registration.

It is the responsibility of Applicants to ensure compliance with any laws of a country relevant to their application.

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

Applicants should rely on their own knowledge of the Company, refer to disclosures made by the Company to the ASX and consult their professional advisers before deciding whether to accept the Offer. Announcements made by the Company to ASX are available from the ASX website at http://www.asx.com.au/. The information in this Prospectus does not constitute a securities recommendation or financial product advice.

In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

This Prospectus including any of the documents attached to it and which form part of this Prospectus is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser.

In particular, it is important that you consider the risk factors in section 5 that could affect the performance of the Company and future value of Options before making an investment decision.

Some words and expressions used in this Prospectus have defined meanings which are explained in section 6.

IMPORTANT DATES

Event	Date
Lodgement of Prospectus with ASIC and ASX	6 May 2024
Opening Date of Offer	6 May 2024
Closing Date	6 May 2024
Issue of Options	6 May 2024
Application to ASX for quotation of Options	6 May 2024

The dates set out in the timetable above are indicative only and are subject to change without notice. Any change in the timetable does not affect the rights or obligations an investor or shareholder has following acceptance of an allocation in the Offer. Quotation of Options is at the discretion of ASX.

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1. DETAILS OF THE OFFER

1.1 Purpose of the Offer

As announced to the ASX on 26 February 2024 , the Company carried out the Placement , being to raise $3.0 million (before costs) for the issue of 176,470,599 new fully paid Shares at an offer price of $0.017 per Share, with a 1 for 2 Placement Option, being a free attaching option at a strike price of $0.032 and an expiry date of 3-years from the date of issue, for every two new Placement Shares.

The primary purpose of the Placement was to satisfy all payment and share issue obligations to Lind and SBC, so that on payment, neither Lind nor SBC will have any remaining rights to subscribe for shares pursuant to the Subscription Agreements. Shareholders should refer to the 26 February 2024 announcement for further detail. The payments to Lind and SBC have now been made.

Funds will also be used for working capital and to carry out proposed exploration activity at the Company's Brazil tenements.

GBA Capital was lead manager for the Placement and was to receive 20,000,000 Lead Manager Options, being options with the same terms and conditions as the Placement Options

The issue of the Placement Options and the Lead Manager Options was subject to Shareholder approval, which was obtained on 17 April 2024.

1.2 Section 713 Corporations Act

Section 713 of the Corporations Act sets out special content rules for prospectuses for Disclosing Entities such as the Company. After due inquiries and precautions the Company is satisfied that it meets the requirements of section 713, and accordingly the Company has relied on disclosures made to ASX to meet some of its disclosure obligations in this Prospectus. This Prospectus therefore does not contain all the information usually included in a Prospectus and Shareholders should refer to disclosures made by the Company to ASX.

1.3 Details of the Offer

This Prospectus offers the Placement Options and the Lead Manager Options.

The Placement Options will be issued to sophisticated and professional investors who participated in the Placement announced on 26 February 2024 on the basis of one Placement Option for every two Shares subscribed for. No funds will be raised by the issue of the Placement Options

The Lead Manager Options will be issued to GBA Capital or its nominee as part consideration for managing the Placement. No funds will be raised by the issue of the Lead Manager Options.

1.4 Opening and Closing Dates

The opening date of the Offer will be 6 May 2024 and the Closing Date will be 6 May 2024. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so, subject to the Corporations Act and ASX Listing Rules.

1.5 Application

Only participants in the Placement and the Lead Manager can apply for Options.

1.6 Risks

Section 5 outlines the key risk factors involved in investing in the Company. The risks identified by the Directors are not exhaustive. These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Options in the future. Accordingly, an investment in the Company should be considered highly speculative. Shareholders should read this Prospectus in full and seek

professional advice if they require further information on material risks in deciding whether to subscribe for Options.

1.7 Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of the Options issued under this Prospectus. The Company and the Lead Manager will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on Annexure 1. By making an application under the Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

1.8 Forward-Looking Statements

This Prospectus may contain forward looking statements. Forward-looking statements can generally be identified by the use of forward looking words such as, 'expect', 'anticipate', 'likely', 'intend', 'should', 'could', 'may', 'predict', 'plan', 'propose', 'will', 'believe', 'forecast', 'estimate', 'target' 'outlook', 'guidance', 'potential' and other similar expressions within the meaning of securities laws of applicable jurisdictions.

Actual results and developments of projects and the market development may differ materially from those expressed or implied by these forward-looking statements. These, and all other forward-looking statements contained in this announcement are subject to uncertainties, risks and contingencies and other factors, including risk factors associated with exploration, mining, and production businesses. It is believed that the expectations represented in the forward looking statements are reasonable but they may be affected by a variety of variables and changes in underlying assumptions which could cause actual results or trends to differ materially, including but not limited to price fluctuations, actual demand, currency fluctuations, drilling and productions results, resource estimations, loss of market, industry competition, environmental risks, physical risks, legislative, fiscal and regulatory changes, economic and financial market conditions in various countries and regions, political risks, project delay or advancement, approvals and cost estimates.

Any forward-looking statement is included as a general guide only and speak only as of the date of this document. No reliance can be placed for any purpose whatsoever on the information contained in this document or its completeness. No representation or warranty, express or implied, is made as to the accuracy, likelihood or achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this document. Australian Mines does not undertake to update or revised 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 announcement, except where required by applicable law and stock exchange listing requirements.

To the maximum extent permitted by law, Australian Mines, its related bodies corporate and their respective officers disclaim all responsibility and liability for the forward looking statements, including, without limitation, any liability arising from negligence. Recipients of this document must make their own investigations and inquiries regarding all assumptions, risks, uncertainties, and contingencies which may affect the future operations of Australian Mines or Australian Mines' securities.

1.9 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, no persons (together with their associates) have a relevant interest in 5% or more of the Shares on issue.

There will be no change to the substantial holders on completion of the Offer.

1.10 Effect of the Offer on the Control of the Company

There will be no effect on control as a result of the Offer.

1.11 Effect on Financial Position of the Company

As Options are issued for nil consideration, there will be no effect on the financial position of the Company buy the issue of the Options.

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1.12 ASX Quotation

Application will be made within two days of the date of issue of this Prospectus for the Options to be granted Official Quotation by ASX.

If the Options are not quoted by ASX within three months after the date of this Prospectus, the Company will not list the Options.

The fact that ASX may agree to grant Official Quotation of the Options is not to be taken in any way as an indication of the merits of the Company or the Options.

1.13 Offer Outside Australia

The Offer in this Prospectus is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand because of the small number of such Shareholders, the cost of complying with applicable regulations in jurisdictions outside Australia and the value of the Securities offered. The Prospectus is sent to those Shareholders for information only.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia, Singapore, Hong Kong and New Zealand (other than to Eligible Shareholders).

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

New Zealand

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

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

1.14 Market Prices of Shares on ASX

During the six months immediately preceding the lodgement of this Prospectus with ASIC, and the last market sale price on the date before the lodgement date of this Prospectus:

(a) the highest and lowest market sale price of the Shares, which are set out below:

	6 months high	6 months low	Last Market Sale Price
Share Price	$0.023	$0.008	$0.01
Date	20 February 2024	15 January 2024	3 May 2024

1.15 CHESS

The Company participates in the Clearing House Electronic Sub-register System (**CHESS**). ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, applicants will not receive a certificate but will receive a statement of their holding of Options.

If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will set out the number of Options issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of Options issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their securities holding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

1.16 Taxation Implications

The Directors do not consider that it is appropriate to give advice regarding the taxation consequences of applying for Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of applicants. Applicants should consult their own professional tax adviser in connection with the taxation implications of the Offer.

1.17 Website – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company https://australianmines.com.au/asx-announcements . If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian or New Zealand resident and must only access this Prospectus from within Australia and New Zealand.

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. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

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.

1.18 Website

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

1.19 Disclaimer

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

1.20 Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for securities under this Prospectus.

1.21 Enquiries

If you require further information about the Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 5:00pm (AEST) or email corporate.actions@automicgroup.com.au.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

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2. USE OF FUNDS AND EFFECT OF THE ISSUE

2.1 Use of Funds

No funds will be raised by the issue of Options.

2.2 Effect of the Offer on Capital Structure

The effect of the Offer on the Company's capital structure is as follows:

Options	Number	Issued Option Percentage (%)
Placement Options	88,235,300	23.9
Broker Options	20,000,000	5.4
Listed Options AUZOA	133,636,364	36.2
Listed Options AUZO	38,356,144	10.4
Unlisted options	69,012,824	18.7
Total	**349,240,632**	**100**

There are currently 1,398,511,887Shares on issue. There will be no impact on the issued Shares of the Company until Options are exercised.

2.3 Statement of Financial Position

No funds will be raised by the issue of Options and there will therefore be no impact on the financial position of the Company other than by the cost of the issue of the Options. Shareholders should refer to the last financial statements of the Company, being the audited Financial Report for the half year ended 31 December 2023.

3. ACTION REQUIRED BY SHAREHOLDERS

3.1 Application

No application is necessary as Options will only be issued to investors participating in the Placement or the Lead Manager.

4. RIGHTS AND LIABILITIES ATTACHING TO SHARES AND OPTIONS

4.1 Rights attaching to Shares

The Shares issued on exercise of an Option will rank equally in all respects with all Existing Shares. The rights attaching to the Shares arise from a combination of the Company's Constitution, the Corporations Act, the Listing Rules and general law. A copy of the Company's Constitution is available for inspection free of charge during business hours at its registered office.

The following is a summary of the more significant rights and liabilities attaching to the 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, persons should seek independent legal advice.

(a) **General meetings**

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

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

(b) **Voting rights**

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

(i) Each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) On a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

(iii) On a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by 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 which shall be payable on all Shares according to the proportion that the amount paid is of the total amounts paid and payable in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

(d) **Winding-up**

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

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of constitution**

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

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4.2 Terms and Conditions of Options

The terms and conditions of the Options are as follows:

(a) the Options will be exercisable at any time prior to 5:00pm AEDT on 6 May 2027 (the Option Expiry Date). Options not exercised on or before the Option Expiry Date will automatically lapse;

(b) each Option entitles the holder to subscribe for one Share upon payment of $0.032 per Option;

(c) the Options may be exercisable wholly or in part by completing an application form for Shares delivered to the Company's Share Registry, accompanied by payment of $0.032 per Option, and received by it any time prior to the Option Expiry Date;

(d) Shares issued on the exercise of the Options will rank pari-passu with the then existing issued ordinary shares;

(e) the Company will in accordance with Listing Rule 2.8, make application to have Shares allotted pursuant to an exercise of Options listed for Official Quotation;

(f) there will be no participating entitlements inherent in the Options to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Prior to any new pro rata issue of securities to Shareholders, holders of Options will be notified by the Company;

(g) in the event the Company proceeds with a pro rata issue (except a bonus issue) of Shares to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in Listing Rule 6.22.2;

(h) in the event of any re-organisation (including reconstructions, consolidations, subdivision, reduction of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged; and

(i) the Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

5. RISK FACTORS

5.1 Overview

(a) The Options offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with

information contained elsewhere in this Prospectus, and to consult their professional advisers, before deciding whether to apply for Options pursuant to this Prospectus.

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

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

5.2 Company Specific Risks

(a) **Mining and Exploration Risk**

Exploration and mining companies are subject to the inherent risks of the mineral industry. The future viability and profitability of the Company as an exploration and mining company will depend on the number of factors, including but not limited to:

(i) commodity prices and currency exchange rates are constantly changing. The Company's future revenue will be mainly derived from the sale of commodities associated with the production of Lithium Ion batteries (nickel cobalt, Lithium and Rare Earths ("Company Commodities"). Consequently, the Company's ability to attract funding for further exploration of its projects and/or potential future earnings could be closely related to the price of the Company Commodities. The price of the Company Commodities fluctuates and is affected by factors including the relationship between global supply, forward selling by producers, production cost levels in major producing regions and general global economic conditions such as inflation, interest rates and currency exchange rates. Changes in the Company Commodities prices may materially impact on the cashflows and profitability of the Company. In addition, a significant portion of the Company's future revenue (if realised) and expenditure is expected to be denominated in US and Australian dollars. Accordingly, movements in currency exchange rates may affect cash flows, profitability, costs, expenses and revenue. It is not possible to accurately predict future movements in metal prices and/or exchange rates;

(ii) risks inherent in exploration and mining include, among other things, successful exploration and identification of ore reserves, satisfactory performance of mining operations if a minable deposit is discovered and competent management;

(iii) risks associated with obtaining the grant of any or all of the Company's mining tenements or permits which are applications, or renewal of tenements upon expiry of their current term, including the grant of subsequent titles where applied for over the same ground;

(iv) applications may also be subject to additional processes and requirements under the Native Title Act. The right to negotiate process under Native Title matters can result in significant delays to the implementation of any project or stall it. Negotiated native title agreements may adversely impact on the economics of projects depending on the nature of any commercial terms agreed;

(v) the risk of material adverse changes in the government policies or legislation of Australia and/or Brazil affect the level and practicality of mining and exploration activities;

(vi) environmental management issues, laws and regulations with which the Company may be required to comply from time to time;

(vii) poor access to exploration areas as a result of the remoteness of difficult terrain;

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(viii) poor weather conditions over a prolonged period which may adversely affect mining and exploration activities and the timing of earning revenues;

(ix) the Company's capital and operating costs estimates are based on the best available information at the time. Any significant unforeseen increases in the capital and operating costs associated with the development of the Company's projects would impact the Company's future cash flow and profitability;

(x) the Company's financing and development timeframes depend on tenements which it has applied for in order to progress its projects being granted within expected timeframes. The Company may lose title to, or interests in, its tenements if the conditions to which those tenements are subject are not satisfied or if insufficient funds are available to meet expenditure commitments. Both the conduct of operations in relation to the Company's existing projects and the steps involved in applying for and acquiring new interests will involve compliance with numerous procedures and formalities. In particular, the tenements are subject to expenditure and work commitments which must be complied with in order to keep the tenements in good standing. Failure to meet these commitments could lead to forfeiture of the tenement; and

(xi) business risks associated with AUZ's Offtake Agreement with LG Energy Solution Ltd, and the risk that that Offtake Agreement is cancelled.

5.3 General Risks

(a) **Economic**

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

(b) **Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. The Company does not generate any income from its operations and will require additional financing to progress its projects located in Australia and Brazil.

Any additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations. There is, however, no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(d) **Dividends**

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

(e) **Reliance on key personnel**

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The Company's success depends on its ability to expand its leadership team by attracting and retaining and motivate high-performing personnel with specialist skills, and on the performance of its personnel. The Company's recruiting efforts may be limited or delayed by laws and regulations, such as restrictive immigration laws, and restrictions on travel or availability of visas (particularly during the ongoing COVID-19 pandemic). There is no guarantee that the Company will be able to attract and retain the personnel it requires to execute its business plan. Any loss of key personnel or under-resourcing could cause significant disruptions to the development of the Company's business generally.

(f) **Insurance risks**

The Company maintains insurance for certain activities within ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of activities being conducted. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

(g) **Market risk and interest rate volatility**

From time to time, the Company may borrow money and accordingly will be subject to interest rates which may be fixed or floating. A change in interest rates would be expected to result in a change in the interest rate to the Company and, hence, may affect its profit.

(h) **Share market**

There are general risks associated with an investment and the share market. The price of the Company's securities on the ASX may rise and fall depending on a range of factors beyond the Company's control and which are unrelated to the Company's financial performance. These factors may include movements on international stock markets, interest rates and exchange rates, together with domestic and international economic conditions, inflation rates, investor perceptions, changes in government policy, commodity supply and demand, government taxation and royalties, war, global hostilities and acts of terrorism.

(i) **Liquidity risk**

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

(j) **Country Risk (Brazil)**

Brazil is a federal presidential democratic republic. The political conditions in Brazil are generally stable, however, changes may occur in the political, fiscal and legal systems which may affect the ownership or operations of the Company or its Group such as changes in exchange rates, control or fiscal regulations, regulatory regimes, political insurrection or labour unrest, inflation or economic recession. There are numerous risk factors associated with operating in foreign jurisdictions, such as Brazil, including economic, social or political instability or change, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, licensing, repatriation of income or return of capital, industrial relations laws, expropriation and nationalisation; renegotiation or nullification of existing concessions, licences, permits and contracts, illegal mining, or changing political norms, government regulations that require the Company to favour or award contracts in employment of local citizens or purchasing supplies from particular jurisdictions which may be less developed than alternatives located in other jurisdictions. There can be no guarantee that political and economic conditions shall remain stable and any adverse changes to these conditions may adversely affect the Company's operations and the Project. In addition, failures by the Company to comply with foreign legislative or regulatory requirements may result in loss, reduction or expropriation of entitlements or the imposition of local or foreign parties

as joint venture partners with carried or other interests. In addition, changes in government laws or regulations, including taxation, royalties, the repatriation of profits, restrictions on production, export controls, changes in taxation policies, environmental and ecological compliance, expropriation of property and shifts in the political stability of the country could adversely affect the Company's exploration, development and production initiatives in Brazil. The likelihood of any of these changes, and their possible effects (if any) cannot be determined by the Company with any clarity at the present time. If any issues identified in this section were to arise, they could lead to disruption to the Company's operations, increased costs and, in some cases, total inability to establish or to continue minerals exploration, development and mining activities. Brazilian Rare Earths Limited | Prospectus 893. risk Factors continued The Company's interests in Brazil are largely, at this time, comprised of various interests in mining tenements and associated contracts. If any contracts regulating the Company's interests in the Project, were to be unenforceable in whole or in part, the Company would be adversely affected to the extent of any such unenforceability. The Company has made investment and strategic decisions based on information currently available to the Board. Should there be any material change in the political, economic, legal and social environments in Brazil, or South America generally, the Company may reassess investment decisions and commitments to assets in Brazil and the region.

(k) **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.

6. ADDITIONAL INFORMATION

6.1 Continuous Disclosure Obligations

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

This Prospectus is a 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 in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus, and options over such continuously quoted securities. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of Options on the Company and the rights attaching to the Options. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

(a) it is subject to regular reporting and disclosure obligations;

(b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and

(c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

  (i) the most recent annual financial statements of the Company lodged with the ASIC before the issue of this Prospectus;

  (ii) any half year report of the Company lodged with ASIC after the lodgment of the annual financial report in (i) above and before the lodgment of this Prospectus; and

  (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

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

The Company has lodged the following announcements with ASX since the lodgement of the annual financial report for the financial year ended 30 June 2023:

Date	Document
29/04/2024	Quarterly Activities/Appendix 5B Cash Flow Report
23/04/2024	Phase 3 exploration commences at Jequie REE/NIOBIUM Project
19/04/2024	Cleansing notice
19/04/2024	Application for quotation of securities - AUZ
17/04/2024 2:48 PM	Results of Meeting
09/04/2024 8:54 AM	Change of auditor

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08/04/2024 9:36 AM	Remote sensing identifies & confirms Jequie REE/Nb targets
28/03/2024 3:54 PM	Cleansing notice
28/03/2024 3:52 PM	Application for quotation of securities - AUZ
28/03/2024 3:49 PM	Application for quotation of securities - AUZ
21/03/2024 8:45 AM	Listing of options
19/03/2024 3:20 PM	Options - Top 20 and holding range
19/03/2024 12:05 PM	Notice of General Meeting/Proxy Form
15/03/2024 3:30 PM	Half Yearly Report and Accounts
05/03/2024 9:49 AM	Application for quotation of securities - AUZ
05/03/2024 9:44 AM	Cleansing Notice
05/03/2024 9:42 AM	Application for quotation of securities - AUZ
26/02/2024 9:16 AM	Proposed issue of securities - AUZ
26/02/2024 9:11 AM	Proposed issue of securities - AUZ

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26/02/2024 9:11 AM	Relinquishment of Share Subscription Agreements
23/02/2024 5:29 PM	Amended announcements
22/02/2024 8:57 AM	Trading Halt
21/02/2024 8:47 AM	Further REE & Niobium Outcrop Target Identified at Jequie
19/02/2024 8:54 AM	Significant Strategic Expansion - Jequie Rare Earth Project
15/02/2024 4:51 PM	Phase 2 Exploration commences
15/02/2024 4:38 PM	Cleansing notice
15/02/2024 4:37 PM	Application for quotation of securities - AUZ
02/02/2024 9:58 AM	Application for quotation of securities - AUZ
31/01/2024 3:57 PM	Quarterly Activities/Appendix 5B Cash Flow Report
31/01/2024 8:35 AM	Cleansing prospectus
31/01/2024	Prospectus
29/01/2024 11:56 AM	Cleansing notice

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29/01/2024 11:53 AM	Application for quotation of securities - AUZ
29/01/2024 11:52 AM	Application for quotation of securities - AUZ
24/01/2024 3:51 PM	Saprolite Clays & outcropping Charnockites identified
24/01/2024 3:29 PM	Response to ASX Price Query
19/01/2024 2:46 PM	Results of Meeting
16/01/2024 5:05 PM	Exploration update
21/12/2023 4:30 PM	Notice of General Meeting/Proxy Form
20/12/2023 8:20 AM	Exploration in Brazil commences
13/12/2023 10:14 AM	Cleansing notice
13/12/2023 10:13 AM	First Tranche funds received
13/12/2023 10:04 AM	Application for quotation of securities - AUZ
06/12/2023 11:08 AM	Reinstatement to Quotation
06/12/2023 11:08 AM	Proposed issue of securities - AUZ

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06/12/2023 11:07 AM	Proposed issue of securities - AUZ
06/12/2023 11:07 AM	Acquisition of Brazil Rare Earth/ Niobium & Lithium Projects
05/12/2023 10:15 AM	Suspension from Official Quotation
01/12/2023 9:05 AM	Trading Halt
29/11/2023 5:12 PM	Change of Director's Interest Notice x 3
29/11/2023 5:07 PM	Cleansing notice
29/11/2023 5:06 PM	Application for quotation of securities - AUZ
28/11/2023 3:48 PM	Cleansing notice
28/11/2023 3:47 PM	Application for quotation of securities - AUZ
21/11/2023 4:43 PM	Results of Meeting
13/11/2023 4:56 PM	Cleansing notice
13/11/2023 4:55 PM	Application for quotation of securities - AUZ
13/11/2023 4:50 PM	Application for quotation of securities - AUZ

02/11/2023 5:13 PM	Cleansing notice
01/11/2023 5:04 PM	Cleansing notice
01/11/2023 5:03 PM	Application for quotation of securities - AUZ
27/10/2023 4:58 PM	Quarterly Activities/Appendix 5B Cash Flow Report
23/10/2023 4:25 PM	Cleansing Notice
23/10/2023 4:22 PM	Application for quotation of securities - AUZ
23/10/2023 10:01 AM	Notice of Annual General Meeting/Proxy Form

Announcements are available online from ASX at www2.asx.com.au, and from the Company's website – www.australianmines.com.au/our-value-proposition.

6.2 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, 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 or the Offer pursuant to this Prospectus; or

(c) the Offer pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or the Offer pursuant to this Prospectus.

Directors' direct and indirect interests in securities of the Company at the date of this Prospectus are:

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Director	Shares	Listed Options (AUZO)	Unlisted Options
Michael Ramsden	19,577,832	542,973	881,355
Michael Elias	12,268,115	137,690	144,067
Dominic Marinelli	15,376,320	296,462	296,610

The Directors may be paid such remuneration as is from time to time determined by the Company in general meeting and all travelling, hotel and other expenses properly incurred by them in attending at and returning from meetings of the directors or any committee of the directors or general meetings of the Company or otherwise in connection with the business of the Company. The Directors remuneration is deemed to accrue from day to day and the remuneration (other than a managing director or other executive director) shall be a fixed sum and not a commission or calculated on a percentage of profits or turnover.

A Director may be paid a fee 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 Directors' remuneration for the 2023 financial year, together with the current financial year is set out in the table below:

Director	Remuneration for FY2023	Current financial year
Michael Ramsden	105,000	105,000
Michael Elias	70,000	70,000
Dominic Marinelli	70,000	70,000

6.3 Interests and Consents of Experts and Advisers

Other than as set out in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of or distribution of this Prospectus do not have, and have not had in the two years before the date of this Prospectus, any interest in:

(a) the formation or promotion of the Company;

(b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer pursuant to this Prospectus; or

(c) the Offer pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offer pursuant to this Prospectus.

6.4 Consents

Other than as set out in this Prospectus, each of the parties named in this Prospectus:

(a) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by any of those parties;

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(b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of the party; and

(c) did not authorise or cause the issue of all or any part of this Prospectus.

GBA Capital has given its written consent to being named as the Lead Manager. GBA Capital has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Carton Solicitors has given its written consent to being named in this Prospectus. Carton Solicitors has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

6.5 Estimated Expenses of the Offer

The estimated expenses of the Offer are approximately $15,000 including ASIC, ASX, printing, postage and legal costs.

6.6 Privacy Act

If you complete an Application, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, 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 Options in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

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

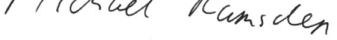
Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules. You should note that if you do not provide the information required on the Application the Company may not be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

6.7 Directors' Consent

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

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Signed on behalf of the Directors pursuant to a resolution of the Board.



Michael Ramsden
Chairman

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7. GLOSSARY

A$**, **$ and **dollars**	Australian dollars, unless otherwise stated.
Applicant	An investor in the Placement or GBA Capital.
Acquisition	The acquisition of mining licenses referred to in section 1.1.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) or the market operated by that entity, as the context requires.
ASX Settlement	ASX Settlement Pty Ltd (ABN 49 008 504 532).
ASX Settlement Operating Rules	The settlement rules of ASX Settlement.
Board	The board of Directors.
CHESS	ASX Clearing House Electronic Sub-register System.
Closing Date	5pm AEST on 6 May 2024, or such other date as may be determined by the Directors under this Prospectus.
Company or **Australian Mines**	Australian Mines Limited (ABN 60 073 914 191).
Constitution	The constitution of the Company, as amended from time to time.
Corporations Act	The *Corporations Act 2001* (Cth).
Director	A Director of the Company at the date of this Prospectus and **Directors** has a corresponding meaning.
GBA Capital	GBA Capital Pty Ltd ACN 643039123.
Lead Manager	GBA Capital.
Lead Manager Options	20,000,000 options issued to GBA Capital or nominee. Lead Manager Options are exercisable at $0.032 and expire on 6 May 2027.
Lind	Lind Global Fund II, LP, a fund managed by The Lind Partners of 444 Madison Avenue, 41st Floor, New York, NY 10022, United States of America
Listing Rules or **ASX Listing Rules**	The official listing rules of the ASX.
Option	The Placement Options and Lead Manager Options issued on the terms and conditions set out in section 4.2.
Offer	Means the offer of Options described in section 1.
Official Quotation	Official quotation on ASX.

Placement	The placement managed by the Lead Manager as announced to ASX on 26 February 2024 in conjunction with the Acquisition.
Placement Options	The options to be issued to investors in the Placement on the basis of 1 Placement Option for every two Shares subscribed for. Placement Options are exercisable at $0.032 and expire on 6 May 2027.
Prospectus	The prospectus constituted by this document.
SBC	SBC Global Investment Fund of 161A Shedden Road, One Artillery Court, PO Box Grand Cayman E9 KY1-1001
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	The holder of a Share.
Subscription Agreements	The agreements entered into by the Company and Lind and SBC respectively as announced to ASX on 22 November 2022 and described in section 4.1.

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CORPORATE DIRECTORY

Directors

Michael Ramsden (Chairman, Non-Executive Director)
Michael Elias (Non-Executive Director)
Dominic Marinelli (Non-Executive Director)

Management

Andrew Nesbitt (Chief Executive Officer)
Oliver Carton (Company Secretary)

Registered Office

Level 34, 1 Eagle Street
Brisbane QLD 4000.

Share Registry*

Automic *
GPO Box 5193, Sydney NSW 2001
1300 288 664 (within Australia)
+61 2 9698 5414 (international)
corporate.actions@automicgroup.com.au
www.automicgroup.com.au

Auditors*

BDO Audit (WA) Pty Ltd *
38 Station Street
SUBIACO WA 6008

ASX Code: AUZ

ABN: 68 073 914 191

Lawyers

Carton Solicitors
8 Chapel St
Cremorne VIC 3121

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

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Annexure 1

TARGET MARKET DETERMINATION Made by: Australian Mines Limited (ACN 073 914 191) (**Company**).

Product: Options in connection with a Placement under a prospectus dated 6 May 2024 (**Options**).

Effective date: 6 May 2024.

This target market determination (**TMD**) has been prepared by the Company in relation to an offer to issue the Options made by the Company under a prospectus dated 6 May 2024 (**Prospectus**). A copy of the Prospectus is available on the Company's website, www.australianmines.com.au

The offer will be made under, or accompanied by, a copy of the Prospectus. Any recipient of this TMD should carefully read and consider the Prospectus in full and consult their professional adviser if they have any questions regarding the contents of the Prospectus.

Any recipient of this TMD who wants to acquire Options under the offer will need to complete the application form that will be in, or will accompany, the Prospectus. There is no cooling off period in respect of the issue of the Options.

Application will be made for the attaching Options to be quoted on the Australian Securities Exchange (**ASX**).

This TMD is not a disclosure document for the purposes of the *Corporations Act 2001* (Cth), and therefore has not been lodged, and does not require lodgement, with the Australian Securities and Investments Commission (**ASIC**). This TMD does not take into account what you currently have, or what you want and need, for your financial future. It is important for you to consider these matters and read the Prospectus before you make an investment decision.

The Company is not licensed to provide financial product advice in relation to the Options.

1. TARGET MARKET

Investment Objective

The Company expects that an investment in Options will be suitable to investors who wish to gain exposure to equities in a mining company listed on the ASX.

Investment Timeframe

The target market of investors will take a short to medium term outlook on their investment. Investors with a short-term outlook for their investment will benefit from an ability to either trade Options or exercise Options and trade the underlying shares issued on exercise should the Option exercise price of the Options be lower than the trading price of shares. Investors with a medium-term outlook will benefit from an ability to exercise Options within the three-year term of the Options and increase their shareholding and exposure to the potential upside in the Company's shares into the future.

Given the need to pay the exercise price in order to acquire shares, investors in the target market are in a financial position that is sufficient for them to invest their funds on exercise the Options over a three-year time horizon, during which their ability to liquidate their Options in the Company may be limited by the trading price of shares.

Investment Metrics

While the Company does not have an established eligibility framework for investors based on metrics such as age, expected return or volatility, it is expected that the target market of investors will be able to withstand potential fluctuations in the value of their investment. The Options offer no guaranteed income or capital protection.

Risk

The Company considers that an investment in the underlying shares is highly speculative, such that an investment in the Company is not appropriate for an investor who would not be able to bear a loss of some or all of the investment. As the Options are issued at nil cost, investors should consider this when deciding whether or not to exercise an Option. Investors should also have a sufficient level of financial literacy and resources (either alone or in conjunction with an appropriate adviser) to understand and appreciate the risks of investing in Options as an asset class generally and the more specific risks of investing in an Australian listed mining company.

Further risks are disclosed in the Risk Factors section of the Prospectus.

2. DISTRIBUTION CONDITIONS

The offer of Options under the Prospectus is being made to investors who participated in the Placement specified in the Prospectus (**Eligible Shareholders**). The Company will include a copy of this TMD with the Prospectus. The Company considers that these distribution conditions will ensure that persons who invest in Options fall within the target market in circumstances where personal advice is not being provided to those persons by the Company.

3. REVIEW TRIGGERS

The Options are being offered for a limited offer period set out in the Prospectus, after the conclusion of which the Options will no longer be available for investment by way of issue. It follows that the TMD will only apply in the period between the commencement of the offer of the Options and the issue of the Options shortly after the close of the Offer (**Offer Period**).

To allow the Company to determine whether circumstances exist that indicate this TMD is no longer appropriate to the Options and should be reviewed, the following review triggers apply for the Offer Period:

(a) a new offer of Options that requires preparation of a disclosure document is made after completion of the Offer Period;

(b) any event or circumstance that would materially change a factor taken into account in making this TMD;

(c) the existence of a significant dealing of the Options that is not consistent with this TMD;

(d) ASIC raises concerns with the Company regarding the adequacy of the design or distribution of the Options or this TMD; and

(e) material changes to the regulatory environment that applies to an investment in the Options.

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4. REVIEW PERIOD

If a review trigger occurs during the Offer Period, the Company will undertake a review of the TMD in light of the review trigger. The Company will otherwise complete a review of the TMD immediately prior to the issue of Options under the Offer.

5. INFORMATION REPORTING

The reporting requirements of all distributors is set out below.

Information type	Description	Timeframe for reporting
Complaints about the attaching Options.	Information relating to the number of complaints received and a summary of the nature of each complaint or a copy of each complaint.	During the Offer Period, the distributor is to make a report within 10 business days after the end of each quarter if a complaint has been received. A report is also to be made 10 business days after the end of the Offer Period.
A significant dealing of the attaching Options that is not consistent with this TMD.	Information to include details of the significant dealing and reasons the distributor considers the significant dealing is not consistent with this TMD.	Report as soon as reasonably practicable (and in any event not more than 10 business days) after the significant dealing occurs.

CONTACT DETAILS in respect of this TMD for the Company are:

Andrew Nesbitt

Australian Mines Limited

+61 456 799 967

anesbitt@australianmines.com.au