RESOURO
STRATEGIC METALS

2024

PROSPECTUS

For an offer of 16,000,000 CHESS Depositary Interests in the Company at an issue price of A$0.50 each to raise A$8,000,000

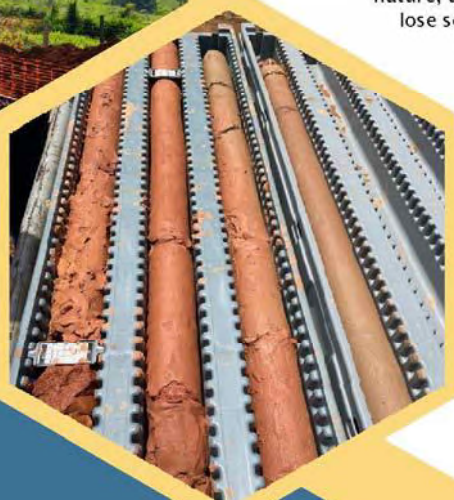
Resouro Strategic Metals Inc. (Company) is a company incorporated in Vancouver, Canada. The Company is also registered as a foreign company under the Corporations Act with ARBN 671 716 457.

This is an important document and requires your immediate attention.

It should be read in its entirety.

Please consult your professional adviser(s) if you have any questions about this document.

Investment in the CDIs offered pursuant to this Prospectus should be regarded as highly speculative in nature, and investors should be aware that they may lose some or all of their investment. Refer to Section 4 for information on the key risks associated with an investment in CDIs.



April 2024

Visit Our Website
www.resouro.com

Thomson Geer

TAYLOR COLLISON

CONTENTS

CORPORATE DIRECTORY

Directors

Christopher Eager – President, Chief Executive Officer and Director

Philippe Martins – Executive Director

Justin Clyne – Independent Non-Executive Director

Anne Landry – Independent Non-Executive Director

Corporate Secretary

Sandra Evans

Australian Local Agent & Person Responsible for ASX Communications

Justin Clyne

Registered Office (Canada)

Suite 520, 999 West Hastings Street, Vancouver, British Columbia, Canada

Registered Office (Australia)

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Sydney, New South Wales, Australia
2000

Canadian Share Registry*

Computershare Trust Company
3rd Floor, 510 Burrard Street
Vancouver, British Columbia, Canada
V6C 3B9

Australian Share Registry*

Automic Pty Ltd
Level 5, 126 Philip Street
Sydney, NSW 2000

Telephone: +61 2 8072 1400
Email: hello@automicgroup.com.au
Website: https://www.resouro.com/
TSX-V Code: RSM
ASX Code: RAU

Lead Manager

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2000

Lawyers (Australia)

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Perth, Western Australia, Australia
6000

Lawyers (Canada)

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Belo Horizonte-MG
Brazil

Investigating Accountant

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Independent Geologist

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CEP: 30.130-910

Auditor*

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1500, 640 - 5th Avenue SW
Calgary, Alberta, Canada
T2P 3G4

* Included for information purposes only. These entities have not been involved in the preparation of this Prospectus.

IMPORTANT NOTICE

Offer

The Offer detailed in this Prospectus is an invitation for eligible Applicants to apply for CDIs over common shares in Resouro Strategic Metals Inc. (ARBN 671 716 457), a company incorporated under the laws of British Columbia, Canada (under corporation number BC0430203) and registered as a foreign company in Australia (**Company**). This Prospectus is issued by the Company for the purpose of Chapter 6D of the Corporations Act. The Offer detailed in this Prospectus is an initial public offering comprising an offer of CDIs. **Each CDI represents one fully paid common share in the Company** (**Share**). The Shares offered under this Prospectus will be issued to investors in the form of CDIs so that those investors may trade the Shares on ASX and settle the transactions through CHESS. Note that in this Prospectus, the terms "Shares" and "CDIs" may be used interchangeably, except where the context requires otherwise. Please refer to Sections 1, 6.3 and 6.4 and Annexure A for further information about Shares and CDIs.

Lodgement and Listing

This Prospectus is dated, and was lodged with ASIC on, 1 May 2024. Application will be made to the Australian Securities Exchange (**ASX**) within seven (7) days of the Prospectus Date for Official Quotation of the CDIs the subject of the Offer. Neither ASIC nor ASX (or their respective officers) take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Expiry Date

The expiry date of this Prospectus is 5:00pm (AWST) on that date which is 13 months after the date this Prospectus was lodged with ASIC (**Prospectus Expiry Date**). No CDIs will be issued or sold on the basis of this Prospectus after the Prospectus Expiry Date.

Exposure Period

This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. You should be aware that this examination may result in the identification of deficiencies in this Prospectus. In such circumstances, any Application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications under this Prospectus will not be processed by the Company until after the Exposure Period. No preference will be conferred upon Applications received during the Exposure Period.

Prospectus Does Not Provide Investment Advice

The information detailed in this Prospectus is not investment or financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of the CDIs or any other financial products.

This Prospectus is important and should be read in its entirety prior to deciding whether to invest in CDIs. There are risks associated with an investment in CDIs and some of the key risks are detailed in Section 4. You should carefully consider these risks in light of your personal circumstances (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to invest in CDIs. There may also be risks in addition to these that should be considered, including in light of your personal circumstances.

Except as required by law, and only to the extent required, no person named in this Prospectus, nor any other person, warrants or guarantees the Company's performance, the repayment of capital by the Company or any return on investment made pursuant to this Prospectus.

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

Foreign Investors

This Prospectus does not constitute an offer or invitation to apply for CDIs in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the CDIs or the Offer or to otherwise permit a public offering of the CDIs, in any jurisdiction outside Australia. The Offer is not being extended to any investor outside Australia except to the extent otherwise determined by the Board, subject to applicable laws (refer to Section 5.14 for information in relation to certain selected foreign jurisdictions). The distribution of this Prospectus (including in electronic form) outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The CDIs being offered pursuant to this Prospectus have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**) or the securities laws of any state or other jurisdiction in the United States and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of the CDIs in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful under applicable law.

In particular, this Prospectus may not be distributed to any person, and the CDIs may not be offered or sold, in any country outside Australia except to the extent permitted in Section 5.14.

Taxation

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

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

Disclaimer

The Company, the Share Registry and the Lead Manager disclaim all liability, whether in negligence or otherwise, to persons who sell or trade CDIs before receiving their holding statement or allotment confirmation notice, whether on the basis of a confirmation of allocation provided by any of them (such as through the Offer Information Line), a Broker or otherwise.

Past Performance Information

This Prospectus includes information regarding past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

Electronic Prospectus and Application Forms

This Prospectus will generally be made available in electronic form on the Company's website at https://www.resouro.com/. Eligible persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus and the relevant Application Form (free of charge) from the Company's registered office during the Offer Period by contacting the Company. Contact details for the Company and details of the Company's registered office are detailed in the Corporate Directory. The Offer detailed in this Prospectus in electronic form is only available to persons receiving an electronic version of this Prospectus and relevant Application Form within Australia (unless otherwise determined by the Board, subject to applicable laws). The Corporations Act prohibits any person from passing on to another person the Application Form unless it is accompanied by or attached to a complete and unaltered copy of this Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include an Application Form. The Company (or the Lead Manager) will provide this Prospectus together with the Application Form to persons selected to apply to participate in the Offer. Applicants must complete and return the Application Form with the requisite Application Monies by following the instructions detailed on the Application Form.

By returning the Application Form with the requisite Application Monies or making a payment of Application Monies you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Offer detailed in this Prospectus.

No Cooling-Off Rights

Cooling off rights do not apply to an investment in CDIs offered under this Prospectus. This means that, in most circumstances, you cannot withdraw your Application.

Website

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

Speculative Nature of Investment

An investment in the Company is not risk free. The CDIs offered pursuant to this Prospectus should be considered highly speculative. There is no guarantee that the CDIs offered pursuant to this Prospectus will make a return on the capital invested, that dividends will be paid on the CDIs or that there will be an increase in the value of the CDIs in the future.

Using this Prospectus

Persons wishing to apply for CDIs offered by this Prospectus should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses, and prospects of the Company and the rights and liabilities attaching to the CDIs offered pursuant to this Prospectus. If persons considering applying for CDIs offered pursuant to this Prospectus have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser for advice.

Privacy Statement

To apply for CDIs you will be required to provide certain personal information to the Company and the Share Registry. The Company and the Share Registry will collect, hold, use, disclose and otherwise handle your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request and to carry out appropriate administration in relation to your Application and your needs as an investor. The Corporations Act, taxation law, and in some cases, local legislation outside of Australia, require some of this personal information to be collected. If you do not provide the information requested or do not consent to its collection, your Application may not be accepted, or may not be able to be processed efficiently, or at all.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes detailed in this Privacy Statement or as otherwise disclosed to you, and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities inside or outside of Australia, and as otherwise permitted or required by any applicable law.

If an Applicant becomes a CDI Holder or a Shareholder, the Corporations Act requires the Company to include information about the CDI Holder or Shareholder (including name, address and details of the CDIs and Shares held) in its public register. The Company's public register must also show the name and details of persons who cease to be a CDI Holder or Shareholder within the last seven years. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its Shareholders) and compliance by the Company with its legal and regulatory requirements.

In some cases, your personal information may be disclosed by the Company to recipients located in jurisdictions outside of Australia, including in Canada. These disclosures include on the Company's CDI and Share register to relevant regulatory authorities and to third parties described above (including in accordance with applicable laws in Canada as the Company is a corporation established under the *Business Corporations Act* (British Columbia) (**BCBCA**)). This includes on the Company's Share register, as required or permitted under the BCBCA, to any person lawfully entitled to examine the Share register, and under applicable Canadian laws. Apart from these instances, your personal information is not generally disclosed to recipients

located outside of Australia or Canada except with your consent or where otherwise authorised, permitted or required by law.

Your personal information will be provided to the Share Registry to assist in managing the Company's CDI and share registers. The Canadian Share Registry's Privacy Policy is available on the Share Registry's website, https://www.computershare.com/ca/en.

Forward-Looking Statements

This Prospectus contains "forward-looking statements" and "forward-looking information", including statements and forecasts which include (without limitation) expectations regarding the financial position of the Company, production targets, industry growth and other trend projections, future strategies, results and outlook of the Company and the opportunities available to the Company. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "is expecting", "budget", "outlook", "scheduled", "target", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved. Such information is based on assumptions and judgments of the Company regarding future events and results. Readers are cautioned that forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, targets, performance or achievements of the Company to be materially different from any future results, targets, performance or achievements expressed or implied by the forward-looking information.

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

Forward-looking information and statements are (further to the above) based on the reasonable assumptions, estimates, analysis and opinions of the Company made in light of its perception of trends, current conditions and expected developments, as well as other factors that the Company believes to be relevant and reasonable in the circumstances at the date such statements are made, but which may prove to be incorrect. Although the Company believes that the assumptions and expectations reflected in such forward-looking statements and information (including as described throughout this Prospectus) are reasonable, readers are cautioned that this is not exhaustive of all factors which may impact on the forward looking information. The Company does not undertake to update any forward-looking information or statements, except in accordance with applicable securities laws.

Competent Persons and Practitioner Statements

Tiros Project

The information in this Prospectus relating to the Exploration Results at the Tiros Project is based on, and fairly represents, information and supporting documentation prepared by Mr Ednie Rafael Fernandes, a Competent Person who is a member of the Australian Institute of Geoscientists (membership number 7974). Mr Fernandes has sufficient experience that is relevant to the style of mineralisation and types of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the JORC Code.

Mr Fernandes has given his prior written consent to the form and context in which the Exploration Targets and the supporting information are presented in this Prospectus and has not withdrawn his consent before lodgement of this Prospectus with ASIC.

Novo Mundo Project

The information in this Prospectus relating to the Exploration Results at the Novo Mundo Project is based on, and fairly represents, information and supporting documentation prepared by Mr Mario Conrado Reinhardt, a Competent Person who is a member of the Australian Institute of Geoscientists (membership number 3707). Mr Reinhardt has sufficient experience that is relevant to the style of mineralisation and types of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the JORC Code.

Mr Reinhardt has given his prior written consent to the form and context in which the Exploration Results and the supporting information are presented in this Prospectus and has not withdrawn his consent before lodgement of this Prospectus with ASIC.

Photographs and Diagrams

Photographs and diagrams used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the Prospectus Date.

Currency

All financial amounts contained in this Prospectus are expressed as Australian currency unless otherwise stated. All references in this Prospectus to "$", "AUD" or "A$" are references to Australian dollars, all references in this Prospectus to "C$" or "CAD" are references to Canadian dollars and all references in this Prospectus to "US$" or "USD" are references to United States dollars.

The CDIs will be listed on ASX and priced in Australian dollars. However, the Shares will be quoted and trading on the TSX-V in Canadian dollars. As a result, movements in foreign exchange rates may cause the price of CDIs to fluctuate for reasons unrelated to the Company's financial condition or performance.

Effect of rounding

Some numerical figures included in this Prospectus have been subject to rounding adjustments. Any discrepancies between totals and sums of components in tables detailed in this Prospectus are due to rounding.

Time

All references to time in this Prospectus are references to AEST, being the time in Sydney, New South Wales, Australia, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary in Section 8.

Regulation of the Company

The Company was incorporated in British Columbia, Canada and its internal affairs are governed by the BCBCA of British Columbia, Canada and other applicable Canadian law. As the Company was not incorporated in Australia, its general corporate activities (apart from any offering of securities in Australia) are not generally regulated by the Corporations Act or by ASIC but instead are governed by the BCBCA. See the information regarding Canadian laws in Section 6 and Annexure B for information about the material regulations that apply to the Company and its operating activities.

Letter from the Chairman

Dear Investor

On behalf of the Board, it brings me great pleasure to invite you to become an investor in Resouro Strategic Metals Inc. (TSX-V: RSM) (**Company**), a company incorporated in Canada and listed on the TSX-V and the FSE. The Offer under this Prospectus represents an opportunity to invest in a company focused on the discovery and development of critical mineral resources, via the Company's rare earth elements and titanium project located in Minas Gerais State, Brazil, which covers an area of approximately 45,048ha (being the **Tiros Project**). The Company holds a 90% ownership interest in the Tiros Project.

Rare earth elements are crucial for the ongoing energy and environmental transition, serving as critical raw materials in low-carbon technologies, such as permanent magnets in electric vehicles, wind turbines, robotics, medical equipment, and many other important technologies. Given that rare earth elements are essential components of permanent magnets used in electric vehicles and wind turbines, the Company considers the shift towards clean and sustainable energy solutions globally is poised to trigger a substantial surge in demand for these minerals. At the Prospectus Date, the Company has commenced an exploration work program at the Tiros Project, which includes a maiden auger, air core and diamond drilling campaign, with the latest drill intercepts continuing to deliver high grade results.

Following Admission, the Company intends to utilise funds raised under this Prospectus and its existing cash reserves towards:

- undertaking advanced exploration activities at the Tiros Project, including a targeted drill program, with an aim to delineate a JORC compliant Mineral Resource;
- undertaking chemical and metallurgical testwork to determine scoping level requirements at the Tiros Project;
- commencing preliminary economic evaluation and undertaking technical studies in respect to the Tiros Project; and
- ongoing working capital including corporate costs.

In addition, the Company, via its wholly owned subsidiary, also has an interest in a gold project located in Alta Floresta Gold Province, Brazil (**Novo Mundo Project**). The Company also intends to utilise funds raised under this Prospectus to undertake further exploration activities at the Novo Mundo Project, including trenching and drilling activities to evaluate the potential of the Novo Mundo Project.

This Prospectus constitutes an offer to acquire 16,000,000 CHESS Depositary Interests in the Company (**CDIs**) over Shares at an offer price of A$0.50 per CDI to raise A$8,000,000 (before associated costs) (**Offer**). **The CDIs will be issued at a ratio of 1 CDI for 1 Share.** The Offer is to facilitate the multiple listing of the Company on the ASX, the TSX-V and the FSE. The Board considers that listing on the ASX will provide the Company with increased opportunities to access capital from institutional investors and an opportunity for non-institutional investors in Australia to participate in the advancement of the Projects as well as the potential to unlock what the Board believes is significant unrealised value in the Company's assets, particularly the Tiros Project.

An investment in the Company is subject to risks, given, amongst other things, the Tiros Project is in the exploration phase. These risks include the future capital requirements and dilution risks, the nature of mineral exploration and mining, operational matters, metallurgy risks and the economic, political and social context in Brazil. Please refer to Section 4 for a more detailed description of key risk factors. This Prospectus contains detailed information about the Offer and the relevant risk factors. I encourage you to read it carefully before making an investment decision and to consult with your independent professional adviser in connection with the Offer. On behalf of the Directors, I look forward to welcoming you as a Shareholder.

Yours sincerely

Christopher Eager
President, CEO and Director

Indicative Timetable

Indicative Timetable	
Lodgement of Prospectus with ASIC	1 May 2024
Exposure Period begins	1 May 2024
Exposure Period ends (unless extended)	8 May 2024
Opening Date of the Offer (unless the Exposure Period is extended)	9 May 2024
Closing Date of the Offer	23 May 2024
Expected date of issue of CDIs pursuant to the Offer	30 May 2024
Expected despatch of holding statements	30 May 2024
Expected date for commencement of trading of CDIs on ASX on a normal settlement basis	4 June 2024

Note: The above dates are indicative only and may change. The Company, in consultation with the Lead Manager, reserve the right to amend any and all of the above dates without notice (including, without limitation but subject to the Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, to accept late Applications (either generally or in particular cases) or to cancel the Offer before CDIs are issued by the Company). If the Offer is cancelled before the issue of CDIs, all Application Monies will be refunded in full (without interest) as soon as practicable in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens.

Key Offer Information

Key Offer Details	
Securities offered under the Offer	CDIs[1]
Ratio of CDIs to Shares	1 CDI for 1 Share
Offer price per CDI under the Offer	A$0.50
Total number of CDIs offered under the Offer	16,000,000
Gross proceeds to be received by the Company from the issue of CDIs under the Offer (before costs)	A$8,000,000

Capital Structure	
Securities on issue on the Prospectus Date	
Shares[1]	76,182,192
Options[2]	10,810,000
Warrants[4]	4,244,678
Performance Rights[5]	750,000
Securities on issue immediately upon Admission	
Shares/CDIs[1]	92,182,192
Options[2, 3]	12,653,643
Warrants[4]	4,244,78
Performance Rights[5]	750,000
Indicative market capitalisation[6]	**A$46.1 million**

Notes:
1. CDIs are CHESS Depositary Interests over underlying Shares. Refer to Annexure A for further information on CDIs. The rights attaching to the Shares and the CDIs are summarised in Sections 6.3 and 6.4 respectively.
2. Refer to Section 6.9 for the terms of the issued Options.
3. Includes the issue of 1,843,643 Lead Manager Options. Refer to Section 6.11 for the terms of the Lead Manager Options to be issued to the Lead Manager (and/or its nominees).
4. Refer to Section 6.12 for the terms of the Warrants.
5. Refer to Section 6.13 for the terms of the Performance Rights.
6. At the offer price of A$0.50 per CDI under the Offer. The price at which the CDIs trade on ASX may be above or below this amount and would fluctuate over time. Indicative market capitalisation is shown on an undiluted basis.
7. The figures shown above are at 30 April 2024, being the latest practicable date prior to the Prospectus Date. No new Securities have been issued since this date, other than the potential exercise or conversion of an immaterial number of the Options or Warrants on issue.

How to Invest

Applications can only be made by completing and lodging an Application Form. Instructions on how to apply for CDIs are detailed in Section 5 and on the relevant Application Forms.

Questions

All enquiries in relation to this Prospectus should be directed to the Offer Information Line on 1300 288 664 (within Australia) from 8:30am to 5:00pm (AEST), Monday to Friday (excluding public holidays). If you are eligible to participate in the Offer and are calling from outside Australia, you should call + 61 2 9698 5414 from 8:30am to 5:00pm (AEST), Monday to Friday (excluding public holidays).

If you are unclear in relation to any matter, or are uncertain as to whether the Company is a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.

1 Investment Overview

The information below is a selective overview only. Prospective investors should read this Prospectus in full before deciding whether to invest in the CDIs offered pursuant to this Prospectus.

Topic	Summary	More Information
A. Introduction		
Who is issuing this Prospectus?	Resouro Strategic Metals Inc. (ARBN 671 716 457), a company incorporated under the laws of British Columbia, Canada in August 1992 under the incorporation number BC0430203 and listed on the TSX Venture Exchange (**TSX-V**) and the Frankfurt Stock Exchange (**FSE**). The Company is registered as a foreign company in Australia, under Chapter 5B of the Corporations Act.	***Section 2***
What is the Offer?	The Offer is an initial public offering of CDIs over Shares in the Company. Under the Offer, 16,000,000 CDIs are being offered at an offer price of A$0.50 per CDI to raise proceeds for the Company of A$8,000,000 (before associated costs), which is the Minimum Subscription pursuant to the Offer.	***Section 5.1***
Why is the Offer being conducted?	The purpose of the Offer is to: • raise A$8,000,000 (before associated costs) pursuant to the Offer; • assist the Company to meet the requirements of ASX and satisfy Chapters 1 and 2 of the Listing Rules, as part of the Company's application for Admission; • provide the Company with sufficient working capital at the time of Admission to pursue its business strategy and objectives detailed in Section 2.7; • provide a liquid market for its Shares to trade in the form of CDIs and an opportunity for others to invest in the Company; and • provide the Company with the benefits of an increased profile that arises from being a listed entity on ASX.	***Sections 5.4 and 5.5***
B. Company and Business Overview		
Who is the Company and what does it do?	The Company is a mineral exploration company focused on the discovery and development of critical mineral resources, via its rare earth elements and titanium project located in Minas Gerais State, Brazil, which comprises: • 17 exploration permits and one exploration permit application held by the Company's Brazilian subsidiary; and • 6 exploration permits and one exploration permit application that have been validly assigned to the Company's Brazilian subsidiary and are awaiting ANM approval, (being the **Tiros Project**). Details of the Company's exploration permits at the Tiros Project, including details as to their standing and status are detailed in Annexure E.	***Section 2***

Topic	Summary	More Information
	The Company, via its wholly owned subsidiary, also has an interest in a gold project located in Alta Floresta Gold Province which comprises three exploration permits (**Novo Mundo Project**) and an interest in an exploration permit, being the Santa Angela Project, which is not considered material to the Company's operations.	
What is the Tiros Project?	The Tiros Project is located in northern Minas Gerais, Brazil, and is situated approximately 350km west-north-west of Belo Horizonte, the state capital. The Tiros Project is an early-stage exploration project which is prospective for rare earth elements and titanium and covers an area of approximately 45,048 ha. The Company holds, via its wholly owned Brazilian subsidiary, a 90% interest in the Tiros Project and the remaining 10% interest in the Tiros Project is held by RBM Consultoria Mineral Eireli (**RBM**), an unrelated third-party vendor. Details of the exploration permits are detailed in the Independent Geologist's Report (Tiros Project).	***Section 2.5, the Independent Geologist's Report (Tiros Project) in Part 1 of Annexure D***
What is the Novo Mundo Project?	The Novo Mundo Project is located in the Alta Floresta Gold Province close to the northern border of the state of Mato Grosso, central Brazil. Within the licensed area is the small town of Novo Mundo, which is 30km west from the larger town of Guarantã do Norte.	***Section 2.6, the Independent Geologist's Report (Novo Mundo Project) in Annexure D***
What are the Company's strategy and objectives?	The Company's primary objective is to increase shareholder value through the successful identification, exploration, definition and development of critical minerals at the Tiros Project. Following Admission, the Company's immediate focus will be to advance the Tiros Project by: • undertaking exploration activities at the Tiros Project, including a targeted drill program, with an aim to delineate a JORC compliant Mineral Resource; • undertaking chemical and metallurgical testwork to determine scoping level requirements; and • subject to the results of the exploration activities, commencing preliminary economic evaluation and undertake preliminary technical studies. In addition to the activities to be undertaken at the Tiros Project, the Company will also undertake further exploration activities to evaluate the potential of the Novo Mundo Project.	***Section 2.7***
What material contracts is the Company or its subsidiaries a party to?	The material contracts of the Company and of its subsidiaries are detailed in Sections 3.3 and 6.7 of this Prospectus. These material contracts include (among other agreements disclosed in this Prospectus): • Tiros Project Agreements; • Novo Mundo Agreement and Coogavepe Agreement; • Lead Manager Mandate; • key executive agreements concerning Mr Christopher Eager (President, Chief Executive Officer and Director) and Mr Philippe Martins (Executive Director) engagements;	***Section 3.3 and 6.7***

Topic	Summary	More Information
	• non-executive director appointments letters with Mr Justin Clyne and Ms Anne Landry; and • indemnity agreements between the Company and each of the Directors.	
What jurisdictions does the Company operate in?	The Company is incorporated in, and registered under the laws of, the Province of British Columbia, Canada. The Projects are located in Brazil. The Company's head office is located in Vancouver, Canada.	***Section 2***
How does the Company expect to fund its operations?	The Company believes that its existing cash reserves and the funds proposed to be raised from the Offer will provide the Company with sufficient working capital to achieve its stated objectives following Admission, as detailed in Sections 2.7 and 2.8 of this Prospectus.	***Sections 2.7 and 2.8***
Will the Company generate revenue and what are its key costs?	The Company is an early-stage exploration company, which has no present source of revenue. The Company does not derive any income from mineral exploration activities, nor does it anticipate any such income in the immediate future.	***Independent Limited Assurance Report in Annexure C.***
Where is the financial information in relation to the Company?	Financial information in respect to the Company, including a pro forma statement of financial position detailing the effect of the Offer, is detailed in Independent Limited Assurance Report (which is included in Annexure C).	***Independent Limited Assurance Report in Annexure C***
Will the Company pay dividends?	The Company does not expect to pay dividends in the near future, as its focus will primarily be on using cash reserves to undertake exploration activities on the Projects. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.	***Section 2.11***
C. Key Company Highlights and Key Risks		
What are the key strengths and competitive advantages of the Company?	The Company considers it offers the following competitive advantages for investors: • **Exploration potential** – the Tiros Project is located in a prospective region and the exploration potential of the Tiros Project is considered high due to the presence of historical exploration and analysis that includes favourable rare earth elements and titanium grades and relatively known geology. • **Attractive global rare earth market** – rare earth permanent magnets are critical for electric and hybrid vehicles, wind turbines, consumer and medical devices, robotics, drones and defence systems. Given that rare earths are essential components of permanent magnets, the shift towards clean and sustainable energy solutions is poised to trigger a substantial surge in the demand for these minerals.	***Section 2.9***

Topic	Summary	More Information
	• **Experienced team** – experienced Board and management team with a broad range of mining, project development, financing and technical skills in the resource industry.	
What are the key risks of investing in the Company?	Prospective investors should be aware that subscribing for CDIs in the Company involves a number of risks and uncertainties. The risk factors set out in Section 4 and other risks applicable to all securities may affect the value of CDIs in the future. Accordingly, an investment in the Company should be considered highly speculative. This overview only details some of the risks that apply to an investment in the Company and investors should refer to Section 4 for a more detailed summary of the risks. • **Future Capital Requirements.** The Company has no operating revenue and is unlikely to generate any operating revenue unless and until its projects are successfully explored, evaluated, developed and production commences. As an exploration entity, the Company does not operate on a cashflow positive basis and is reliant on raising funds from investors in order to continue to fund its operations and execute on its exploration strategy. Whilst the Company considers that its existing cash and net proceeds from the Offer will be adequate to fund its activities and exploration program and budget for approximately 12 months, shortly thereafter, the Company will require further financing to implement its future exploration programs and fund general administrative costs. The Company considers that further financing will likely take the form of an equity capital raising which will be dilutive to Shareholders and may be undertaken at lower prices than the current market price (or Offer Price). Debt financing, if available and attractive, may involve restrictive covenants which will limit the Company's operations and activities. Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when required, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing needed, it may be required to reduce the scope of its operations and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern. • **Nature of Mineral Exploration and Mining.** The business of mineral exploration, development and production is subject to a high level of risk. Mineral exploration and development require large amounts of expenditure over extended periods of time with no guarantee of revenue, and exploration and development activities may be deterred by circumstances and factors beyond the Company's control. There can be no assurance that exploration and development at the Projects, or any other projects that may be acquired by the Company in the future, will result in the discovery of mineral deposits which are capable of being exploited economically. Even if a viable deposit is identified, there is no guarantee that it can be profitably exploited. • **Operational Matters.** The operations of the Company may be affected by various factors that are beyond the control of the Company, including failure to identify mineral deposits, failure to achieve predicted grades in exploration or mining,	***Section 4***

Topic	Summary	More Information
	operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages, delays in procuring, or increases in the costs of consumables, commodities, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company. These risks and hazards could also result in damage to, or destruction of, facilities and equipment, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. These factors are largely beyond the control of the Company and, if they occur, may have an adverse effect on the financial performance of the Company and the value of its assets. • **Insufficient Resources or Reserves.** Additional expenditures will be required to establish either Mineral Resource or Ore Reserve estimates on the Projects, in particular the Tiros Project, and to develop processes to extract the minerals. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all. • **Title Risk.** The Group's exploration and development activities (including at the Projects) are dependent upon the grant, the maintenance and renewal of appropriate licences, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The maintenance, renewal and granting of these mineral rights depend on the Group being successful in obtaining required statutory approvals and complying with regulatory processes. A failure to obtain these statutory approvals or comply with these regulatory processes may adversely affect the Group's title to the mineral rights, may prevent or impede the grant, acquisition or advancement of, or the conduct of activities within, mineral rights and may have a material adverse effect on the business, results of operations, financial condition and prospects of the Group. Further, there is no guarantee or assurance that the licences, concessions, leases, permits or consents will be renewed or extended as and when required or that new conditions will not be imposed in connection with the Group's mineral rights. The renewal or grant of the terms of each licence is usually at the discretion of the relevant government authority. To the extent such approvals, consents or renewals are not obtained, the Group may be curtailed or prohibited from continuing with its exploration and development activities or proceeding with any future development, which may have a material adverse effect on the business, results of operations, financial condition and prospects of the Group. • **Sovereign risk.** The Company's mineral rights are located in 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	

<table>
<tr><th>Topic</th><th>Summary</th><th>More Information</th></tr>
<tr><td></td><td>fiscal regulations, regulatory regimes, political insurrection or labour unrest, inflation or economic recession.

• Environmental risk. The minerals and mining industry has become subject to increasing environmental regulations and liability. The operations and proposed activities of the Company are subject to State and Federal laws, regulations and permits concerning the environment. If such laws are breached or modified, the Company could be required to cease its operations and/or incur significant liabilities including penalties, due to past or future activities.</td><td></td></tr>
<tr><td colspan="2">D. Board, Management and Related Parties Interests and Arrangements and Other Significant Interests</td><td></td></tr>
<tr><td>Who are the directors of the Company?</td><td>The Directors from Admission are:
• Christopher Eager – President, Chief Executive Officer and Director
• Philippe Martins – Executive Director
• Justin Clyne – Independent Non-Executive Director
• Anne Landry – Independent Non-Executive Director</td><td>Section 3.1</td></tr>
<tr><td>Who are the key management of the Company?</td><td>The key management personnel of the Company from Admission are:
• Christopher Eager – President, Chief Executive Officer and Director
• Philippe Martins – Executive Director
• Sandra Evans – Chief Financial Officer & Corporate Secretary</td><td>Section 3.2</td></tr>
<tr><td>What interests in the Company are held by Directors and are they participating in the Offer?</td><td>Directors and their related entities have, at the Prospectus Date and the time of Admission, the following interests in Securities:
<table>
<tr><th>Director[1]</th><th>Shares/CDIs</th><th>Options[2]</th><th>Warrants[3]</th></tr>
<tr><td colspan="4">Securities on the Prospectus Date</td></tr>
<tr><td>Christopher Eager[4]</td><td>18,155,750</td><td>5,750,000</td><td>-</td></tr>
<tr><td>Philippe Martins</td><td>505,714</td><td>650,000</td><td>2,857</td></tr>
<tr><td>Justin Clyne</td><td>-</td><td>670,000</td><td>-</td></tr>
<tr><td>Anne Landry</td><td>215,000</td><td>670,000</td><td>-</td></tr>
<tr><td colspan="4">Securities immediately upon Admission</td></tr>
<tr><td>Christopher Eager[4]</td><td>18,155,750</td><td>5,750,000</td><td>-</td></tr>
<tr><td>Philippe Martins</td><td>505,714</td><td>650,000</td><td>2,857</td></tr>
<tr><td>Justin Clyne</td><td>-</td><td>670,000</td><td>-</td></tr>
<tr><td>Anne Landry</td><td>215,000</td><td>670,000</td><td>-</td></tr>
</table>
Notes:
1. Securities beneficially owned, directly and indirectly, or over which control or direction is exercised. Unless otherwise indicated, such securities are held directly. These figures do not include Shares that may be acquired on the exercise of any stock options held by the respective Directors.
2. Refer to Section 6.9 for the terms of the Options.
3. Refer to Section 6.12 for the terms of the Warrants.
4. Refer to Section 3.3 for further details regarding Mr Eager's holdings.</td><td>Section 3.3</td></tr>
</table>

<table>
<tr><th>Topic</th><th>Summary</th><th>More Information</th></tr>
<tr><td>What significant benefits and interests are payable to Directors and other persons connected with the Company or the Offer?</td><td>The interests of Directors and their related entities, at the Prospectus Date and the time of Admission, are detailed in the table above.

The annual fees to the Directors on Admission are as follows:

<table>
<tr><th>Name</th><th>Position/s</th><th>Amount per annum</th></tr>
<tr><td>Christopher Eager[1]</td><td>President, Chief Executive Officer, Director</td><td>A$420,000</td></tr>
<tr><td>Philippe Martins</td><td>Executive Director</td><td>A$96,000</td></tr>
<tr><td>Justin Clyne[2]</td><td>Independent Non-Executive Director</td><td>A$96,000[3]</td></tr>
<tr><td>Anne Landry</td><td>Independent Non-Executive Director</td><td>C$86,400[4]</td></tr>
</table>
Notes:
1. Mr Eager provides his services via the CE Deed. Refer to Section 3.3(b) for further details.
2. Mr Clyne provides services via Clyne Corporate Advisory Pty Ltd.
3. Exclusive of goods and services tax. Fees include company secretarial services.
4. Exclusive of provincial sales tax and federal goods and services tax.

Advisers and other service providers are entitled to fees for services and other interests detailed in Section 6.17.</td><td>Sections 3.3 and 6.17</td></tr>
<tr><td>Who are the advisers to the Offer?</td><td>The key advisers to the Offer are as follows:

• Taylor Collison Limited is the Lead Manager to the Offer.
• Thomson Geer is the Australian legal adviser to the Company.
• Borden Ladner Gervais LLP is the Canadian legal adviser to the Company.
• William Freire Advogados Associados is the Brazilian legal adviser to the Company.
• BDO Corporate Finance (WA) Pty Ltd is the Investigating Accountant to the Offer and the Company.
• GE21 Consultoria Mineral Ltda. is the Independent Geologist to the Company.
• Automic Pty Ltd is the Australian Share Registry.
• Computershare Trust Company is the Canadian Share Registry.
• MNP LLP is the Company's auditor.</td><td>Section 6.23</td></tr>
<tr><td>What are the Lead Manager's interests in the securities of the Company?</td><td>At the Prospectus Date, the Lead Manager and its associates holds 1,951,409 Shares and 600,616 Warrants. Refer to Section 6.17 for further information. Refer also to Section 6.7(c) for further information regarding the Lead Manager's rights and benefits pursuant to the Mandate.</td><td>Section 6.17</td></tr>
<tr><td>Who are the significant existing shareholders of the Company and what</td><td>To the best of the knowledge of the Company based on the available information, at the Prospectus Date the following Shareholder have an interest in over 5% of the Shares on issue:</td><td>Section 6.15</td></tr>
</table>

<table>
<tr><th>Topic</th><th>Summary</th><th>More Information</th></tr>
<tr><td>will their interests be after completion of the Offer?</td><td>
<table>
<tr><th>Name</th><th>Number of Shares</th><th>Percentage of Shares</th></tr>
<tr><td>Resmin Pte Ltd</td><td>18,155,750</td><td>23.83%</td></tr>
<tr><td>Merrill Lynch Canada</td><td>7,377,048</td><td>9.68%</td></tr>
<tr><td>JP Morgan Nominees</td><td>6,141,609</td><td>8.06%</td></tr>
</table>
Based on the information known, as at the Prospectus Date, on Admission, the following Shareholder will have an interest in over 5% of the Shares on issue:
<table>
<tr><th>Name</th><th>Number of Shares</th><th>Percentage of Shares</th></tr>
<tr><td>Resmin Pte Ltd</td><td>18,155,750</td><td>19.70%</td></tr>
<tr><td>Merrill Lynch Canada</td><td>7,377,048</td><td>8.00%</td></tr>
<tr><td>JP Morgan Nominees</td><td>6,141,609</td><td>6.67%</td></tr>
</table>
</td><td></td></tr>
<tr><td colspan="2">E. Details of the Offer and Use of Funds</td><td></td></tr>
<tr><td>What is the Structure of the Offer?</td><td>The Offer comprises:
the Broker Offer, which is open to Australian retail clients and other eligible clients (subject to compliance with applicable laws) of Brokers who have received an invitation from their Broker to apply for CDIs; and
the Public Offer, which is open to members of the general public with registered addresses in Australia.</td><td>Section 5.1</td></tr>
<tr><td>Who is eligible to participate in the Offer?</td><td>The Broker Offer is open to eligible Australian retail clients and other eligible clients (subject to compliance with applicable laws) of Brokers who have received an invitation from their Broker to apply for CDIs and are not in the United States and are not acting for the account or benefit of any person in the United States. If you have been offered a firm allocation by a Broker, you will be treated as an Applicant under the broker Offer in respect of that allocation. You should contact your Broker to determine whether they may allocated Shares to you under the Broker Offer.

The Public Offer is open to members of the general public with registered addresses in Australia.</td><td>Sections 5.9 and 5.10</td></tr>
<tr><td>What is the allocation policy under the Offer?</td><td>The Lead Manager and the Company have absolute discretion regarding the allocation of CDIs to Applicants under the Offer and may reject an Application or allocate a lesser number of CDIs than applied for by the Applicant.

CDIs that are allocated to Brokers will be issued to Applicants nominated by the Brokers (subject to the right of the Company to reject, aggregate or scale back Applications). It will be a matter for each Broker as to how they allocate CDIs among their clients.</td><td>Sections 5.9, 5.10 and 5.12</td></tr>
<tr><td>What is the Minimum Subscription pursuant to the Offer?</td><td>The minimum total aggregate subscription under the Offer is 16,000,000 CDIs to raise approximately A$8,000,000 (before associated costs).</td><td>Section 5.2</td></tr>
<tr><td>Is the Offer underwritten?</td><td>The Offer will not be underwritten.</td><td>Section 5.12</td></tr>
</table>

Topic	Summary	More Information
What are the conditions of the Offer?	The Offer is conditional upon the following events occurring: • the Company raising the Minimum Subscription; • ASX providing the Company with a list of conditions acceptable to the Company which, once satisfied, will result in ASX admitting the Company to the Official List; and • the receipt of all necessary regulatory approvals on conditions acceptable to the Company, including any approvals required by ASX and TSX-V. If these conditions are not satisfied then the Offer will not proceed and the Company will repay all Application Monies in accordance with the Corporations Act.	***Section 5.3***
What is the effect of the Offer on the capital structure of the Company?	The CDIs issued under the Offer would be approximately 17.36% of the enlarged issued Share capital of the Company immediately following completion of the Offer.	***Section 5.7***
What are CDIs?	ASX uses an electronic system called CHESS for the clearance and settlement of trades on ASX. CDIs are financial products quoted on the ASX. The issue of CDIs instead of Shares is necessary because, under the Securities Transfer Act, uncertificated electronic share trading systems such as ASX's CHESS system are incapable of transferring the ownership in shares of Canadian companies. CDIs are frequently used for trading shares of companies incorporated outside of Australia, and trade in a similar way to ordinary shares of Australian incorporated companies. Each CDI will represent the beneficial interest in one underlying Share. CDIs give a holder similar, but not identical, rights to a holder of Shares.	***Section 5.15 and Annexure A***
What is the CDI to Share ratio?	One CDI will represent the beneficial interest in one Share.	***Section 5.12 and Annexure A***
What are the terms of the CDIs offered under the Offer?	A description of the CDIs and the underlying Shares, including the rights and liabilities attaching to them, is detailed in Sections 6.3 and 6.4. Section 6.5 provides information regarding converting between Shares and CDIs. Annexure A provides a further description of the rights and entitlements attaching to CDIs generally.	***Sections 6.3 and 6.4***
Will the CDIs be quoted on the ASX?	The Company will apply to ASX within seven days of the Prospectus Date for admission to the Official List and quotation of CDIs on ASX (which will be under the ASX code "RAU"). Completion of the Offer is conditional on ASX approving the application. If ASX does not grant permission for Official Quotation within three months after the Prospectus Date the Offer will be withdrawn and all Application Monies received by the Company (if any) will be refunded to Applicants (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.	***Section 5.12***

Topic	Summary	More Information
Will any Securities be subject to restrictions on disposal?	None of the CDIs issued under the Offer will be subject to escrow. The Company will announce to ASX full details (quantity and duration) of the Securities to be held in escrow prior to the CDIs commencing trading on ASX.	***Section 5.8***
What are the tax implications of investing in the CDIs?	The acquisition, holding and disposal of CDIs (and the Shares in which CDIs represent the beneficial interest) will have tax consequences, which will differ depending on the individual financial affairs of each investor and applicable laws. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring CDIs pursuant to the Offer, from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its respective officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for, or purchasing, CDIs under this Prospectus (or acquiring an interest in the underlying Shares).	***Section 5.17***
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by Applicants on the subscription for, or purchase of, CDIs under the Offer.	***Section 5.12***
How can I apply under the Offer?	If you have received an invitation to apply for CDIs from your Broker and wish to apply for those CDIs under the Broker Offer, you should contact your Broker for information about how to submit your Application Form and for payment instructions. Applicants under the Offer must not send their Application Forms or payment to the Share Registry. Applications under the Public Offer can be made by completing a valid online Application Form, which can be found at https://apply.automic.com.au/Resouro.	***Sections 5.9 and 5.10***
What is the minimum Application size?	The minimum Application under the Offer is A$2,000 worth of CDIs (being 4,000 CDIs). There is no maximum value of CDIs that may be applied for under the Offer.	***Section 5.12***
When will I receive confirmation if my Application has been successful?	It is expected that initial holding statements and allotment confirmation notices will be despatched on or around 30 May 2024.	***Sections 5.12 and 5.14(c)***
When can I sell my CDIs on ASX?	It is expected that trading of CDIs on the ASX on a normal settlement basis will commence on or about 4 June 2024. It is the responsibility of each Applicant to confirm their holding before trading their CDIs. Applicants who sell CDIs before they receive an initial holding statement or allotment confirmation notice do so at their own risk.	***Sections 5.12 and 5.16***
What is the cost of the Offer?	The costs of the Offer, which are payable by the Company, are estimated to be approximately A$938,600.	***Sections 5.5 and 6.19***
Can the Offer be withdrawn?	The Company reserves the right to not proceed with the Offer at any time before the issue of CDIs to successful Applicants.	***Section 5.18***

Topic	Summary	More Information
	If the Offer does not proceed, Application Monies will be refunded in full (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.	
F. Other Disclosures		
How will the Company report to CDI Holders on the performance of its activities?	The Company will send to its CDI Holders an annual report, if the CDI Holder elects to receive one, and will also release information to CDI Holders in accordance with the continuous and periodic disclosure requirements of the Listing Rules. Further information regarding the Company will be available on the ASX announcements platform at https://www.asx.com.au/ and will also be available on the Company's website at https://www.resouro.com/.	***Section 6.22***
What are the key differences between Australian and Canadian company law?	As the Company is not incorporated in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act or by ASIC but instead are governed by the BCBCA and other applicable Canadian laws. Although there are similarities between the two jurisdictions from a company law perspective, there are differences with respect to operation of certain laws and regulations concerning shares of publicly listed companies including but not limited to: • corporate procedures; • transactions requiring shareholder approval; • shareholders' right to requisition meetings, vote and appoint proxies; • takeovers; • substantial shareholders reporting; • related party transactions; • protection of minority shareholders – oppressive conduct; and • "two-strikes" rule in relation to remuneration reports.	***Annexure B***
How can I obtain further information?	All enquiries in relation to this Prospectus should be directed to the Offer Information Line on 1300 288 664 (within Australia) from 8:30am to 5:00pm (AEST), Monday to Friday (excluding public holidays). If you are eligible to participate in the Offer and are calling from outside Australia, you should call + 61 2 9698 5414 from 8:30am to 5:00pm (AEST), Monday to Friday (excluding public holidays). If you are unclear in relation to any matter, or are uncertain as to whether the Company is a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.	

2 Company Overview

2.1 Background

The Company is a mineral exploration company focused on the discovery and development of critical mineral resources in Brazil, via its rare earth elements and titanium project located in Minas Gerais State, Brazil which comprises:

(a) 17 exploration permits and one exploration permit application held by the Company's Brazilian subsidiary; and

(b) 6 exploration permits and one exploration permit application that have been validly assigned to the Company's Brazilian subsidiary and are awaiting ANM approval,

(being, the **Tiros Project**).

Brazil is commonly viewed as a mature mining jurisdiction, with a stable regulatory regime. A range of leading global mining companies, including BHP, Anglo American, Vale, Rio Tinto and South32, have successfully operated in Brazil for decades. Well-developed rare-earth testing and engineering capabilities are now found in country, and Brazil has a large-scale ionic clay rare earth deposit, Serra Verde, that has commenced production.

The Tiros Project covers an area of approximately 45,048ha and has been identified as prospective for rare earth elements and titanium. The Company holds a 90% interest in the Tiros Project and the remaining 10% interest is held by RBM Consultoria Mineral Eireli (**RBM**) – an unrelated third-party vendor. Refer to the Independent Geologist's Report (Tiros Project) (in Part 1 of Annexure D) and the Brazilian Solicitor's Report (in Annexure E) for full details of the exploration permits at the Tiros Project.

Ground exploration drilling first commenced in September 2023, with the first auger drilling program, and, since then, the Company has drilled 25 auger drill holes totalling 257 metres, 31 Aircore holes totalling 1,562m and 26 Diamond holes totalling 1,634m. Resouro has commenced preliminary metallurgical test work at the Tiros Project and have identified a series of promising exploration targets within the Tiros Project.

With the exploration drill program that has been completed up until April 2024, the Company has classified mineralisation at the Tiros Project as due to a lateritic process enriching epiclastic rocks and the erosion products of volcanic rocks enriched in titanium and rare earth elements. REE and titanium mineralization are hosted in sandstones and conglomerates of the Capacete Formation, belonging to the Mata da Corda Group. Titanium is mainly associated with the mineral anatase, originated from the alteration of perovskite. REEs are suspected to be also associated with the perovskite. This mineral with formula $CaTiO_3$, was affected by weathering close to surface. The calcium ion was put into solution by meteoric waters, leaving the anatase crystals with many voids. This allowed the migration of the REEs to nearby clays where they were captured through weak bonds.

In addition to the Tiros Project, the Company, via its wholly owned Brazilian subsidiary, also has interests in:

(a) the exploration permits to a gold project located in Alta Floresta Gold Province, which comprises three exploration licences (**Novo Mundo Project**); and

(b) an exploration permit (**Santa Angela Project**), which is not considered material to the Company's operations.

Refer to Figure 1 below in respect to the location of the Tiros Project and Figure 2 below in respect to the location of the Novo Mundo Project.

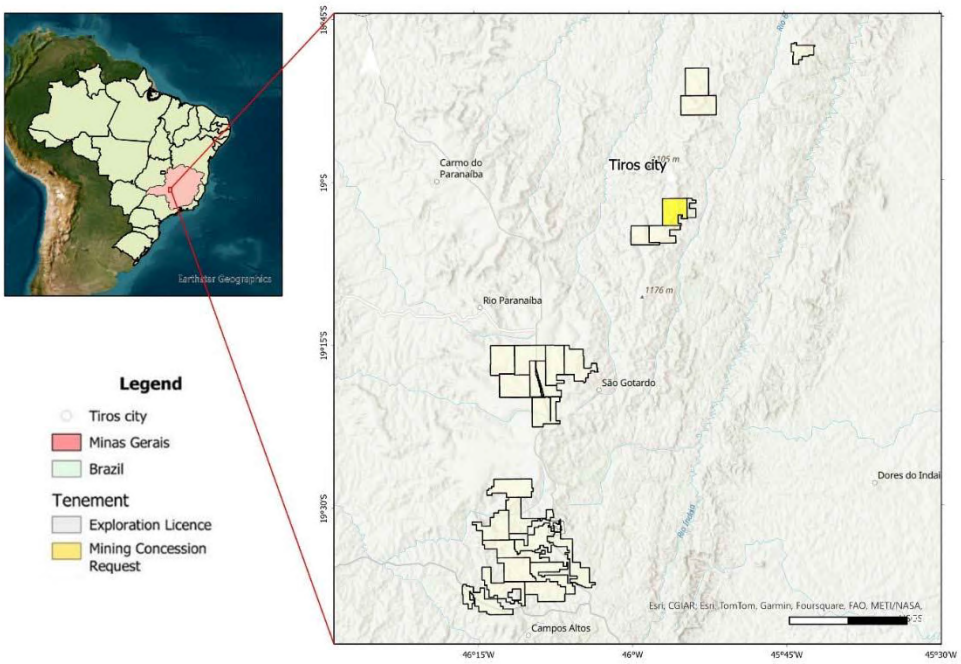

Figure 1: Tiros Project Location Map

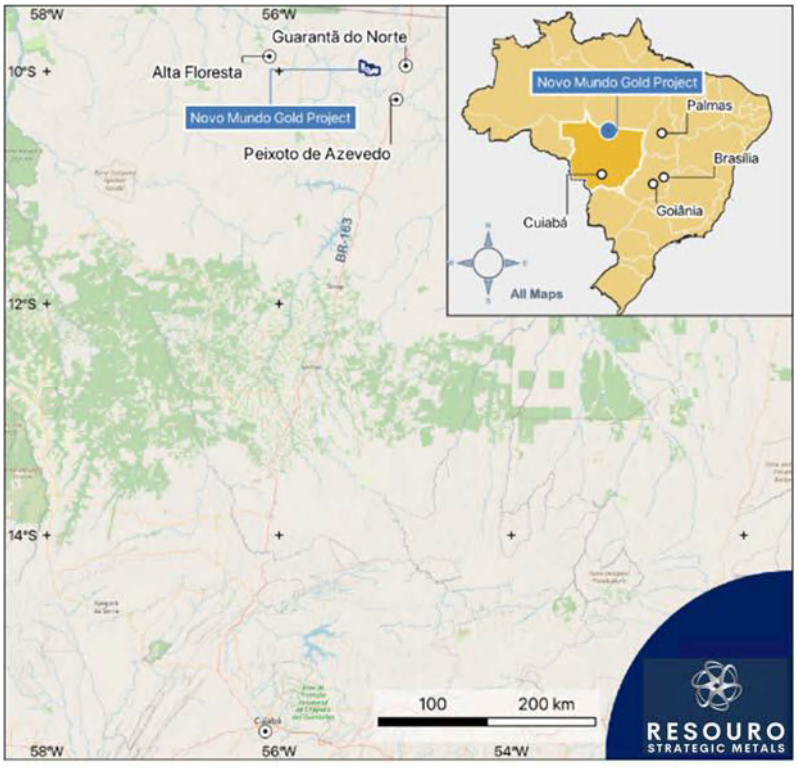

Figure 2: Novo Mundo Gold Project Location Map

2.2 Corporate Structure

The Company:

(a) was incorporated under the laws of British Columbia, Canada in August 1992 under the incorporation number BC0430203;

(b) has been listed on the TSX-V since 18 May 2022 and FSE since October 2022; and

(c) has registered offices in Canada, Brazil and Australia.

The Company is the holding company of:

(a) Tiros Stratmet Pte Ltd, a company incorporated in Singapore (**TSPS**), which holds a 90% interest in the Tiros Project via Brazil Copper Mineração Ltda (**BCML**), an entity incorporated in Brazil and to be renamed Tiros Minerais Estratágicos Ltda (**TMEL**); and

(b) ISON Mining Pte Ltd, a company incorporated in Singapore (**ISON**), which holds a 100% interest in the Novo Mundo Project via ISON do Brazil Mineracao Ltda, an entity incorporated in Brazil.

The corporate group structure of the Company is as follows:

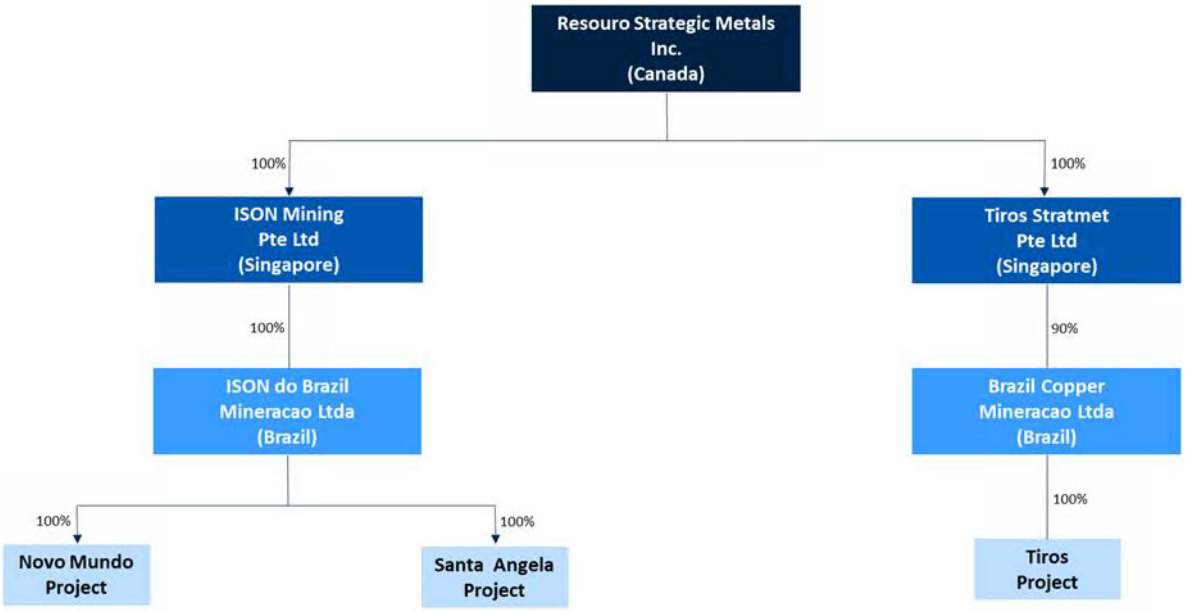

Figure 3 – Corporate structure

Further details in relation to the Company's Brazilian subsidiaries are provided in the Brazilian Solicitor's Report in Annexure E.

2.3 Company History

A chronology of the Company's recent activities is as follows:

Before May 2022	The Company (formerly known as "eShippers Management Ltd") provided web-based shipping solutions. In May 2008, the Company sold all of its assets relating to its business, including equipment and, since 2008, the Company has sought out new business opportunities in the resource sector.
May 2022	The Company completed a reverse take-over transaction whereby (amongst other matters) the Company: • acquired all issued and outstanding shares of ISON; and • completed a placement of Shares to raise C$2,550,844.
February 2023	The Company entered into the Tiros Project Agreements to acquire an initial 33% interest in the Tiros Project, with the right to earn-in to a 90% interest in the Tiros Project upon the Company achieving certain milestones (refer to Section 6.7(a) for details of the Tiros Project Agreements).
March 2023	The Company commenced an initial due diligence work program at the Tiros Project which included verifying historic data, preparing two 100kg composite samples for historic drilling, planning an auger drilling program and an aircore drilling program
May 2023	The Company completed a private placement whereby 2,753,333 Shares were issued at a price of C$0.15 per Share to raise C$413,000.

July 2023	The Company completed a private placement whereby 13,333,333 Shares were issued at a price of C$0.15 per Share to raise C$2,000,000 (**July 2023 Placement**).
August 2023	The Company entered into the Tiros Project Agreements to acquire a 33.3% interest in the Tiros Project and the right to earn the remaining interest upon achieving certain milestones. The parties subsequently entered into an addendum agreement to accelerate the earn-in milestones and, at the Prospectus Date, the Company holds a 90% interest in the Tiros Project. The Company completed a private placement whereby 10,107,403 Shares were issued at a price of C$0.28 per Share to raise C$2,830,000 (**August 2023 Placement**).
September 2023	The Company announced the results of its initial follow up auger drilling at the Tiros Project, including that all five initial holes had hit mineralisation averaging 5,134 ppm TREO at an average NdPr of over 1,038 ppm from surface to a maximum depth of 15 m.
October 2023	The Company announced: • the results of its follow up auger drilling at the Tiros Project, including that four of seven holes hit mineralisation of 5880ppp TREO at an average NdPr of 1462pm at a maximum depth of 10.5m; and • it changed its name from "Resouro Gold Inc." to "Resouro Strategic Metals Inc.".
November 2023	Following receipt of a report detailing preliminary rare earths leaching tests on a broad composite of material from the Tiros Project, the Company accelerated its metallurgical testing program and drilling activities at the Tiros Project.
January 2024	The Company announced that the 518 samples taken from the 13 holes (AC and auger) in a recent campaign at the Tiros Project produced: • 83% of the samples had a TREO grade above 3,000ppm; • 84% of the samples had a NdPr grade of over 500ppm; and • 85% of samples had a TiO_2 grade of over 10%.
March 2024	The Company announced: • the release of its latest drilling results, including: ACTIR33 – 40 metres at 4,343ppm TREO 1,000ppm NdPr and 11.46% TiO2, from 10m, ACTIR36 – 40m at 4,576ppm TREO and 928ppm NdPr and 15.15% TiO2, from 6m. • that it had completed a private placement whereby 3,571,428 Shares were issued at a price of C$0.42 per Share to raise C$1,500,000 (**March 2024 Placement**).
April 2024	The Company announced updated drilling results.

2.4 Risks

Prospective investors should be aware that an investment in the Company should be considered highly speculative and involves a number of risks inherent in the business activities of the Company. Section 4 details (non-exhaustively) key risk factors which prospective investors should be aware of. It is recommended that prospective investors consider these risks carefully before deciding whether to invest in the Company.

2.5 Tiros Project

(a) **Overview**

The Tiros Project is located in northern Minas Gerais, Brazil, and is situated approximately 350 km west-north-west of Belo Horizonte, the state capital. The Tiros Project is an early-

stage exploration project focused on rare earth elements and titanium and covers an area of approximately 450 km^2.

A summary table of the Company's exploration permits, all of which are active at the Tiros Project is detailed below:

Tenement	Type	Holder	Assignee	Area (ha)	Grant date (dd/mm/yyyy)
832.627/2023	Exploration Permit	Brazil Copper Mineração Ltda	-	1,999.33	12/01/2024
832.625/2023	Exploration Permit	Brazil Copper Mineração Ltda	-	1,988.15	12/01/2024
832.624/2023	Exploration Permit	Brazil Copper Mineração Ltda	-	1,978.98	12/01/2024
832.621/2023	Exploration Permit	Brazil Copper Mineração Ltda	-	1,999.96	12/01/2024
832.620/2023	Exploration Permit	Brazil Copper Mineração Ltda	-	1,984.17	12/01/2024
832.604/2023	Exploration Permit	Brazil Copper Mineração Ltda	-	1,998.62	29/12/2023
832.601/2023	Exploration Permit	Rodrigo de Brito Mello	Brazil Copper Mineração Ltda	1,999.78	29/12/2023
832.226/2023	Exploration Permit	Brazil Copper Mineração Ltda	-	1,972.27	22/11/2023
832.223/2023	Exploration Permit	Brazil Copper Mineração Ltda	-	1,855.16	22/11/2023
832.029/2023	Exploration Permit	Brazil Copper Mineração Ltda	-	1,986.59	28/09/2023
832.027/2023	Exploration Permit	Brazil Copper Mineração Ltda	-	1,998.88	26/09/2023
832.026/2023	Exploration Permit	Brazil Copper Mineração Ltda	-	1,981.41	28/09/2023
832.025/2023	Exploration Permit	RBM Consultoria Mineral Ltda	Brazil Copper Mineração Ltda	1,995.44	28/09/2023
832.023/2023	Exploration Permit	Rodrigo de Brito Mello	Brazil Copper Mineração Ltda	1,055.16	28/09/2023
831.314/2021	Exploration Permit	Canopus Geologia e Projetos Ltda	Brazil Copper Mineração Ltda	871.55	29/11/2021
831.237/2021	Exploration Permit	Canopus Geologia e Projetos Ltda	Brazil Copper Mineração Ltda	365.86	27/01/2022
830.027/2021	Exploration Permit Application	RBM Consultoria Mineral Ltda	Brazil Copper Mineração Ltda	1,280.47	12/01/2024

Tenement	Type	Holder	Assignee	Area (ha)	Grant date (dd/mm/yyyy)
830.026/2021	Exploration Permit	Rodrigo de Brito Melo	Brazil Copper Mineração Ltda	1,735.69	29/12/2021
831.720/2020	Exploration Permit	Brazil Copper Mineração Ltda	-	1,999.33	24/03/2021
831.390/2020	Exploration Permit Application	Brazil Copper Mineração Ltda	-	1,988.15	11/03/2021
830.915/2018	Exploration Permit	Brazil Copper Mineração Ltda	-	1,978.98	04/05/2021
830.450/2017	Exploration Permit	Brazil Copper Mineração Ltda	-	1,999.96	26/07/2018
833.083/2014	Exploration Permit	Brazil Copper Mineração Ltda	-	1,984.17	21/06/2016
833.082/2014	Exploration Permit	Brazil Copper Mineração Ltda	-	1,998.62	21/06/2016
831.045/2010	Exploration Permit	Brazil Copper Mineração Ltda	-	1,999.78	31/08/2010

17 exploration permits and one exploration permit application are registered in the name of BCML, a subsidiary of the Company (refer to Section 2.2), and the remaining six exploration permits and one exploration permit application have been validly assigned to BCML and are awaiting final approval from the ANM. There is no subjective analysis by the ANM in respect to the assignment of the exploration permits and ANM approval is expected to be received in due course. Refer to Annexure E for the Brazilian Solicitor's Report for further information in relation to the Company's exploration permits comprising the Tiros Project.

(b) **Location**

The Tiros Project is located near a town called Tiros with a population of approximately 8,000 people. The town has established infrastructure and amenities to support mineral exploration and is within close proximity of major federal highways, high voltage power lines and major rail infrastructure. The Tiros Project is accessible from sealed roads with the exception of landholder entry ways that are used to access their agricultural lands and the exploration sites.

Figure 1 above details the geographical location of the Tiros Project.

The Tiros Project sites are predominately cattle grazing land with typical sub-tropical bushland along roads not cleared from grazing. The region that covers the Tiros Project area is in the geomorphological domain known as the São Francisco Plateau, which is characterized by a set of tabular surfaces, configured as plateaus supported by sedimentary covers, delimited by well-marked erosional edges, distinguishing land with a preserved surface those with recessed surfaces.

(c) **Project History**

The exploration history of the areas that make up the Tiros Project begun in 2010, with Águia Metais Ltda initially focusing on phosphate and, from 2013, focussing on titanium. From 2010 to 2017, there was extensive geological mapping covering the Capacete Formation. This mapping was based on the geophysical interpretation and field work. The main source of geophysical data used was the aeromagnetic and radiometric survey conducted by the state government agency “Codemig”, using an aircraft flying at 100m altitude, with flight lines North-South, separated by 400 m each.

Between 2016 to 2017, 20 aircore drilling holes were undertaken at the exploration permits located at 833.082/2014 and 833.083/2014, totalling 1,225m with depth of the holes varying from 35 to 60m.

Between 2017 to 2023, RBM kept the Tiros Project areas in good order, expanded the property and acquired new exploration permits based on the available data, undertaking various desktop studies and a major chemical re-analysis of samples program was developed using the Iluka drill samples.

(d) **Recent Work History**

The exploration work carried out by the Company at the Tiros Project began in 2023, and comprised:

(i) chemical reanalysis of samples from historic drilling;

(ii) an auger, aircore and diamond drilling campaign of 257m over 25 auger holes, 1,562m over 31 air core holes and 1,634m over 26 Diamond holes (the results of which are noted below); and

(iii) metallurgical testing using samples from drilling.

Refer to Figure 4 for details of the Company's drilling location.

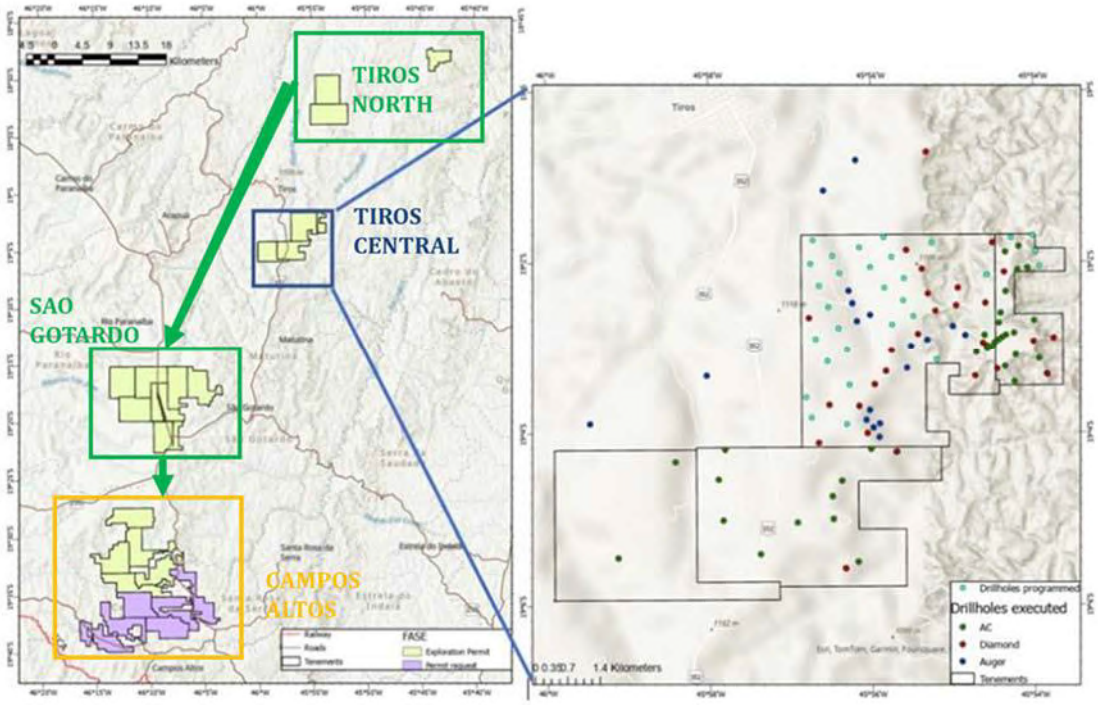

Figure 4 – Drilling location and targets

Auger Drilling

The auger drilling campaign totalled 257m in 25 auger drill holes of 10cm diameter, with the depth of the holes varying from 2 to 15m in exploration permit 831.045/2010. Drilling has been undertaken following a standard operating procedure of the auger equipment and drilled to maximum physical depth of the machinery.

The auger results received are summarised in section 9.1 of Part 1 of Annexure D, and show high levels of titanium consistent with historical drilling and high levels of rare earth elements consistent with the work undertaken by RBM. The results also indicated the material zone is consistent with that known in historical exploration although the results did indicate the lower level thickness of the zone of this deposit was not reached in the auger drilling program.

The results of the auger program indicated the geological interpretation and method of exploration is appropriate highlighting the interface between the physical dimensions and geological profiles is consistent with the geological understanding of the Capacete Formation.

Aircore Drilling

The aircore drilling campaign totalled 1,562m over 31 aircore drill holes of ~100mm diameter, with the depth of the holes varying from ~2m to ~85m. Drilling was undertaken following a standard operating procedure of the aircore drilling equipment and undertaken by a drilling

contractor. Drilling depth was chosen to reach the hard conglomerate materials which was identified by the driller and the field geologist.

The aircore results received are summarised in section 9.2 of Part 1 of Annexure D, and show high levels of titanium consistent with historical drilling and high levels of rare earth consistent with the work undertaken by RBM. The results also indicated the material zone is consistent with that known in historical exploration.

Diamond Drilling

The diamond drilling campaign totalled 1,634m over 26 diamond drill holes of ~63.5mm diameter, with the depth of the holes varying up to ~93m. Drilling was undertaken following a standard operating procedure of the diamond drilling equipment and undertaken by a drilling contractor. Drilling depth was chosen to reach the hard conglomerate materials which was identified by the driller and the field geologist.

The diamond results received are summarised in section 9.3 of Part 1 of Annexure D, and show high levels of titanium consistent with historical drilling and high levels of rare earth consistent with the work undertaken by RBM. The results also indicated the material zone is consistent with that known in historical exploration.

(e) **Geology and Mineralisation**

Mineralisation at the Tiros Project is due to a lateritic process enriching epiclastic rocks, and the erosion products of volcanic rocks enriched in titanium and rare earth elements. Rare earth elements and titanium mineralisation are hosted in highly weathered sandstones and conglomerates of the Capacete Formation, belonging to the Mata da Corda Group. Titanium is mainly associated with the mineral anatase, originated from the alteration of perovskite. This mineral, with formula $CaTiO_3$, was affected by weathering close to surface. The calcium ion was put into solution by meteoric waters, leaving the anatase crystals with many voids. This allowed the migration of the rare earth elements to nearby ionic clays.

Within the Tiros Project area, the following lithostratigraphic units were differentiated and mapped, from base to top: Bambuí Group, Areado Group, Mata da Corda Group, Laterite Cover and Alluvial Deposit. There is a North-North-East-directed band that encompasses the rocks of the Mata da Corda Group, represented by the Capacete Formation, which generally have a lateritic cover and are exposed only on the slopes of the plateaus.

The upper part of the mineralized zone is known as being of higher grade for both titanium and rare earths which should be the effect of the leaching of gangue elements due to weathering.

2.6 Novo Mundo Project

(a) **Overview**

The Novo Mundo Project is located in the Alta Floresta Gold Province close to the northern border of the state of Mato Grosso, central Brazil. Within the licensed area is the small town of Novo Mundo, which is 30km west from the larger town of Guarantã do Norte.

A summary table of the exploration permits at the Novo Mundo Project is detailed below:

Tenement	Type	Area (ha)	Grant date (dd/mm/yyyy)
866.320/2018	Exploration Permit	7,645.58	06/09/2018
866.171/2018*	Exploration Permit	8,159	06/09/2018
866.035/2009	Right to Apply for Mining Concession	930.35	04/05/2009

Exploration permit 866.171/2018 has been validly transferred to Ison do Brazil Mineracao Ltda and is awaiting official gazetting from the ANM to take legal effect. Refer to Annexure E for the Brazilian Solicitor's Report for further information in relation to the Company's exploration permits comprising the Novo Mundo Project.

(b) **Location, access and infrastructure**

The Novo Mundo Project is accessible from the state capital of Cuiabá by:

(i) car along 740km of paved highway (approximately 10 hours); or

(ii) two regional airports, which are located within a four hour drive.

The town of Novo Mundo is the closest population centre and is equipped with all basic local amenities and suppliers. There are approximately 70,000 people within a radius of 40km.

Surface water is plentiful in the area of the Novo Mundo Project, with portable pumps capable of providing sufficient water for exploration activities such as drilling. Farm tracks service the majority of the Novo Mundo Project. No power exists on the site of the Novo Mundo Project; however, two 138kV powerlines pass by the property and the town of Novo Mundo has a residential power supply.

(c) **Mineral tenure**

Two distinctly different styles of Mineralisation have been encountered in the area: a disseminated style and a vein style. There are about a dozen primary occurrences that have been targeted by informal miners since 1990. These surface workings are distributed along the East-West Luisão trend for approximately 3km and the North-West South-West Raimunda trend for approximately 2km.

(d) **Previous exploration**

Since the completion of the reverse take-over transaction in May 2022, the Company has undertaken various exploration activities on the Novo Mundo Project, including:

(i) lito-estructural geological mapping of the major mineralized trend Dionízio-Luisão;

(ii) trenching along the main Dionízio-Luisão trend, with the aim to identify the mineralised horizon between the main open pits, where no outcrop is available. The Company open-mapped and sampled three trenches to date, for a total of 150m and collected 183 channel samples along the trenches;

(iii) undertaking a preliminary drilling program in June 2022. A total of 10 holes were drilled with the aim to confirm historical drilling, infill to convert resources to measure for short term mining plan and test extensions along the strike. The preliminary drilling program was concluded in September 2022 with 10 drill holes for a total of 1268m; and

(iv) no exploration work was completed at the Novo Mundo Project during 2023. The Novo Mundo Project is currently on care and maintenance, pending some planned exploration work in 2024 to further advance the Novo Mundo Project.

2.7 Business Strategy and Objectives

The Company's objective is to increase shareholder value through the successful identification, exploration, definition and development of mineral resources, in particular, critical minerals at the Tiros Project.

Following Admission, the Company's immediate focus at the Tiros Project will be to:

(a) undertake exploration activities at the Tiros Project, including a targeted drill program, with an aim to delineate a JORC compliant Mineral Resource;

(b) undertake chemical and metallurgical testwork to determine scoping level requirements; and

(c) subject to the results of the exploration activities, commence preliminary technical studies.

Over time, the Company aims to progress from an explorer into a developer, subject to the results of its exploration activities, technical studies and availability of funding. The Company intends to achieve this by undertaking:

(a) further systematic exploration activities on the Tiros Project, with the aim of discovering, growing and ultimately developing an economic mineral deposit;

(b) economic and technical assessments of the Tiros Project in line with industry standards (for example, the completion of a scoping study, then a prefeasibility study, followed by a definitive feasibility study); and

(c) financing, project development and construction.

In addition to the activities to be undertaken at the Tiros Project, the Company will also undertake preliminary exploration activities at the Novo Mundo Project to evaluate the Novo Mundo Project's potential.

Although the Company's immediate focus will be on the Projects, as with most exploration entities, it will also assess new business opportunities in the resource sector that complement its business. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of permits, and/or direct equity participation, all of which would complement the Company's existing mineral portfolio. The Board will assess the suitability of investment opportunities by utilising its experience in evaluating projects with reference to the objectives of the Company. At the Prospectus Date, no such acquisitions are presently being assessed by the Company.

2.8 Proposed Exploration Budgets

The Company proposes to fund its intended activities as detailed in the table below from the proceeds of the Offer and its existing cash reserves. It should be noted that the budgets will be subject to modification on an ongoing basis depending on the results obtained from exploration undertaken. This will involve an ongoing assessment of the Tiros Project and the Novo Mundo Project and may lead to increased or decreased levels of expenditure on certain interests, reflecting a change in emphasis. Subject to the above, the following budget takes into account the proposed expenses for the year following Admission.

Activities	A$
Exploration and Development Activities at the Tiros Project	
- Exploration	2,546,994
- Metallurgy	937,058
- Community	193,911
- Environmental	186,156
- Mining Technical Studies	276,511
- Logistics and Infrastructure	67,800
- Salaries, Wages and Oncosts	749,202
- Overheads	14,773
Exploration and Development Activities at the Novo Mundo Project	
- Exploration	13,119
- Overheads	11,679
Total Indicative Allocation of Funds	**4,997,203**

2.9 Key Strengths

The Company considers it offers the following competitive advantages for investors:

(a) **Exploration potential** – The Tiros Project is located in a prospective region and the exploration potential of the Tiros Project is considered high due to the presence of historical exploration and analysis that includes favourable rare earths and titanium grades and relatively known geology.

(b) **Attractive global rare earth market** – Rare earth permanent magnets are critical for electric and hybrid vehicles, wind turbines, consumer and medical devices, robotics, drones and defence systems. Given that rare earths are essential components of permanent magnets, the shift towards clean and sustainable energy solutions is poised to trigger a substantial surge in the demand for these minerals. Refer to Section 2.10 for an overview of rare earths.

(c) **Experienced team** – experienced Board and management team with a broad range of mining, project development, financing and technical skills in the resource industry.

2.10 Rare Earth Elements Industry Overview

(a) Background

Rare earth elements are crucial for the ongoing energy and environmental transition, serving as critical raw materials in low-carbon technologies, such as permanent magnets in electric vehicles.

The transition to clean energy to address climate change requires an increased supply of specific minerals to meet the technology demands. Low-carbon technologies often depend on rare earth elements, which are recognized as "critical minerals" in Australia, Canada, the European Union, and the United States of America.

Carbonatite, alkaline igneous rock, and ionic clay deposit types are prominent sources of rare earth elements, with Asia leading in rare earth elements production. Africa, Australia, Brazil, Greenland, the US and recent discoveries in Europe offer substantial resource potential.

(b) Rare Earth Elements

Rare earth elements are a group of 17 elements that are essential for modern technologies, such as magnets, batteries, lasers, and are used in electronics (cellular phones, computer hard drives, displays), defence systems (guidance and radar systems), electric vehicles and renewable energy products (solar, wind) due to their unique properties. These elements exhibit unique magnetic, luminescent and catalytic properties, making them essential components of many products and, while substitutes are available for many applications, the substitutes are generally less effective.

Although the amount of rare earth elements required in a product may not be significant, rare earth elements are fundamental for the device to work. For example, rare earth magnets are recognized as the most efficient way to power EVs and are mostly made from iron (Fe) and the rare earth metals neodymium (Nd), praseodymium (Pr), and dysprosium (Dy).

The growing global demand for these minerals is driven by emerging economies and the push for clean energy technologies. With China currently leading rare earth elements mining and refining, western governments are attempting to diversify the rare earth elements supply chain.

(c) Rare Earth Elements Commodity Prices

At 12 December 2023:

(i) Dysprosium (metal) is trading at $578.40/kg, down 11.5% in 2023, but still 40.7% higher than its price of $411.10/kg on 1 January 2021;

(ii) Neodymium (metal) is trading at $123.00/kg, down 41.2% in 2023, but still 12.1% higher than its price of $109.70/kg on 1 January 2021;

(iii) Praseodymium (metal) is trading at $122.40/kg, down 38.3% in 2023, but still 46.8% higher than its price of $83.40/kg on 1 January 2021; and

(iv) Terbium (metal) is trading at $2,230.40/kg, down 44.6% in 2023, but still 68.7% higher than its price of $1,322.10/kg on 1 January 2021.

(d) Demand / Supply Ratio

There is very significant variability in anticipated demands for rare earth elements over the next 10 years, primarily related to the rate of adoption of clean energy technologies.

Further complicating demand projections is the reality that rare earth elements are not mined individually. While the percentage of light rare earth minerals and heavy rare earth minerals vary with the deposit, all rare earth deposits contain rare earth elements in varying percentages. Furthermore, the most common rare earth elements, lanthanum and cerium, are both the most common and lowest value rare earth elements and represent a cost for both refining and disposal.

(e) Geopolitics of Rare Earth Elements

The United States and Australia were pioneers of rare earth elements production but by the late 1980s, they had relinquished this to China. By the early 2000s, both the United States and Australia were no longer on the list of rare earth elements producing nations and have only recently re-emerged as rare earth elements producers.

According to the United States Geological Survey's (**USGS**) Mineral Commodity Summaries (2023), the top rare earth elements producers in 2022 were:

(i) China – estimated to produce approximately 70.0% of the rare earth elements market supply;

(ii) United States – estimated to produce approximately 14.3% of the rare earth elements market supply;

(iii) Australia – estimated to produce approximately 6.0% of the rare earth elements market supply; and

(iv) Burma – estimated to produce approximately 4.0% of the rare earth elements market supply.

Although China mines 70% of the world's rare earth elements, it is responsible for 85 to 90% of the refined rare earth elements, as a majority of the rare earth elements refineries are located in China.

(f) **Major Rare Earth Elements Deposit**

Rare earth elements are common and reside in a variety of geological environments, most commonly in alkaline igneous rocks (carbonatites/pegmatites), as well as residual, undersea, and placer deposits.

Rare earth elements appear in both primary and secondary mineral ores in nature. Primary ores form deep within the Earth through magmatic-hydrothermal processes, such as carbonatites and alkaline igneous deposits, while secondary ores develop on the surface through weathering and sedimentary processes, such as ionic adsorption clay deposits.

Rare earth elements are usually found in association with specific types of geology, where they are concentrated by magmatic, hydrothermal or weathering processes. These types of deposits or occurrences include alkaline igneous rock, carbonatite, hydrothermal, ion-adsorption clay, iron- rare earth elements, placer (alluvial, ash-fall, marine, or palaeo-placer), or the by-product of tin mining. Three main types of geology where rare earth elements are found include:

(i) **Ionic Adsorption Clay (IAC) Deposits** – Ionic adsorption clays are residual soils that are formed from the intense weathering of rare earth-rich rocks, such as granites, syenites, or carbonatites, in tropical or subtropical climates.

(ii) **Carbonatites and Carbonatite-related Deposits** – Carbonatites are igneous rocks that are composed of more than 50% carbonate minerals, such as calcite, dolomite, or ankerite. They are rare and often associated with alkaline igneous rocks, which are also enriched in rare earth elements.

(iii) **Alkaline Igneous Deposits** – Alkaline igneous rocks are formed from magmas that have high concentrations of alkali metals (sodium and potassium) and low concentrations of silica.

(g) **Rare Earth Elements Demand**

Rare earth elements have unusual conductive, fluorescent, and magnetic properties that make them very useful when alloyed with more common metals such as iron. Rare earth elements are seen as transformational because, even when used in small quantities, these elements can have an enormous impact on the properties of the other materials they are combined with.

Rare earth elements have found uses in various ways, including:

(i) making magnets up to 40 times stronger;

(ii) enhancing the strength, heat resistance, as well as heat dissipation capabilities of both metals and glass;

(iii) changing the colour brightness of computer monitors or televisions;

(iv) in electric vehicle motors and wind turbines, where neodymium and dysprosium have a natural magnetic force and are part of permanent magnet motors, powering the rotor of the drivetrain;

(v) in semiconductors, where rare earth elements are being added to improve the electrical or magnetic properties. This includes the addition of gadolinium, erbium, or

europium to improve the magneto-optical characteristics of gallium-nitride semiconductors used to produce high-power transistors; and

(vi) in glass, where rare earth elements can filter harmful light frequencies.

Given that rare earth elements are essential components of permanent magnets used in electric vehicles and wind turbine motors, the shift towards clean and sustainable energy solutions is poised to trigger a substantial surge in the demand for these minerals.

At least 15 countries committed to net-zero carbon emissions by 2050. To meet the Paris Agreement climate goals, the International Energy Agency estimates that rare earth elements demand could increase three to seven times from 2021 to 2040.

Demand growth for rare earth elements is anticipated to come from:

(i) the growth in electric vehicles as they currently represent only 1-2% of the global automotive fleet;

(ii) offshore wind turbines are estimated to grow at 12% annually until 2030;

(iii) the emergence of electric mobility vehicles in cities, including e-bikes and e-scooters; and

(iv) military-grade magnets for guided weapons, drones and jet aircraft.

(h) **Rare Earth Elements Supply**

According to the USGS, global mine production of rare earth elements was 300,000 metric tons (tonnes) in 2022, with China producing 210,000 tonnes (70%), followed by the United States at 14%, and then Australia at 4%.

In addition, according to the International Energy Agency, China has the largest global share of rare earth elements processing at 90% with other rare earth elements processing located in Estonia, Malaysia and Japan.

(i) **Brazil's Rare Earth Elements Industry**

Renowned for its abundant natural resources and extensive mining heritage, Brazil is resurging as an enticing investment destination for the rare earth elements industry.

Factors like a diverse mineral portfolio, including critical minerals and rare earth elements, an 85% renewable energy supplied power grid, and strong global relationships, particularly with China and the West, amplify the country's investment appeal.

Brazil boasts some of the world's largest rare earth elements reserves, making it a potential major supplier globally. Brazil's proximity to key markets and domestic demand growth present opportunities for local companies to capitalize on the industry's potential.

Brazil holds the world's third-largest reserve of rare earth elements, totalling 21 million tonnes. However, despite this substantial reserve, Brazil's global contribution to rare earth elements production remains relatively modest. In 2021, the country produced only 500 tonnes, representing less than 0.2% of global production and USGS estimated a decline in production to only 80 tonnes in 2022.

Most of the rare earth elements reserves in Brazil are located in alkaline-carbonatitic rocks, granites and sedimentary deposits.

Despite its potential, Brazil's rare earth elements industry faces various challenges, including environmental concerns, regulatory issues, and infrastructure limitations. By addressing challenges through strategic investments, regulatory updates, and international collaborations, Brazil can optimize its rare earths industry and position itself as a key player in the global rare earths market.

2.11 Dividend Policy

The Company does not expect to pay dividends in the near future, as its focus will primarily be on using cash reserves to undertake exploration activities on the Projects.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.

2.12 Share Option Plan

The Company has established the Share Option Plan to advance the interests of the Company by incentivising its directors, employees and consultants to align their interests with that of the Company. See Section 6.10 for further information.

2.13 Corporate Governance

The Company's main corporate governance policies and practices at the Prospectus Date and the Company's compliance and departures from the ASX Recommendations are detailed in Section 3.6.

In addition, the Company's full suite of corporate governance documents are available from the Company's website at https://www.resouro.com/.

3 Board, Management and Corporate Governance

3.1 Board of Directors

The names and details of the Directors in office on Admission are provided below:

(a) **Christopher Eager – President, Chief Executive Officer and Director**

Mr Christopher Eager is a mining engineer and has 35 years of experience in the mining industry. After graduating as a Mining Engineer, he worked in and managed various gold mining operations in Australia and South America. Following on from completing an MBA at ISG in Paris, Mr Eager worked in Mining Project Finance for NM Rothschild (Australia). Mr Eager was a co-founder of Monterrico Metals PLC which unlocked value in the Peruvian Rio Blanco copper project that was acquired in 2007 at a valuation of around USD 200 million. Mr Eager also co-founded Asia Energy PLC and CoalMont Ltd.

Mr Eager is not considered by the Board to be an independent director.

(b) **Philippe Martins – Executive Director**

Mr Philippe Martins is a lawyer designated by the Brazilian Bar Association (OAB), specializing in Corporate and Mining Law, with more than 20 years of experience in the Brazilian mineral market and over 10 years of experience in legal consultancy, advisory and litigation for national and international companies established in Brazil. Mr. Martins holds *latu sensu* post-graduation in Corporate Law and Mining Law, respectively at FUMEC/CAD and CEDIN, Belo Horizonte, Brazil.

Mr Martins served Luna Gold Corp. (currently Equinox Gold) for over seven years in the roles of General Legal Manager and Legal Director, where he implemented internal legal auditing controls, supervised the compliance programs, oversaw institutional and government relations, executed mineral rights acquisitions and supported the management, due diligence, and crisis management activities. An independent lawyer since 2015, Mr Martins has supported junior and mid-tier mining companies registered and operating in Brazil, as well as effected the acquisition of mining projects and mineral rights via incorporations, mergers, and joint ventures.

Mr Martins is not considered by the Board to be an independent director.

(c) **Justin Clyne – Independent Non-Executive Director**

Mr Justin Clyne is an Australian based company director and company secretary for public-listed and unlisted companies. Mr Clyne has significant experience and knowledge in international law and corporate regulatory requirements. Mr Clyne was admitted as a solicitor of the Supreme Court of New South Wales and High Court of Australia in 1996 before gaining admission as a barrister in 1998. Over the past 16 years, Mr Clyne has dedicated himself full time to the provision of corporate advisory and related services for listed entities primarily in the Australian and North American markets from incorporation through to takeovers and other large corporate transactions. Mr Clyne holds a Master of Laws in International Law from the University of New South Wales. Mr Clyne is also a qualified Chartered Company Secretary and a Member of the Australian Institute of Company Director.

Mr Clyne is considered by the Board to be an independent director.

(d) **Anne Landry – Independent Non-Executive Director**

Ms Anne Landry is an international finance professional with experience in financial structuring, investments and strategy. Ms Landry has been responsible for the oversight and bankable structuring of projects in various sectors, including mining, and with financial institutions and multilateral organisations worldwide. Ms Landry holds a Bachelor of Commerce from McGill University, a Master of Business Administration from Institut Supérieur de Gestion in Paris and is a CFA charterholder.

Ms Landry is considered by the Board to be an independent director.

3.2 Senior Management

The names and details of the Company's senior management in office on Admission are provided below:

(a) **Christopher Eager – President, Chief Executive Officer and Director**

Please refer to Mr Eager's profile in Section 3.1(a) for details.

(b) **Philippe Martins – Executive Director**

Please refer to Mr Martins' profile in Section 3.1(b) for details.

(c) **Sandra Evans – Chief Financial Officer & Corporate Secretary**

Ms Evans has over 30 years of experience in the energy, mining and manufacturing industries, both domestically and internationally. She has held senior accounting roles in several highly successful international exploration companies and brings a hands-on approach to budget management and public reporting.

3.3 Interests and Benefits

(a) **Directors' Remuneration**

Pursuant to the Articles, the Directors are entitled to remuneration for acting as Directors, if any, as the Directors may from time to time determine. This aggregate amount is currently A$709,632. Following Admission, the total amount paid to all non-executive Directors for their services must not exceed in aggregate in any year the amount fixed by the Company at the general meeting.

The annual fees to the Directors on Admission are as follows:

Name	Position/s	Amount per annum
Christopher Eager[1]	President, Chief Executive Officer, Director	A$420,000
Philippe Martins	Executive Director	A$96,000
Justin Clyne[2]	Non-Executive Director	A$96,000[3]
Anne Landry	Non-Executive Director	C$86,400[4]

Notes:
1. Mr Eager provides his services via the CE Deed. Refer to Section 3.3(b) for further details.
2. Mr Clyne provides services via Clyne Corporate Advisory Pty Ltd.
3. Exclusive of goods and services tax. Fees include company secretarial services.
4. Exclusive of provincial sales tax and federal goods and services tax.

(b) **Key Engagements**

The Company has entered into agreements with respect to the engagement of Messrs Christopher Eager and Philippe Martins as senior executives of the Company. The principal terms of the agreements are detailed below.

(i) **Consultancy Deed – Christopher Eager**

The Company has entered into a consultancy deed with Mr Christopher Eager and Resmin, an entity controlled by Mr Christopher Eager, (**CE Deed**) pursuant to which Mr Eager has been engaged as Chairman, Managing Director and Chief Executive Officer. The services provided by Mr Eager and Resmin include being responsible for the executive leadership, overall management and supervision of the Group and all of its operations, finance and affairs, subject to the overall control and direction of the Board.

The remuneration payable to Resmin pursuant to the CE Deed is A$420,000 per annum from the date of official quotation of the Company's securities on the ASX, plus additional discretionary bonuses as may be determined from time to time by the Board.

The CE Deed is for an indefinite term and will continue unless terminated by:

(A) the Company giving three months written notice to Mr Eager;

(B) Mr Eager giving three months written notice to the Company; or

(C) the Company without notice if (amongst other matters) Resmin or Mr Eager commits a serious or persistent breach of the CE Deed and engages in an act of serious misconduct.

The CE Deed contains additional provisions considered standard for agreements of this nature.

(ii) **Executive Director Agreement – Philippe Martins**

The Company has entered into an executive director agreement with Mr Philippe Martins (**PM Agreement**) pursuant to which Mr Martins provides executive director services. Mr Martins is responsible for (amongst other services):

(A) adding value to the Board through their increased knowledge of the Company's business and operations, including strategy, direction and competitive pressures, and having greater access to company information than non-executive directors; and

(B) ensuring that the Company is accountable to its shareholders and stakeholders.

The remuneration payable to Mr Martins pursuant to the PM Agreement is A$8,000 per month, plus additional discretionary bonuses as may be determined from time to time by the Board.

The PM Agreement is for an indefinite term, and will continue unless terminated by:

(A) the Company giving three months written notice to Mr Martins;

(B) Mr Martins giving written notice to the Company; or

(C) the Company without notice if (amongst other matters) Mr Martins commits a serious or persistent breach of the PM Agreement and engages in an act of serious misconduct, breach of confidentiality or misusing the Company's intellectual property or behaviour that would damage the reputation, standing or goodwill of the Company.

The PM Agreement contains additional provisions considered standard for agreements of this nature.

(c) **Non-Executive Directors Appointment Letters**

Both of the non-executive Directors, being Mr Justin Clyne and Ms Anne Landry, have entered into appointment letters with the Company confirming their roles and responsibilities as Directors of a publicly listed entity, and the Company's expectations of them as non-executive Directors including the requirement to keep the Board informed of any interests considered by the Company or which may lead to a conflict of interest, the requirement to comply with the Company's corporate governance policies, the requirement to comply with the applicable requirements by virtue of the Company being admitted to the official list of ASX and by having its CDIs listed on the ASX, the entitlement of Directors to be covered by liability insurance and ongoing confidentiality obligations.

Pursuant to these letters, the Company has agreed to pay those Directors the fees detailed in Section 3.3(a).

These letters contain additional provisions considered standard for agreements of this nature.

Non-executive Directors may resign at any time, by giving notice to the Company. They will also cease to be a director if they are not re-elected at the annual general meeting, or if any of the disqualifying events prescribed in the Articles or as prescribed by law occur. In accordance with Listing Rules, following admission to the ASX, the aggregate fees payable to all non-executive Directors may only be increased with the approval of Shareholders.

(d) **Indemnity Agreements**

The Company has entered into standard deeds of indemnity, access and insurance with each of the Directors. Pursuant to those deeds, the Company has undertaken to indemnify each Director in certain circumstances and to maintain directors' and officers' insurance cover in favour of the Director during the period of their appointment and for seven years after the Director has ceased to be a Director. The Company has further undertaken with each Director to maintain a complete set of the Company's board papers and to make them available to the Director for seven years after the Director has ceased to be a Director.

(e) **Directors' Interests in Securities**

Directors and their related entities have, at the Prospectus Date and the time of Admission, the following interests in Securities:

Director[1]	Shares/CDIs	Options[2]	Warrants[3]
Securities on the Prospectus Date			
Christopher Eager[4]	18,155,750	5,750,000	-
Philippe Martins	505,714	650,000	2,857
Justin Clyne	-	670,000	-
Anne Landry	215,000	670,000	-
Securities immediately upon Admission			
Christopher Eager	18,155,750	5,750,000	-
Philippe Martins	505,714	650,000	2,857
Justin Clyne	-	670,000	-
Anne Landry	215,000	670,000	-

Notes:

1. Securities beneficially owned, directly and indirectly, or over which control or direction is exercised. Unless otherwise indicated, such securities are held directly. These figures do not include Shares that may be acquired on the exercise of any stock options held by the respective Directors.
2. Refer to Section 6.9 for the terms of the issued Options.
3. Refer to Section 6.12 for the terms of the Warrants.
4. 14,855,750 Shares and 5,750,000 Options are held by Resmin, an entity controlled by Mr Christopher Eager. The remaining 3,300,000 Shares will be held in escrow by Computershare Trust Company of Canada pursuant to an arrangement whereby such Shares are held as security for funds payable by Mr Eager to H&H Metals Corp.

(f) **Other Related Party Agreements**

Other than as disclosed in this Section 3.3 and elsewhere in this Prospectus, there are no other existing agreements or arrangements and there are currently no proposed transactions in which the Company was, or is to be, a participant, and in which any related party of the Company has or will have a direct or indirect material interest.

All future related party arrangements will be determined by the Board, having regard to their duties as Directors, and, where required, all requisite approvals, including but not limited to, Shareholder approval will be obtained. The Board monitors compliance with the law in relation to related party transactions via internal controls and obtaining legal advice where required.

3.4 ASX Corporate Governance Council Principles and Recommendations

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the Company's policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs. In light of the Company's size and nature, the Board considers that the current Board composition and structure is a cost effective and practical method of directing and managing the Company.

The Company has adopted corporate governance policies and practices consistent with the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations (ASX Principles and Recommendations 4th Edition) (**ASX Recommendations**) where considered appropriate for the Company's size and nature.

The Company's main corporate governance policies and practices at the Prospectus Date are detailed below. The Company's full Corporate Governance Plan is available in a dedicated corporate governance information section of the Company's website at https://www.resouro.com/.

(a) **Board of Directors**

The Board is responsible for corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:

(i) maintain and increase Shareholder (and CDI Holder) value;

(ii) ensure a prudential and ethical basis for the Company's conduct and activities; and

(iii) ensure compliance with the Company's legal and regulatory objectives.

Consistent with these goals, the Board assumes the following responsibilities:

(i) developing initiatives for asset growth;

(ii) reviewing the corporate, commercial and financial performance of the Company on a regular basis;

(iii) acting on behalf of, and being accountable to, Shareholders (and CDI Holders); and

(iv) identifying business risks and implementing actions to manage those risks and corporate systems to assure quality. The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in Board discussions on a fully-informed basis.

(b) **Composition of the Board**

Election of Board members is substantially the province of the Shareholders in general meeting. On Admission, the Board will comprise of two executive Directors and two non-executive Directors.

(c) **Independence of the Board**

The Board is responsible for the overall governance of the Company. Issues of substance affecting the Company are considered by the Board, with advice from external advisers, as required. Each Director must bring an independent view and judgment to the Board and must declare all actual or potential conflicts of interest on an ongoing basis. Any issue concerning a Director's ability to properly act as a Director must be discussed at a Board meeting as soon as practicable, and a Director may not participate in discussions or resolutions pertaining to any matter in which the Director has a material personal interest.

The Board considers an independent Director to be a non-executive Director who is not a member of management and who is free of any business or other relationship that could materially interfere with or reasonably be perceived to interfere with the independent and unfettered exercise of their judgement. The Board has adopted a definition of independence that is based on the definitions in the ASX Recommendations. The Board will consider the materiality of any given relationship on a case-by-case basis. The Board regularly assesses the independence of each Director.

The Board considers that Mr Justin Clyne and Ms Anne Landry (each a non-executive Director) are free from any interest, position, association or relationship that may influence or reasonably be perceived to influence, the independent exercise of the Director's judgement and that each of them is able to fulfil the role of independent Director for the purpose of the ASX Recommendations.

Messrs Christopher Eager and Philippe Martins do not satisfy the tests of independence as detailed in the ASX Recommendations. Messrs Eager and Martins are executive Directors, which is an indicia of not being independent pursuant to those tests.

Accordingly, there will be two independent Directors at the time of Admission. The Board considers that each of the independent non-executive Directors brings an objective and independent judgement to the Board's deliberations and that each of the independent non-executive Directors makes a valuable contribution to the Company through the skills they bring to the Board and their understanding of the Company's business.

(d) **Roles and Responsibilities of the Board**

In addition to matters it is expressly required by law to approve, the Board has the following specific responsibilities:

(i) appointment, and where necessary, the replacement, of the Chief Executive Officer and other senior executives and the determination of their terms and conditions, including remuneration and termination;

(ii) driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;

(iii) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;

(iv) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;

(v) approving and monitoring the budget and the adequacy and integrity of financial and other reporting;

(vi) approving the annual, half yearly and quarterly accounts;

(vii) approving significant changes to the organisational structure;

(viii) approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with the Listing Rules if applicable);

(ix) procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively;

(x) approving the Company's remuneration framework;

(xi) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;

(xii) recommending to Shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the Listing Rules if applicable); and

(xiii) meeting with the external auditor, at their request, without management being present.

(e) **Ethical Standards**

The Board is committed to the establishment and maintenance of appropriate ethical standards.

(f) **Independent Professional Advice**

Subject to the Chairman's approval (not to be unreasonably withheld), the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

(g) **Remuneration and Nomination Committee**

The remuneration of any executive Director will be decided by the Board following the recommendation of the Remuneration and Nomination Committee, without the affected executive Director participating in that decision-making process. The Remuneration and Nomination Committee comprises Justin Clyne (Independent Non-Executive Director) as chair, Anne Landry (Independent Non-Executive Director) and Philippe Martins (Executive Director). In compliance with the ASX Recommendations, the Remuneration and Nomination Committee comprises three members, a majority (two) of whom are considered independent, including the Chair.

The Directors will be paid by way of remuneration for their services as Directors the amount, if any, as the Directors may from time to time determine. If the Directors so decide, the remuneration of the Directors, if any, will be determined by the shareholders. That remuneration may be in addition to any salary or other remuneration paid to any officer or employee of the Company as such, who is also a Director.

In addition, subject to any necessary Shareholder approval, a Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director (e.g. non-cash performance incentives such as options).

The Remuneration and Nomination Committee reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and Directors who will create value for Shareholders (and CDI Holders), having regard to the amount considered to be commensurate for an entity of the Company's size and level of activity as well as the relevant Directors' time, commitment and responsibility.

The Remuneration and Nomination Committee is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

(h) **Audit and Risk Committee**

The Company has an Audit and Risk Committee which operates under an Audit and Risk Committee Charter which includes, but is not limited to, monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control system and the Company's risk management systems, the identification and management of business, economic, health and safety, environmental and social sustainability risk and the external audit function. The Audit and Risk Committee comprises Anne Landry (Independent Non-Executive Director) as chair, Justin Clyne (Independent Non-Executive Director) and Philippe Martins (Executive Director). The composition of the Audit & Risk Committee does not strictly adhere or comply with the ASX Recommendations. While the Committee has three members and is chaired by an Independent Director, only two of the three members are Non-Executive Directors.

(i) **External Audit**

The Company in general meetings is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors following the recommendation from the Audit and Risk Committee.

(j) **Internal Audit**

The Company does not have an internal audit function. The Board considers the Audit and Risk Committee and financial control function in conjunction with its risk management policy is sufficient for a Company of its size and complexity.

(k) **Board Processes**

The Board processes are governed by the Articles.

3.5 Corporate Governance Policies

The Company has adopted the following policies, each of which has been prepared having regard to the ASX Recommendations and are available on the Company's website at https://www.resouro.com/investors/#cpg.

(a) **Code of Conduct** – This policy details the standards of ethical behaviour that the Company expects from its directors, officers and employees.

(b) **Continuous Disclosure Policy** – Once listed on the ASX, the Company will need to comply with the continuous disclosure requirements of the Listing Rules and the Corporations Act to ensure the Company discloses to the ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the CDIs or Shares. As such, this policy details certain procedures and measures which are designed to ensure that the Company complies with its continuous disclosure obligations.

(c) **Risk Management Policy** – This policy is designed to assist the Company to identify, assess, monitor and manage risks affecting the Company's business. The Board's collective experience will assist in the identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

(d) **Securities Trading Policy** – The Board has adopted a policy that details the guidelines on the sale and purchase of Securities by its officers and key management personnel (i.e. Directors and, if applicable, any employees reporting directly to the executive Directors). The policy generally provides that the written acknowledgement of the Chairman (or the Board in the case of the Chairman) must be obtained prior to trading in Securities.

(e) **Shareholder Communications Policy** – This policy details the practices which the Company will implement to ensure effective communication with Shareholders.

(f) **Diversity Policy** – The Board values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, the Company has set in place a diversity policy. This policy outlines the Company's diversity objectives in relation to gender, age, cultural background and ethnicity. It includes requirements for the Board to establish measurable objectives for achieving diversity, and for the Board to assess annually both the objectives, and the Company's progress in achieving them.

(g) **Whistleblower Policy** – This policy details the practices which the Company will implement to ensure any malpractice, impropriety, statutory non-compliance or wrongdoing is appropriately reported without fear of adverse consequences.

(h) **Anti-Bribery and Anti-Corruption Policy** – This policy details the Company's zero tolerance approach to bribery and corruption and its commitment to acting professionally, fairly and with integrity in all its business dealings and relationships and upholding all laws relevant to countering bribery and corruption in all jurisdictions in which the Company operates.

(i) **Environment, Social and Governance Policy** – This policy details the Company's commitment to operating ethically, sustainably, and in accordance with best environmental, social and governance (**ESG**) practices. The Company is committed to:

(i) acting ethically and responsibly across every aspect of its business;

(ii) integrating sustainable development and ESG considerations within the Company's strategy and decision-making processes to deliver positive and sustainable outcomes; and

(iii) identifying, assessing and mitigating ESG risks.

3.6 Compliance and Non-Compliance with the ASX Recommendations

The ASX Recommendations are not prescriptions but guidelines. However, under the Listing Rules, the Company will be required to provide a statement disclosing the extent to which it has followed the ASX Recommendations in the reporting period. Where the Company does not follow a recommendation, it must identify the recommendations that it has not followed and provide reasons for not following it.

The Company's compliance with the fourth edition of the ASX Recommendations is detailed in the following table, which the Board considers reasonable given the current stage of development of the Company and its business.

Corporate Governance Principles and Recommendations	Comply (Yes/No)	Explanation
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	**YES**	(a) The Company has adopted a Board Charter that details the specific roles and responsibilities of the Board, the Chairman and management and includes a description of those matters expressly reserved to the Board and those delegated to management. (b) The Board Charter details the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman, CEO/President and Corporate Secretary, the establishment, operation and management of Board Committees, Directors' access to company records and information, details of the Board's relationship with management, details of the Board's performance review, and details of the Board's disclosure policy. The Board Charter details the responsibilities of the CEO/President, Mr Eager. A copy of the Company's Board Charter is available on the Company's website. https://www.resouro.com/investors/#cpg.
Recommendation 1.2 A listed entity should:	**YES**	(a) The Company has detailed guidelines for the appointment and selection of the Board and senior executives in its Corporate

Corporate Governance Principles and Recommendations	Comply (Yes/No)	Explanation
(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.		Governance Plan. The Company's Board Charter requires the Company to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history) are undertaken before appointing a Director or senior executive, or putting someone forward for election, as a Director, which responsibility is delegated to the Remuneration and Nomination Committee under its Charter (or, in its absence, the Board). (b) Under the Board Charter, all material information in the Company's possession which is relevant to any decision on whether or not to elect or re-elect a Director will be provided to security holders. The Company will include this information in the notice of meeting containing the resolution to elect or re-elect the Director. In the case of candidates standing for re-election, the candidate's experience and qualification are also disclosed on the Company's website and in its Annual Information Form.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	**YES**	The Company's Remuneration and Nomination Committee Charter requires the Remuneration and Nomination Committee (or, in its absence, the Board) to ensure that each Board member is a party to a written agreement with the Company which details the terms of that Board member's appointment. The Company has written agreements with each of its directors and senior executives.
Recommendation 1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	**YES**	The Board Charter outlines the roles, responsibility and accountability of the Corporate Secretary. The Corporate Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.
Recommendation 1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's	**PARTIALLY**	(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board and the Remuneration and Nomination Committee to set measurable gender diversity objectives, if considered appropriate, and to assess annually both the objectives, if any have been set, and the Company's progress in achieving them. The Diversity Policy is available on the Company's website. (b) The Company's Diversity Policy provides that the Board is responsible for designing and overseeing the implementation of the Diversity Policy. The Diversity Policy also requires the Board to develop initiatives that will promote and achieve diversity goals. The Remuneration and Nomination Committee is responsible for reviewing

Corporate Governance Principles and Recommendations	Comply (Yes/No)	Explanation
most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.		the Diversity Policy and providing the Board with an annual report on the status of diversity within the Company and the effectiveness of the measurable objectives for achieving gender diversity (if any). The Board has not yet set measurable objectives for achieving gender diversity. At this stage in the Company's development, the Board does not consider it practicable to set measurable gender diversity objectives. In the event that the Company's employee numbers grow to a level where it becomes practical, the Board will reconsider setting measurable objectives to assist the Company to achieve gender diversity and review the Company's progress in meeting these objectives and the effectiveness of these objectives each year. (c) The total proportion of men and women on the Board, in senior executive positions, and across the whole workforce is as follows. Men: Board 3; Senior Management -; Total 3 Women: Board 1; Senior Management 1; Total 2 **Note:** Messrs Christopher Eager and Philippe Martins are members of the Board and the Company's senior management and for the purposes of the above table, have been included exclusively in the "Board" category.
Recommendation 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	**YES**	(a) The Board is responsible for undertaking a performance evaluation, with the advice and assistance of the Remuneration and Nomination Committee, of the Board, its Committees and individual Directors against the relevant charters, corporate governance policies and agreed goals and objectives on an annual basis. The process for this is set out in the Company's Board Charter which is available on the Company's website. (b) The Board is also responsible for disclosing the process for periodically evaluating performance and whether, for each reporting period, a performance evaluation occurred. The Company intends to complete performance evaluations in respect of the Board, its Committees and individual Directors for each financial year in accordance with the review process outlined in the Board Charter.
Recommendation 1.7 A listed entity should:	**YES**	(a) The Board is responsible for reviewing and approving, with the assistance of the Remuneration and Nomination Committee, the performance of individual Board

<table>
<tr><th>Corporate Governance Principles and Recommendations</th><th>Comply (Yes/No)</th><th>Explanation</th></tr>
<tr><td>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</td><td></td><td>members and senior executives. The applicable process for these evaluations can be found in the Company's Board Charter, which is available on the Company's website.

(b) The Company intends to complete performance evaluations in respect of the senior executives for each financial year which will be disclosed in the Company's annual Corporate Governance Statement.</td></tr>
<tr><td colspan="3">Principle 2: Structure the board to add value</td></tr>
<tr><td>Recommendation 2.1
The board of a listed entity should:
(a) have a nomination committee which:
(i) has at least three members, a majority of whom are independent directors; and
(ii) is chaired by an independent director,
and disclose:
(iii) the charter of the committee;
(iv) the members of the committee; and
(v) at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</td><td>YES</td><td>The Board has appointed a dedicated Nomination and Remuneration Committee, which will have authority and power to exercise the roles and responsibilities granted to it under the Nomination and Remuneration Committee Charter, and any other resolutions of the Board from time to time.
The committee is comprised of three Directors of whom two are non-executive independent Directors, being Mr Justin Clyne and Ms Anne Landry. The Chair of the Nomination and Remuneration Committee is Justin Clyne. The third member is Mr Philippe Martins, who is an executive director.
The roles and responsibilities of the Nomination and Remuneration Committee are detailed in Schedule 3 of the Company's Corporate Governance Plan, which is available on the Company's website.
The Company's Annual Information Form details the relevant qualifications and experience of the members of the Nomination and Remuneration Committee and the number of times the Nomination and Remuneration Committee met throughout the year and the individual attendances of the members at those meetings.</td></tr>
<tr><td>Recommendation 2.2
A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</td><td>YES</td><td>
<table>
<tr><th>Board Skills Matrix</th><th>Number of Directors that Meet the Skill</th></tr>
<tr><td>Leadership</td><td></td></tr>
<tr><td>Business leadership</td><td>2</td></tr>
<tr><td>Public listed company experience</td><td>2</td></tr>
<tr><td>Business and Finance</td><td></td></tr>
<tr><td>Business Strategy</td><td>4</td></tr>
<tr><td>Competitive Business Analysis</td><td>1</td></tr>
<tr><td>Corporate Financing</td><td>3</td></tr>
<tr><td>Financial Literacy</td><td>4</td></tr>
<tr><td>Mergers and Acquisitions</td><td>2</td></tr>
<tr><td>Risk Management</td><td>2</td></tr>
<tr><td>Sustainability and Stakeholder Management</td><td></td></tr>
<tr><td>Community Relations</td><td>1</td></tr>
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<tr><th>Corporate Governance Principles and Recommendations</th><th>Comply (Yes/No)</th><th>Explanation</th></tr>
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<tr><td>Corporate Governance</td><td>1</td></tr>
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</table>
A profile of each current director detailing their skills, experience and expertise is available on the Company's website and is detailed each year in the Company's Annual Information Form.
</td></tr>
<tr><td>Recommendation 2.3
A listed entity should disclose:
(a) the names of the directors considered by the board to be independent directors;
(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, or relationship in question and an explanation of why the board is of that opinion; and
(c) the length of service of each director.</td><td>YES</td><td>(a) The Board considers that of the current Directors, Justin Clyne and Anne Landry (each a non-executive Director) are independent (see Section 3.4(c) for further details). The Company's Annual Information Form will disclose the length of service of each Director, at the end of the financial year.

(b) The Board Charter requires Directors to disclose their interest, positions, associations and relationships and requires that the independence of Directors is regularly assessed by the Board in light of the interests disclosed by Directors. Details of the Directors' interests, positions associations and relationships are provided in the Annual Information Form and on the Company's website.

(c) The length of service of each Director is as follows:
<table>
<tr><th>Director</th><th>Appointment Date</th><th>Length of Service</th></tr>
<tr><td>Christopher Eager</td><td>10 May 2022</td><td>Two years</td></tr>
<tr><td>Philippe Martins</td><td>13 February 2023</td><td>One year and three months</td></tr>
<tr><td>Justin Clyne</td><td>21 July 2023</td><td>Nine months</td></tr>
<tr><td>Anne Landry</td><td>21 July 2023</td><td>Nine months</td></tr>
</table>
</td></tr>
<tr><td>Recommendation 2.4
A majority of the board of a listed entity should be independent directors.</td><td>NO</td><td>The Board Charter requires that, where practical, the majority of the Board should be independent. Two of the four Directors are considered by the Board to be independent directors. As such, the Board does not have a majority of independent Directors.</td></tr>
<tr><td>Recommendation 2.5
The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</td><td>NO</td><td>The Board Charter provides that, where practical, the Chairman should be an independent non-executive Director and the role of the Chairman and CEO should preferably be exercised by two separate individuals. The Chairman is Mr Christopher Eager. Mr Eager is not considered an independent director. The role of CEO is also held by Mr Eager.
The Board is mindful of the recommendation that the Chair of the Board should be an independent director and should not be the same person as the CEO. The Board will continue to take this into consideration when considering the future nomination of the Chair</td></tr>
</table>

Corporate Governance Principles and Recommendations	Comply (Yes/No)	Explanation
		of the Board. However, the Board believes Mr Eager's exercise of these two roles are appropriate for the Company's business and circumstances and is in the best interests of shareholders as a whole.
Recommendation 2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	**YES**	The Board Charter states that the Corporate Secretary's role is to help to organise and facilitate the induction and professional development of Directors. The Company also has a program for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively.
Principle 3: Act ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	**YES**	The Company disclosed its values in its Board Charter, which is available on the Company's website.
Recommendation 3.2 A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	**YES**	(a) The Company's Code of Conduct applies to the Company's directors, senior executives and employees. (b) The Company's Code of Conduct is available on the Company's website. The Code of Conduct provides that staff are obliged to report any observed violations of the Code to the Corporate Secretary or a Director. The Code also provides that the Directors must ensure that any reported breaches of the Code undergo thorough investigation and that appropriate actions are taken.
Recommendation 3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	**YES**	The Company has adopted a whistleblower policy which applies to, amongst others, all directors, officers, employees, contractors and consultants of the Company. This policy has been prepared having regard to the ASX Recommendations and is available on the Company's website.
Recommendation 3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	**YES**	The Company has adopted an anti-bribery and corruption policy which applies to, amongst others, all directors, officers, employees, contractors and consultants of the Company. This policy has been prepared having regard to the ASX Recommendations and is available on the Company's website.
Principle 4: Safeguard integrity in financial reporting		
Recommendation 4.1 The board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board,	**YES/ PARTIALLY**	The Company has an Audit and Risk Committee. The Audit and Risk Committee has three members, being Ms Anne Landry and Mr Justin Clyne, both of whom are non-executive Directors and considered independent Directors. The third member is Mr Philippe Martins, who is an executive director and, therefore, not considered to be independent. The Audit and Risk Committee is chaired by Ms Anne Landry.

Corporate Governance Principles and Recommendations	Comply (Yes/No)	Explanation
and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		The roles and responsibilities of the Audit and Risk Committee are detailed in Schedule 3 of the Company's Corporate Governance Plan, which is available on the Company's website. The Company's Annual Information Form details the relevant qualifications and experience of the members of the Audit and Risk Committee and the number of times the Audit and Risk Committee met throughout the year and the individual attendances of the members at those meetings.
Recommendation 4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	**YES**	The Company's Audit Management Committee Charter requires the Board to ensure that before approving the entity's financial statements for a financial period, the CEO and CFO have declared that in their opinion the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	**YES**	The Company's Board Charter provides that the Board must, with the recommendation of the Audit and Risk Committee, review and approve a process by which the integrity of any periodic corporate report released to the market that is not audited or reviewed by an external auditor can be verified.
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	**YES**	The Company has adopted a Continuous Disclosure Policy which details the processes the Company follows to comply with its continuous disclosure obligations under the Listing Rules and other relevant legislation. The Company's Continuous Disclosure Policy is available on the Company website.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	**YES**	The Corporate Secretary is responsible for distributing all material market announcements electronically to the Board promptly after they have been made.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	**YES**	All slides and presentations used for briefings and analyst presentations are released and uploaded to ASX Market Announcements Platform prior to the briefing taking place. Further details are set out in the Company's Continuous Disclosure Policy.

Corporate Governance Principles and Recommendations	Comply (Yes/No)	Explanation
Principle 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	**YES**	Information about the Company and its governance is available on the Company's website. The Company's Corporate Governance Plan is included in a dedicated Corporate Governance area on the Company website.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	**YES**	The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Shareholder Communications Policy outlines a range of ways in which information is communicated to shareholders, and by which shareholders can make contact with the Company to request information or bring their concerns to the attention of the Company.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	**YES**	Shareholders are encouraged to participate at all extraordinary general meetings and annual general meetings of the Company. The Shareholder Communication Policy includes provisions focussed on shareholder meetings, including for shareholders to be provided a reasonable opportunity to ask questions of the Board at shareholder meetings, and for the submission of written questions by shareholders unable to attend the annual general meeting.
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	**YES**	All substantive resolutions which are voted on at shareholder meetings are and will be decided by a poll, rather than by a show of hands.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	**YES**	The Shareholder Communications Policy states that as a part of the Company's developing investor relations program, Shareholders can elect to receive email communications where appropriate. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholders queries should be referred to the Corporate Secretary at first instance.
Principle 7: Recognise and manage risk		
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) at the end of each reporting period, the number of times the committee met throughout the period and the	**YES**	The Company has an Audit and Risk Committee. The Audit and Risk Committee has three members, being Ms Anne Landry and Mr Justin Clyne, both of whom are non-executive Directors and considered independent Directors. The third member is Mr Philippe Martins, who is an executive director and, therefore, not considered to be independent. The Audit and Risk Committee is chaired by Ms Anne Landry. The roles and responsibilities of the Audit and Risk Committee are detailed in Schedule 3 of the Company's Corporate Governance Plan, which is available on the Company's website. The Company's Annual Information Form details the relevant qualifications and experience of the members of the Audit and

Corporate Governance Principles and Recommendations	Comply (Yes/No)	Explanation
individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.		Risk Committee and the number of times the Audit and Risk Committee met throughout the year and the individual attendances of the members at those meetings.
Recommendation 7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	**YES**	(a) The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound. The Company process for risk management and internal compliance includes a requirement to identify and measure risk, monitor the environment for emerging factors and trends that affect these risks, formulate risk management strategies and monitor the performance of risk management systems. (b) The Board Charter requires the Company to disclose the number of times the Audit and Risk Committee (or, in its absence, the Board) met throughout the relevant reporting period, and the individual attendances of the members at those meetings. The Audit and Risk Committee Charter provides that the Audit and Risk Committee (or, in its absence, the Board) will review assessments of the effectiveness of risk management and internal compliance and control at least annually. A review will be conducted in the 2024 financial year.
Recommendation 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	**YES**	The Company does not have an internal audit function. The Board considers the Board's oversight and financial control function in conjunction with its risk management policy is sufficient for a Company of its small size and lack of complexity. If the Company grows, the Board will consider whether the appointment of a contract internal auditor would be beneficial in assisting the Directors in discharging their responsibilities under the Audit and Risk Committee Charter. The Company evaluates and improves the effectiveness of its governance, risk management and internal control via the processes for review and oversight under that Charter.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	**YES**	The Company currently has no material exposure to environmental and social sustainability risks other than as detailed in Section 4. The Company's mineral exploration and development operations will be subject to environmental regulation and heritage legislation in the jurisdictions in which it operates. The Audit and Risk Committee Charter details the Company's risk management systems which assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks as

Corporate Governance Principles and Recommendations	Comply (Yes/No)	Explanation
		they arise. Review of the Company's risk management framework will be conducted at least annually.
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	**YES**	The Board has appointed a dedicated Nomination and Remuneration Committee, which will have authority and power to exercise the roles and responsibilities granted to it under the Nomination and Remuneration Committee Charter, and any other resolutions of the Board from time to time. The committee is comprised of Mr Justin Clyne, Ms Anne Landry and Mr Philippe Martins two of whom are independent non-executive independent Directors, being Mr Justin Clyne and Ms Anne Landry. The chair of the Nomination and Remuneration Committee is Mr Justin Clyne. The roles and responsibilities of the Audit and Risk Committee are detailed in Schedule 4 of the Company's Corporate Governance Plan, which is available on the Company's website. The Company's Annual Information Form details the relevant qualifications and experience of the members of the Nomination and Remuneration Committee and the number of times the Nomination and Remuneration Committee met throughout the year and the individual attendances of the members at those meetings.
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	**YES**	The Company will disclose its policies and practices regarding the remuneration of Directors and senior executive in the Company's Annual Information Form.
Recommendation 8.3 A listed entity which has an equity based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	**YES**	The Company has adopted a Share Option Plan (as summarised in Section 6.10). A copy of the Share Option Plan will be lodged with the ASX on Admission. Under the Company's Securities Trading Policy, participants are prohibited from engaging in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to any unvested entitlements in the Securities. The Company's Securities Trading Policy is available on the Company's website.

4 Risk Factors

An investment in the Company is not risk free. The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, a number of the risks are outside the control of the Directors and management of the Company and are unlikely to be mitigated.

The risks detailed in this Section are not an exhaustive list of the risks faced by the Company or by investors in the Company. It should be considered in conjunction with other information in this Prospectus. The risks detailed in, and others not specifically referred to in, this Section may in the future materially affect the financial performance and position of the Company and the value of the CDIs offered under this Prospectus (or the underlying Shares). The CDIs to be issued pursuant to this Prospectus (the underlying Shares) carry no guarantee with respect to the payment of dividends, return of capital or the market value of those CDIs. The risks detailed in this Section also necessarily include forward-looking statements. Actual events may be materially different to those detailed and, therefore, may affect the Company in a different way to that described.

Investors should be aware that the performance of the Company may be affected and the value of its CDIs may rise or fall over any given period. None of the Company, its directors or any person associated with any of the above parties guarantee the Company's performance, the performance of the CDIs the subject of the Offer or the market price at which the CDIs and Shares will trade. The Directors strongly recommend that potential investors consider the risks detailed in this Section, together with information contained elsewhere in this Prospectus, and consult their professional advisers, before they decide whether or not to apply for CDIs.

4.1 Company Specific Risks

(a) **Future Capital Requirements**

The Company has no operating revenue and is unlikely to generate any operating revenue unless and until its projects are successfully explored, evaluated, developed and production commences. As an exploration entity, the Company does not operate on a cashflow positive basis and is reliant on raising funds from investors in order to continue to fund its operations and execute on its exploration strategy.

Whilst the Company considers that its existing cash and net proceeds from the Offer will be adequate to fund its activities and exploration program and budget for approximately 12 months, shortly thereafter, the Company will require further financing to implement its future exploration programs and fund general administrative costs. The Company considers that further financing will likely take the form of an equity capital raising which will be dilutive to Shareholders and may be undertaken at lower prices than the current market price (or Offer Price). Debt financing, if available and attractive, may involve restrictive covenants which will limit the Company's operations and activities.

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

(b) **Nature of Mineral Exploration and Mining**

The business of mineral exploration, development and production is subject to a high level of risk. Mineral exploration and development require large amounts of expenditure over extended periods of time with no guarantee of revenue, and exploration and development activities may be deterred by circumstances and factors beyond the Company’s control.

There can be no assurance that exploration and development at the Projects, or any other projects that may be acquired by the Company in the future, will result in the discovery of mineral deposits which are capable of being exploited economically. Even if a viable deposit is identified, there is no guarantee that it can be profitably exploited.

Whether a mineral deposit will be commercially viable depends on a number of factors. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on mineral rights and licences without receiving a return. There is no

certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

(c) **Operational Matters**

The operations of the Company may be affected by various factors that are beyond the control of the Company, including failure to identify mineral deposits, failure to achieve predicted grades in exploration or mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages, delays in procuring, or increases in the costs of consumables, commodities, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company. These risks and hazards could also result in damage to, or destruction of, facilities and equipment, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. These factors are largely beyond the control of the Company and, if they occur, may have an adverse effect on the financial performance of the Company and the value of its assets.

(d) **Insufficient Resources or Reserves**

Additional expenditures will be required to establish either Mineral Resource or Ore Reserve estimates on the Projects, in particular the Tiros Project, and to develop processes to extract the minerals. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all.

(e) **Limited Operating History**

The Company has incurred operating losses since its inception and does not have a significant history of business operations. Therefore, it is not possible to evaluate the Company's prospects based on past performance. No assurance can be given that the Company will achieve commercial viability through the successful exploration and/or mining of the Projects, or any mineral rights/licences which are subsequently applied for or acquired by the Company. Unless and until the Company is able to realise value from its project interests, it is likely to incur ongoing operating losses.

There can be no certainty that the Company will achieve or sustain profitability, achieve or sustain positive cash flow from its operating activities or identify a mineral deposit which is capable of being exploited economically or which is capable of supporting production activities.

(f) **Exploration and Appraisals**

There is a significant risk for the Company of the proposed exploration activity being unsuccessful and not resulting in the discovery of a commercially viable mineral deposit. Mineral exploration by its nature is a high-risk activity and there can be no guarantee of success in the project areas where the Company holds interests in exploration permits. Whilst the Directors will make every effort to reduce this risk, the fact remains that the discovery and development of a commercially viable mineral deposit may not occur.

The Company is engaged in early-stage exploration and appraisal activities. There is a risk that these activities will not result in the discovery of commercially extractable mineral deposits. Furthermore, no assurances can be given that if commercially viable mineral deposits are discovered, these will be able to be commercialised as intended, or at all.

Whether positive income flows ultimately result from exploration and development expenditure incurred by the Company is dependent on many factors such as successful exploration, establishment of production facilities, cost control, commodity price movements, successful contract negotiations for production and stability in the local political environment.

(g) **Metallurgy Risk**

Metal and/or mineral recoveries are dependent upon the metallurgical process, and contain elements of risk such as:

(i) errors and other risks associated with identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;

(ii) errors and other risks associated with developing an economic process route to produce a metal and/or concentrate; and

(iii) changes in mineralogy in the minerals deposit can result in inconsistent metal recovery, affecting the economic viability of a project.

(h) **Title Risk**

The Group's exploration and development activities (including at the Projects) are dependent upon the grant, the maintenance and renewal of appropriate licences, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The maintenance, renewal and granting of these mineral rights depend on the Group being successful in obtaining required statutory approvals and complying with regulatory processes. A failure to obtain these statutory approvals or comply with these regulatory processes may adversely affect the Group's title to the mineral rights, may prevent or impede the grant, acquisition or advancement of, or the conduct of activities within, mineral rights and may have a material adverse effect on the business, results of operations, financial condition and prospects of the Group.

Further, there is no guarantee or assurance that the licences, concessions, leases, permits or consents will be renewed or extended as and when required or that new conditions will not be imposed in connection with the Group's mineral rights. The renewal or grant of the terms of each licence is usually at the discretion of the relevant government authority. To the extent such approvals, consents or renewals are not obtained, the Group may be curtailed or prohibited from continuing with its exploration and development activities or proceeding with any future development, which may have a material adverse effect on the business, results of operations, financial condition and prospects of the Group. Refer to Section 2 and the Brazilian Solicitor's Report in Annexure E for further information.

(i) **Land Claims, Overlaps and Community Opposition**

The Company's exploration activities could potentially face disruptions or postponements from claims to the licence areas by other parties, community opposition or legal actions against the Company, including as a result of overlaps of areas covered by transmission lines. Such occurrences could have repercussions on the Company's operations and could also affect the value and performance of the CDIs/Shares.

(j) **Exploitation, Exploration and Mining Permits**

The mineral exploration permits that have been granted only permit exploration on those permits. In the event that the Group successfully delineates economic deposits on any mineral exploration permit, it will need to apply for a mining permit (as applicable). There is no guarantee that the Group will be granted a mining permit if one is applied for.

Potential investors should understand that mineral exploration is a high-risk undertaking. There can be no assurance that exploration of the Projects, or any other mineral exploration permits that may be acquired in the future, will result in the discovery of an economic deposit. Even if a viable deposit is identified, there is no guarantee that it can be economically exploited.

(k) **Mine Development**

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

No assurance can be given that the Tiros Project (or any other project) will achieve commercial viability. The risks associated with the development of a mine will be considered in full as part of the Company's exploration activities and will be managed with ongoing consideration of stakeholder interests.

(l) **Acquiring Additional Properties**

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the

Company may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

(m) **Risks Associated with Acquisitions**

If appropriate opportunities present themselves, the Company may acquire other mineral claims and/or companies. The Company currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired company or mineral rights into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortisation expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition.

(n) **Environmental Risks**

The minerals and mining industry has become subject to increasing environmental regulations and liability.

The operations and proposed activities of the Company are subject to state, federal and municipal laws, regulations and permits concerning the environment. If such laws are breached or modified, the Company could be required to cease its operations and/or incur significant liabilities including penalties, due to past or future activities. As with most exploration operations, the Company's activities are expected to have an impact on the environment.

There are certain risks inherent in the Company's activities which could subject the Company to extensive liability. The cost and complexity in complying with the applicable environmental laws and regulations may affect the viability of potential developments of the Company's projects, and consequently the value of those projects, and the value of the Company's assets.

It may be required for the Company to conduct baseline environmental studies prior to certain exploration or mining activities, so that environmental impact can be monitored and minimised wherever possible. No baseline studies have been done to date, and a discovery of endangered flora or fauna could, for example, prevent exploration and mining activity in certain areas.

(o) **Regulatory Requirements**

The current or future operations of the Company may require permits from various governmental authorities, and such operations will be governed by laws and regulations governing production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Company may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Amendments to current laws, regulations and permits governing operations and activities of companies such as the Company, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or costs or require abandonment or delays in the development of new projects.

(p) **Claims and Legal Proceedings**

The Company may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These matters may give rise to legal uncertainties or have unfavourable results. The Company may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Company's operations. In addition, the Company may be involved in disputes with

other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact the Company's financial position, cash flow, results of operations and reputation, regardless of the specific outcome.

(q) **Force Majeure**

The Projects now or in the future may be adversely affected by risks outside the control of the Company, including the price of gold on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(r) **Reliance on Management and Dependence on Personnel**

The success of the Company will be largely dependent on the performance of the directors and officers and their ability to attract and retain key personnel on an ongoing basis. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

(s) **Conflicts of Interest**

Certain directors and officers of the Company may be engaged in, and may continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or propose contract or agreement that is material to the Company, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that such conflicts arise, such conflicts will be resolved in accordance with the BCBCA.

(t) **Economic, Political and Social Context in Brazil**

The success of the Company's mineral exploration and development activities in Brazil depends, in part, upon the performance of the Brazilian economy. Government policy changes (or the risk of the same) can occur following elections or in response to domestic or international issues and may entail important effects on the Company's operations. In Brazil, a new President was elected in late 2022 and took office on 1 January 2023. While the nature, scope and pace of any economic and policy changes are unknown, proposals during the Brazilian election campaign included tax reforms and an overhaul of the country's climate and environmental and nuclear policies. While the scope and pace of change in Brazil is not yet fully known, changes to existing mining policies, water use and ownership rights and royalties or other taxation levels, even if seemingly minor in nature, may adversely affect the Company's operations and financial condition.

(u) **Regulation and Tenure**

The Group's mineral exploration and planned development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use and other matters. Although the Group believes that its exploration and planned development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or development activities.

The Group's interests in mineral rights are subject to governmental approvals, licences and permits. The granting and enforcement of the terms of such approvals, licences and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that the Group will be successful in maintaining any or all of the various approvals, licences and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, the Group may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties such as the Group, engaged in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of those activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

(v) **Changes in Governmental Regulations**

Amendments to current laws and regulations governing operations or more stringent implementation thereof could have a substantial adverse impact on the Group and cause increases in exploration expenses, capital expenditures or development or production costs or reduction in levels of activities or require abandonment or delays in exploration or development of mineral properties.

Although the Group has not experienced any material changes in law or regulation which have affected its business, if there was such a material change, this could have a material adverse effect on the Group's business, prospects, financial condition and results of operations.

(w) **Occupational Health and Safety Risk**

The health and safety of the employees of the Group are at risk due to the inherent nature of the operations of the Group.

Exploration and mining operations are inherently dangerous workplaces. The Group's exploration operations often place its employees and others in proximity with large pieces of mechanised equipment, moving vehicles, regulated materials and other hazardous conditions. As a result, the Group is subject to a variety of health and safety laws and regulations dealing with occupational health and safety. Additionally, the Group's safety record can impact the Group's reputation. Any failure to maintain safe work sites could expose the group to significant financial losses as well as civil and criminal liabilities, any of which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

(x) **Insurance**

The Company intends to insure its operations in accordance with industry practice. However, insurance of all risks associated with exploration is not always available and, where it is available, the cost may be high.

The business of the Company is subject to risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as extreme weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties, buildings, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms.

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. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim by the Company.

(y) **Sovereign Risks**

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 Projects. 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.

The Company's interests in Brazil are largely, at this time, comprised of various interests in exploration licences and associated contracts. If any contracts regulating the Company's interests in the Projects, 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.

4.2 Industry Specific Risks

(a) **Infrastructure**

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Projects will be commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect operations.

(b) **Fluctuating Market Costs**

The economics of mineral exploration is affected by many factors beyond the Company's control including the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation. Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted.

(c) **Competition**

The mining industry is intensely competitive. The Company's ability to compete depends on, among other things, knowledgeable personnel, high product quality, competitive pricing and range of product offerings. Increased competition may require the Company to reduce prices or increase costs and may have a material adverse effect on its financial condition and results of operations. The Company will compete with other mining companies, many of which have

greater financial resources for the acquisition of mineral rights, permits and concessions as well as for the recruitment and retention of qualified employees. As a result, the Company may be unable to acquire attractive mining properties on terms it considers acceptable.

(d) **Operating Hazards and Risks**

The ownership, exploration, operation and development of a mine or mineral property involves many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include environmental hazards, industrial accidents, explosions and third-party accidents, the encountering of unusual or unexpected geological formations, ground falls and cave-ins, mechanical failure, unforeseen metallurgical difficulties, power interruptions, flooding, earthquakes and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in environmental damage and liabilities, work stoppages, delayed production and resultant losses, increased production costs, damage to, or destruction of, mineral properties or production facilities and resultant losses, personal injury or death and resultant losses, asset write downs, monetary losses, claims for compensation of loss of life and/or damages by third parties in connection with accidents (for loss of life and/or damages and related pain and suffering) that occur on Company property, and punitive awards in connection with those claims and other liabilities.

4.3 General Investment Risks

(a) **Economic risk**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, including but not limited to:

(i) general economic conditions;

(ii) changes in government policies, taxation and other laws;

(iii) the strength of the debt, equity and share markets in Australia, Canada and internationally;

(iv) industrial disputes in Canada, Brazil and internationally;

(v) changes in investor sentiment toward particular market sectors;

(vi) financial failure or default by an entity with which the Company may become involved in a contractual relationship; and

(vii) natural disasters, social upheaval or war.

(b) **Trading Price of CDIs**

The Company's operating results, economic and financial prospects and other factors will affect the trading price of CDIs. In addition, the price of CDIs 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 AUD 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 CDIs.

In particular, the CDI 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 such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the market for CDIs will not be adversely affected by any such market fluctuations or factors.

There is currently no public market for CDIs, the price of CDIs is subject to uncertainty and there can be no assurance that an active market for CDIs will develop or continue after the Company is admitted to the Official List.

The price at which CDIs trade on ASX after listing may be higher or lower than the issue price of CDIs under the Offer and there can be no guarantee that the price of CDIs will increase.

There may be relatively few or many potential buyers of CDIs on ASX at any given time. This may increase the volatility of the market price of CDIs. It may also affect the prevailing market

price at which CDI Holders are able to sell their CDIs. This may result in CDI Holders receiving a market price for their CDIs that is above or below the price that CDI Holders paid.

(c) **Climate Change**

The climate change risks particularly attributable to the Company include:

(i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and

(ii) certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

(d) **Corruption and Bribery Laws**

The Company's operations are governed by, and involve interactions with, many levels of government in Australia, Canada and Brazil. In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment to companies convicted of violating anti-corruption and anti-bribery laws. Furthermore, a company may be found liable for violations by not only its employees, but also by its contractors and third-party agents.

Although the Company has adopted steps to mitigate such risks, such measures may not always be effective in ensuring that the Company, its employees, contractors or third-party agents will comply strictly with such laws. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company resulting in a material adverse effect on the Company's reputation and results of its operations.

(e) **Research Analyst Reports**

The market for the trading of CDIs may be influenced by the research and reports which securities or industry analysts publish about its business. Securities and industry analysts may discontinue research on the Company, to the extent such coverage currently exists, or in other cases, may never publish research on the Company. If no or too few securities or industry analysts commence coverage of the Company, the market price for the trading of CDIs may be adversely affected. In the event that securities or industry analysts initiate coverage, if one or more of those analysts publish inaccurate or unfavourable research about the Company, the market value of CDIs may decline. If one or more analysts cease coverage of the Company or fail to publish regular reports on the Company, demand for CDIs may decrease which may cause a decline in the CDI price and trading volumes.

(f) **Legal Proceedings**

The Company may be subject to litigation arising in the normal course of business or otherwise and may be involved in disputes with other parties in the future which may result in litigation. The causes of potential future litigation cannot be known and may arise from, among other things, business activities, environmental laws, volatility in stock price or failure or alleged failure to comply with disclosure obligations. The results of litigation cannot be predicted with certainty. If the Company is unable to resolve litigation favourably, either by judicial determination or settlement, it may have a material adverse effect on the Company's financial performance and results of operations. At the Prospectus Date, there are no legal proceedings affecting the Company and the Directors are not aware of any legal proceedings pending or threatened against or affecting the Company.

The Company may, for example in relation to cross-border disputes, be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in any particular jurisdiction, such as Canada, Brazil or Australia.

The Company's ability to enforce its rights could have a material adverse effect on its future cash flows, earnings, results of operations and financial condition.

(g) **Taxation Risk**

Tax laws in Australia and Canada are complex and are subject to change periodically, as is their interpretation by the courts and the tax revenue authorities. Significant reforms and current proposals for further reforms to Australian and Canadian tax laws, as well as new and evolving interpretations of existing laws, give rise to uncertainty.

The precise scope of any new or proposed tax laws is not yet known. Any change to the taxation of CDIs (including the taxation of dividends) and the taxation of companies (including the existing rate of company income tax) may adversely impact on CDI Holder returns, as may a change to the tax payable by CDI Holders in general. Any other changes to Australian or Canadian tax law, and practice that impacts the Company, or the Company's industry generally, could also have an adverse effect on CDI Holder returns. Any past or future interpretation of the taxation laws by the Company, which is contrary to that of a revenue authority in Australia or Canada, may give rise to additional tax payable.

Additionally, by virtue of the Company operating in Brazil and having its functional currency in CAD, both the Company and its CDI Holders are exposed to other jurisdiction specific taxation laws, which may prove onerous and complex. In order to minimise this risk, in areas of uncertainty, the Company obtains external expert advice on the application of the tax laws to its operations (as applicable). However, there is no certainty that the interpretations of tax revenue authorities will accord with that advice.

The acquisition, holding and disposal of CDIs will have tax consequences that will differ for each investor depending on their individual and specific circumstances. All potential investors in the Company are urged to obtain independent advice regarding the tax and other consequences of acquiring CDIs, pursuant to the Offer, from a taxation viewpoint and generally.

The Australian and Canadian taxation implications detailed in Section 5.17 of this Prospectus are general in nature and do not take into account or anticipate any changes in law (by legislation or judicial decision) or any changes in the administrative practice or interpretation by the relevant authorities. If there is a change, including a change having retrospective effect, the income tax, GST, stamp duty and withholding requirement consequences should be reconsidered by CDI Holders in light of the changes. The precise Australian and Canadian taxation implications of ownership or disposal of the CDIs will depend upon each CDI Holder's specific circumstances. All potential investors in the Company are urged to obtain independent advice regarding the tax and other consequences of acquiring CDIs, pursuant to the Offer, from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its respective officers and each of its respective advisers accept no liability or responsibility with respect to any tax consequences of applying for CDIs under this Prospectus.

(h) **Accounting Standards**

Changes to any applicable accounting standards or to any assumptions, estimates or judgments applied by management in connection with complex accounting matters may adversely impact the Company's financial statements, results or condition.

4.4 Speculative Nature of Investment

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 CDIs offered under this Prospectus. Therefore, the CDIs to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those CDIs. Potential investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for CDIs pursuant to this Prospectus.

5 Details of the Offer

5.1 Structure of the Offer

The Offer under this Prospectus invites eligible investors to apply for 16,000,000 CDIs at an offer price of A$0.50 per CDI (**Offer Price**) to raise A$8,000,000 (before associated costs) (**Offer**).

The Offer comprises:

(a) the Broker Offer, which is open to clients of Brokers who receive a firm allocation of Shares from the Lead Manager; and

(b) the Public Offer which is open to members of the general public with registered addresses in Australia.

Each CDI represents the beneficial interest in one Share. The Shares underlying the CDIs will rank equally with existing Shares on issue. Details of the CDIs and a summary of the key differences between holding CDIs and holding the underlying Shares are detailed in Sections 6.3 and 6.4, and Annexure A.

The Offer is made on the terms, and is subject to the conditions, detailed in this Prospectus.

Persons wishing to apply for CDIs under the Offer should refer to Sections 5.9 to 5.12 for further details and instructions.

5.2 Minimum Subscription

The minimum subscription pursuant to the Offer is 16,000,000 CDIs (**Minimum Subscription**). None of the CDIs offered under this Prospectus will be issued if Applications are not received and accepted by the Company for at least A$8,000,000.

Should Applications for the Minimum Subscription not be received within four months from the Prospectus Date, the Company will either repay the Application Monies (without interest) to Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Applications and have their Application Monies refunded to them (without interest).

5.3 Conditional Offer

The Offer is conditional upon the following events occurring:

(a) the Company raising the Minimum Subscription;

(b) ASX providing the Company with a list of conditions acceptable to the Company which, once satisfied, will result in ASX admitting the Company to the Official List; and

(c) the receipt of all necessary regulatory approvals on conditions acceptable to the Company, including any approvals required by ASX and TSX-V.

If these conditions are not satisfied then the Offer will not proceed and the Company will repay all Application Monies in accordance with the Corporations Act.

5.4 Purpose of the Offer

The purpose of the Offer is:

(a) raise A$8,000,000 (before associated costs) pursuant to the Offer;

(b) assist the Company to meet the requirements of ASX and satisfy Chapters 1 and 2 of the Listing Rules, as part of the Company's application for Admission;

(c) provide the Company with sufficient working capital at the time of Admission to pursue its business strategy and objectives detailed in Section 2.7;

(d) provide a liquid market for its Shares to trade in the form of CDIs and an opportunity for others to invest in the Company; and

(e) provide the Company with the benefits of an increased profile that arises from being a listed entity on ASX.

5.5 Funding Allocation

At the Prospectus Date the Company has cash reserves of approximately A$1,469,000[1]. The Offer will have an effect on the Company's financial position, being the receipt of funds of A$8,000,000 (before associated costs).

The Board believes that its current cash reserves and the funds raised from the Offer will provide the Company with sufficient working capital to achieve its stated objectives as detailed in this Prospectus (refer to Section 2.7).

The following tables show the expected use of funds raised under the Offer, together with existing cash reserves, following Admission

Funds Available	Minimum Subscription (A$6,000,000)	
	A$[1]	%
Existing cash reserves of the Company	1,469,000	11%
Cash proceeds to be received by the Company from the Offer (before costs)	8,000,000	89%
Total Funds Available	**9,469,000**	**100%**

Indicative Allocation of Funds	Minimum Subscription (A$8,000,000)	Indicative Allocation of Funds
Activity	**A$[1]**	**%**
Tiros Project		
Exploration Activities[2]	2,546,994	26.90%
Technical Studies[2]	1,661,436	17.55%
Technical / Exploration Personnel Costs[3]	763,975	8.06%
Novo Mundo Project		
Exploration Activities[4]	13,119	0.14%
Technical Studies[4]	11,679	0.12%
Deferred Novo Mundo Payment[5]	595,228	6.29%
Corporate		
Working Capital[6]	750,172	7.92%
Costs of the Offer[7]	938,600	9.91%
General Administration[8]	2,187,797	23.11%
Total Indicative Allocation of Funds	**9,469,000**	**100%**

Notes:

1. Assumes an exchange rate of C$1 = A$1.13. The AUD equivalents of those payments will naturally fluctuate with exchange rates equivalent of various payments which will ultimately be paid in other currencies (particularly the USD and CAD).
2. Comprises exploration and drilling activities and metallurgical test work, setup costs and equipment and permitting and landholder compensation. Refer to Section 2.8 for further details.
3. Includes salaries and wages of the technical team and oncosts and overheads of the Tiros Project. Refer to Section 2.8 for further details.
4. Refer to Section 2.8 for further details.
5. Refer to Section 6.7(b) for further details.
6. Working capital also includes surplus funds and funds that may be applied to future acquisitions. The Directors will allocate surplus funds at their discretion.
7. Refer to Section 6.19 for a summary of total costs. The above costs represent outstanding cash costs which will be settled post-closing.
8. Includes the general costs associated with the management and operation of the business including but not limited to salaries, administration expenses, audit and accounting fees, legal fees, travel costs, business development costs, listing and share registry fees, remuneration of directors, management and other personnel, insurance, investor relations expenses, rent and other associated costs.

The above estimated expenditures are indicative only and will be subject to modification on an on-going basis depending on the results obtained from the Company's activities and other factors relevant to the Board's discretion as to usage of funding. Due to market conditions and the development of new opportunities or any number of other factors (including the risk factors detailed in the Investment Overview and Section 4), actual expenditure levels may differ significantly to the above estimates. The consideration of new opportunities may result in the Company expending funds on due diligence or other acquisition costs which may not be recouped through the ultimate acquisition and/or development of the project or business under consideration.

[1] Assumes an exchange rate of C$1 = A$1.13.

The Company may also pursue further business opportunities, such as those (without limitation) which may complement the Projects and there may be a need to direct funds for this purpose or to raise additional equity capital or debt capital. These new business opportunities may include project acquisitions, joint ventures, acquisition of tenements/permits, direct equity participation and/or other transaction structures.

The Company intends to capitalise on future opportunities as they arise which may result in costs being incurred that are not included in these summaries.

To continue activities on the Projects beyond the work programs detailed in Section 2.8 or to capitalise on future opportunities (and depending on the success of its activities) the Company will require debt or further equity fundraisings.

5.6 Forecasts

Due to the nature of the Company's business activities and the mineral exploration industry in which it operates, there are significant uncertainties associated with forecasting future events. The Company is an early-stage exploration company, which has no present source of revenue. The Company does not derive any income from mineral exploration activities, nor does it anticipate any such income in the immediate future.

The Directors have considered the matters detailed in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the Company is an early-stage exploration company with no source of revenue and the future operations of the Company are inherently uncertain. The Company accordingly makes no forecast of whether it will generate revenue or profits in future.

The Directors consequently believe that, given the inherent uncertainties, it is not possible to include reliable forecasts in this Prospectus.

Refer to Section 2 for further information in respect to the Company's existing and proposed activities.

5.7 Capital Structure

On the basis that the Offer is completed on the terms in this Prospectus, the Company's capital structure on the Prospectus Date and immediately upon Admission is as follows:

Securities on issue on the Prospectus Date	
Shares[1]	76,182,192
Options[2]	10,810,000
Warrants[4]	4,244,678
Performance Rights[5]	750,000
Securities on issue immediately upon Admission	
Shares/CDIs[1]	92,182,192
Options[2, 3]	12,653,643
Warrants[4]	4,244,678
Performance Rights[5]	750,000

Notes:
1. CDIs are CHESS Depositary Interests over underlying Shares. Refer to Annexure A for further information on CDIs. The rights attaching to the Shares and the CDIs are detailed in Sections 6.3 and 6.4 respectively.
2. Refer to Section 6.9 for the terms of the Options.
3. Includes the issue of 1,843,643 Lead Manager Options. Refer to Section 6.11 for the terms of the Lead Manager Options to be issued to the Lead Manager (and/or its nominees).
4. Refer to Section 6.12 for the terms of the Warrants.
5. Refer to Section 6.13 for the terms of the Performance Rights.

The Company additionally reserves the right to also utilise its 15% annual placement capacity under Listing Rule 7.1 after Admission, and to seek approval of Shareholders to issue further securities from time to time.

The Company reserves the right to issue further securities from time to time, such as (without limitation) to raise further capital or pursuant to its Share Option Plan summarised in Section 6.10. As at the Prospectus Date, the maximum number of Shares that may be issued under the Share Option Plan is 3,383,752. Note that this number is not intended to be a prediction of the actual number of securities to be issued under the Share Option Plan, but rather an indicative ceiling for the purposes of giving flexibility for the Board to issue up to that number of additional securities in the Company during the three years from Admission, without utilising the Company's 15% placement capacity under Listing Rule 7.1.

5.8 Restricted Securities and Escrow Arrangements

Chapter 9 of the Listing Rules prohibits holders of securities in the Company which ASX classifies as 'restricted securities' from disposing or agreeing to dispose of those securities or an interest in those securities for the relevant restriction periods (being escrow restrictions).

None of the CDIs to be issued or sold pursuant to the Offer will be subject to any ASX-imposed escrow or voluntary escrow restrictions.

The Company expects the following other securities to be subject to escrow at the time of Admission:

Holder	Type of Security	No.	Escrow Period
Directors[1]	Options	2,250,000	24 Months from Admission
Resmin (Mr Chris Eager)[2]	Options	4,000,000	24 Months from Admission
RBM (Mr Rodrigo De Brito Mello)[3]	Performance Rights	750,000	24 Months from Admission
RBM (Rodrigo De Brito Mello)[4]	Shares	1,642,000	24 Months from Admission

Notes:
1. Refer to Section 6.9 for further details.
2. Refer to Section 6.9 for further details.
3. Refer to Section 6.13 for further details.
4. Refer to Section 6.7(a) for further details.

The Company will announce to ASX full details (quantity and duration) of securities to be held in escrow prior to the CDIs commencing trading on ASX.

The Company's free float (as defined in the Listing Rules) at the time of listing will be not less than 20%, as required by the Listing Rules.

5.9 Broker Offer

(a) **Broker Offer**

The Broker Offer is open to eligible Australian retail clients and other eligible clients (subject to compliance with applicable laws) of Brokers who have received an invitation from their Broker to apply for CDIs and are not in the United States and are not acting for the account or benefit of any person in the United States. If you have been offered a firm allocation by a Broker, you will be treated as an Applicant under the Broker Offer in respect of that allocation. You should contact your Broker to determine whether they may allocated CDIs to you under the Broker Offer.

(b) **How to apply under the Broker Offer**

If you have received an invitation to apply for CDIs from your Broker and wish to apply for those CDIs under the Broker Offer, you should contact your Broker for information about how to submit your Application Form and for payment instructions. Applicants under the Broker Offer must not send their Application Forms or payment to the Share Registry.

By making an Application, you declare that you were given access to this Prospectus, together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

Broker clients should complete and lodge their Application Form with the Broker from whom they received their invitation to apply to participate in the Broker Offer. Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the Application Form.

The Broker Offer opens on the Opening Date and Applications must be received by no later than 5:00pm (AWST) on the Closing Date. It is your responsibility to ensure your Application is received before 5:00pm (AWST) on the Closing Date.

(c) **How to pay**

Applicants under the Broker Offer must pay their Application Monies to their Broker in accordance with instructions provided by that Broker.

(d) **Offer allocation policy**

CDIs that are allocated to Brokers will be issued to Applicants nominated by the Brokers (subject to the right of the Company to reject, aggregate or scale back Applications).

It will be a matter for each Broker as to how they allocate CDIs among their clients.

(e) **Acceptance of Applications**

An Application in the Broker Offer is a binding and irrevocable offer by the Applicant to apply for the amount of CDIs in the AUD amount specified in the Application Form at the offer price of A$0.50 on the terms and conditions set out in this Prospectus (including any supplementary or replacement Prospectus) and the Application Form. At the time of making an Application, an Applicant will not know the precise number of CDIs they will be allocated (if any).

The Company has the discretion, in consultation with the Lead Manager, to refuse any Application or to allocate a lesser number of CDIs than applied for by an Applicant. Consequently, an Application may be accepted in respect of the full amount, or any amount lower than that specified in the Application Form, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of CDIs to successful Applicants, conditional upon settlement and ASX agreeing to quote the CDIs on the ASX.

The Lead Manager and the Company reserve the right to reject any Application for any reason, such as if it is not correctly completed or if it is submitted by a person who they believe is ineligible to participate in the Broker Offer, or to waive or correct any errors made by an Applicant in completing their Application.

Successful Applicants in the Broker Offer will receive the number of CDIs equal to the value of their Application accepted and allocated by the Company divided by the offer price of A$0.50 (rounded down to the nearest whole CDI), provided that sufficient Application Monies have been paid by the Applicant as consideration for those CDIs. No refunds pursuant solely to rounding will be provided.

5.10 Public Offer

(a) **Public Offer**

The Public Offer is open to members of the general public with registered addresses in Australia.

(b) **Applications under the Public Offer**

Applications for CDIs under the Public Offer must be made by using an online Application Form at https://apply.automic.com.au/Resouro and paying the Application Monies electronically.

By completing an Application Form, each applicant under the Public Offer will be taken to have declared that all details and statements made by them are complete and accurate and that they have personally received the Application Form together with a complete and unaltered copy of the Prospectus.

Applications for CDIs under the Public Offer must be for a minimum of A$2,000 worth of CDIs (4,000 CDIs) and thereafter in multiples of 1,000 CDIs and payment for CDIs must be made in full at the Offer Price of A$0.50 per CDI.

(c) **Electronic Payment**

If paying by BPAY® or EFT, please follow the instructions on the Application Form. A unique reference number will be quoted upon completion of the online application. Your BPAY reference number will process your payment to your application electronically and you will be deemed to have applied for such CDIs for which you have paid. Applicants using BPAY or EFT should be aware of their financial institution's cut-off time (the time payment must be

made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the Closing Date of the Offer. Application Monies must be received by 5pm (AEST) on the Closing Date. You do not need to return any documents if you have made payment via BPAY or EFT.

When completing the BPAY payment, Applicants should ensure that they use the specific Biller Code and your unique CRN provided on the online Application Form. If Applicants do not use the correct CRN their Application will not be recognised as valid.

(d) **Allocation Policy**

The Company and the Lead Manager have absolute discretion regarding the allocation of CDIs to Applicants under the Public Offer and may reject an Application or allocate a lesser number of CDIs than applied for. If the number of CDIs allotted is fewer than the number applied for, surplus Application Money will be refunded without interest as soon as practicable after the Closing Date.

No Applicant under the Public Offer has any assurance of being allocated all or any CDIs applied for. The allocation of CDIs by Directors will be influenced by a number of factors including, but not limited to:

(i) the number of CDIs applied for;

(ii) the overall level of demand for the Offer;

(iii) the desire for a spread of investors;

(iv) the timeliness of the bid by Applicants;

(v) the desire for an informed and active market of CDIs following Admission; and

(vi) any other factors that the Company and the Lead Manager consider appropriate.

The Company will not be liable for any person not allocated CDIs or not allocated the full amount paid for.

5.11 Acceptance of Applications under the Offer

An Application is an offer by an Applicant to the Company to acquire CDIs in the amount specified on the Application Form (or any lesser amount determined by the Company) at the Offer Price on the terms and conditions detailed in this Prospectus (including any supplementary or replacement prospectus) and the applicable Application Form. To the extent permitted by law, an Application is irrevocable.

An Application may be accepted by the Company in respect of the full number of CDIs specified in the Application Form or any of them, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of CDIs to successful Applicants. The Company reserves the right to reject any Application which is not correctly completed, or which is submitted by a person who the Board believes is ineligible to participate in the Offer or any part of it, or to waive or correct any errors made by the Applicant in completing their Application. The Company also reserves the right to reject any Applications in the Board's discretion.

Applicants whose Applications are not accepted, or who are allocated a lesser number of CDIs than the amount applied for, will receive a refund of all or part of their Application Monies, as applicable. Interest will not be paid on any Application Monies refunded.

Applicants whose Applications are accepted in full will receive the whole number of CDIs calculated by dividing the Application Monies by the Offer Price. Where the Offer Price does not divide evenly into the Application Monies, the number of CDIs to be allocated will be rounded down. Your Application Monies should be for the entire number of CDIs you are applying for.

5.12 Additional Terms and Conditions of the Offer

Topic	Summary
What is the type of security being offered?	CDIs over Shares in the Company. Each CDI represents an interest in one Share.

Topic	Summary
What are the rights and liabilities attached to the security being offered?	A description of the CDIs and the underlying Shares, including the rights and liabilities attaching to them, is detailed in Sections 6.3 and 6.4 and Annexure A.
What is the consideration payable for each security being offered?	Successful Applicants under the Offer will pay the offer price of A$0.50 per CDI.
What is the Offer Period?	The key dates, including details of the Offer Period, are detailed on page 9. No CDIs will be issued on the basis of this Prospectus later than the Expiry Date. The Company, in consultation with the Lead Manager, reserves the right to vary any and all of the dates and times without notice (including, subject to the Listing Rules and the Corporations Act, to close the Offer or any part of it early, to extend the Offer or any part of it, to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before Completion, in each case without notifying any recipient of this Prospectus or any Applicant). If the Offer is cancelled or withdrawn before Completion, then all Application Monies will be refunded in full (without interest) as soon as practicable in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens.
What are the cash proceeds to be raised?	A$8,000,000 (before associated costs) will be raised under the Offer if the Offer proceeds.
Is the Offer underwritten?	No.
Who is the Lead Manager?	Taylor Collison Limited.
What is an Applicant applying for?	An Application is an offer by the Applicant to the Company to apply for all or any of the amount of CDIs specified in the Application Form on the terms detailed in this Prospectus.
What is the minimum and maximum Application size under the Offer?	The minimum Application size under the Offer is A$2,000 worth of CDIs (and multiples of A$500 thereafter). There is no maximum value of CDIs that may be applied for under the Offer.
What is the allocation policy?	The Lead Manager and the Company have absolute discretion regarding the allocation of CDIs to Applicants under the Offer and may reject an Application or allocate a lesser number of CDIs than applied for by the Applicant. The Lead Manager and the Company also reserve the right to aggregate any Applications that they believe may be multiple Applications for the same person.
When will you receive confirmation you're your Application has been successful?	It is expected that holding statements and allotment confirmation notices will be dispatched by standard post on or about 30 May 2024. Refunds (without interest) to Applicants whose Applications are not accepted, or who are allocated a lesser number of CDIs than the

Topic	Summary
	amount applied for, will be made as soon as practicable after Completion. No refunds pursuant solely to rounding will be provided.
Will the CDIs be quoted?	The Company will apply to ASX within seven days of the Prospectus Date for admission to the Official List and quotation of CDIs on ASX (which will be under the ASX code "RAU"). Completion of the Offer is conditional on ASX approving the Company's application for admission to the Official List and for the CDIs, including those offered by this Prospectus, which are not ASX restricted securities, to be granted Official Quotation. If ASX does not grant permission for Official Quotation within three months after the Prospectus Date, the Offer will be withdrawn and all Application Monies received will be refunded to Applicants (without interest) as soon as practicable in accordance with the requirements of the Corporations Act. The Company will be required to comply with the Listing Rules, subject to any waivers obtained by the Company from time to time. ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that ASX may admit the Company to the Official List and may grant Official Quotation of the CDIs being offered is not to be taken as an indication of the merits of the Company or the CDIs offered pursuant to this Prospectus. The issue price of all CDIs for which the Company seeks quotation will be at least 20 cents in cash (or deemed to be such) in accordance with the Listing Rules.
Are there any restricted securities?	Yes, please refer to Section 5.8 for details.
When are the CDIs expected to commence trading?	Trading on ASX is expected to commence on a normal settlement basis on or about 4 June 2024. Following the issue of CDIs, successful Applicants will receive a holding statement or allotment confirmation notice detailing the number of CDIs issued to them under the Offer. It is expected that holding statements and allotment confirmation notices will be dispatched by standard post on or about 30 May 2024. It is the responsibility of each Applicant to confirm and verify their holding (by contacting their Broker or the Offer Information Line (refer to the contact details in response to the question "What should you do with any enquiries?" below)) before trading in CDIs. Applicants who sell CDIs before they receive a holding statement or allotment confirmation notice do so at their own risk. The Company, the Share Registry and the Lead Manager disclaim all liability, whether in negligence or otherwise, to persons who sell or trade CDIs before receiving their holding statement or allotment confirmation notice, whether on the basis of a confirmation of allocation provided by any of them (such as through the Offer Information Line), a Broker or otherwise. Refer to Section 5.16 for further information.
Are there any taxation considerations?	The acquisition, holding and disposal of CDIs (and the Shares in which CDIs represent the beneficial interest) will have tax consequences, which will differ depending on the individual financial affairs of each investor and applicable laws. All potential investors in the Company are urged to obtain independent financial advice about the

Topic	Summary
	consequences of acquiring CDIs pursuant to the Offer, from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its respective officers and each of its respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for, or purchasing, CDIs under this Prospectus (and of acquiring an interest in Shares). Refer also to Section 5.17.
Are there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of CDIs under the Offer.
Acknowledgement	Each Applicant will be taken to have represented, warranted, agreed and acknowledged as follows: • you understand that the CDIs have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable US state securities laws; and • you have not sent and will not send this Prospectus or any other material relating to the Offer to any person in the United States or elsewhere outside Australia.
What should you do with any enquiries?	This Prospectus provides information for potential investors in the Company, and should be read in its entirety. If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or independent financial adviser. All enquiries in relation to this Prospectus should be directed to the Offer Information Line on 1300 288 664 (within Australia) from 8:30am to 5:00pm (AEST), Monday to Friday (excluding public holidays). If you are eligible to participate in the Offer and are calling from outside Australia, you should call +61 2 9698 5414 from 8:30am to 5:00pm (AEST), Monday to Friday (excluding public holidays).

5.13 Application Monies

Application Monies received under the Offer will be held in a special purpose bank account until CDIs are issued to successful Applicants. The Application Monies raised from the Offer will then be the Company's property.

Applicants under the Offer whose Applications are not accepted, or who are allocated a lesser number of CDIs than the amount applied for, will be mailed a refund (without interest) for all or part of their Application Monies, as applicable. No refunds will be paid due solely to rounding.

Interest will not be paid on any monies refunded and any interest earned on Application Monies pending the allocation or refund will be retained by the Company.

To apply to participate in the Offer, an Application Form must be completed and received, together with the Application Monies, in accordance with this Prospectus and the instructions on the Application Form.

5.14 Foreign Jurisdictions

(a) **General**

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

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

This Prospectus does not constitute an offer of CDIs in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. This Prospectus may only be distributed outside Australia to investors to whom the Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

In particular, this Prospectus may not be distributed to any person, and the CDIs may not be offered or sold, in any country outside Australia except to the extent permitted in Sections 5.14(b) to 5.14(e).

(b) **Canada**

This Prospectus has not been filed with any securities commission in Canada and the CDIs may not be offered or sold within Canada or for the account of any Canadian residents except in transactions exempt from, or not subject to, the prospectus and registration requirements of applicable Canadian securities laws.

(c) **New Zealand**

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **FMC Act**).

The CDIs are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

(i) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;

(ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;

(iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;

(iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or

(v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

(d) **Singapore**

This Prospectus and any other materials relating to the CDIs have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of CDIs, may not be issued, circulated or distributed, nor may the CDIs be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the **SFA**) or another exemption under the SFA.

This Prospectus has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

Any offer is not made to you with a view to the CDIs being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire CDIs. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

(e) **United Kingdom**

Neither this Prospectus nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the CDIs.

The CDIs may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Prospectus is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This Prospectus may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the CDIs has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Prospectus is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated ("relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus.

5.15 CHESS and CDIs

Successful Applicants should note that, as the Company is incorporated in Canada, they will be issued with CDIs instead of Shares under this Prospectus. The issue of CDIs instead of Shares is necessary because, under the Securities Transfer Act, uncertificated electronic share trading systems such as ASX's Clearing House Electronic Subregister System (**CHESS**) are incapable of transferring the ownership in shares of Canadian companies. Pursuant to the ASX Settlement Rules, CDI Holders receive all economic benefits of actual ownership of the underlying Shares. CDIs are traded in a manner similar to shares of Australian companies listed on ASX.

CDIs will be held in uncertificated form and settled/transferred through CHESS. No certificates will be issued to CDI Holders. Shareholders cannot trade their Shares on ASX without first converting their Shares into CDIs.

The main difference between holding CDIs and Shares is that CDI Holders hold the beneficial ownership in Shares instead of legal title. CHESS Depositary Nominees Pty Ltd (**CDN**), a subsidiary of ASX, will hold the legal title of the underlying Shares on the Company's central securities register for the benefit of the CDI Holder. The Shares underlying the CDIs issued pursuant to this Prospectus will be registered in the name of CDN for the benefit of CDI Holders. Each CDI represents one underlying Share.

CDN receives no fees from investors for acting as the depositary nominee in respect of CDIs.

With the exception of voting rights and certain other rights of Shareholders under Canadian law (as detailed in Section 6.3), the CDI Holders are generally entitled to equivalent rights and entitlements as if they were the legal owners of Shares. CDI Holders will receive notices of general meetings of Shareholders. As CDI Holders are not the legal owners of underlying Shares, CDN, which holds legal title to the Shares underlying the CDIs, is entitled to vote at Shareholder meetings of the Company on the instruction of the CDI Holders on a poll, not on a show of hands. CDI Holders are entitled to give instructions for one vote for every underlying Share held by CDN. Refer to Sections 6.3 and 6.4 and Annexure A for further information about Shares and CDIs.

The Company will apply to participate in CHESS, which is the ASX electronic transfer and settlement system in Australia, in accordance with the Listing Rules and ASX Settlement Rules. Settlement of trading of quoted securities on the ASX market takes place on CHESS. CHESS allows for and requires the settlement of transactions in securities quoted on ASX to be effected electronically. On admission to CHESS, the Company will operate an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up the Company's register of CDI Holders.

The Company will not issue certificates of title to CDI Holders. Instead, as soon as is practicable after the issue of CDIs pursuant to this Prospectus, successful Applicants will receive a holding statement or allotment confirmation notice which details the number of CDIs issued to them, in much the same way as the holder of shares in an Australian incorporated ASX-listed entity would receive a holding statement in respect of shares. A holding statement will also provide details of a CDI Holder's HIN (in the case of a holding on the CHESS sub-register) or SRN (in the case of a holding on the issuer sponsored sub-register).

Following distribution of these initial holding statements and allotment confirmation notices, an updated holding statement will only be provided at the end of any month during which changes occur to the number of CDIs held by CDI Holders. CDI Holders may also request statements at any other time (although the Company may charge an administration fee).

British Columbia securities laws restrict the trading of Shares in Canada for a period of four months and a day from the date of issuance. This will not prevent subscribers from being able to trade CDIs on the ASX once the Company is admitted to the Official List. However, it will prevent holders of CDIs on the ASX from transferring their shares to the TSX-V during the restriction period. Outside of this initial four month period when the transfer of CDIs from the ASX to the TSX-V is restricted, Shareholders will be able to transfer their CDIs/Shares between the ASX and TSX-V.

5.16 Selling CDIs On-Market

It is the responsibility of each Applicant to confirm and verify their holding before trading in CDIs, by contacting their Broker or the Offer Information Line, or by reviewing their holding statement or allotment confirmation notice. Applicants who sell CDIs before they receive a holding statement or allotment confirmation notice do so at their own risk.

The Offer Information Line can be contacted on 1300 288 664 (within Australia) from 8:30am to 5:00pm (AEST), Monday to Friday (excluding public holidays). If you are eligible to participate in the Offer and are calling from outside Australia, you should call + 61 2 9698 5414 from 8:30am to 5:00pm (AEST), Monday to Friday (excluding public holidays).

The Company, the Share Registry and the Lead Manager disclaim all liability, whether in negligence or otherwise, to persons who sell or trade CDIs before receiving their holding statement or allotment confirmation notice, whether on the basis of a confirmation of allocation provided by any of them (such as through the Offer Information Line), a Broker or otherwise.

5.17 Taxation Considerations

(a) Australian taxation implications

The following comments provide a general summary of Australian tax issues for Australian tax resident Shareholders who acquire CDIs under this Prospectus.

The categories of Shareholders considered in this summary are limited to Australian tax resident individuals, trusts (other than managed investment trusts and attribution managed investment trusts), companies and complying superannuation entities, each of whom hold their CDIs on capital account. The comments are also applicable to Australian resident corporate Shareholders (other than life insurance companies or banks) that hold on capital account a less than 10% direct or indirect shareholding in the Company. The information is given on the basis that the Company is a Canadian tax resident and not an Australian tax resident.

The tax consequences for holders of CDIs will generally be the same as for holders of Shares. In this section, references to Shares and Shareholders should also be read as a reference to CDIs in respect of the Shares and holders of CDIs.

This summary does not consider the consequences for non-Australian tax resident shareholders, or Australian tax resident Shareholders who are insurance companies, banks, Shareholders that hold their CDIs on revenue account or carry on a business of trading in shares, Shareholders who are exempt from Australian tax or Shareholders who acquired their Shares in return for services (including under an employee share or option scheme). This summary also does not cover the consequences for Australian tax resident shareholders who are subject to Division 230 of the *Income Tax Assessment Act 1997* (Cth) (the Taxation of Financial Arrangements or "TOFA" regime) or are Australian resident corporate Shareholders with a greater than 10% direct or indirect shareholding in the Company or are subject to the Controlled Foreign Company rules contained in Part X of the *Income Tax Assessment Act 1936* (Cth). The comments in this summary are also on the basis that Australian tax resident Shareholders provide their Australian tax file number (or Australian Business Number as relevant) to the Company as applicable under Australian taxation law.

This summary is based on the law in Australia in force at the date of issue of the Prospectus. This summary does not take into account the tax law of countries other than Australia. This summary is general in nature and is not intended to be an authoritative or complete statement of all applicable laws. The taxation laws of Australia or their interpretation may change. The precise implications of ownership or disposal of the CDIs will depend on each Shareholder's specific and individual circumstances.

Shareholders should obtain their own advice on the taxation implications of holding or disposing CDIs, taking into account their specific circumstances. To the maximum extent permitted by law, the Company and its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for CDIs under this Prospectus.

Dividends

Where dividends on a CDI are distributed, those dividends will constitute assessable income of an Australian tax resident shareholder. Australian tax resident Shareholders should include the dividend in their assessable income in the year they derive the dividend (including a dividend reinvestment plan as relevant). Franking credits will not be attached to any dividends paid by the Company because the Company is a Canadian tax resident, not an Australian tax resident. As dividends will not have any franking credits attached, the dividends will be taxed at the prevailing tax rate of the Shareholder.

If any dividend is paid in the future, the Company may be required to withhold and remit a percentage of the gross dividend to the Canadian tax authorities (referred to as withholding tax). The Double Tax Agreement between Australia and Canada may impact the specific rate of any withholding tax. Shareholders should seek their own advice in relation to this.

Shareholders will receive any dividend net of any Canadian withholding tax (if applicable). However, Shareholders are required to report the gross amount of the dividend in their Australian assessable income (that is, the dividend plus any withholding tax that has been deducted) as foreign sourced dividend income. To the extent Canadian dividend withholding tax is withheld on dividend payments to Australian tax resident Shareholders, a foreign income tax offset (**FITO**) may be available in Australia to the Shareholder (subject to the relevant criteria being satisfied). A FITO acts broadly as a tax credit against the Australian tax liability arising from the dividends received. Where the tax liability is less than the FITO, the excess FITO is not refundable or otherwise available for use. The rules in relation to FITOs can be complex and Shareholders should seek advice taking into account their specific circumstances.

Disposal of CDIs

The disposal of a CDI by a Shareholder will be a capital gains tax (**CGT**) event in Australia. A capital gain will arise where the capital proceeds (generally, the market value of the consideration) received (or deemed to be received) pursuant to the disposal exceeds the cost base of the CDI (broadly, the amount paid to acquire the Share plus certain related transaction costs).

Any net capital gain (taking into account all capital gains and losses made by the Shareholder for the income year) should be included in the Shareholder's assessable income.

A CGT discount may generally be applied against the capital gain (after reduction of total capital gains by capital losses) where the Shareholder is an individual, complying superannuation entity or trustee of a trust and the CDIs have been held for at least 12 months (excluding the date of acquisition and date of disposal for CGT purposes) prior to the CGT event. If the CGT discount applies, only half (for individuals and trusts) or a third (for complying superannuation entities) of any net capital gain arising from the disposal of CDIs is included in the Shareholder's assessable income.

Where the Shareholder is the trustee of a trust that has held the CDIs for at least 12 months (excluding the date of acquisition and date of disposal for CGT purposes) prior to the CGT event, the CGT discount may flow through to the beneficiaries of the trust if those beneficiaries are not companies. Shareholders that are trustees should seek specific advice regarding the Australian tax consequences of distributions to beneficiaries who may qualify for discounted capital gains.

A capital loss will arise where the reduced cost base of the CDI exceeds the capital proceeds received (or deemed to be received) from the disposal. Capital losses may only be offset

against capital gains realised by the Shareholder in the same income year or future income years, subject to certain loss recoupment tests being satisfied as applicable. Capital losses cannot be offset against other assessable income.

To the extent that the CDIs disposed of are considered 'taxable Canadian property' (see Section 5.17(b)) and subject to tax in Canada then a FITO should be available in Australia to the Australian tax resident Shareholders. The rules in relation to FITOs can be complex and Shareholders should seek advice taking into account their specific circumstances.

Goods & Services Tax (GST)

The acquisition or disposal of CDIs by Australian resident tax shareholders should not be subject to GST. However, Shareholders may incur GST on their costs associated with these events (i.e. brokerage). Shareholders who are registered for GST may be not be entitled to claim full GST credits in respect of any GST included in these costs. Separate GST advice should be sought by Shareholders in this respect. No GST should be payable by Shareholders on receiving dividends distributed by the Company on CDIs.

Stamp Duty

Shareholders should not be liable for stamp duty levied by any State or Territory in Australia in respect of their acquisition of CDIs. Shareholders should seek their own advice as to the impact of stamp duty in their own particular circumstances.

(b) **Canadian taxation implications**

Set out below is a general summary of certain Canadian federal income taxation considerations generally applicable to a Shareholder who acquires as beneficial owner CDIs under this Prospectus and who, for purposes of the *Income Tax Act* (Canada) including the regulations thereunder (**Tax Act**) and at all relevant times:

- is neither resident nor deemed to be resident in Canada;
- holds the CDIs as capital property and does not use or hold, and will not be deemed to use or hold, the CDIs in a business carried on in Canada;
- deals at arm's length with the Company;
- has not entered into, with respect to their CDIs, a "derivative forward agreement", "synthetic disposition arrangement" or a "dividend rental arrangement" each as defined in the Tax Act,

(each, a **Non-Canadian Shareholder**).

CDIs will generally be considered to be capital property to a Non-Canadian Shareholder unless the Non-Canadian Shareholder holds or uses the Shares or is deemed to hold or use the Shares in the course of carrying on a business of trading or dealing in securities or has acquired them or is deemed to have acquired them in a transaction or transactions considered to be an adventure or concern in the nature of trade.

Special considerations, which are not discussed in this summary, may apply to a Non-Canadian Shareholder that is an insurer that carries on an insurance business in Canada and elsewhere, an "authorized foreign bank" (as defined in the Tax Act) or that is a "foreign affiliate" (as defined in the Tax Act) of a taxpayer resident in Canada. Such Non-Canadian Shareholders should consult their own advisers.

This summary assumes that a purchaser of a CDI acquires a beneficial interest in, and is the beneficial owner of, the Share underlying the CDI.

This summary does not address or discuss the effect of the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (**MLI**). The MLI entered into force in Canada on 1 December 2019. When applicable the MLI provides that a benefit under a particular treaty (such as a reduced withholding rate) shall not be granted under certain circumstances. The MLI applies to Canada's tax treaties and conventions with countries which have deposited their instruments of ratification with the OECD Depositary and which have mutually indicated that their treaties or conventions with Canada will be covered by the ML.

The tax consequences for CDI holders in respect of CDIs generally should be the same as for holders of Shares. Accordingly, references to Shares should also be read in this Section 6.15(b) as a reference to CDIs in respect of the Shares.

This summary is based on the facts set out in this Prospectus, the current provisions of the Tax Act and an understanding of the current administrative policies and assessing practices of the Canada Revenue Agency published in writing prior to the date hereof. This summary takes into account all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (**Proposed Amendments**) and the current provisions of the Canada-Australia Income Tax Convention (**Canada-Australia Tax Treaty**). This summary assumes that the Proposed Amendments will be enacted in the form proposed. However, no assurances can be given that the Proposed Amendments will be enacted as proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative policy or assessing practice whether by legislative, administrative or judicial action nor does it take into account tax legislation or considerations of any province, territory or foreign jurisdiction, which may differ from those discussed herein.

This summary is of a general nature only and is not, and is not intended to be, nor should it be construed as, legal or tax advice to any particular Non-Canadian Shareholder. This summary is not exhaustive of all Canadian federal income tax considerations. Accordingly, prospective purchasers of Shares should consult their own tax advisers having regard to their own particular circumstances.

Currency Conversion

For purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of the Shares must be converted into Canadian dollars based on exchange rates as determined in accordance with the Tax Act. The amount of capital gains or capital losses realized by a Non-Canadian Shareholder may be affected by fluctuations in the Canadian/Australian dollar exchange rate.

Dividends

Dividends paid or credited, or deemed to be paid or credited, on the Shares to a Non-Canadian Shareholder will be subject to Canadian withholding tax at the rate of 25%, subject to any reduction in the rate of withholding to which the Shareholder is entitled under any applicable income tax convention. For example, under the Canada-Australia Tax Treaty, where dividends on the Shares are considered to be paid to, or derived by, a Non-Canadian Shareholder that is the beneficial owner of the dividends and is an Australian resident for the purposes of, and is entitled to benefits of, the Canada-Australia Tax Treaty, the applicable rate of Canadian withholding tax is generally reduced to 15%.

Non-Canadian Shareholders should consult their own advisers if they are eligible for a reduced rate under any applicable income tax convention.

Disposition of Shares

A Non-Canadian Shareholder will not be subject to tax under the Tax Act on any capital gain realized on a disposition or deemed disposition of the Shares unless the Shares are “taxable Canadian property” to the Non-Canadian Shareholder for purposes of the Tax Act and the Non-Canadian Shareholder is not entitled to relief under an applicable income tax convention between Canada and the country in which the Non-Canadian Shareholder is resident.

Generally, the Shares will not constitute taxable Canadian property to a Non-Canadian Shareholder at a particular time provided that the Shares are listed at that time on a designated stock exchange (which includes the TSX-V and ASX), unless at any particular time during the 60-month period that ends at that time:

(i) one or any combination of:

(A) the Non-Canadian Shareholder;

(B) persons with whom the Non-Canadian Shareholder does not deal with at arm's length;

(C) partnerships in which the Non-Canadian Shareholder or a person described in (B) above holds a membership interest directly or indirectly through one or more partnerships; and

(D) has owned 25% or more of the issued shares of any class or series of the capital stock of the Company; and

(ii) more than 50% of the fair market value of the Shares was derived directly or indirectly from one or any combination of:

(A) real or immovable properties situated in Canada;

(B) "Canadian resource property" (as defined in the Tax Act);

(C) "timber resource property" (as defined in the Tax Act); and

(D) options in respect of, or interests in, or for civil law rights in, property in any of the foregoing whether or not the property exists.

Notwithstanding the foregoing, in certain circumstances set out in the Tax Act, Shares could be deemed to be taxable Canadian property. Non-Canadian Shareholders whose Shares may constitute taxable Canadian property should consult their own tax advisers.

5.18 Discretion Regarding the Offer

The Company may withdraw the Offer at any time before the issue of CDIs to successful Applicants. If the Offer, or any part of it, does not proceed, the relevant Application Monies will be refunded (without interest) in accordance with the requirements of the Corporations Act.

The Company, in consultation with the Lead Manager, also reserves the right to close the Offer or any part of it early, extend the date the Offer closes, accept late Applications either generally or in particular cases, reject any Application, or allocate to any Applicant fewer CDIs than applied for by an Applicant.

5.19 Risks

Prospective investors should be aware that an investment in the Company should be considered highly speculative and involves a number of risks inherent in the business activities of the Company. Section 4 details (non-exhaustively) key risk factors which prospective investors should be aware of. It is recommended that prospective investors consider these risks carefully before deciding whether to invest in the Company.

This Prospectus should be read in its entirety as it provides information for prospective investors to decide whether to invest in the Company. If you have any questions about the desirability of, or procedure for, investing in the Company please contact your stockbroker, accountant or other independent adviser.

5.20 Paper Copies of Prospectus

The Company will provide paper copies of this Prospectus (including any supplementary or replacement prospectus or documents) and the applicable Application Form to eligible investors upon request and free of charge. Requests for a paper copy should be directed to the Offer Information Line on 1300 288 664 (within Australia) or + 61 2 9698 5414 (outside Australia) from 8:30am to 5:00pm (AEST), Monday to Friday (excluding public holidays).

5.21 Powers of the Company in relation to Applications

There is no assurance that any Applicant will be allocated any Shares, or the number of Shares for which the Applicant has applied. Without limitation, the Board may in its absolute discretion, without notice to any Applicant and without giving any reason:

(a) withdraw the Offer at any time before the issue of CDIs to successful Applicants;

(b) decline an Application;

(c) accept an Application for its full amount or any lower amount;

(d) determine a person to be eligible or ineligible to participate in the Offer;

(e) waive or correct any errors made by an Applicant in completing their Application Form;

(f) amend or waive the Offer application procedures or requirements in compliance with applicable laws; or

(g) aggregate any Applications that they believe may be multiple Applications from the same person.

5.22 Accounting Standards and Auditing Standards

The Historical Financial Information has been audited or reviewed in accordance with Canadian generally accepted auditing standards in respect of annual financial reports, and these standards will continue to apply to the Company's financial statements after its Admission.

To the extent not already permitted by ASX's guidance, ASX has given in-principle advice to the Company that, based solely on the information provided and on receipt of a formal listing application from the Company, ASX would be likely to agree to the use of these accounting standards by the Company and auditing standards by Canadian generally accepted auditing standards. Accordingly, the IFRS will continue to apply to the preparation of the Company's financial statements after Admission.

Investors are urged to read the Independent Limited Assurance Report in Annexure C in full.

5.23 Enquiries

This Prospectus provides information for potential investors in the Company and should be read in its entirety. If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or independent financial adviser.

For any questions relating to the Offer and the completion of an Application Form, please call the Offer Information Line on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 8:30am to 5:00pm (AEST), Monday to Friday (excluding public holidays).

6 Additional Information

6.1 Foreign Company Registration in Australia

On 20 November 2023, the Company was registered as a foreign company in Australia pursuant to the provisions of the Corporations Act with ARBN 671 716 457. As part of this process, the Company has appointed Mr Justin Clyne as its local agent. Mr Clyne, as the Company's local agent, is authorised to accept service of process and notices on behalf of the Company.

6.2 Company Tax Status and Financial Year

The Company is registered in Canada. A summary of the Canadian income tax and territorial tax regime which apply to the Company is detailed in Section 5.17. The Company is not a tax resident in Australia. The financial year of the Company ends on 31 March of each year. A summary of the Accounting Standards which apply to the Company is described in the Independent Limited Assurance Report (which is included in Annexure C).

6.3 Rights Attaching to Shares and Certain Provisions of the Articles

The rights and liabilities attaching to Shares in the Company are governed by the Articles and the BCBCA. A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Articles, as well as certain Shareholder rights under the BCBCA, are described below. This summary is not exhaustive and does not constitute a definitive statement of all the rights and liabilities of Shareholders and is qualified by the terms of the Articles and the BCBCA. The summary assumes that the Company is admitted to the Official List.

If you would like a copy of the Articles, this is available by contacting the Company via email at sandra.evans@resouro.com. You should consult with your own legal adviser if you require further information.

For the avoidance of doubt, unless a reference is made to a beneficial owner of a Share (which includes a CDI Holder) the below summary relates to the rights of a directly registered holder of Shares in the Company only. A summary of certain rights of CDI Holders is described in Section 6.4.

(a) **Voting**

At any meeting of Shareholders:

(i) on a vote by show of hands, every person present who is a Shareholder or proxy holder and entitled to vote on the matter has one vote; and

(ii) on a poll, every Shareholder entitled to vote on the matter is entitled, in respect of each share entitled to be voted on the matter and held by that Shareholder, to one vote and may exercise that vote either in person or by proxy.

If there are joint Shareholders registered in respect of any Share, any one of the joint Shareholders may vote at any meeting of Shareholders, either personally or by proxy, in respect of the Share as if that joint Shareholder were solely entitled to it. If more than one joint Shareholder is present at any meeting of Shareholders, personally or by proxy, and more than one of the joint Shareholders votes in respect of that Share, then only the vote of the joint Shareholder present whose name stands first in the central securities register in respect of the Share will be counted.

As detailed in Section 6.4, holders of CDIs can attend but cannot vote in person at a general meeting, and must instead direct CDN how to vote in advance of the meeting. Any notice of meeting issued to CDI Holders will include a form permitting the holder to direct CDN to cast proxy votes in accordance with the CDI Holder's written instructions.

If, pursuant to the Listing Rules, a notice of meeting contains a voting exclusion statement which excludes certain named persons (or class of persons) and their associates from voting on a particular resolution, any votes cast on that resolution by the named person(or class or person) excluded from voting or an associate of that person must be disregarded.

(b) **Meetings**

Unless deferred or waived in accordance with the BCBCA, an annual general meeting of Shareholders is required to be held by the Company once in every calendar year and not more than 15 months after the last annual general meeting of Shareholders.

The BCBCA and the Articles require that notice of a meeting of Shareholders for public companies must be provided not less than 21 days in advance of the meeting. However, public

companies incorporated under the BCBCA are also subject to the requirements of National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* (**NI 54-101**), which provides for minimum notice periods of greater than the minimum 21 day period in the statute. Under NI 54-101, the record date for determining the registered Shareholders that are entitled to receive notice of the meeting may not be less than 30 days nor more than 60 days prior to the date for the meeting, subject to certain exceptions. In addition as a "reporting issuer" under NI 54-101, the Company is required, subject to certain exemptions, to notify certain intermediaries at least 25 days prior to the record date.

Under the BCBCA, the Company is required to give notice only to registered Shareholders entitled to vote at the meeting as well as its directors. Under applicable Canadian securities laws, the Company is also required to give notice to certain beneficial shareholders.

As noted above, CDI Holders may only exercise their vote by directing CDN accordingly.

In addition, under the BCBCA, a Shareholder(s) holding in the aggregate of at least 5% of the Shares has the right to requisition a general meeting of Shareholders for the purpose of transacting any business that may be transacted at a general meeting of Shareholders. The BCBCA details the information that must be included in such a request, and the timing requirements.

(c) **Shareholders Rights to Bring a Resolution Before a Meeting**

A shareholder proposal (a **Proposal**) is a document setting out a matter that the submitter wishes to have considered at the next annual general meeting of the Company. Under the BCBCA, Proposals may be submitted by both registered and beneficial Shareholders who are entitled to vote at an annual Shareholders' meeting who in the aggregate constitute at least one percent of the Shares or have Shares with a fair market value of more than C$2,000, provided that the shareholder has been a registered owner or beneficial owner of one or more Shares for an uninterrupted period of at least two years before the date of the signing of the Proposal. Such entitled shareholder may not submit a Proposal if within two years of the date of signing the Proposal, the person failed to present, in person or by proxy, at an annual general meeting, an earlier Proposal of which they were the submitter and in response to which the Company had complied with the technical requirements for Proposals under the BCBCA. A Proposal must be received at the registered office of the Company at least three months before the anniversary of the previous year's annual reference date.

If a Proposal has been submitted in accordance with the BCBCA, the Company would then be required to set out the text of the Proposal in its management proxy circular (and, if requested by the person submitting the Proposal, include or attach in its management proxy circular a statement by the Shareholder in support of the Proposal not exceeding 1,000 words).

The BCBCA provides for exemptions from the requirements to include a Proposal in the Company's management proxy circular in certain circumstances, including where:

(i) the directors have called an annual general meeting to be held after the date on which the Proposal is received by the company and have sent notice of that meeting;

(ii) the Proposal is not valid, as it does not meet the requirements of the BCBCA;

(iii) substantially the same proposal was submitted to Shareholders in a notice of meeting or, an information circular or equivalent, relating to a general meeting that was held not more than 5 years before the receipt of the Proposal, and did not receive the prescribed amount of support at the meeting;

(iv) it clearly appears that the Proposal does not relate in a significant way to the business or affairs of the company;

(v) it clearly appears that the primary purpose for the Proposal is (i) securing publicity, or (ii) enforcing a personal claim or redressing a personal grievance against the company or any of its directors, officers or security holders;

(vi) the Proposal has already been substantially implemented;

(vii) the Proposal, if implemented, would cause the company to commit an offence; or

(viii) the Proposal deals with matters beyond the company's power to implement.

(d) **Dividends**

Pursuant to the Articles and subject to applicable law, the Board may from time to time declare and authorise payment of such dividends as they may deem advisable, and the Board may determine the date for payment of such dividends, manner of payment of the dividend and the record date for determining the Shareholders entitled thereto.

Subject to the rights of the holders of Shares with special rights as to dividends (currently there are no such special rights), any dividend paid by the Company shall be allocated among Shareholders entitled thereto in proportion to their respective holdings of the Shares in respect of which such dividend is being paid.

(e) **Transfer of Shares**

Pursuant to the Articles and subject to applicable law, Shares may be transferred by a written instrument of transfer which complies with the Articles and applicable law.

The Board must not refuse to register a transfer of CDIs when required by the Listing Rules or ASX Settlement Rules.

(f) **Issue of Further Shares**

The BCBCA permits shares with or without par value. Pursuant to the Company's Notice of Articles, the Company is authorised to issue an unlimited number of common shares without par value.

The Shares may be issued for such consideration as the Company's directors may determine. Shares issued by a company governed by the BCBCA are non-assessable and may only be issued if consideration for such shares is fully paid.

As a TSX-V listed company, issuances of securities by the Company require the prior approval of TSX-V. TSX-V may impose conditions on a transaction or grant exemptions from its own requirements. TSX-V will consider various factors, including the involvement of insiders in the transaction, the offering price relative to the market price and whether the transaction materially affects control of the issuer.

TSX-V will generally require securityholder approval for: (a) any transaction which results in the creation of a new Control Person (defined below); (b) any transaction where the number of securities issued or issuable to non-arm's length parties as a group as payment of the purchase price for an acquisition, exceeds 10% of the number of outstanding securities of the company; and (c) the sale of more than 50% of the company's assets, business or undertaking.

The TSX-V defines "**Control Person**" as any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of a company so as to affect materially the control of that company, or that holds more than 20% of the outstanding voting shares of a company except where there is evidence showing that the holder of those securities does not materially affect the control of the company.

For distributions of listed securities in reliance on a prospectus exemption (known as private placements), TSX-V may require securityholder approval if the transaction results in the creation of a new Control Person. The TSX-V may also require securityholder approval for a private placement that appears to be undertaken as a defensive tactic to a takeover bid or if the issuance of securities pursuant to the private placement is a related party transaction.

(g) **Voluntary Dissolution**

Pursuant to the BCBCA, the Company may apply to be dissolved if it is authorised to do so by an ordinary resolution passed by the Shareholders, it has no assets and it has no liabilities or has made adequate provisions for the payment of each of its liabilities.

Pursuant to the BCBCA, the Company may liquidate if it has been authorised to do so by a special resolution passed by the Shareholders. Concurrently, the Company must also appoint a qualified liquidator approved by an ordinary resolution passed by the Shareholders.

If the Company is wound up, liquidated or dissolved, then, subject to applicable law and to the rights of the holders of shares with special rights upon winding up, if any, the assets of the Company legally available for distribution among the Shareholders, after payment of all debts and other liabilities of the Company, shall be distributed to the Shareholders in proportion to their respective holdings of the shares in respect of which such distribution is being made.

(h) **Variation of Rights**

At present, the Company's only class of Shares is common shares without par value. Subject to the Articles and the BCBCA, amendments to the special rights and restrictions attached to any issued shares of the Company require the approval of the holders of the class or series of shares affected.

(i) **Directors – Appointment and Removal**

Each of the Directors shall be elected at each annual general meeting of Shareholders and shall serve in office until immediately before the election or appointment of Directors at the next annual general meeting, unless they vacate their office earlier. Each Director retiring at an annual general meeting of Shareholders is eligible to be re-elected at that meeting.

The Board may also appoint additional Directors (up to one-third of the number of Directors elected at the previous annual general meeting) or Directors to fill a casual vacancy. Directors so elected or appointed must retire at the next annual general meeting, at which they may seek re-election.

A Director may be removed from office by a special resolution passed by the Shareholders. The Board shall also be entitled to remove from office any Director before the expiration of his or her term of office if the director is convicted of an indictable offence, or if the director ceases to be qualified to act as a director of a company and does not promptly resign, and the Board may appoint a director to fill the resulting vacancy.

(j) **Directors – Fees and Remuneration**

Under the Articles, the Directors may fix the remuneration of the Directors, officers and employees of the Company. Additional remuneration may be paid above this fixed amount to directors providing professional or other services to the Company outside the ordinary duties of a director. Under applicable Canadian securities law, a report on executive compensation is required to be included in the management proxy circular in connection with the annual meeting each year.

The Company must reimburse each director for the reasonable expenses that he or she may incur in and about the business of the Company.

(k) **Indemnities**

The Company must indemnify a director or former director of the Company and his or her heirs and legal personal representatives against all eligible penalties to which such person is or may be liable, and the Company must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. In addition, subject to any restrictions in the BCBCA, the Company may indemnify any other person.

(l) **Alteration to the Articles**

The Company's charter documents consist of a "Notice of Articles", which sets forth the name of the company and the amount and type of authorised capital, and "Articles" which govern the management of the company. The notice of articles is filed with the Registrar of Companies and the articles are filed with the company's registered and records office. Subject to the BCBCA, the Articles regulate the business and affairs of the company and provide for matters including the allotment and issuance of shares, the calling of, and voting at, Shareholders' and directors' meetings and the quorum requirements for such meetings, elections to the Board and appointment of officers, the payment of dividends, the borrowing powers and restrictions on a corporation, filling of vacancies, notices, types and duties of officers, the appointment of committees and other routine conduct.

The required authorisation to amend the Notice of Articles or Articles under the BCBCA will be specified in the BCBCA or the Articles based on the type of resolution.

In many instances, including a change of name or amendments to the Articles, the BCBCA or the Articles may provide for approval solely by a resolution of the directors or by ordinary resolution of the Shareholders. If the type of resolution is not specified in the BCBCA or the Articles, most amendments will require a special resolution of the Shareholders to be approved by not less than two-thirds of the votes cast by the Shareholders voting on the resolution.

Amendments to the special rights and restrictions attached to issued Shares require, in addition to any resolution provided for by the Articles, consent by a special resolution of the holders of the class or series of Shares affected.

6.4 Rights Attaching to CDIs

With the exception of voting rights and certain rights afforded to directly registered Shareholders, CDI Holders generally have equivalent rights as holders whose securities are legally registered in their own name. The ASX Settlement Rules require that all economic benefits, such as dividends, bonus issues, rights issues or similar corporate actions flow through to CDI Holders as if they were the directly registered legal owners of the underlying Shares.

The ASX Settlement Rules require the Company to give notices to CDI Holders of general meetings of Shareholders. The notice of meeting must include a voting instruction form permitting the CDI Holder to direct CDN how to vote on a particular resolution, in accordance with the CDI Holder's written directions. CDN is then obliged under the ASX Settlement Rules to lodge proxy votes in accordance with the directions of CDI Holders. CDI Holders cannot vote personally at Shareholder meetings, except as a proxy holder if CDN has appointed them as proxy holder in respect of Shares underlying their CDIs. Specifically, CDN may upon request from one or more CDI Holders, appoint one or more CDI Holders (or their nominees) as proxy holders, subject to and in accordance with the ASX Settlement Rules, to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy form.

Otherwise, the CDI Holder must convert their CDIs into directly registered Shares prior to the relevant record date for the meeting in order to vote in person at the meeting. However, if thereafter the former CDI Holder wishes to sell their investment on ASX, it would be necessary to convert the Shares back to CDIs.

However, there are also certain mandatory voting exclusions pursuant to the Listing Rules which, commencing from Admission, will apply pursuant to the Articles to prevent the votes of certain Shareholders (and CDI Holders) from being counted towards the approval of certain resolutions, as for any ASX-listed company.

If a takeover bid or similar transaction is made in relation to the Shares of which CDN is the registered holder, the ASX Settlement Rules require that CDN must not accept the offer made under the takeover bid except to the extent that acceptance is authorised by the relevant CDI Holder. In these circumstances, CDN must ensure that the offeror, pursuant to the takeover bid, processes the takeover acceptance.

Annexure A provides a further description of the rights and entitlements attaching to CDIs generally.

6.5 Converting Between Shares and CDIs

CDI Holders may at any time convert their holding of CDIs (tradeable on ASX) to Shares by:

(a) in the case of CDIs held through the issuer sponsored sub-register, contacting the Share Registry in Australia directly to obtain the applicable request form; or

(b) in the case of CDIs which are sponsored on the CHESS sub-register, contacting their controlling participant (usually a broker). In this case, their controlling participant will arrange for completion of the relevant form and its return to the Share Registry in Australia.

Upon receipt of a request form the relevant number of CDIs will be cancelled. The Shares will be transferred from CDN and be registered into the name of the CDI Holder in book entry or certificated form on the register of Shareholders in Canada with a holding statement or a share certificate despatched to the registered address. Trading will no longer be possible on ASX.

A holder of Shares may also convert their Shares to CDIs, by contacting the Corporate Secretary via email at sandra.evans@resouro.com. In this case, the Shares will be transferred from the Shareholder's name into the name of CDN and a holding statement, reflecting the CDIs issued, will be despatched to the registered address of the holder who converted their Shares to CDIs. The CDIs will be tradeable on ASX.

Annexure A provides a further description of these matters and the rights and entitlements attaching to CDIs generally.

6.6 Comparison of Laws

The Company, as a company incorporated under the laws of British Columbia, Canada, is governed by the Articles of the Company and the laws of British Columbia, Canada, specifically the BCBCA. In

addition to this, as the Company's shares are listed on TSX-V, the Company is also governed by the rules, regulations and policies of the TSX-V.

Subject to the Company's application for admission to the Official List being granted by ASX, the CDIs offered by this Prospectus will be granted Official Quotation. The Listing Rules (and other ASX rules) will apply to the Company (except to the extent waived by ASX from time to time).

Annexure B summarises some material differences relating to certain laws applicable to holding shares in an Australian public company as compared to holding Shares or CDIs in the Company. The summary is a general description only. It is provided as a general guide and does not purport to be a comprehensive analysis of all the consequences resulting from holding, acquiring or disposing of Shares or CDIs in the Company. Further, it is not an exhaustive statement of all relevant laws, rules, regulations and policies. The laws, regulations, policies and procedures are subject to change from time to time. The outline is not legal advice, and may not be used or relied on for that purpose. If you are in any doubt as to your own legal position, you should seek independent professional advice.

6.7 Material Contracts

The Directors consider that certain contracts entered into by the Company are material to the Company or are of such a nature that an investor may wish to have particulars of them when making an assessment of whether to apply for CDIs under the Offer.

The provisions of such material contracts are summarised in this Section 6.7 or in Section 3.3 above (and some of them are also summarised in the Brazilian Solicitor's Report in Annexure E).

(a) **Tiros Project Agreements**

The Company has a 90% interest in the Tiros Project. The agreements by which the Company acquired its interest in the Tiros Project are detailed below.

(i) **Main Agreement**

In or about August 2023, the Company entered into agreements to acquire a 33.3% interest in the Tiros Project and the right to earn the remaining interest upon achieving certain milestones (**Tiros Project Agreements**). Pursuant to the terms of the Tiros Project Agreements:

(A) the Company acquired 33.3% of the outstanding shares of TSPS (then named Brazil Copper Pte Ltd), a company incorporated in Singapore whose subsidiary BCML (to be renamed TMEL), a company incorporated in Brazil, holds the titles that initially comprised the area of the Tiros Project. The remaining 66.7% ownership of the TSPS shares were held by RBM Consultoria Mineral Eireli (**RBM**); and

(B) the Company issued 4,000,000 Options exercisable at C$0.20 and expiring on 11 March 2029 (refer to Section 6.9(c) for the terms and conditions of those Options) to Mr Christopher Eager under the terms of the Plan in consideration for the Company's acquisition of the outstanding shares of TSPS.

The Tiros Project Agreements were subsequently amended, via addendum agreed to by all the parties, in October 2023 (**First Addendum**) and January 2024 (**Second Addendum**).

The Tiros Project Agreements provided that the Company, via TSPS, would increase its ownership interest in BCML via a three-stage earn-in. However, the earn-in was accelerated pursuant to the First Addendum (the terms of which are summarised in Section 6.7(a)(ii)) following which the Company became the holder of 100% of the issued and outstanding shares of TSPS (and held a 90% indirect interest in the Tiros Project).

RBM holds a 10% free carried interest in BCML's equity (the **RBM BCML Interest**) until a decision to mine the Tiros Project is made by TSPS (at its sole discretion). Following the completion of a definitive feasibility study, the Company will have the exclusive option to facilitate the sale of all rights over the RBM BCML Interest. If a decision to mine the Tiros Project is made by TSPS, then TSPS and RBM must contribute to the costs incurred by BCML in proportion to their respective shareholdings in BCML, save that TSPS shall fund RBM's free carried 10% interest in BCML by way of loans.

BCML's gross proceeds shall be allocated in the following order of priority:

(A) paying of all operational expenses incurred by BCML;

(B) paying any debt financing arrangement incurred to fund operations, including the loans provided by TSPS in favour of RBM;

(C) keeping as working capital, as deemed appropriate by TSPS; and

(D) distributing dividends, proportionally to respective shareholding.

Additionally, TSPS may require that RBM to grant a security interest over its shareholding to third parties to obtain investments.

Otherwise, the Tiros Project Agreements provide that no party shall be liable for any loss of profits, consequential or indirect losses or damages and that any assets that are part of the Tiros Project Agreements may only be assigned to third parties if the other party agrees.

(ii) **First Addendum**

Pursuant to the terms of the First Addendum:

(A) RBM assigned and transferred to the Company 100% of its issued shares in TSPS; and

(B) the Company issued RBM:

(I) 1,642,000 Shares; and

(II) 750,000 Performance Rights (refer to Section 6.13 for the terms and conditions of the Performance Rights),

each subject to any applicable hold or escrow periods under the policies of the TSX-V or the Listing Rules.

Following completion of the assignment of all RBM's shares in TSPS to Resouro and the issuance of the securities detailed above, the Company became the holder of 100% of the issued and outstanding shares of TSPS (and therefore holds a 90% indirect interest in the Tiros Project).

(iii) **Second Addendum**

Pursuant to the terms of the Second Addendum, the parties agreed that:

(A) Mr Mello would not be appointed to the Board provided in the First Addendum) or as project manager of the Tiros Project pursuant to the terms of the Tiros Project Agreements; and

(B) the BCML constitution will not be amended; and

(C) there will be no change to the rights attaching to any securities issued by BCML and no alternation of the share capital (whether by way of reduction, increase, consolidation, subdivision, cancellation or otherwise) of BCML, other than as expressly set out in the Tiros Project Agreements.

(b) **Novo Mundo Agreement and Coogavepe Agreement**

On 6 May 2021, ISON entered into a definitive purchase agreement (**Novo Mundo Agreement**) with Nexa Recursos Minerais SA (**Nexa Sub**), a subsidiary of Nexa Resources SA (NYSE: NEXA) (**Nexa**), pursuant to which the Company agreed to purchase from Nexa Sub a 100% right to three mineral processes and rights in the Novo Mundo Gold Project.

The Novo Mundo Agreement provides that:

(i) the consideration to be paid and/or satisfied by the Company to Nexa Sub for the acquiring the Novo Mundo Project includes:

(A) cash payments (which have been paid);

(B) the potential granting of net smelter royalty (refer to Section 6.7(b)(ii)); and

(C) the assumption of Nexa's obligations under an agreement (**Coogavepe Agreement**) with "Coogavepe", who were previous owners of the Novo Mundo Project and are a local group of artisanal miners.

(ii) by May 2024, the Company and Nexa Sub will determine if the Novo Mundo Gold Project is a precious metal or base metal (copper, zinc, lead) project. If the Novo Mundo Gold Project is determined to be:

(A) a base metal project:

(I) Nexa Sub can elect to explore base metals within the Novo Mundo Project and grant a 1.5% net smelter royalty to the Company. The Company will retain the right to develop all and any precious metals at the project site and continue mining operations on the mineral rights unless they adversely affect the development of the base metals mining project; or

(II) Nexa Sub can elect not to explore base metals within the Novo Mundo Gold Project, then the Company can elect to explore the Novo Mundo Gold Project and grant a 1.5% net smelter royalty to Nexa;

(B) a precious metal project, then the Company has the right to explore and develop the Novo Mundo Gold Project and will grant a 1.5% net smelter royalty to Nexa Sub; or

(C) a predominantly precious metals, then base metals will be considered to be by-products of the precious metals production for the purposes of the Novo Mundo Agreement.

(iii) the Company has the option to buy back any net smelter royalty granted under the Novo Mundo Agreement for a purchase price of US$5,000,000 if such purchase is made before 11 May 2026. After 11 May 2026, the Company has a right of first refusal to buy back the net smelter royalty if any third party wants to purchase it.

The terms of the Coogavepe Agreement provide that if the Company determines to continue with the work moving on to the third phase of exploration, it must pay Coogavepe the amount of BRL 2,500,000 (approximately A$782,245) within 30 days of the first approval of the lodged final exploration reports delivered to ANM relating to the Novo Mundo tenements. The approval of the first partial exploration report occurred in January 2023, and the parties agreed on parcelling the mentioned amount, being BRL 750,000 due and paid 20 December 2023, BRL 250,000 due and paid 20 February 2024 and BRL 1,500,000 due 31 May 2024. If a Novo Mundo tenement reaches the phase of mining, the Company shall pay to Coogavepe, from the effective sale of the ore extracted from the exploration areas, a 1.5% net smelter royalty.

(c) **Lead Manager Mandate**

The Company has entered into a mandate letter with Taylor Collison Limited to act as Lead Manager to the Offer (**Mandate**).

In consideration for the Lead Manager providing customary lead manager services, including the Lead Manager using reasonable endeavours to find investors to participate in the Offer, the Company has agreed to:

(i) pay the Lead Manager a capital raising fee of 5.5% of the total amount raised under the Offer to be paid in cash only on the issue of CDIs under this Prospectus (**Management Fee**); and

(ii) issue the Lead Manager (and/or its nominees) with the following Lead Manager Options (on the terms detailed in Section 6.11) immediately following ASX conditional approval for listing on the Official List, if the Minimum Subscription is achieved, 1,843,643 Lead Manager Options.

In addition to the fees described above, the Company has agreed to reimburse the Lead Manager for all reasonable expenses and travel costs, including the reasonable fees and disbursements of a legal adviser retained by the Lead Manager resulting from or arising out of the Mandate but not, for the sake of clarity, in connection with the performance of the services contemplated by the Mandate.

The Mandate may be terminated by the Lead Manager or the Company by written notice at any time with or without cause upon seven days written notice to the other party and will otherwise terminate on 30 April 2025 (unless otherwise extended by agreement from both parties in writing).

If the Company terminates the Mandate (other than for cause), the Company must pay to the Lead Manager within 10 business days after such termination a withdrawal fee equivalent to 40% of the Management Fee (calculated as if the Offer had been completed), which the Company may pay via the issue of Shares.

The Mandate contains other standard indemnities, confidentially obligations and terms and conditions expected to be included in a mandate of this nature.

(d) **Material contracts regarding Directors, key management personnel and other related parties**

Refer to Section 3.3 for information regarding the Company's agreements with Directors, key management personnel and other related parties of the Company.

6.8 Related Party Transactions

Other than as disclosed elsewhere in this Prospectus, there are no existing agreements or arrangements and there are currently no proposed transactions in which the Company was, or is to be, a participant, and in which any related party of the Company has or will have a direct or indirect material interest.

All future related party arrangements (if any) will be determined by the Board, having regard to their duties as Directors, and, where required, all requisite approvals, including but not limited to Shareholder approval, will be obtained if required. The Board monitors compliance with the law in relation to related party transactions via internal controls and obtaining legal advice, where required.

6.9 Terms and Conditions of the Issued Options

(a) **Overview**

At the Prospectus Date, the Company had the following Options on issue, all of which were issued under the Share Option Plan:

Tranche	Exercise Price	Expiry Date	Vesting Schedule	Number
Tranche A Management Options	0.175	13 June 2028	One-third vests on the grant, one-third vests on the first and one-third vests on second anniversary of the grant date	4,360,000
Tranche B Management Options	0.175	13 June 2028	One-fourth vests after three months from grant date, one-fourth vests after six months from grant date, one-fourth vests after nine months from grant date and one-fourth vests after twelve months from the grant date	200,000
Tranche C Management Options	0.500	11 October 2028	Vests on grant date.	2,250,000
Resmin Options	0.20	11 March 2029	Nil	4,000,000
TOTAL				**10,810,000**

The terms and conditions of the issued Options are provided in Sections 6.9(b) and 6.9(c).

(b) **Terms and Conditions – Management Options**

The terms of the Management Options are subject to the terms of the Share Option Plan, a summary of which is provided in Section 6.10.

(c) **Terms and Conditions – Resmin Options**

The terms of the Resmin Options are as follows:

(i) **Entitlement**

Each Resmin Option entitles the Holder holding the Resmin Option to, before the Expiry Date, subscribe for one Share (which may be issued in the form of one CDI, if applicable) on payment of the Exercise Price.

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

The Exercise Price and Expiry Date for Resmin Options are as follows:

Exercise Price	Expiry Date
C$0.20	11 March 2029

(iii) **Exercise of Resmin Options**

Resmin Options are exercisable by the Holder before the Expiry Date subject to the Holder delivering to the registered office of the Company or such other address as determined by the Board of:

(A) a signed Notice of Exercise; and

(B) a cheque or cash or such other form of payment determined by the Board in its sole and absolute discretion as satisfactory for the amount of the Exercise Price.

(iv) **No Issue Unless Cleared Funds**

Where a cheque is presented as payment of the Exercise Price on the exercise of Resmin Options, the Company will not, unless otherwise determined by the Board, allot and issue Shares/CDIs until after any cheque delivered in payment of the Exercise Price has been cleared by the banking system.

(v) **Minimum Exercise**

Resmin Options must be exercised in multiples of one thousand (1,000) unless fewer than one thousand (1,000) Resmin Options are held by a Holder or the Board otherwise agrees.

(vi) **Actions on Exercise**

Following the exercise of Resmin Options:

(A) the Resmin Options will automatically lapse; and

(B) the Company will allot and issue the number of Shares/CDIs for which the Holder is entitled to subscribe for or acquire through the exercise of the Resmin Options.

(vii) **Timing of the Issue of Shares on Exercise and Quotation**

If the Company is not admitted to the official list of ASX, within five Business Days from the date of receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Resmin Option being exercised, the Company will:

(A) allot and issue Shares pursuant to the exercise of the Resmin Options; and

(B) if admitted to the official list of a recognised securities exchange at the time (other than the ASX), and the approval of such exchange for the issuance of the Shares upon exercise of the Resmin Options has not previously been obtained, apply for official quotation on that exchange of Shares issued pursuant to the exercise of the Resmin Options.

If the Company is admitted to the official list of ASX, within five Business Days after the later of the following:

(A) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Resmin Option being exercised; and

(B) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of a Notice of Exercise as detailed in Section 6.13(e)(i) above,

the Company will:

(C) allot and issue the CDIs pursuant to the exercise of the Resmin Options;

(D) as soon as reasonably practicable and if applicable, 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 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 CDIs does not require disclosure to investors; and

(E) apply for official quotation on ASX of CDIs issued pursuant to the exercise of the Resmin Options.

(viii) **Shares Issued on Exercise**

Shares/CDIs issued on the exercise of the Resmin Options rank equally with all existing Shares/CDIs.

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

(ix) **Adjustment for Reorganisation**

Subject to any Applicable Laws, the number of Resmin Options held by a Holder may, in the sole and absolute discretion of the Board, be adjusted to such number as is appropriate and so that the Holder does not suffer any material detriment following any variation in the share capital of the Company arising from:

(A) a reduction, subdivision or consolidation of share capital;

(B) a reorganisation of share capital;

(C) a distribution of assets in specie;

(D) the payment of a dividend, otherwise than in the ordinary course, of an amount substantially in excess of the Company's normal distribution policy; or

(E) any issue of ordinary shares or other equity securities or instruments which convert into ordinary shares by way of capitalisation of profits or reserves.

Upon any adjustment being made, the Board will notify each Holder (or his or her legal personal representative where applicable) in writing, informing them of the number of Resmin Options held by the relevant Holder.

If there is any reorganisation of the issued share capital of the Company, the terms of Resmin Options and the rights of the Holder who holds such Resmin Options will:

(A) subject to Section 6.9(c)(ix)(B), be subject to adjustment in the events and in the manner following, subject to the prior approval of the TSX-V:

(I) (**subdivision**) in the event of a subdivision of Shares as constituted on the date hereof, at any time while a Resmin Option is in effect, into a greater number of Shares, the Company will thereafter deliver at the time of purchase of Optioned Shares hereunder, in addition to the number of Optioned Shares in respect of which the right to purchase

is then being exercised, such additional number of Shares as result from the subdivision without the Holder making any additional payment or giving any other consideration therefor;

(II) (**consolidation**) in the event of a consolidation of the Shares as constituted on the date hereof, at any time while an Option is in effect, into a lesser number of Shares, the Company will thereafter deliver and the Holder will accept, at the time of purchase of Optioned Shares hereunder, in lieu of the number of Optioned Shares in respect of which the right to purchase is then being exercised, the lesser number of Common Shares as result from the consolidation;

(III) (**change**) in the event of any change of the Common Shares as constituted on the date hereof, at any time while a Resmin Option is in effect, the Company will thereafter deliver at the time of purchase of Optioned Shares hereunder the number of shares of the appropriate class resulting from the said change as the Holder would have been entitled to receive in respect of the number of Common Shares so purchased had the right to purchase been exercised before such change; and

(IV) (**reorganisation**) in the event of a capital reorganisation, reclassification or change of outstanding equity shares (other than a change in the par value thereof) of the Company, a consolidation, merger or amalgamation of the Company with or into any other company or a sale of the property of the Company as or substantially as an entirety at any time while a Resmin Option is in effect, the Holder will thereafter have the right to purchase and receive, in lieu of the Optioned Shares immediately theretofore purchasable and receivable upon the exercise of the Resmin Option, the kind and amount of shares and other securities and property receivable upon such capital reorganisation, reclassification, change, consolidation, merger, amalgamation or sale which the holder of a number of Common Shares equal to the number of Optioned Shares immediately theretofore purchasable and receivable upon the exercise of the Resmin Option would have received as a result thereof. The subdivision or consolidation of Common Shares at any time outstanding (whether with or without par value) will not be deemed to be a capital reorganisation or a reclassification of the capital of the Company for the purposes of this Section 6.9(c)(ix)(A); and

(B) if the Company is admitted to the official list of ASX at the time, be varied, including an adjustment to the number of Resmin Options and/or the Exercise Price (if any) applicable to Resmin Options, in accordance with the Listing Rules that apply to the reorganisation at the time of the reorganisation.

(x) **Holder in New Issues and Other Rights**

A Holder who holds Resmin Options is not entitled to:

(A) notice of, or to vote or attend at, a meeting of the Shareholders;

(B) receive any dividends declared by the Company;

(C) any right to a return of capital, whether in winding up of the Company, upon a reduction of capital in the Company or otherwise;

(D) participate in any new issues of securities offered to Shareholders during the term of the Resmin Options; or

(E) cash for the Resmin Options or any right to participate in surplus assets or profits of the Company on winding up,

unless and until the Resmin Options are exercised and the Holder holds Shares/CDIs.

(xi) **Adjustment for Rights Issue**

If the Company makes an issue of Shares/CDIs pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment):

(A) subject to Section 6.9(c)(xi)(B), the Exercise Price of a Resmin Option will not be changed, adjusted or altered in any manner; and

(B) if the Company is admitted to the official list of ASX at the time, the Exercise Price of a Resmin Option will be reduced according to the following formula:

$$\text{New exercise price} = \frac{O - E[P - (S + D)]}{N+1}$$

O = the old Exercise Price of the Resmin Option.

E = the number of underlying Shares/CDIs into which one Resmin Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares/CDIs during the five trading days ending on the day before the ex-rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares/CDIs (except those to be issued under the pro rata issue).

(xii) **Adjustment for Bonus Issue of Shares**

If the Company makes a bonus issue of Shares/CDIs or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

(A) subject to Section 6.9(c)(xii)(B), the Resmin Options will be not be changed, adjusted or altered in any manner in relation to a bonus issue of Shares; and

(B) if the Company is admitted to the official list of ASX at the time:

(I) the number of Shares/CDIs which must be issued on the exercise of a Resmin Option will be increased by the number of Shares/CDIs which the Holder would have received if the Holder had exercised the Resmin Option before the record date for the bonus issue; and

(II) no change will be made to the Exercise Price.

(xiii) **Change of Control**

For the purposes of these terms and conditions, a **Change of Control Event** occurs if:

(A) the Company proposes to:

(I) amalgamate, merge or consolidate with any other company (other than a wholly-owned subsidiary or internal reorganisation) whether by way of plan of arrangement, scheme of arrangement or otherwise; or

(II) enter into a sale or transfer (in one transaction or a series of related transactions) of all or substantially all of the:

(a) undertaking and business of the Company; or

(b) assets of the Company as an entirety or substantially as an entirety so that the Company shall cease to operate as an active business;

(B) an offer is made to purchase or repurchase the Shares/CDIs or any part thereof to all or substantially all holders of Shares/CDIs; or

(C) any person acquires a beneficial interest in 50.1% or more of the issued Shares/CDIs by any other means.

Where a Change of Control Event has occurred or, in the opinion of the Board, there is a state of affairs that will or is likely to result in a Change of Control Event occurring, if the Board has procured an offer for all holders of Resmin Options on like terms (having regard to the nature and value of the Resmin Options) to the terms proposed under the Change of Control Event and the Board has specified (in its absolute discretion) a period during which the holders of Resmin Options may elect to accept the offer and, if the Holder has not so elected at the end of that offer period, the Resmin Options, if not exercised within ten days of the end of that offer period, shall expire.

(xiv) **Quotation**

The Company will not seek official quotation of any Resmin Options.

(xv) **No Transfer of Resmin Options**

Resmin Options may not be assigned, transferred, encumbered with a Security Interest in or over them, or otherwise disposed of by a Holder, unless:

(A) the prior consent of the Board is obtained, which consent may be withheld in the Board's sole discretion and which, if granted, may impose such terms and conditions on such assignment, transfer, encumbrance with a Security Interest or disposal as the Board sees fit; or

(B) such assignment or transfer occurs by force of law upon the death or total and permanent disablement of a Holder to the Holder's legal personal representative.

(xvi) **Shares to be Reserved**

The Company will at all times keep available, and reserve if necessary under applicable law, out of its authorized share capital, such number of Shares as shall then be issuable upon the exercise of the Resmin Options, and such Shares shall be issued as fully paid and non-assessable.

(xvii) **No Fractional Shares**

The Company will not be obligated to issue any fraction of a Share on the exercise of any Resmin Option. To the extent that any Resmin Option evidenced hereby confers the right to be issued a fraction of a Share, the same will be rounded to the nearest whole number of Shares. The Holder shall not be entitled to any cash or other consideration in lieu of any fractional interest in a Share.

(xviii) **Governing Law**

The option certificate for the Resmin Options shall be construed and enforced in accordance with the laws of the Province of British Columbia and the laws of Canada applicable therein.

(xix) **Further Assurance**

The Company and the Holder shall and will from time to time and at all times hereafter do and perform all such acts and things and execute all such additional documents as may be required to give effect to the terms and conditions of the Resmin Options.

(xx) **Entire Agreement**

These terms and conditions supersede all other agreements, documents, writings and verbal understandings among the Company and the Holder relating to the subject matter hereof and represents the entire agreement between the Company and the Holder relating to the subject matter hereof.

(xxi) **Enurement**

Subject to the other provisions hereof, these terms and conditions shall enure to the benefit of and be binding upon the Company and the Holder hereto and their respective heirs, executors, administrators, successors and permitted assigns.

These terms and conditions shall continue to constitute a binding obligation of the Company notwithstanding any change of control of its voting securities during the term hereof.

(xxii) **Resmin Options to be Recorded**

Resmin Options will be recorded in the appropriate register of the Company.

(xxiii) **Share Option Plan**

The Resmin Options are issued under and in accordance with the Share Option Plan and are subject to these terms and the Share Option Plan. In the event of any inconsistency between these terms and the Share Option Plan, these terms shall prevail.

6.10 Share Option Plan

The Company has established a share option plan (**Share Option Plan**) to advance the interests of the Company by incentivising its directors, employees and consultants to align their interests with that of the Company. A copy of the Share Option Plan will be available on the Company's ASX announcements platform.

A summary of the material terms and conditions of the Share Option Plan is provided below.

(a) **Overview**

The Share Option Plan provides Participants, as defined herein, with the opportunity, through Options, to acquire an ownership interest in the Company. Options are rights to acquire Shares upon payment of monetary consideration (i.e., the exercise price), subject also to vesting criteria determined at the time of the grant. See “Vesting Provisions for Options” in paragraph (f) below.

(b) **Share Option Plan Cap**

The maximum number of Options that the Company may issue under the Share Option Plan is 14,193,752. Part of the Company's capacity under the Share Option Plan has been utilised to issue Options to certain directors, officers, consultants, and employees of the Company and the Resmin Options (as part of the consideration under the Tiros Project Agreements – refer to Section 6.7(a)) and, as at the Prospectus Date, the Company has an available capacity of 3,383,752 Options under the Share Option Plan.

(c) **Eligibility under the Share Option Plan**

Pursuant to the Share Option Plan, the Board may grant Options to any directors, officers, consultants, and employees of the Company or its subsidiaries, and employees of a person or company which provides management services to the Company or its subsidiaries (such persons hereinafter collectively referred to as **Participants**). Subject to compliance with applicable requirements of the TSX-V, Participants may elect to hold Options granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Share Option Plan in the same manner as if the Options were held by the Participant.

(d) **Administration of the Share Option Plan**

The Share Option Plan shall be administered by the Board or by a special committee of the directors appointed from time to time by the Board pursuant to rules of procedure fixed by the Board. A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the directors.

Subject to the provisions of the Share Option Plan, the Board shall have authority to construe and interpret the Share Option Plan and all option agreements entered into thereunder, to define the terms used in the Share Option Plan and in all option agreements entered into thereunder, to prescribe, amend and rescind rules and regulations relating to the Share Option Plan and to make all other determinations necessary or advisable for the administration of the Share Option Plan. All determinations and interpretations made by the Board shall be binding and conclusive on all Participants in the Share Option Plan and on their legal personal representatives and beneficiaries.

(e) **Restrictions on the Granting of Options**

The granting of Options under the Share Option Plan is subject to the following additional restrictions on grants and issuances:

(i) the number of Shares reserved for issuance to insiders (as a group) pursuant to all security based compensation granted to a Participant at any point in time and during any 12 month period shall not exceed 10% of the issued and outstanding Shares;

(ii) the number of Shares reserved for issuance to any one participant pursuant to all security based compensation granted to a Participant during any 12 month period shall not exceed 5% of the issued and outstanding Shares;

(iii) the number of Shares reserved for issuance to any one Participant, who is a consultant, during any 12 month period shall not exceed 2% of the issued and outstanding Shares; and

(iv) the number of Shares reserved for issuance to all Participants who are engaged or employed in investor relations activities during any 12 month period shall not exceed in the aggregate 2% of the issued and outstanding Shares.

It is not currently anticipated that any financial assistance or support agreements will be provided to Participants by the Company or any related entity of the Company.

(f) **Vesting Provisions for Options**

Options shall be exercisable in accordance with the terms set by the Board, in its sole discretion. Additionally, all Options granted and all vesting restrictions, methods of vesting, exercise prices, and other terms of the grants shall also be in accordance with all rules, regulations and policies of the TSX-V.

(g) **Exercise of Options**

Options may be exercised at a price that shall be fixed by the Board at the time that the Option is granted (**Exercise Price**), provided that such Exercise Price shall in no event be lower than the discounted market price, as such term is defined by the policies of the TSX-V, or the lowest price permitted by the policies of the TSX-V.

No Option shall be exercisable after ten years from the date the Option is granted. Under the Option Plan, should the term of an Option expire on a date that falls within a blackout period or within ten business days following the expiration of a blackout period, such expiration date will be automatically extended to the tenth business day after the end of the blackout period, subject to compliance with TSX Venture Policy 4.4.

(h) **Termination of Options**

Options may be exercised after the Participant has left their employment/office or has been advised by the Company that his/her services are no longer required or his/her service contract has expired, until the term applicable to such Options expires, except as follows:

(i) in the case of the death of a Participant, any vested Option held by them at the date of death will become exercisable by the Participant's lawful personal representatives, heirs or executors until one year after the date of death of such Participant;

(ii) if a Participant shall cease to be a director, officer, consultant, employee of the Company, or its subsidiaries, for any reason (other than for cause or by reason of death), such Participant may exercise his Option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within ninety (90) days after the Participant ceases to be a director, officer, consultant, employee, unless such Participant was engaged in investor relations activities, in which case such exercise must occur within thirty (30) days after the cessation of the Participant's services to the Company, subject to extension at the discretion of the Board up to a maximum of 12 months, which shall be subject to policies of the TSX-V.

(iii) in the case of a Participant being dismissed from employment or service for cause, such Participant's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

(i) **Transferability**

All benefits, rights and Options accruing to any Participant in accordance with the terms and conditions of the Share Option Plan shall not be transferable or assignable unless specifically provided herein or the extent, if any, permitted by the TSX-V. During the lifetime of a Participant any benefits, rights and Options may only be exercised by the Participant.

(j) **Adjustments**

If the outstanding Shares of the Company are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Company or another company or entity through re organisation, merger, re capitalisation, re classification, stock dividend, subdivision or consolidation, or any adjustment relating to the Shares optioned or issued on exercise of Options, or the Exercise Price per share as set forth in the respective option agreement, shall be adjusted by the Board, in its sole and absolute discretion, provided that a Participant shall be thereafter entitled to receive the amount of securities or property (including cash) to which such Participant would have been entitled to receive as a result of such reorganisation if, on the effective date thereof, he had been the holder of the number of Shares to which he was entitled upon exercise of his Option(s).

Adjustments shall be made by the Board and, other than in connection with a consolidation or a split of the Shares, be subject to the approval of the TSX-V.

(k) **Amendment and Termination Provisions in the Share Option Plan**

The Board may terminate or discontinue the Share Option Plan at any time without the consent of the Participants provided that such termination or discontinuance shall not alter or impair any Option previously granted under the Plan.

The Board may not amend the Share Option Plan or issuances of Options without prior TSX-V acceptance and shareholder approval where applicable. For greater certainty, without limitation, amendments to any of the following provisions of the Share Option Plan will be subject to shareholder approval:

(i) persons eligible to be granted or issued Options under the Share Option Plan;

(ii) the maximum number or percentage, as the case may be, of listed shares that may be issuable under the Share Option Plan;

(iii) the limits under the Share Option Plan on the amount of Options that may be granted or issued to any one person or any category of persons (such as, for example, Insiders);

(iv) the method for determining the Exercise Price of the Options;

(v) the maximum term of the Options;

(vi) the expiry and termination provisions applicable to the Options, including the addition of a blackout period;

(vii) the addition of a net exercise provision; and

(viii) any method or formula for calculating prices, values or amounts under the Share Option Plan that may result in a benefit to a Participant, including but not limited to the formula for calculating the appreciation of a stock appreciation right (as defined in the policies of the TSX-V).

6.11 Terms and Conditions of the Lead Manager Options

The Company intends to issue, prior to Admission, the Lead Manager Options to the Lead Manager (and/or its nominees) as follows:

Exercise Price (A$)	Number	Expiry Date
0.75	1,843,643	Three years from the date of issue

The terms of the Lead Manager Options are as follows:

(a) **Entitlement**

Each Lead Manager Option entitles the holder holding the Lead Manager Option (**Holder**) to subscribe for one Share on payment to the Company of the Exercise Price by the Expiry Date, subject to the terms below.

(b) **Expiry Date**

A Lead Manager Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) **Method of Exercise**

The Lead Manager Options are exercisable by the Holder at any time on or prior to the Expiry Date, subject to the Holder delivering to the registered office of the Company or such other address as determined by the Board:

(i) a signed notice of exercise of Lead Manager Options in the form determined by the Board from time to time (**Notice of Exercise**);

(ii) a cheque or cash or such other form of payment determined by the Board in its sole and absolute discretion as satisfactory for the amount of the Exercise Price multiplied by the number of Lead Manager Options being exercised; and

(iii) the option certificate or certificates for those Lead Manager Options for cancellation by the Company (if any such certificate or certificates exist).

(d) **No Issue Unless Cleared Funds**

Where a cheque is presented as payment of the Exercise Price on the exercise of Lead Manager Options, the Company will not, unless otherwise determined by the Board, allot and issue Shares until after any cheque delivered in payment of the Exercise Price multiplied by the number of Lead Manager Options being exercised has been cleared by the banking system.

(e) **Minimum Exercise**

Lead Manager Options must be exercised in multiples of one thousand (1,000) unless fewer than one thousand (1,000) Lead Manager Options are held by a Holder or the Board otherwise agrees.

(f) **Actions on Exercise**

Following the exercise of Lead Manager Options:

(i) the Lead Manager Options will automatically lapse; and

(ii) the Company will allot and issue the number of Shares for which the Holder is entitled to subscribe for through the exercise of the Lead Manager Options.

(g) **Timing of the Issue of Shares on Exercise and Quotation**

(i) Subject to the receipt of each of a Notice of Exercise, the option certificate or certificates (if any certificate or certificates exist) and payment of the Exercise Price in accordance with Sections 6.11(c) and 6.11(d), the Company must:

(A) allot and issue the Shares pursuant to the exercise of the Lead Manager Options;

(B) if the Company is admitted to the official list of ASX at the time, as soon as reasonably practicable and, 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 a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act, if required, to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(C) if the Company is admitted to the official list of ASX at the time, but subject to the Listing Rules, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Lead Manager Options,

within five Business Days after:

(D) receipt by the Company of each of a Notice of Exercise and the option certificate or certificates (if any certificate or certificates exist) given in accordance with these terms and conditions and payment of the Exercise Price for each Lead Manager Option being exercised; or

(E) if at the date in Section 6.11(g)(i)(D) there is excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) – the date when that information ceases to be excluded information.

(ii) Notwithstanding Section 6.11(g)(i) above, a Holder who is entitled to the issue of Shares upon the exercise of Lead Manager Options, may prior to the issue of those Shares elect for the Shares to be issued subject to a holding lock for a period of 12 months. Following any such election:

(A) the Shares upon issue will be held by such Holder on the Company's issuer sponsored sub-register (and not in a CHESS sponsored holding); and

(B) the Company will apply a holding lock on the Shares and such Holder is taken to have agreed to that application of that holding lock.

(iii) The Company shall release the holding lock on the Shares on the earlier to occur of:

(A) the date that is 12 months from the date of issue of the Share;

(B) the date the Company issues a disclosure document that qualifies the Shares for trading in accordance with section 708A(11) of the Corporations Act; or

(C) the date a transfer of the Shares occurs pursuant to Section 6.11(g)(iv) of these terms and conditions.

(iv) The Shares shall be transferable by such Holder and the holding lock will be lifted provided that the transfer of the Shares complies with section 707(3) of the Corporations Act and, if requested by the Company, the transferee of the Shares agrees by way of a deed poll in favour of the Company to the holding lock applying to the Shares following transfer for the balance of the period in Section 6.11(g)(iii)(A).

(h) **Shares Issued on Exercise**

Shares issued on the exercise of the Lead Manager Options rank equally with all existing Shares.

(i) **Adjustment for Reorganisation**

If there is any reorganisation of the issued share capital of the Company, the terms of Lead Manager Options and the rights of the Holder who holds such Lead Manager Options will be varied, including an adjustment to the number of Lead Manager Options and/or the Exercise Price applicable to Lead Manager Options, in accordance with the Listing Rules that apply to the reorganisation at the time of the reorganisation.

(j) **Holder in New Issues and Other Rights**

A Holder who holds Lead Manager Options is not entitled to:

(i) notice of, or to vote or attend at, a meeting of the Shareholders;

(ii) receive any dividends declared by the Company; or

(iii) participate in any new issues of securities offered to Shareholders during the term of the Lead Manager Options,

unless and until the Lead Manager Options are exercised and the Holder holds Shares.

(k) **Adjustment for Rights Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment) there will be no adjustment to the Exercise Price of a Lead Manager Option.

(l) **Adjustment for Bonus Issue of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of a Holder's Lead Manager Options will be increased to the number of Shares which the Holder would have received if the Holder had exercised those Lead Manager Options before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(m) **Quotation**

The Company will not seek official quotation of any Lead Manager Options.

(n) **No Transfer of Lead Manager Options**

Lead Manager Options are not transferable.

(o) **Lead Manager Options to be Recorded**

Lead Manager Options will be recorded in the appropriate register of the Company.

6.12 Terms and Conditions of the Warrants

(a) **Overview**

At the Prospectus Date, the Company had the following Warrants on issue:

Tranche	Exercise Price	Expiry Date	Number
Class A Warrants	C$0.50[1]	10 May 2024	3,644,062
Class B Warrants	C$0.20	11 July 2026	600,616
TOTAL			**4,244,678**

Note:

1. Warrants are subject to an acceleration clause which provides that if, at any time after the grant date of the Warrant, the VWAP of the Shares on the TSX-V is equal to or greater than C$0.70 for any 10 consecutive trading day period, the Company may elect to accelerate the expiry date of the Warrant and, in such case, the Warrants will expire on the date that is 30 days following the date upon which the Company provides notice, via press release or written notice, that the Expiry Date has been accelerated.

(b) **Terms and Conditions – Class A Warrants**

A summary of the material terms and conditions of the Class A Warrants is detailed below.

(i) All Class A Warrants rank equally and *pari passu* between them.

(ii) Class A Warrants are exercisable by:

(A) duly completing and executing the required warrant exercise form;

(B) delivering payment of the exercise price; and

(C) surrendering the relevant warrant certificate,

with the Company on or before 10 May 2024.

(iii) Upon exercise of the Class A Warrants, the Holder will be issued one Share per Class A Warrant exercised.

(iv) The Class A Warrants are transferable to any third party, subject to the Company receiving a duly completed and executed warrant transfer form and evidence of compliance with all applicable securities law, if required by the Company.

(v) No voting rights or dividend rights attach to the Class A Warrants.

(vi) If at any time prior to 10 May 2024, the Company:

(A) subdivides or redivides the outstanding Shares into a greater number of shares;

(B) reduces, combines or consolidates the outstanding Shares into a smaller number of shares; or

(C) issues Shares to the holders of all or substantially all of the outstanding Shares by way of a stock dividend (other than the issue of Shares to Shareholders who have elected to receive dividends in the form of Shares),

(each event a **Share Reorganisation**). On the record date or the effective date of the Share Reorganisation, the exercise price of the Class A Warrants will be adjusted immediately by multiplying the exercise price immediately prior to this date by a fraction:

(D) the numerator of which shall be the total number of Shares outstanding immediately prior to the Share Reorganisation; and

(E) the denominator of which shall be the total number of Shares outstanding immediately after the Share Reorganisation is complete.

The number of Shares which the Class A Warrant holder is entitled to purchase upon exercise of each Warrant shall be adjusted at the same time as the Share Reorganisation by multiplying the number by the inverse of the aforesaid fraction.

(vii) If at any time prior to 10 May 2024, the Company fixes a record date for a Rights Offering for an offer period of not more than 45 days after the record date, and at a price per share less than 95% of the Current Market Price on the record date, the exercise price shall be adjusted immediately after the record date by multiplying the exercise price in effect on the record date by a fraction:

(A) the numerator of which shall be the aggregate of:

(I) the number of Shares on the Record Date; and

(II) the quotient determined by dividing either:

(a) the product of the number of Shares issued or subscribed for pursuant to the Rights Offering and the price at which such Shares are offered; or

(b) the product of the exchange or conversion price of the securities distributed under the Rights Offering and the number of Shares for or into which such securities were exchanged or converted during the offer period,

by the Current Market Price of the Shares at the record date for the Rights Offering; and

(B) the denominator of which shall be the total number of Shares outstanding immediately after the end of the Rights Offering.

Any Shares owned by or held for the account of the Company shall be deemed not to be outstanding for the purpose of any such calculation.

(viii) If and whenever, prior to 10 May 2024, the Company fixes a record date for the making of a distribution to all or substantially all the holders of outstanding Shares of:

(A) shares of a class other than the Shares;

(B) rights, Options or Warrants or securities exchangeable or exercisable for or convertible into Shares;

(C) evidences of indebtedness of the Company; or

(D) any property or assets of the Company,

and if such issue or distribution does not constitute a Share Reorganisation or a Rights Offering (any of such non-excluded events being a **Special Distribution**), the exercise price of the Class A Warrants shall be adjusted effective immediately after the record date of the Special Distribution to the amount determined by multiplying the exercise price at the record date by a fraction:

(E) the numerator shall be the difference between:

(I) the product of the number of Shares issued and the Current Market Price on the record date for the Special Distribution; and

(II) the fair value as determined by the Board acting reasonably of the Special Distribution; and

(F) the denominator shall be the total number of Shares outstanding on the record date of the Special Distribution multiplied by the Current Market Price.

Any Shares owned by or held for the account of the Company shall be deemed not to be outstanding for the purpose of any such calculation.

(ix) If, at any time prior to 10 May 2024, there is:

(A) a reclassification of the Shares at any time outstanding or a change of the Shares into other shares;

(B) a capital reorganisation of the Company not covered in Section 6.9(c)(ix);

(C) a consolidation, amalgamation or merger of the Company with or into any other corporation; or

(D) a sale of the property and assets of the Company as or substantially as an entirety to any other person,

a holder of Class A Warrants which have not been exercised prior to the effective date of such event shall, upon the exercise of such Class A Warrants, will receive the number of shares or other securities or property of the Company resulting from such event, that such holder would have been entitled to receive on the effective date of such event, had the holder had been the registered holder of the number of Shares to which the holder was previously entitled upon due exercise of the Class A Warrants.

If necessary, appropriate adjustment will be made in the application of the provisions in the Class A Warrants certificates with respect to the rights and interests of the holders of Warrants to the end that the provisions set forth in the Class A Warrants certificates shall be made applicable to any shares or securities or property to which the holder may be entitled upon the exercise of such Class A Warrants after the event in Section 6.12(b)(ix)(A)-6.12(b)(ix)(D).

(c) **Terms and Conditions – Warrants with an exercise price of C$0.20 and expiry date of 11 July 2026**

A summary of the material terms and conditions of the Class B Warrants is detailed below.

(i) Upon exercise of the Class B Warrants, the Class B Warrant holder will be issued one Share per Class B Warrant exercised.

(ii) Class B Warrants are exercisable by:

(A) duly completing and executing the required warrant exercise form; and

(B) delivering payment of the exercise price,

with the Company on or before 11 July 2026.

(iii) The Class B Warrants are non-assignable, non-transferable and may not be exercised by or for the benefit of any person other than the Class B Warrant holder.

(iv) No voting rights or dividend rights attach to the Class B Warrants.

(v) If at any time prior to 11 July 2026, the Company:

(A) subdivides or redivides the outstanding Shares into a greater number of shares; or

(B) issues Shares to the holders of all or substantially all of the outstanding Shares by way of a stock dividend (other than any stock dividends constituting dividends paid in the ordinary course),

the exercise price of the Class B Warrants in effect immediately prior to such subdivision or dividend shall be proportionately reduced or if the Shares shall be consolidated into a smaller number of Shares, the exercise price in effect immediately prior to such consolidation shall be proportionately increased (any such subdivision, dividend or consolidation a **Capital Reorganisation**).

Upon each adjustment of the exercise price of the Class B Warrants, the holder of the Class B Warrants shall be entitled to acquire at the Exercise Price resulting from such adjustment, the number of Shares obtained by multiplying the exercise price of the Class B Warrants in effect immediately prior to the Capital Reorganisation by the number of Shares which may be acquired immediately prior to the Capital Reorganisation and dividing the product thereof by the exercise price of the Class B Warrants resulting from the Capital Reorganisation.

(vi) If prior to 11 July 2026, the Company is a party to any reorganisation, merger, dissolution or sale of all or substantially all of its assets, the Class B Warrants will be adjusted to apply the securities to which the holder of that number of Shares subject to the unexercised Class B Warrants would have been entitled by reason of such reorganisation, merger, dissolution or sale of all or substantially all of its assets (each an **Event**).

The exercise price of the Class B Warrants shall be adjusted to be the amount determined by multiplying the exercise price in effect immediately prior to the Event by the number of Shares subject to the unexercised Class B Warrants immediately prior to the Event, and dividing the product by the number of securities to which the holder of that number of Shares subject to the unexercised Class B Warrants would have been entitled to by reason of such Event.

(vii) If prior to 11 July 2026, the Company shall change or reclassify its outstanding Shares into a different class of securities, the rights of the Class B Warrants will be adjusted as follows:

(A) the number of the successor class of securities which the holder of the Class B Warrants shall be entitled to acquire as part of the Shares shall be that number of the successor class of securities which a holder of that number of Shares subject to the unexercised Class B Warrants immediately prior to the change or reclassification would have been entitled to by reason of such change or reclassification; and

(B) the exercise price of the Class B Warrants shall be determined by multiplying the exercise price in effect immediately prior to the change or reclassification by the number of Shares subject to the unexercised Class B Warrants immediately prior to the change or reclassification, and dividing the product thereof by the number of Shares determined in Section 6.12(c)(vii)(A) above.

(viii) If prior to 11 July 2026, the Company shall fix a record date for a Rights Offering to all or substantially all Shareholders entitling them, for a period expiring not more than 45 days after such record date, to subscribe for or purchase Shares or securities convertible into or exchangeable for Shares at a price per share or having a conversion or exchange price per share less than 95% of the Fair Market Value, the exercise price of the Class B Warrants shall be adjusted immediately after the record date to equal the price determined by multiplying the exercise price of the Class B Warrants by a fraction of which:

(A) the numerator is:

(I) the total number of Shares outstanding on the record date; plus

(II) the number arrived at by dividing the aggregate subscription or purchase price of the total number of additional Shares offered for subscription or purchase or the aggregate conversion or exchange

price of the convertible or exchangeable securities by the Fair Market Value; and

(B) the denominator is:

(I) the total number of Shares outstanding on the record date; plus

(II) the total number of additional Shares so offered (or, as the case may be, into which the convertible or exchangeable securities so offered are convertible or exchangeable).

Any Shares owned by or held for the account of the Company or any subsidiary of the Company shall be deemed not to be outstanding for the purpose of any such calculation.

(ix) If prior to 11 July 2026, the Company fixes a record date for the making of a distribution to all or substantially all the holders of outstanding Shares of:

(A) shares of any class, whether of the Company or another company;

(B) rights, Options or Warrants;

(C) evidences of indebtedness of the Company; or

(D) other assets or property,

and if such issue or distribution does not constitute a Capital Reorganisation or a Rights Offering (any of such non-excluded events being a **Special Distribution**), the exercise price of the Class B Warrants shall be adjusted immediately after the record date of the Special Distribution to the amount determined by multiplying the exercise price at the record date by a fraction:

(E) the numerator shall be the difference between:

(I) the product of the number of Shares issued and the Fair Market Value on the record date for the Special Distribution; and

(II) Fair Market Value to the holders of such shares of such Special Distribution; and

(F) the denominator shall be the total number of Shares outstanding on the record date of the Special Distribution multiplied by the Fair Market Value.

Any Shares owned by or held for the account of the Company shall be deemed not to be outstanding for the purpose of any such calculation.

6.13 Terms and Conditions of the Performance Rights

At the Prospectus Date, the Company had the following Performance Rights on issue:

Number	Expiry Date
750,000	15 October 2028

A summary of the material terms and conditions of the Performance Rights is detailed below.

(a) **Entitlement**

Each performance right on these terms and conditions (**Performance Right**) that vests entitles the holder (**Holder**) to be issued (without having to pay any cash consideration) one Share or CDI (as applicable).

(b) **Performance Period**

The Performance Rights are subject to the following vesting condition and performance period:

Performance Rights	Vesting Condition	Performance Period

750,000	The Company announcing the completion and release of a JORC compliant definitive feasibility study for the Company's Tiros Project.	15 October 2028

(c) **Lapse of a Performance Right**

If the Vesting Condition has not been achieved within the Performance Period, the Performance Rights will automatically lapse at 5.00pm (BRT) on the last day of the Performance Period and the Holder shall have no entitlement to Shares or CDIs pursuant to the Performance Rights.

(d) **Notification to Holder**

Upon the satisfaction of the Vesting Condition, the Company shall, within 30 days from the date of satisfaction of the Vesting Condition, provide written notice to the Holder of such satisfaction (**Vesting Notice**).

(e) **Timing of Issue of Shares/CDIs and Quotation**

If the Company is not admitted to the official list of ASX, within five Business Days from the date of the Vesting Notice, the Company will:

(i) allot and issue Shares pursuant to the conversion of the Performance Rights; and

(ii) if admitted to the official list of a recognised securities exchange at the time (other than the ASX) and the approval of such exchange for the issuance of the Shares upon conversion of the Performance Rights has not previously been obtained, apply for official quotation on that exchange of Shares issued pursuant to the conversion of the Performance Rights.

If the Company is admitted to the official list of ASX, within five Business Days after the later of the following:

(i) the date of the Vesting Notice; and

(ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

(iii) allot and issue CDIs pursuant to the conversion of the Performance Rights; and

(iv) as soon as reasonably practicable and 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 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 CDIs does not require disclosure to investors; and

(v) apply for official quotation on ASX of CDIs issued pursuant to the conversion of the Performance Rights.

(f) **Shares/CDIs Issued**

Shares/CDIs issued pursuant to the conversion of the Performance Rights rank equally with all existing Shares/CDIs.

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the CDIs issued upon the conversion of the Performance Rights.

(g) **Reorganisation**

If there is any reorganisation of the issued share capital of the Company, the terms of Performance Rights and the rights of the Holder who holds such Performance Rights will:

(i) if the Company is admitted to the official list of ASX at the time, be varied, including an adjustment to the number of Performance Rights, in accordance with the Listing Rules that apply to the reorganisation at the time of the reorganisation; or

(ii) if the Company is not admitted to the official list of ASX at the time, and the Company shall subdivide, redivide or change the outstanding Shares into a greater number of

Shares, or consolidate, combine or reduce the outstanding Shares into a lesser number of Shares, then, in each such event the number of Shares issuable upon conversion of each Performance Right (the **Share Rate**) shall be adjusted by multiplying the Share Rate in effect immediately prior to such event by a fraction, of which the denominator shall be the total number of Shares outstanding before giving effect to such event, and of which the numerator shall be the total number of Shares outstanding after giving effect to such event.

(h) **Holder Rights**

A Holder who holds Performance Rights is not entitled to:

(i) notice of, or to vote or attend at, a meeting of the Shareholders;

(ii) receive any dividends declared by the Company;

(iii) any right to a return of capital, whether in winding up of the Company, upon a reduction of capital in the Company or otherwise;

(iv) participate in any new issues of securities offered to Shareholders during the term of the Performance Rights; or

(v) cash for the Performance Rights or any right to participate in surplus assets of profits of the Company on winding up,

unless and until the Performance Rights are satisfied and the Holder holds Shares or CDIs.

(i) **Pro Rata Issue of Securities**

If during the term of any Performance Right, the Company makes a pro rata issue of securities to the Shareholders by way of a rights issue, a Holder shall not be entitled to participate in the rights issue in respect of any Performance Rights, other than in respect of Shares/CDIs issued in respect of converted Performance Rights.

A Holder will not be entitled to any adjustment to the number of Shares/CDIs they are entitled to or adjustment to any performance milestone which is based, in whole or in part, upon the Company's share price, as a result of the Company undertaking a rights issue.

(j) **Adjustment for Bonus Issue**

If, during the term of any Performance Right, securities are issued pro rata to Shareholders generally by way of bonus issue, the number of Shares/CDIs to which the Holder is then entitled, shall:

(i) subject to Section 6.13(j)(ii), not be amended or varied in any way; and

(ii) if the Company is admitted to the official list of ASX at the time, be increased by that number of securities which the Holder would have been issued if the Performance Rights then held by the Holder were vested immediately prior to the record date for the bonus issue.

(k) **Change of Control**

For the purposes of these terms and conditions, a "**Change of Control Event**" occurs if:

(i) the Company proposes to:

(A) amalgamate, merge or consolidate with any other company (other than a wholly-owned subsidiary or internal reorganisation) whether by way of plan of arrangement, scheme of arrangement or otherwise; or

(B) enter into a sale or transfer (in one transaction or a series of related transactions) of all or substantially all of the:

(I) undertaking and business of the Company; or

(II) assets of the Corporation as an entirety or substantially as an entirety so that the Corporation shall cease to operate as an active business;

(ii) an offer to purchase or repurchase the Shares/CDIs or any part thereof is made to all or substantially all holders of Shares/CDIs; or

(iii) any person acquires a beneficial interest in 50.1% or more of the issued Shares/CDIs by any other means.

Where a Change of Control Event has (i) occurred or (ii) been announced by the Company, all granted Performance Rights which have not yet vested or lapsed shall automatically and immediately vest, regardless of whether the Vesting Condition has been satisfied.

(l) **Quotation**

The Company will not seek official quotation of any Performance Rights.

(m) **Performance Rights Not Property**

A Holder's Performance Rights are personal contractual rights granted to the Holder only and do not constitute any form of property.

(n) **No Transfer of Performance Rights**

Unless otherwise determined by the Board, Performance Rights cannot be transferred to or vest in any person other than the Holder.

(o) **Shares to be Reserved**

The Company will at all times keep available, and reserve if necessary under applicable law, out of its authorized share capital, such number of Shares as shall then be issuable upon the exercise of the Performance Rights, and such Shares shall be issued as fully paid and non-assessable.

(p) **No Fractional Shares**

The Company will not be obligated to issue any fraction of a Share or CDI on the exercise of any Performance Right. To the extent that any Performance Right evidenced hereby confers the right to be issued a fraction of a Share or CDI, the same will be rounded to the nearest whole number of Shares or CDIs. The Holder shall not be entitled to any cash or other consideration in lieu of any fractional interest in a Share or CDI.

(q) **Governing Law**

This Performance Rights certificate shall be construed and enforced in accordance with the laws of the Province of British Columbia and the laws of Canada applicable therein.

(r) **Successors**

This Performance Rights certificate shall enure to the benefit of and shall be binding upon the Holder and the Company and their respective successors.

6.14 Further disclosures regarding Performance Rights

In accordance with the requirements of ASX and the Listing Rules, the following information is provided (along with the other information in this Prospectus) in relation to the Performance Rights:

(a) 750,000 Performance have been issued to RBM, which is owned by Mr Rodrigo De Brito Mello;

(b) RBM (who is an unrelated party to the Company and does not hold any Securities other than the Shares issued under the Tiros Project Agreements) was issued the Performance Rights as it is the vendor of the Tiros Project pursuant to the Tiros Project Agreements. The Company may engage Mr Mello, having regard to his experience with the Tiros Project, as a consultant with services to be provided on an ad hoc basis (as required);

(c) In respect of the Performance Rights issued pursuant to the Tiros Project Agreements:

(i) the Performance Rights were issued pursuant to the acquisition of the Tiros Project (refer to Section 6.7(a) for the terms of that acquisition);

(ii) the Performance Rights were issued as part consideration for the acquisition of the Tiros Project in order for the Company to:

(A) undertake the commercial goals detailed in Section 2.7 (which are consistent with the relevant vesting condition); and

(B) manage the risk of dilution to Shareholders and exposure to risk by:

(I) limiting dilution to Shareholders via the issue of performance securities in lieu of only Shares; and

(II) providing an instrument which hedges the Company's initial exposure to risk (given that the Performance Rights will not have a dilutionary effect on Shareholders' investments unless and until exercised after the relevant vesting condition is achieved (refer to Section 6.13 for details of the vesting condition));

(iii) the undertaking being acquired (partly) via the issue of Performance Rights is the Tiros Project, details of which are provided in Section 2, Annexure D and Annexure E;

(iv) Mr Mello holds all of the shares in RBM and his ultimate interest in the Tiros Project (not considering his interest in Securities) on completion of the acquisition of the Tiros Project is 10% via his holding in RBM;

(v) the number of Performance Rights issued was determined by the Board following arm's length negotiations with Mr Mello, and having regard to the pricing of comparable acquisition agreements in the industry generally. The Board considers that the number of Performance Rights to be appropriate and equitable for the following reasons:

(A) the issue of the Performance Rights is a reasonable and appropriate method to provide cost-effective consideration as the non-cash form of consideration to acquire the Tiros Project will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of consideration were paid; and

(B) the Performance Rights will only convert into Shares after the relevant milestones are achieved. The Board considers that the milestones for the Performance Shares are appropriate and equitable in the circumstances;

(vi) none of the Performance Rights will be issued to someone who does not have an ownership interest in the Tiros Project;

(vii) the Performance Rights will convert into 750,000 Shares if converted. On conversion of the Performance Rights to Shares, existing Shareholders will be diluted by approximately 0.81% (assuming no further Securities are issued); and

(viii) the full terms of the Performance Rights are provided in Section 6.13.

6.15 Effect of the Offer on Control and Substantial Shareholders

To the best of the knowledge of the Company based on the available information, at the Prospectus Date the following Shareholder will have an interest in over 5% of the Shares on issue:

Name	Number of Shares	Percentage of Shares
Resmin Pte Ltd	18,155,750	23.83%
Merrill Lynch Canada	7,377,048	9.68%
JP Morgan Nominees	6,141,609	8.06%

Based on the information known, as at the Prospectus Date, on Admission, the following Shareholder will have an interest in over 5% of the Shares on issue:

Name	Number of Shares	Percentage of Shares
Resmin Pte Ltd	18,155,750	19.70%
Merrill Lynch Canada	7,377,048	8.00%
JP Morgan Nominees	6,141,609	6.67%

6.16 Interests and Benefits

No Director or proposed director of the Company (or entity in which they are a director and/or a shareholder) has, or has had in the two years before the Prospectus Date, any interests in:

(a) the formation or promotion of the Company;

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

(c) the Offer, and

no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

(d) any Director or proposed director of the Company to induce him or her to become, or to qualify as, a Director; or

(e) any Director or proposed director of the Company for services which he (or an entity in which they are a partner or director) has provided in connection with the formation or promotion of the Company or the Offer,

except as disclosed in this Prospectus.

6.17 Interests of the Lead Manager (and its associates) in the Offer and the Company

Taylor Collison Limited (being the Lead Manager) has been appointed as the lead manager for the Offer. The Lead Manager and the Company are parties to the Lead Manager Mandate that is summarised in Section 6.7(c).

(a) **Fees payable to the Lead Manager in connection with the Offer**

The fees payable to the Lead Manager in connection with the Offer are detailed in Section 6.18.

(b) **Fees paid to the Lead Manager in connection with prior capital raisings**

The Company paid the Lead Manager the following in fees in connection with capital raisings undertaken before the Prospectus Date:

(i) the issue of 800,000 Shares at C$0.15 per Share, the equivalent of 6% of gross proceeds raised, and 600,616 Warrants with an exercise price of C$0.20 expiring on 11 July 2026 in connection with the July 2023 Placement (raising C$2,000,000 through the issuance of 13,333,333 Shares at C$0.15 per Share;

(ii) C$169,804, 6% of gross proceeds raised, in cash in connection with the August 2023 Placement (raising C$2,830,000 through the issuance of 10,107,403 Shares at C$0.28 per Share); and

(iii) C$63,000 in cash in connection with the March 2024 Placement (raising C$1,500,000 through the issuance of 3,571,429 Shares at C$0.42 per Share).

Refer to Section 6.18 for further information.

(c) **Lead Manager and its associates' interest in Securities**

Following competition of the Offer, the Lead Manager and its associates have an interest in the following Securities:

Shares	Warrants	Options
1,951,409	600,616	1,843,643

Notes:
1. Assumes that only those Warrants and Options held by the Lead Manager and its associates are exercised.

6.18 Interests of Promoters, Experts and Advisers

(a) **No interests except as disclosed**

No promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director) holds, has, or has had in the two years before the Prospectus Date, any interest in:

(i) the formation or promotion of the Company;

(ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or

(iii) the Offer,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be paid to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director), provided in connection with the formation or promotion of the Company or the Offer, except as provided in this Section 6.17 or as disclosed elsewhere in this Prospectus.

(b) **Lead Manager**

Taylor Collison Limited is the Lead Manager to the Offer and will receive A$440,000 from the Company following the successful completion of the Offer for its services as Lead Manager to the Offer. During the two years preceding the lodgement of this Prospectus with ASIC, Taylor Collison Limited has received approximately C$232,804 in fees from the Company for lead manager services.

(c) **Australian Legal Adviser**

Thomson Geer has acted as the Australian legal adviser to the Company in relation to this Prospectus. In respect of this work, Thomson Geer will be paid approximately A$155,000 for these services. During the two years preceding the lodgement of this Prospectus with ASIC, Thomson Geer has received approximately A$195,000 in fees from the Company for providing legal services.

(d) **Canadian Legal Adviser**

Borden Ladner Gervais LLP has acted as the Canadian legal adviser to the Company in relation to this Prospectus. In respect of this work, Borden Ladner Gervais LLP will be paid approximately A$10,000 for these services. During the two years preceding the lodgement of this Prospectus with ASIC, Borden Ladner Gervais LLP has received approximately A$344,032 in fees from the Company for providing legal services.

(e) **Brazilian Legal Adviser**

William Freire Advogados Associados has acted as Brazilian legal adviser to the Company and prepared the Brazilian Solicitor's Report in Annexure E. In respect of this work, William Freire Advogados Associados will be paid approximately A$39,385 for these services. During the two years preceding the lodgement of this Prospectus with ASIC, William Freire Advogados Associados has received approximately A$2,200 in fees from the Company for legal services.

(f) **Investigating Accountant**

BDO Corporate Finance (WA) Pty Ltd has acted as the Company's Investigating Accountant and prepared the Independent Limited Assurance Report in Annexure C of this Prospectus for the Company. In respect of this work, BDO Corporate Finance (WA) Pty Ltd will be paid approximately A$35,000 by the Company. During the two years preceding the lodgement of this Prospectus with ASIC, BDO Corporate Finance (WA) Pty Ltd has not received any fees from the Company for any other services.

(g) **Independent Geologist**

GE21 Consultoria Mineral Ltda. has prepared the Independent Geologist's Reports in Annexure D for the Company. In respect of this work, GE21 Consultoria Mineral Ltda. will be paid approximately C$65,000 by the Company. During the two years preceding the lodgement of this Prospectus with ASIC, GE21 Consultoria Mineral Ltda. has received approximately C$48,000 in fees from the Company for providing geological services.

(h) **Australian Share Registry**

Automic Pty Ltd has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Applications received pursuant to this Prospectus, and will be paid for these services on industry standard terms and conditions.

(i) **Canadian Share Registry**

Computershare Trust Company has acted as the Company’s transfer agent and is paid for these services on industry standard terms and conditions.

(j) **Auditor**

MNP LLP has been appointed to act as auditor to the Company. The Company estimates it will pay MNP LLP a total of C$48.435 for these services in connection with this Prospectus. During the 24 months preceding lodgement of this Prospectus with ASIC, MNP LLP has provided audit services to the Company, the total value of these services was C$115,310.

6.19 Costs of the Offer

The total costs of the Offer payable by the Company are:

Item of expenditure	A$[1] [2]
ASIC Lodgement Fee	9,600
ASX Listing Fee	142,000
Australian Legal Counsel Fees	155,000
Canadian Legal Counsel Fees	10,000
Lead Manager Fee	440,000
Independent Limited Assurance Report	35,000
Independent Solicitor's Report	40,000
Independent Technical Report	65,000
Share Registry	27,000
Other expenses of the Offer (typesetting)	15,000
TOTAL	**938,600**

Notes:
1. The table above contains the AUD equivalent of various payments which will ultimately be paid in other currencies (particularly the USD and CAD). The AUD equivalents of those payments naturally will fluctuate with exchange rates.
2. Assumes an exchange rate of A$1 = C$1.13.

6.20 Regulatory Relief

(a) **ASIC Relief**

The Company has applied to ASIC for, and ASIC has granted, a modification of section 707 of the Corporations Act such that a modified form of subsection 707(3) and 707(4) applies to sale offers, within 12 months of issue, of CDIs issued:

(i) by the Company upon the transmutation of Shares within 12 months of the issue of those Shares;

(ii) to holders of Options, on exercise of the Options, and:

(A) the Options were issued or granted prior to the date of Admission without disclosure under Chapter 6D of the Corporations Act;

(B) the issue of CDIs upon transmutation of Shares, and upon the exercise of Options, did not involve any further offer; and

(iii) to holders of Warrants, on exercise of the Warrants, and:

(A) the Warrants were issued or granted prior to the date of Admission without disclosure under Chapter 6D of the Corporations Act; and

(B) the issue of CDIs upon transmutation of Shares, and upon the exercise of Warrants, did not involve any further offer.

The effect of the modification is that sale offers of such CDIs within 12 months after their issue would not need disclosure under Part 6D.2 of the Corporations Act.

(b) **ASIC Class Order Relief**

Pursuant to ASIC Class Order CO 14/827 (**Class Order**), ASIC has given class order relief for offers for the issue or sale of CDIs, where the underlying foreign securities are quoted on ASX and are held by CDN as the depositary nominee. The purpose of the relief is to remove any uncertainty about how offers of CDIs over underlying foreign securities are regulated under

the Corporations Act, ensuring offers of CDIs are regulated as an offer of securities under the disclosure provisions of Chapter 6D of the Corporations Act.

Pursuant to the Class Order, the Company provides the following information:

Topic	Description
Nature of CDIs	The Shares to be issued pursuant to the Offer will trade on ASX in the form of CDIs if and when ASX grants Quotation to those securities. A CDI is a unit of beneficial ownership in a Share, where the underlying Share is registered in the name of a depositary nominee (being CDN)), for the purpose of effectively enabling the Share to be traded on ASX. For further information see Section 6.4 and Annexure A.
Specific features of CDIs	The main difference between holding CDIs and Shares is that the holder of CDIs has beneficial ownership of the underlying Shares instead of legal title. Legal title to the underlying Shares is held by CDN for the benefit of the CDI Holder. Each CDI will represent one underlying Share. CDI Holders have the same economic benefits of holding the underlying Shares. CDI Holders are able to transfer and settle transactions electronically on ASX. With the exception of voting rights and certain other rights of Shareholders under Canadian law (as detailed in Section 6.3), the CDI Holders are generally entitled to equivalent rights and entitlements as if they were the legal owners of Shares. CDI Holders will receive notices of general meetings of Shareholders. For further information see Section 6.4 and Annexure A.
Identity and role of the depositary nominee	The Shares underlying the CDIs to be issued pursuant to this Prospectus will be registered in the name of CDN. CDN is a wholly owned subsidiary of ASX established specifically to fulfil the functions of a depositary nominee in the CHESS settlement system. CDN holds an Australian Financial Services Licence (licence number 254514) that authorises it to provide custodial and depositary services to retail and wholesale clients. It is also admitted as a participant in the CHESS facility. Legal title to the underlying Shares is held by CDN for the benefit of the CDI Holder. CDN is obliged not to dispose of the underlying securities, nor to create any interest (including a security interest) which is inconsistent with the title of CDN to the underlying securities or the interests of the holders of CDIs in respect of those securities, except as otherwise specifically allowed for under the ASX Settlement Rules. By completing an Application Form, an Applicant will apply for Shares to be issued to CDN, which will in turn issue CDIs to the Applicant. CDN receives no fees from investors for acting as the depositary nominee in respect of CDIs.
How to convert CDIs into Shares	Information on how to convert CDIs into Shares is detailed in Section 6.5 and Annexure A.
Voting rights	CDI Holders cannot vote personally at Shareholder meetings. As CDI Holders are not the legal owners of underlying Shares, CDN, which holds legal title to the Shares underlying the CDIs, is entitled to vote at Shareholder meetings of the Company on the instruction of the CDI Holders on a poll, not on a show of hands. CDI Holders are entitled to give instructions for one vote for every underlying Share held by CDN. CDI Holders are also entitled to instruct CDN to appoint one or more proxy holders in relation to the Shares underlying their CDIs.

Topic	Description
	Alternatively, the CDI Holder can, if they wish, request to convert their CDIs into Shares prior to the record date for the relevant meeting in order to vote in person at the meeting. For further information see Sections 6.3 and 6.4 and Annexure A.
Dividends or other distributions	The ASX Settlement Rules require that all economic benefits, such as dividends, bonus issues, or other distributions flow through to CDI Holders as if they were the legal owners of the underlying securities. As each CDI will represent one underlying Share, in the event the Company pays a dividend or undertakes a distribution CDI Holders will receive the same benefit as if they were holding Shares.
Corporate actions	Further to the information above, the ASX Settlement Rules require that all economic benefits, such as dividends, bonus issues, rights issues or similar corporate actions flow through to CDI Holders as if they were the legal owners of the underlying securities. The same applies to other corporate actions such as reorganisations of capital. However, in some cases, marginal differences may exist between the resulting entitlements of CDI Holders and the entitlements they would have accrued if they held Shares directly. This is because, for the purposes of certain corporate actions, CDN's holding of Shares is treated as a single holding, rather than as a number of smaller separate holdings corresponding to the individual interests of CDI Holders (thus, for example, CDI Holders will not benefit to the same extent from the rounding up of fractional entitlements as if they held Shares directly).
Takeovers	If a takeover bid or similar transaction is made in relation to the Shares of which CDN is the registered holder, the ASX Settlement Rules require that CDN must not accept the offer made under the takeover bid except to the extent that acceptance is authorised by the relevant CDI Holder. In these circumstances, CDN must ensure that the offeror, pursuant to the takeover bid, processes the takeover acceptance.

(c) **ASX in-principle waivers**

ASX has provided the Company in-principle advice that ASX would, upon receipt of the Company's formal application to ASX for admission, be likely to grant a waiver from each of the following:

(i) *Listing Rule 1.1 Condition 6* and *Listing Rule 2.4* to the extent necessary to permit the Company to apply for quotation of only those fully paid common shares (to be settled on ASX in the form of CDIs) issued into the Australian market, subject to the following conditions:

(A) the Company applies for quotation of new fully paid common shares issued into the Australian market on a monthly basis, and the Company provides an Appendix 4A which provides a monthly update of the net changes in the number of its common shares over which CDIs are issued; and

(B) the Company releases details of this waiver as pre-quotation disclosure;

(ii) *Listing Rule 1.1 Condition 12* to the extent necessary to permit the Company to have up to 750,000 Performance Rights on issue with an exercise price of less than $0.20;

(iii) *Listing Rule 2.8* to the extent necessary to allow the Company not to apply for quotation of the fully paid main class of securities in the Company transferred to the Australian subregister as a result of holders wishing to hold their securities in the form of CDIs, within 10 business days of issue of those CDIs, subject to the following conditions:

(A) the Company applies for quotation of the main class of securities transferred to the Australian subregister on a monthly basis, and the company provides

an Appendix 4A which provides a monthly update of the net changes in the number of the main class of securities over which CDIs are issued; and

(B) the Company releases details of this waiver as pre-quotation disclosure;

(iv) *Listing Rules 4.2A* and *4.2B* to the extent necessary to permit the Company not to lodge half yearly accounts, on the following conditions:

(A) that the Company lodges with ASX the half-year financial statements and interim Management's Discussion and Analysis (**MD&A**) that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws (**Canadian Reporting Requirements**) at the same time that the Company lodges those documents with those Canadian securities regulatory authorities; and

(B) if the Company will not be able to provide the half year financial statements and interim MD&A on the date required by the Canadian Reporting Requirements, the Company notifies ASX at least one business day before that date (and in any event as soon as the Company becomes aware that it will not be able to provide the half year financial statements and interim MD&A on the required date);

(v) *Listing Rule 5.3* to the extent necessary to permit the Company not to lodge quarterly activity and cash flow reports as required by the Listing Rules on the following conditions:

(A) that the Company lodges with ASX the quarterly financial statements and interim MD&A that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws at the same time that the Company lodges those documents with those Canadian securities regulatory authorities; and

(B) if the Company will not be able to provide the quarterly financial statements and interim MD&A by the date required by the relevant Canadian laws, the Company notifies ASX at least one business day before that date (and in any event as soon as the Company becomes aware that it will not be able to provide the reports on the required date);

(vi) *Listing Rule 5.*5 to the extent necessary to permit the Company not to lodge quarterly expenditure report as required by the Listing Rules on the following conditions:

(A) that the Company lodges with ASX the quarterly Financial Statements and interim MD&A that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with Canadian Reporting Requirements at the same time that the Company lodges those documents with those Canadian securities regulatory authorities; and

(B) if the Company will not be able to provide the quarterly Financial Statements and interim MD&A on the date required by the Canadian Reporting Requirements, the Company notifies ASX at least one business day before that date (and in any event as soon as the Company becomes aware that it will not be able to provide the quarterly Financial Statements and interim MD&A on the required date);

(vii) *Listing Rule 6.10.3* to the extent necessary to permit the Company to set the "specified time" to determine whether a shareholder is entitled to vote at a shareholders meeting in accordance with the requirements of the relevant Canadian legislation;

(viii) *Listing Rules 6.16*, *6.19*, *6.21* and *6.22* to the extent necessary to permit the Company to have existing Options on issue (**Existing Options**) pursuant to the Share Option Plan and Warrants that do not comply with Listing Rule 6.16 on the following conditions:

(A) the full terms of the Existing Options and the Warrants, and the Share Option Plan are released to the marked as pre-quotation disclosure; and

(B) the Company does not issue further Options or Warrants which do not comply with Listing Rule 6.16;

(ix) *Listing Rule 10.11* to the extent necessary to permit the Company to issue or agree to issue securities to a related party without shareholder approval on the following conditions:

(A) the Company complies with the requirements imposed on it under TSX-V rules;

(B) there the Company seeks security holder approval for the issue of securities to a related party, the votes of the related party (and its associates) not be counted and a voting exclusion statement be included in the notice of meeting;

(C) the Company (by no later than the lodgement of its full year accounts with ASX in each year), must give ASX, for release to the market, a statement that it remains subject to, and continues to comply with, the requirements of the TSX-V with respect to new issues of securities; and

(D) if the Company becomes aware of any change to the application of the TSX-V rules with respect to the issue of securities to related parties, or that the Company is no longer in compliance with the requirements of TSX-V with respect to the issue of securities to related parties, it must immediately advise ASX;

(x) *Listing Rule 14.2.1* to the extent necessary to permit the Company not to provide in its proxy form for holders of CDIs to vote against a resolution to elect a director or to appoint an auditor, on the following conditions.

(A) the Company complies with the relevant Canadian laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of an auditor;

(B) the notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case;

(C) the Company releases details of the waiver to the market as pre-quotation disclosure and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and

(D) without limiting ASX's right to vary or revoke its decision under Listing Rule 18.3, the waiver from Listing Rule 14.2.1 applies for so long as the relevant Canadian laws prevent the Company from permitting shareholders to vote against a resolution to elect a director or appoint an auditor;

(xi) *Listing Rule 14.3* to the extent necessary to permit the Company to accept nominations for the election of directors in accordance with the shareholder proposal provisions of sections 188 and 189 of the BCBCA, on the following conditions.

(A) the Company releases the terms of the waiver to the market as pre-quotation disclosure; and

(B) the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and

(xii) *Listing Rule 15.7* to the extent necessary to permit the Company to give information that is for release to the market simultaneously to both ASX and TSX-V.

6.21 Litigation and Claims

So far as the Directors are aware, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company.

6.22 Continuous Disclosure Obligations

Following Admission, the Company will be subject to regular reporting and disclosure obligations. Specifically, the Company will be required to continuously disclose to the ASX market any information it has which a reasonable person would expect to have a material effect on the price or the value of the CDIs (unless a relevant exception to disclosure applies). Price sensitive information will be publicly released through ASX before it is otherwise disclosed to Shareholders, CDI Holders and market participants. Distribution of other information to Shareholders, CDI Holders and market participants will also be managed through disclosure to ASX. In addition, the Company will post this information on its website after ASX confirms that an announcement has been made, with the aim of making the information readily accessible to the widest audience.

6.23 Consents

(a) **General**

The parties referred to in this Section:

(i) have given the following consents in accordance with the Corporations Act which have not been withdrawn at the date of lodgement of this Prospectus with ASIC;

(ii) except in the cases of the Directors, make no representation regarding, and to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement or report included in this Prospectus with the consent of that party as specified in this Section; and

(iii) except in the cases of the Directors, have not authorised or caused the issue of this Prospectus or the making of the Offer.

(b) **Directors**

Each of the Directors has given their written consent to being named in this Prospectus in the form and context in which they are named and to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, them, in each case in the form and context as they appear in this Prospectus.

(c) **Lead Manager**

Taylor Collison Limited has given its written consent to being named as the Lead Manager to the Offer in the form and context in which it is named in this Prospectus and to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, Taylor Collison Limited, in each case in the form and context as they appear in this Prospectus.

(d) **Australian Legal Adviser**

Thomson Geer has given its written consent to being named in this Prospectus as Australian legal adviser to the Company in relation to this Prospectus, in the form and context in which it is named.

(e) **Canadian Legal Adviser**

Borden Ladner Gervais LLP has given its written consent to being named in this Prospectus as Canadian Legal Adviser to the Company in relation to this Prospectus, in the form and context in which it is named.

(f) **Brazilian Legal Adviser**

William Freire Advogados Associados has given its written consent to being named as the Brazilian Legal Adviser in this Prospectus in the form and context in which it is named and to the inclusion of the Brazilian Solicitor's Report in this Prospectus in the form and context in which it is included and to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, William Freire Advogados Associados, in each case in the form and context as they appear in this Prospectus.

(g) **Investigating Accountant**

BDO Corporate Finance (WA) Pty Ltd has given its written consent to being named as the Investigating Accountant in this Prospectus in the form and context in which it is named and to the inclusion of the Independent Limited Assurance Report in this Prospectus in the form and context in which it is included and to the inclusion in this Prospectus of all information and

statements relating to, made by, or said to be based on statements by, BDO Corporate Finance (WA) Pty Ltd, in each case in the form and context as they appear in this Prospectus.

(h) **Independent Geologist**

GE21 Consultoria Mineral Ltda. has given its written consent to being named as the Independent Geologist in this Prospectus in the form and context in which it is named and to the inclusion of the Independent Geologist's Reports in this Prospectus in the form and context in which it is included and to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, GE21 Consultoria Mineral Ltda., in each case in the form and context as they appear in this Prospectus.

(i) **Australian Share Registry**

Automic Pty Ltd has given its written consent to being named as the Company's Australian Share Registry in this Prospectus in the form and context in which it is named and to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, Automic Pty Ltd, in each case in the form and context as they appear in this Prospectus.

(j) **Canadian Share Registry**

Computershare Trust Company has given its written consent to being named as the Company's Canadian Share Registry in this Prospectus in the form and context in which it is named and to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, Computershare Trust Company, in each case in the form and context as they appear in this Prospectus.

(k) **Auditor**

MNP LLP has given its written consent to being named as the Company's auditor in this Prospectus, to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, MNP LLP and to all references in this Prospectus relating to MNP LLP's audit or review opinions for the Company's 2023 financial accounts, in each case in the form and context as they appear in this Prospectus.

6.24 Electronic Prospectus

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 email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

The Corporations Act prohibits any person from passing on to another person an Application Form, unless it is attached to or accompanies a hard copy of this Prospectus or a complete and unaltered electronic copy 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. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

6.25 Documents Available for Inspection

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company at Suite 520, 999 West Hastings Street, Vancouver, British Columbia, Canada V6E 2E9:

(a) this Prospectus; and

(b) the Articles.

6.26 Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications under this Prospectus are governed by the law applicable in Western Australia and each Applicant under this Prospectus submits to the exclusive jurisdiction of the courts of Western Australia and of the Commonwealth of Australia.

6.27 Statement of Directors

The Directors report that after due enquiries by them, in their opinion, since the date of the financial statements in the financial information in the Independent Limited Assurance Report (which is included in Annexure C) there have not been any circumstances that have arisen or that have materially affected or will materially affect the assets and liabilities, financial position, profits or losses or prospects of the Company, other than as disclosed in this Prospectus.

7 Authorisation

This Prospectus has been authorised by each Director and lodged with ASIC pursuant to section 718 of the Corporations Act.

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

This Prospectus is signed for and on behalf of the Company by:

Christopher Eager
President, CEO and Director
1 May 2024

8 Glossary of Terms

In this Prospectus, unless the context requires otherwise:

A$ or **AUD**	Australian dollars.
Admission	Admission of the Company to the Official List, following completion of the Offer.
AEST	Australian Eastern Standard Time.
AGM	Annual general meeting of a company's shareholders.
ANM	Agência Nacional de Mineração (the National Mining Agency of Brazil).
Annexure	An annexure of this Prospectus.
Applicable Law	Any one or more or all, as the context requires, of: (a) the Corporations Act; (b) the BCBCA; (c) the *Securities Act* (British Columbia); (d) the Listing Rules (as applicable); (e) the Articles, as amended from time to time; (f) the TSX-V Policies; and (g) any practice note, policy statement, regulatory guide, class order, legislative instrument, declaration, guideline, policy, procedure, ruling, judicial interpretation or other guidance note made to clarify, expand or amend paragraphs (a) and (d) above.
Applicant	A person who submits an Application.
Application	A valid application for CDIs under the Offer.
Application Form	An application form attached to or accompanying this Prospectus (including the electronic form provided by an online application facility).
Application Monies	Application monies to be paid by Applicants applying for Securities pursuant to the Offer under this Prospectus.
Articles	The articles of incorporation of the Company as may be amended from time to time (noting that the references in this Prospectus to the Articles are to the articles as adopted by the Company at the time of Admission).
ASIC	Australian Securities and Investments Commission.
ASX	Australian Securities Exchange Limited (ACN 000 943 377) or, where the context requires, the financial market operated by it.
ASX Recommendations	The ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations (ASX Principles and Recommendations 4th Edition).
ASX Settlement	ASX Settlement Pty Ltd (ACN 008 504 532).

ASX Settlement Rules	ASX Settlement Operating Rules of ASX Settlement.
August 2023 Placement	Has the meaning given in Section 2.3.
AWST	Australian Western Standard Time.
BCBCA	*Business Corporations Act* (British Columbia), as amended, or such other successor legislation as may be enacted, from time to time.
BCML	Has the meaning given in Section 2.2.
Board	The board of Directors.
Brazilian Legal Adviser	William Freire Advogados Associados.
Brazilian Solicitor's Report	The report contained in Annexure E.
Broker	Any ASX participating organisation selected by the Lead Manager and the Company to act as broker to the Offer.
Broker Offer	means the offer to clients of Brokers.
C$ or CAD	Canadian dollars.
Canada-Australia Tax Treaty	Has the meaning given in Section 5.17(b).
Canadian Reporting Requirements	Has the meaning given in Section 6.20(c)(iv).
CDI	CHESS Depositary Interests issued by CDN, where each CDI represents the beneficial interest in one Share, as detailed in Section 5.14(c) and Annexure A.
CE Deed	Has the meaning given in Section 3.3(b)(i).
CDI Holder	A holder of CDIs.
CDN	CHESS Depositary Nominees Pty Limited (ABN 75 071 346 506) (AFSL 254514), in its capacity as depositary of the CDIs under the ASX Settlement Rules.
CGT	Capital gains tax.
Chairman	The Chairman of the Company.
CHESS	Clearing House Electronic Subregister System.
Class Order	ASIC Class Order CO 14/827 (or any amendment to or replacement of that Class Order).
Closing Date	The date the Offer closes.
Company	Resouro Strategic Metals Inc. (ARBN 671 716 457) a company registered in British Columbia, Canada under corporation number BC0430203 and registered as a foreign company with ASIC under the Corporations Act.
Competent Person	Has the meaning given in the JORC Code.

Completion	The date on which Shares are issued to successful Applicants in accordance with the terms of the Offer.
Control Person	Has the meaning given in Section 6.3(f).
Coogavepe Agreement	Has the meaning given in Section 6.7(b).
Corporate Secretary	The Company's corporate secretary(s).
Corporations Act	*Corporations Act 2001* (Cth).
CSA	Canadian Securities Administrators.
DC&P	Has the meaning given in Annexure B.
Directors	The directors of the Company.
Electronic Prospectus	The electronic copy of this Prospectus located at the Company's website at https://www.resouro.com/.
ESG	Environmental, social and governance.
Exercise Price	The exercise price of the Options or Warrants (as applicable).
Expiry Date	The expiry date of the Options or Warrants (as applicable).
Exploration Target	Has the meaning given in the JORC Code.
Exploration Result	Has the meaning given in the JORC Code.
Exposure Period	In accordance with section 727(3) of the Corporations Act, the period of seven days (which may be extended by ASIC to up to 14 days) after lodgement of this Prospectus with ASIC during which the Company must not process Applications.
FMC Act	Financial Markets Conduct Act 2013.
First Addendum	Has the meaning given in Section 6.7(a).
FITO	Has the meaning given in Section 5.17(a).
FPO	Financial Services and Markets Act 2000 (Financial Promotions) Order 2005.
FSE	Frankfurt Stock Exchange.
FSMA	Financial Services and Markets Act 2000, as amended.
GST	Goods and Services Tax.
Group	The Company and its subsidiaries.
ha	Hectares.
HIN	Holder Identification Number.
Historical Financial Information	Comprises: (a) statutory Consolidated Statement of Profit or Loss and Other Comprehensive Income for the years ended 31 March 2022 (audited) and 31 March 2023 (audited) and half year ended 30 September 2023 (reviewed);

	(b) statutory Consolidated Statement of Financial Position for the years ended 31 March 2022 (audited) and 31 March 2023 (audited) and half year ended 30 September 2023 (reviewed); (c) statutory Consolidated Statement of Cash Flows for the years ended 31 March 2022 (audited) and 31 March 2023 (audited) and half year ended 30 September 2023 (reviewed); and (d) statutory Consolidated Statement of Changes in equity for the years ended 31 March 2022 (audited) and 31 March 2023 (audited) and half year ended 30 September 2023 (reviewed).
Holder	The holder of an Option or a Warrant (as applicable).
ICFR	Has the meaning given in Annexure B.
IFRS	International Financial Reporting Standards.
Independent Geologist	GE21 Consultoria Mineral Ltda.
Independent Geologist's Report (Novo Mundo Project)	The report contained in Part 2 of Annexure D.
Independent Geologist's Report (Tiros Project)	The report contained in Part 1 of Annexure D.
Independent Geologist's Reports	The reports contained in Annexure D.
Independent Limited Assurance Report	The report contained in Annexure C.
Indicative Timetable	The indicative timetable for the Offer on page 9 of this Prospectus.
Investigating Accountant	BDO Corporate Finance (WA) Pty Ltd (ACN 124 031 045).
Investor Relations Activities	Has the meaning given in the TSX-V Policies.
ISON	Has the meaning given in Section 2.2.
JORC or JORC Code	The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012.
July 2023 Placement	Has the meaning given Section 2.3.
km	Kilometre(s).
km^2	Square kilometre(s).
kV	Kilovolt.
Lead Manager	Taylor Collison Limited (ACN 008 172 450).
Lead Manager Option	The Options with the terms and conditions detailed in Section 6.11.
Listing Rules	The listing rules of ASX.
m	Metre(s).
Management Fee	Has the meaning given in Section 6.7(a).

Management Options	The Options on the terms and conditions in Section 6.9(b).
Mandate	Has the meaning given in Section 6.7(a).
March 2024 Placement	Has the meaning given Section 2.3.
MD&A	Management Discussion and Analysis.
Mineral Resource	Has the meaning given in the JORC Code.
Minimum Subscription	Has the meaning given in Section 5.2.
MLI	Has the meaning given in Section 5.175.17(b).
NdPr	The light rare earth elements Neodymium-Praseodymium.
Nexa	Has the meaning given in Section 6.7(b).
Nexa Sub	Has the meaning given in Section 6.7(b).
NI 54-101	National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer*.
Non-Canadian Shareholder	Has the meaning given in Section 5.175.17(b).
Notice of Exercise	Has the meaning given in Sections 6.9 and 6.11 (as applicable).
Novo Mundo Agreement	Has the meaning given in Section 6.7(b).
Novo Mundo Project	Has the meaning given in Section 2.1.
Offer	Has the meaning given in Section 5.1.
Offer Information Line	Australia: 1300 288 664 International: +61 2 9698 5414
Offer Period	The period commencing on the Opening Date and ending on the Closing Date.
Offer Price	Has the meaning given in Section 5.1.
Official List	The official list of entities that ASX has admitted to and not removed from listing.
Official Quotation or Quotation	Official quotation by ASX in accordance with the Listing Rules.
Opening Date	The date the Offer opens.
Option	An option to subscribe for a Share.
Optioned Shares	Shares that may be issued in the future to a Holder upon the exercise of an Option.
Ore Reserve	Has the meaning given in the JORC Code.
Performance Right	A right to, subject to satisfaction of vesting conditions, subscribe for a Share.

PM Agreement	Has the meaning given in Section 3.3(b)(ii).
ppm	Parts per million.
Projects	The Tiros Project, the Novo Mundo Project and the Santa Angela Project.
Proposal	Has the meaning given in Section 6.3(c).
Proposed Amendments	Has the meaning given in Section 5.175.17(b).
Prospectus	This prospectus dated on the Prospectus Date.
Prospectus Date	1 May 2024.
Prospectus Expiry Date	Has the meaning given in the Important Notice section.
Public Offer	means an offer of CDIs to members of the general public with registered addresses in Australia.
RBM	Has the meaning given in Section 6.7(a).
RBM BCML Interest	Has the meaning given in Section 6.7(a).
Related Party	Any one or more or all, as the context requires, of: (a) a trustee of a trust, in respect of which the person is the trustee or the person controls a body corporate which is the trustee; (b) a body corporate controlled by such person; and (c) any other person deemed a related party by the Board.
REE	Rare Earth Elements.
Resmin	Resmin Pte Ltd, a company incorporated in Singapore.
Resmin Options	The Options on the terms and conditions in Section 6.9(c).
Santa Angela Project	Has the meaning given in Section 2.1.
Second Addendum	Has the meaning given in Section 6.7(a).
Section	A section of this Prospectus.
Security	A security in the Company.
Security Interest	A mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature.
SFA	Securities and Futures Act 2001 of Singapore.
Share	A fully paid common share in the capital of the Company (or a CDI in respect of a share, as the context requires).
Share Option Plan	The Company's Share Option Plan, the key terms of which are summarised in Section 6.10.
Share Registry	Australia – Automic Pty Ltd (ACN 152 260 814). Canada – Computershare Trust Company.

Shareholder	Any person holding Shares or CDIs (as the context requires).
Shareholder Proposal	Has the meaning given in Annexure B.
SRN	Securityholder Reference Number.
Tax Act	Has the meaning given in Section 5.17(b).
Tiros Project	Has the meaning given in Section 2.1.
Tiros Project Agreements	Has the meaning given in Section 6.7(a).
TMEL	Has the meaning given in Section 2.2.
TREO	Total rare earth element oxides.
TSPS	Has the meaning given in Section 2.2.
TSX-V	TSX Venture Exchange Inc.
TSX-V Policies	The policies included in the TSX-V's Corporate Finance Manual and TSX-V Policy means any one of them.
USGS	United States Geological Survey.
US Securities Act	United States Securities Act of 1933.
US$ or USD	United States dollars.
VWAP	The volume weighted average price.
Warrant	A warrant to subscribe for a Share.

Annexure A – Summary of CDIs

1.1 Definitions

Capitalised terms used in this Annexure and not otherwise defined have the same meanings as set out in the Glossary of this Prospectus.

1.2 Introduction

In order for the beneficial ownership in the Shares to trade electronically on the ASX, the Company intends to participate in the electronic transfer system known as CHESS operated by ASX Settlement.

CHESS cannot be used directly for the transfer of securities of companies domiciled in certain foreign jurisdictions, such as Canada. Accordingly, to enable beneficial ownership in the Shares to be cleared and settled electronically through CHESS, depositary interests called CHESS Depositary Interests, or CDIs, are issued.

CDIs confer the beneficial ownership in Shares on the CDI Holder, with the legal title to such Shares being held by an Australian depositary entity. The Company will appoint CDN to act as its Australian depositary.

A summary of the rights and entitlements of CDI Holders in the Company and CDI Holders generally is set out below.

Further information about CDIs is available from ASX, in *ASX Guidance Note 5 – CHESS Depositary Interests (CDIs)* or the Share Registry.

1.3 Overview of CDIs generally

A CDI is the beneficial ownership of a Share quoted on ASX as a financial product. CDI Holders consequently have the beneficial interest in the underlying security of a foreign company whilst the legal title is held by the depositary. The use of CDIs facilitates investors to hold and trade in foreign securities by trading the relevant CDIs on ASX.

1.4 CDI: Share ratio

Each CDI will represent the beneficial interest in one Share.

1.5 CHESS Depositary Nominees Pty Limited

The Company will appoint CDN, a subsidiary of ASX and an approved general participant of ASX Settlement, to act as its Australian depositary.

CDN will hold legal title to the Shares, in book entry form, on the Canadian share register on behalf of CDI Holders and will be the directly registered Shareholder on the share registry of the Company. CDN will receive no fees for acting as the depositary for the CDIs. By completing an Application Form, an Applicant will apply for Shares to be issued to CDN and for CDIs to be issued to the Applicant.

1.6 Shareholder entitlements

The ASX Settlement Rules have the force of law by virtue of the Corporations Act. These rules grant CDI Holders the right to receive any dividends and other entitlements which attach to Shares.

With the exception of voting rights and certain other rights of Shareholders under Canadian law (as detailed in Section 6.3), the CDI Holders are generally entitled to equivalent rights and entitlements as if they were the legal owners of Shares.

This means that all economic benefits such as dividends, bonus issues, rights issues, interest payments and maturity payments or similar corporate actions flow through to you as if you were the legal owner of the corresponding financial product.

1.7 Evidence of ownership

Successful Applicants will receive a holding statement or allotment confirmation notice which details the number of CDIs held by the CDI Holder and the holder reference number of the holding. Holding statements will be provided to a CDI Holder when a holding is first established and where there is a change in the balance of CDIs held.

The Company will operate book entry and certificated registers of Shares in Canada and uncertificated issuer sponsored and CHESS sub-registers of CDIs in Australia.

The Company's uncertificated issuer sponsored sub-register of CDIs will be maintained by the Share Registry in Australia and the CHESS sub-register will be maintained by ASX Settlement. The Canadian book entry and certificated registers of Shares will be maintained in Canada.

The Canadian share register is the register of legal title (and will reflect directly registered legal ownership by CDN of the Shares underlying the CDIs) and the two uncertificated sub-registers in Australia combined will make up the register of beneficial title to the Shares underlying the CDIs.

1.8 Voting

Under the Listing Rules, the Company, as an issuer of CDIs, must allow CDI Holders to attend any meeting of the holders of the underlying Shares, unless the relevant Canadian laws at the time of the meeting prevents CDI Holders from attending those meetings. At the Prospectus Date, those laws do not prevent such attendance by CDI Holders. Consequently, as beneficial owners of Shares, CDI Holders are entitled to attend any meeting of Shareholders.

In order to vote at such meetings, CDI Holders have the following options:

(a) instructing CDN, as the legal owner, to vote Shares underlying their CDIs in a particular manner. A CDI voting instruction form will be sent to CDI Holders together with each notice of meeting and the instruction form must be completed and returned to the Share Registry prior to the meeting;

(b) informing the Company that they wish to nominate themselves or another person to be appointed as CDN's proxy for the purposes of attending and voting the shares underlying their CDIs at the general meeting; or

(c) converting their CDIs into a directly registered holding of Shares and voting these at the meeting (however, if thereafter the former CDI Holder wishes to sell their investment on the ASX it would be necessary to convert Shares back to CDIs). The conversion must be done prior to the record date for the meeting. Refer to paragraph 1.10 of this Annexure for further information regarding the conversion process.

Due to CDI Holders not appearing on the Company's share register as the legal holders of Shares, they will not be entitled to vote at Shareholder meetings unless one of the above steps is undertaken.

In addition, there are certain mandatory voting exclusions pursuant to the Listing Rules which, commencing from Admission, will apply pursuant to the Articles in certain circumstances such that the votes of certain Shareholders (and CDI Holders) may not be counted towards the approval of certain resolutions for the purposes of the Listing Rules.

CDI voting instruction forms, and details of these alternatives, will be included in each notice of meeting sent to CDI Holders by the Company.

These voting rights exist only under the ASX Settlement Rules rather than under Canadian law. As CDN is the legal holder of the applicable Shares and not CDI Holders, CDI Holders do not have any direct enforceable rights as Shareholders under the Articles.

1.9 Trading in CDIs on the ASX

CDI Holders who wish to trade their CDIs will be transferring the beneficial interest in the relevant underlying Shares, rather than the legal title. The transfer will be settled electronically by delivery of the relevant CDI holdings through CHESS. In other respects, trading in CDIs is essentially the same as trading in other CHESS approved securities, such as shares in an Australian company.

1.10 Converting from a CDI holding to a direct holding of Shares

CDI Holders may at any time convert their holding of CDIs (tradeable on ASX) to Shares by:

(a) in the case of CDIs held through the issuer sponsored sub-register, contacting the Share Registry in Australia directly to obtain the applicable request form; or

(b) in the case of CDIs which are sponsored on the CHESS sub-register, contacting their controlling participant (usually a broker). In this case, their controlling participant will arrange for completion of the relevant form and its return to the Share Registry in Australia.

The Canadian Share Registry will then arrange for the transfer of Shares from CDN to the former CDI Holder and issue to the former CDI Holder a corresponding share certificate or a holding statement. This will cause Shares to be directly registered in the name of the holder on the Company's Share register and trading and settling on the ASX will no longer be possible. It is expected that this process will be completed by the next business day, provided that the Share Registry is in receipt of a duly

completed and valid CDI cancellation request form. However, no guarantee can be given about the time for this conversion to take place.

A holder of Shares, including those held through a physical share certificate, will not be able to trade and settle those Shares on the ASX.

1.11 Converting from a direct holding of Shares to a CDI holding

If holders of Shares wish to convert their holdings to CDIs, they can do so by contacting the Share Registry in Canada. The Share Registry will not charge a fee to a Shareholder seeking to convert Shares to CDIs.

In this instance, underlying Shares will be transferred to CDN and a holding statement for the CDIs will be issued to the relevant security holder. No trading in CDIs on the ASX can take place until this conversion process is complete.

1.12 Communication with CDI Holders

CDI Holders will receive all notices and company announcements (such as annual reports) that Shareholders are entitled to receive from the Company. These rights exist only under the ASX Settlement Rules rather than under Canadian law.

1.13 Takeovers

If a takeover bid or similar transaction is made in relation to the Shares of which CDN is the registered holder then, under the ASX Settlement Rules, CDN must not accept the offer made under the takeover bid except to the extent that acceptance is authorised by the relevant CDI Holder. CDN must ensure that the offeror processes the takeover acceptance of a CDI Holder if such CDI Holder instructs CDN to do so. These rights exist only under the ASX Settlement Rules rather than under Canadian law.

1.14 Rights on liquidation or winding up

In the event of the Company's liquidation, dissolution or winding up, a CDI Holder will be entitled to the same economic benefit on their CDIs as Shareholders. These rights exist only under the ASX Settlement Rules rather than under Canadian law.

1.15 Fees

A CDI Holder will not incur any additional ASX or ASX Settlement fees or charges as a result of holding CDIs rather than Shares.

1.16 Further information

For further information in relation to CDIs and the matters referred to above, please refer to the ASX website https://www.asx.com.au/ or contact your stockbroker or the Share Registry.

Annexure B – Comparison of Laws

As the Company is not incorporated in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act or by ASIC but instead are regulated by the BCBCA and other applicable Canadian laws.

The following is a general description of the principal differences between the laws and regulations concerning shares in a company incorporated in Canada as opposed to Australia. It is provided a general guide only and does not purport to be a comprehensive analysis of all the consequences resulting from acquiring, holding, or disposing of such shares or interests in such shares. The laws, regulations, policies and procedures described are subject to change from time to time. The outline is not legal advice, and may not be used or relied on for that purpose. If you are in any doubt as to your own legal position, you should seek independent professional advice.

Topic	Canadian Law	Australian Law
Transactions requiring Shareholder approval	Under the BCBCA and the Articles, in general, ordinary resolutions or directors' resolutions are required for matters that do not significantly affect a company or its value. Special resolutions are required to approve matters with significant consequences to a company or its primary stakeholders, primarily the shareholders. Such resolutions require the approval of no less than two thirds of the votes cast by shareholders. Unless the BCBCA and the Articles require a special resolution, ordinary resolutions are passed by a simple majority of votes cast on the resolution. Certain matters required by the BCBCA to be approved by special resolution include, among others: • an amendment to the company's Articles, unless otherwise specified in the Articles or BCBCA, • an amalgamation with an unaffiliated company; • a continuance under the laws of another jurisdiction; and • the sale, lease or other disposition of all or substantially all of the property of the company other than in the ordinary course of business.	Under the Corporations Act, the matters requiring shareholder approval, include (among other matters): • removal of directors; • appointment and removal of an auditor; • certain transactions with a related party e.g. directors; • amending or changing the constitution of a company; • adopting a new company name; • putting the company into liquidation; • changes to the rights attached to shares; and • shareholder approval is also required for certain transactions affecting share capital (e.g. certain share buybacks and share capital reductions). The above shareholder approval matters are in addition to the matters requiring shareholder approval under the Listing Rules which apply to all entities listed on the Official List of ASX.
Shareholders' right to request or requisition a general meeting (and whether CDI Holders have similar rights)	Under the BCBCA, the holders of 5% or more of the issued shares carrying the right to vote at a meeting may, at any time, requisition the directors to call a meeting of shareholders for the purposes stated in the requisition. If the directors do not call a meeting within 21 days after receiving the requisition, any one or more shareholders holding more than 2.5% of the issued shares in the aggregate	The Corporations Act requires the directors to call a general meeting on the request of shareholders with at least 5% of the vote that may be cast at the general meeting. Shareholders with at least 5% of the votes that may be cast at the general meeting may also call and arrange to hold a general meeting at their own expense.

Topic	Canadian Law	Australian Law
	who signed the requisition may call the meeting. The BCBCA does not contemplate holders of CHESS Depositary Interests.	
Shareholders' right to attend and vote at meetings (and whether CDI Holders have similar rights)	The Articles provide that each share of a company entitles the holder to one vote at a meeting of shareholders. Every shareholder entitled to vote at a meeting may also appoint a proxyholder (along with one or more alternate proxyholders) who need not be a shareholder, to attend and act at the meeting in the manner conferred by the proxy.	Under Australian laws, subject to the rights and entitlements of the particular class of shares in question, shareholders are generally entitled to attend and vote at general meetings of the company which issued those shares.
Shareholders' right to propose resolutions for consideration at meetings (and whether CDI Holders have similar rights)	The BCBCA entitles a registered shareholder or beneficial holder of shares eligible to be voted at a shareholder meeting to submit, to a company, notice of any matter that the person proposes to raise at the meeting (a **Shareholder Proposal**) and also to present the Shareholder Proposal at the meeting. If the company receives notice of a Shareholder Proposal and is soliciting proxies, it is required to set out the Shareholder Proposal in its management proxy circular (and at the request of the person submitting the Shareholder Proposal, must include in the circular, the person's statement in support of the Shareholder Proposal and the person's name and address). A Shareholder Proposal is required to be signed by holder(s) of at least 1% of the outstanding shares entitled to vote at the meeting or shares that have a fair market value of at least C$2,000, and that has been a shareholder for a period of at least two years. The BCBCA provides certain exemptions from the requirements to include a Shareholder Proposal in the company's proxy circular, including where the Shareholder Proposal is not submitted to the company in accordance with the applicable timelines.	Under the Corporations Act, the following members may give a company notice of a resolution that they propose to move at a general meeting: • members with at least 5% of the votes that may be cast on the resolution; or • at least 100 members who are entitled to vote at a general meeting. If a company has been given notice of such a resolution, the resolution is to be considered at the next general meeting that occurs more than two months after the notice is given. The company must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
Shareholders' right to appoint proxies and vote at meetings on their behalf (and whether CDI Holders have similar rights)	Under the Articles, every shareholder entitled to vote at a meeting may also appoint a proxyholder who need not be shareholders, to attend and act at the meeting in the manner conferred by the proxy. A proxyholder or an alternate proxyholder has the same rights as	Under the Corporations Act, a shareholder of a public company who is entitled to attend and cast a vote at a general meeting of the company may appoint a person as the shareholder's proxy to attend and vote for the shareholder at the meeting.

Topic	Canadian Law	Australian Law
	the shareholder who appointed him or her to speak at a meeting of shareholders in respect of any matter and to vote at such meeting. Under the Articles, on a show of hands each holder of a share present in person or by proxy and entitled to vote has one vote. If a poll is called, each holder of a share present in person or by proxy will have one vote for each share held.	If the shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies.
Change in rights attaching to shares and CHESS Depositary Interests, and how such changes are regulated	In accordance with the BCBCA and the Articles, amendments to the special rights and restrictions attached to any issued shares require the approval by special resolution of the holders of the class or series of shares affected.	The Corporations Act allows a company to set out in its constitution the procedure for varying or cancelling rights attached to shares in a class of shares. If a company does not have a constitution, or has a constitution that does not set out a procedure, such rights may only be varied or cancelled by: • a special resolution passed at a meeting for a company with a share capital of the class of members holding shares in the class; or • a written consent of members with at least 75% of the votes in the class. The terms and conditions of CHESS Depositary Interests are governed by ASX's rules.
Shareholder protections against oppressive conduct (and whether CDI Holders have similar rights)	Under the BCBCA, on the application of a "complainant" (as that term is defined in section 232 of the BCBCA), the court may grant leave to bring an action in the name and on behalf of a corporation for the purpose of enforcing, or obtaining damages for breach of, a right, duty or obligation of the company or defending a legal proceeding brought against the company. The BCBCA and other provincial corporate law statutes have supplemented the Canadian common law on the availability of actions. Certain substantive and procedural requirements must be met, including the court being satisfied that: the complainant made reasonable efforts to cause the directors of the company to prosecute or defend the legal proceeding, notice of the application for leave has been given to the company, the complainant is acting in good faith, and it appears to be in the best interests of the company for the	Under the Corporations Act, any shareholder can bring an action before the courts in cases of conduct which is either contrary to the interests of shareholders as a whole, or oppressive to, unfairly prejudicial to, or unfairly discriminatory against, any one or more shareholders in their capacity as a shareholder, or themselves in a capacity other than as a shareholder. Former shareholders can also bring an action if it relates to the circumstances in which they ceased to be a shareholder.

Topic	Canadian Law	Australian Law
	legal proceeding to be prosecuted or defended. To bring a derivative action, it is first necessary to obtain the leave of the court. The granting of leave is not automatic, and entails judicial discretion. Where a complainant can establish to the court's satisfaction that an interim order for relief should be made, the court may make such order as it thinks fit. In addition, a shareholder may apply to the Court for an "oppression" remedy. Where the court is satisfied that in respect of a company: • the affairs of the company are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, or • that some act of the company has been done or is threatened, or that some resolution of the shareholders has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, the court may make an order to rectify the matter complained of. The court has the power to make any interim or final order it thinks fit to remedy the oppressive behaviour, including prohibiting or directing any act, appointing or removing directors or directing that the company be liquidated and dissolved.	
Shareholders' rights to bring or intervene in legal proceedings on behalf of the Company (and whether CDI Holders have similar rights)	See above.	Under the Corporations Act, (among other parties) a shareholder, former shareholder or person entitled to be registered as a shareholder may apply to the court for leave to bring proceedings on behalf of the company, or to intervene in proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for those proceedings, or for a particular step in those proceedings. Such leave will be granted if the court is satisfied that: • it is probable that the company will not itself bring the proceedings or properly take responsibility for them, or for the steps in them; • the applicant is acting in good faith; • it is in the best interests of the company that the applicant be granted leave;

Topic	Canadian Law	Australian Law
		• if the applicant is applying for leave to bring proceedings – there is a serious question to be tried; and • either: ○ at least 14 days before making the application, the applicant gave written notice to the company of the intention to apply for leave and of the reasons for applying; or ○ it is otherwise appropriate for the court to grant leave.
Shareholders' rights to dissent (and whether CDI Holders have similar rights)	The BCBCA provides shareholders with dissent rights in connection with certain corporate matters, generally including those matters which have a significant material impact on the business. Such matters include amalgamations, the sale, lease or other disposition of all or substantially all of the property of the company, and the continuance into another jurisdiction. Dissent rights entitle dissenting shareholders to receive payment of fair value for their shares from the company, provided they comply with the procedural requirements set out under the BCBCA.	No such rule exists under Australian law.
"Two Strikes" rule in relation to remuneration reports	There is no "Two Strikes" rule or anything equivalent under the BCBCA. Under the BCBCA, the Board determines the remuneration of the directors (in addition to the officers and employees of the company). Additional remuneration may be paid above that amount to directors providing professional or other services to the Company outside of the ordinary duties of directors. Under applicable Canadian securities law, a report on executive compensation must be filed annually within six months of the company's year-end, and is typically included in the Management Information Circular for the annual meeting of Shareholders.	Under the Corporations Act, a non-binding, advisory resolution must be put to shareholders at each annual general meeting (**AGM**) of a listed company incorporated in Australia (which does not include the Company), seeking shareholder approval for the remuneration report including in the company's annual report. If more than 25% of votes on that resolution are cast against the remuneration report at two consecutive AGMs (i.e. two strikes), an ordinary (simply majority) resolution must be put to shareholders at the second AGM proposing that a further meeting be held within 90 days at which all of the directors who were directors when the board resolved to approve the second remuneration report must (except for the managing director) resign and stand for re-election.
Disclosure of material information	Under Canadian securities laws, listed companies are required to disclose all "material information" which encompasses both material facts and material changes. Material information is any information relating to the business and affairs of a company that results in or would reasonably be	Australian law imposes obligations on certain "disclosing entities" to continuously announce certain material information. Following Admission, the Company will be required to continuously disclose to the ASX market any information it has

Topic	Canadian Law	Australian Law
	expected to result in a significant change in the market price or value of any of the company's listed securities. If a material change occurs, a company must immediately issue and file a news release authorised by an executive officer disclosing the nature and substance of the change, and must within 10 days of the change, file a material change report with respect to the material change.	which a reasonable person would expect to have a material effect on the price or the value of the CDIs (unless a relevant exception to disclosure applies). Price sensitive information will be publicly released through ASX before it is otherwise disclosed to Shareholders, CDI Holders and market participants.
Disclosure of substantial holdings of securities	Under Canadian securities laws, companies are required to disclose in their management information circulars any person or company that beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the company. The company must name each 10% holder (whether a natural person or company) and state the approximate number of securities beneficially owned, or controlled or directed, directly or indirectly, and the percentage of the class of outstanding voting securities such amount makes up.	Under Part 6C.1 of the Corporations Act, a shareholder who: • begins or ceases to have a substantial holding in a company listed on ASX; • has a substantial holding in a company listed on ASX and there is a movement by at least 1% in that substantial holding; or • makes a takeover bid for a company listed on ASX, must give a notice to the company and ASX. A person has a substantial holding if the total votes attached to voting shares in the company in which they or their associates have relevant interests is 5% or more of the total number of votes attached to voting shares in the company, or the person has made a takeover bid for voting shares in the company and the bid period has started and not yet ended. The Company is not subject to Part 6C.1 of the Corporations Act. The ASX usually requires a foreign entity admitted to the Official List of the ASX to undertake to give information to the ASX (for release to the market) about the ownership of its securities. The usual undertakings are for the foreign entity (such as the Company) to tell the ASX market: • immediately when the foreign entity becomes aware of any person becoming a substantial holder within the meaning of section 671B of the Corporations Act, and to disclose any details of the substantial holding of which the foreign entity is aware; and • of subsequent changes in the substantial holdings of which the foreign entity becomes aware. Under Part 6C.2 of the Corporations Act, there are certain powers to demand that shareholders of a company listed on

Topic	Canadian Law	Australian Law
		ASX provide certain information in relation to relevant interests in securities of that company and third parties who exercise powers over those securities. Among other parties, the company itself (through its board) can issue such a demand (known as a beneficial interest tracing notice). In the case of the Company, it is only the Board which would be empowered to exercise the power to issue such beneficial interest tracing notices.
Requirements for information to be sent to security holders	Under the BCBCA, for the purpose of determining shareholders: • entitled to receive a payment of a dividend; • entitled to participate in a liquidation distribution; or • entitled to receive notice of or to vote at a meeting, the directors may fix a date as a record date for determination of such shareholders as long as the record date does not precede the action to be taken by more than two months or four months in the case of a record date for notice of or to vote at a general meeting. The Company must provide at least 21 days' notice of the date, time and location of all shareholder meetings to registered shareholders of the Company entitled to vote at the meeting, to each director and to the auditors. As a "reporting issuer" under Canadian securities law, the Company must also give notice to beneficial shareholders who elect to receive such shareholder material. Management proxy circulars, in a required form must be provided in connection with any solicitation of proxies by management. The notice of a general meeting at which special business is to be transacted must state the general nature of that business and if the special business includes considering or approving any document then the notice of meeting must include a copy of the document or the document must otherwise be made available for inspection by shareholders. Any business other than matters relating to: • the election of Directors; • the appointment of the auditor; and	Various information is required to be sent to shareholders pursuant to the Corporations Act (predominantly in relation to companies incorporated in Australia), such as (generally) financial reports and notices of general meeting.

Topic	Canadian Law	Australian Law
	• consideration of the financial statements and the auditor's report, is deemed to be special business. National Instrument 54-101 of the Canadian Securities Administrators (**CSA**) Communication with Beneficial Owners of Securities of a Reporting Issuer, requires a reporting issuer that is required to give notice of a meeting to fix a date for the meeting and a record date for notice of the meeting which shall be no fewer than 30 days and no more than 60 days before the meeting date and, if required or permitted by corporate law, fix a record date for voting at the meeting. The reporting issuer is required, subject to certain exemptions, to notify certain intermediaries at least 25 days prior to the record date. The Articles provide that a quorum for a meeting of shareholders is present if one shareholder is present in person or proxy holding or representing not less than one Share.	
Related Party Transactions	The BCBCA obligates directors and senior officers to disclose to the Company any time they have a conflict of interest, which includes, subject to certain exceptions, all times: • the director or senior officer has a material interest in a contract or transaction that is material to the company; or • the director or senior officer is a director or senior officer of, or has a material interest in, a person who has a material interest in a contract or transaction that is material to the company. Under the BCBCA, a director who discloses a conflict of interest must refrain from voting on any resolution to approve the contract or transaction giving rise to such conflict of interest. In addition, conflict of interest transactions involving the Company are subject to the regulatory regime imposed by Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (**MI 61-101**). MI 61-101 applies to a broad range of transactions between the issuer and a related party of the issuer, which includes directors, officers, significant shareholders and other related parties. Subject to	The Corporations Act and the common law in Australia impose various obligations on public companies, and the directors of those public companies, in relation to transactions in which directors or other related parties of such companies have a personal interest. Certain transactions also require approval of the shareholders of such companies. These provisions of the Australian law do not apply to the Company. However, the Company will, whilst an ASX-listed company, need to comply with the Listing Rules (except to the extent waived by the ASX), which includes requiring shareholder approval for certain transactions such as issues of the Company's securities to directors (subject to exceptions set out in the Listing Rules).

Topic	Canadian Law	Australian Law
	various exceptions (including where the value of the transaction does not exceed 25% of the issuer's market capitalisation), in the case of a related party transaction subject to MI 61-101, the issuer is required to obtain: • a formal valuation by an independent valuator of the non-cash transaction consideration; and • approval of the transaction by a simple majority of minority shareholders. Related party transactions also are subject to enhanced disclosure requirements, including a description of the valuator and the relationship with the Company, a detailed summary of the background to the transaction as well as prior valuations and offers within the previous two years. Oversight of a related party transaction by a special committee of independent directors, while not strictly required, is recommended.	
Takeovers bids under securities laws	Under the BCBCA, an "acquisition offer" occurs when there is an offer made by an acquiring person to acquire shares, or any class of shares, of a company. If the offer is accepted by shareholders who, in the aggregate, hold at least 90% of the shares subject to the offer, other than shares already held at the date of the offer by the acquiring person, then the acquiring person is entitled, upon compliance with the procedural requirements under the BCBCA, to acquire the securities held by dissenting offerees. Under other applicable Canadian securities laws (National Instrument 62-104), a take-over bid occurs when there is an offer to acquire voting or equity securities made to any person in any province or territory where the securities subject to the offer, together with the securities owned or controlled by the offeror, constitute 20% or more of the outstanding securities of that class at the date of the offer to acquire. However, it does not include an offer to acquire if the offer to acquire is a step in an amalgamation, merger, reorganisation or arrangement that requires approval in a vote of security holders. Unless an exemption is available, a takeover bid must be made to all	Under the Corporations Act (in addition to certain other restrictions), any acquisition by a person of a "relevant interest" in a "voting share" of certain types of company such as Australian-incorporated ASX-listed companies (but excluding the Company) is restricted where, because of a transaction, that person or someone else's percentage "voting power" in the company increases above 20% (or, where the person's voting power was already above 20% and below 90%, increases in any way at all). There is an exception from these restrictions where the shares are acquired under takeover offers made under the Corporations Act to all shareholders (which must be on the same terms for all the company shareholders (subject to minor exceptions) and which must comply with the timetable, disclosure and other requirements of the Corporations Act). There are also other exceptions from the 20% limit for acquisitions made through permitted gateways such as a scheme of arrangement approved by shareholders and the court pursuant to Part 5.1 of the Corporations Act, acquisitions with shareholder approval or "creeping" by acquiring up to 3% every six months (if throughout the six months before the acquisition the

Topic	Canadian Law	Australian Law
	holders of each class of voting or equity securities being purchased who are in the local jurisdiction (all provinces and territories of Canada), at the same price per security. This means that all holders of the same class of securities must be offered identical consideration. These provisions require, among other things, the production, filing and mailing of a takeover bid circular to shareholders of the target company. Takeover bids must treat all security holders alike and must not involve any collateral agreements, with certain exceptions available for employment compensation arrangements. An offeror must allow securities to be deposited under a take-over bid for an initial deposit period of at least 105 days from the date of the bid, unless the target company elects for a shorter period and, among other things, issues a news release providing for a shorter period at the time or after the bid is made. Such a shorter period must be no less than 35 days. For the protection of target security holders, the takeover bid rules contain various additional requirements, such as restrictions applicable to conditional offers and with withdrawal, amendments or suspension of offers. Securities regulators also retain a general "public interest jurisdiction" to regulate takeovers and may intervene to halt or prevent activity that is abusive. Following a bid, second step transactions where the acquirer brings its percentage ownership to 100% are governed by the BCBCA per the provisions summarised above; as indicated, no shareholder approval of the acquisition would be required if the acquirer obtains 90% of the outstanding securities owned by minority security holders during the bid. Otherwise, a second step transaction would need to be structured in another manner, such as an amalgamation, that would require shareholder approval. Dissent rights are available for objecting shareholders who fulfil certain statutorily prescribed procedural requirements. Canadian securities laws allow certain exemptions to the formal bid requirements, on specified conditions.	person has had voting power in the company of at least 19%). The main purpose of these provisions is to attempt to ensure that the shareholders in the target company have a reasonable and equal opportunity to share in any premium for control and that they are given reasonable time and enough information to assess the merits of the proposal. These Australian takeover laws do not apply to acquisitions of securities in the Company. Consequently, the Canadian takeover laws summarised to the left are the relevant laws which apply to takeovers of the Company. Separately, Division 5A of Part 7.9 of the Corporations Act regulates the making of unsolicited offers to purchase financial products (such as, in the case of the Company, Shares or CDIs). The provision requires that unsolicited offers set out certain prescribed information. The purpose of Division 5A Part 7.9 is to provide a disclosure regime to ensure adequate investor protections in situations where an investor may not know the value of their financial products. That Division is primarily (but not solely) aimed at stopping 'low ball offers' being made to unsophisticated investors. However, in the case of the Company, a person does not have to comply with Division 5A of Part 7.9 of the Act to make an unsolicited offer to acquire securities in the Company (such as Shares or CDIs), where the unsolicited offer is made under a Canadian takeover bid or Canadian plan of arrangement which the person reasonably believes is made in accordance with the relevant regulatory requirements in Canada (as summarised to the left).

Topic	Canadian Law	Australian Law
	For example, private agreements to purchase securities from not more than five persons are permitted if the purchase price does not exceed 115% of the market price, and the bid is not made generally to security holders of the class that is the subject of the bid. Under the normal course purchase exception, the offeror (together with any joint offerors) may acquire up to 5% of a class of securities within a 12-month period if there is a published market for the relevant class, the consideration paid does not exceed the market price at the date of acquisition and no acquisitions are made outside of the exemption over the 12-month period. A de minimis exemption also exists in circumstances where the number of beneficial owners of securities of the class subject to the bid in the local jurisdiction is fewer than 50, those shareholders collectively represent less than 2% of a class of securities, the security holders in the local jurisdiction are entitled to participate in the bid on terms at least as favourable as the terms that apply to the general body of security holders of the same class, and additional procedural steps are taken with respect to the distribution of the material relating to the bid. The Canadian securities regulatory authorities, being the CSA, have recognised that takeover bids play an important role in the economy by acting as a discipline on corporate management and as a means of reallocating economic resources to their best uses. In considering the merits of a takeover bid, there is a possibility that the interest of management of the target company will differ from those of its shareholders. According to the CSA, the primary objective of takeover bid legislation is the protection of the bona fide interest of the shareholders of the target company. Therefore, the CSA will examine target company defensive tactics (which could including attempting to persuade shareholders to reject the offer, taking action to maximise the return to shareholders including soliciting a higher offer, or taking other defensive measures) in specific cases to determine whether they are abusive of shareholder rights or	

Topic	Canadian Law	Australian Law
	frustrate an open take-over bid process. The CSA has set out certain defensive tactics that may come under scrutiny if undertaken during the course of a bid, or immediately before a bid (if the board of directors has reason to believe that a bid might be imminent), which include: • the issuance of or granting of an option on or the purchase of securities representing a significant percentage of the outstanding securities of the target company; • the sale or acquisition or granting of an option, on or agreeing to sell or acquire assets of a material amount; and • the entering into of a contract or taking corporate action other than in the normal course of business. Given the foregoing, tactics that are likely to deny or limit the ability of the shareholders to respond to a takeover bid or a competing bid may result in action by the CSA.	
Plans of Arrangement and Schemes of Arrangement	The BCBCA permits a company to propose an arrangement with shareholders, creditors or other persons that may include various transactions such as an alteration of the articles of the company or the rights or restrictions attached to shares of the company, an amalgamation of the company with one or more corporations, a division of the business of the company or a transfer of the assets or liabilities of the company, an exchange of securities of the company, a dissolution or liquidation of the company or a compromise with the company's creditors. A corporation proposing an arrangement is generally required to obtain approval of shareholders by way of special resolution and to including with any notice of meeting to approve the arrangement a statement explaining the effect of the arrangement in sufficient detail to permit shareholders to form a reasoned judgment concerning the matter and stating any material interest of each director and officer in the arrangement. The corporation may then apply to the court for an order approving the arrangement. The court may make	The Corporations Act permits certain entities such as ASX-listed public companies (but not the Company) to carry out certain compromises or schemes of arrangements with the creditors or members of that entity (or a particular class of creditors or members). Broadly, schemes of arrangement are regulated under Pt 5.1 of the Corporations Act and are binding, court-approved agreements that allow the reorganisation of the rights and liabilities of members or creditors of a company. A scheme of arrangement can be used to effect a wide range of corporate restructures. For example, it can be used to achieve a takeover of all shares on issue in a company, conditional on shareholders' approval and court orders. Once the relevant approvals are obtained (and provided any further conditions of the scheme have been fulfilled or waived), the scheme of arrangement will bind the relevant shareholders of the company, whether or not they approved or voted in favour of the arrangement.

Topic	Canadian Law	Australian Law
	such order as it considers appropriate with respect to the arrangement.	
Financial statements and other accounting requirements	Under applicable Canadian securities laws (National Instrument 51-102), companies are required to file audited annual financial statements within 90 days of each financial year end, and quarterly financial statements within 45 days of the end of each quarter. Companies are also required to file MD&A's accompanying each annual and interim financial statement required to be filed. The annual financial statements and the report of the auditor thereon must be put to the shareholders for their review at each annual meeting of the shareholders. Disclosure Controls & Procedures (**DC&P**) and Internal Controls over Financial Reporting (**ICFR**) must also be established by the company and evaluated on an annual basis. The Company's Chief Executive Officer and Chief Financial Officer are required to individually certify annual and interim filings and their responsibility for the design and evaluation of DC&P and ICFR.	The Corporations Act requires the preparation of annual and half-year financial statements and related reports by certain types of companies (including ASX-listed companies incorporated in Australia). In addition, the Corporations Act requires written financial records to be kept which correctly record and explain a company's transactions and financial position and performance and would enable true and fair financial statements to be prepared and audited. Following Admission, notwithstanding it is incorporated outside of Australia, the Company will be subject to regular periodic financial reporting obligations pursuant to the Listing Rules. Specifically, the Company will be required to announce to the ASX annual and half-yearly financial reports and also announce quarterly activities and cash flow reports (subject to ASX's discretion to vary the application of its rules).
Auditor requirements	The BCBCA requires the shareholders of a corporation, by ordinary resolution, to appoint auditors of the company on an annual basis. If an auditor is not appointed when required, the auditor in office continues as auditor until a successor is appointed.	The Corporations Act requires an auditor to be appointed for public companies (and certain other entities).

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RESOURO STRATEGIC METALS INC.

Independent Limited Assurance Report

29 April 2024

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Australia

29 April 2024

The Directors
Resouro Strategic Metals Inc.
9th Floor, 1021 West Hastings Street
Vancouver, British Columbia
Canada, V6E 2E9

Dear Directors

INDEPENDENT LIMITED ASSURANCE REPORT

1. Introduction

BDO Corporate Finance (WA) Pty Ltd (**'BDO'**) has been engaged by Resouro Strategic Metals Inc. (**'Resouro'** or **'the Company'**) to prepare this Independent Limited Assurance Report (**'Report'**) in relation to certain financial information of Resouro, for the Initial Public Offering (**'IPO'**) of CHESS Depositary Interests (**'CDIs'**) over fully paid ordinary shares (**'Shares'**) in Resouro, for inclusion in the Prospectus. Each CDI represents one underlying Share in the Company and the term "Shares" and "CDIs" may be used interchangeably in our Report. Resouro is listed on the TSX-V and the Frankfurt Stock Exchange and is intending to undertake a listing of the Company's CDIs on the Australian Securities Exchange (**'ASX'**).

Broadly, the Prospectus will offer up to 16,000,000 CDIs at an issue price of A$0.50 each to raise A$8,000,000 before costs (**'the Offer'**).

Resouro is incorporated under the laws of British Columbia, Canada. The Company changed its financial year from 31 December to 31 March effective from 15 May 2022 upon the completion of a reverse takeover (**'RTO'**). The RTO involved the Company, which was then called, e-Shippers Management Ltd, acquiring all of the issued capital in ISON Mining Pte Ltd (**'ISON'**) a company incorporated in Singapore. The nature of the RTO was such that ISON is treated as the acquirer for accounting purposes. Consequently, the transaction is accounted for as a continuation of the financial statements of ISON, which as outlined in the Prospectus is a wholly-owned subsidiary of Resouro Strategic Metals Inc.

Expressions defined in the Prospectus have the same meaning in this Report. BDO holds an Australian Financial Services Licence (AFS Licence Number 316158), and our Financial Services Guide (**'FSG'**) has been included in this report in the event you are a retail investor. Our FSG

provides you with information on how to contact us, our services, remuneration, associations, and relationships.

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

In presenting the financial and non-financial information, unless specified otherwise, amounts are expressed in Canadian Dollars (**'C$'** or **'CAD'**) in line with the presentation currency of the Company.

2. Scope

You have requested BDO to perform a limited assurance engagement in relation to the historical and pro forma historical financial information described below and disclosed in the Prospectus.

The historical and pro forma historical financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by International Financial Reporting Standards (**'IFRS'**) and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001 (Cth).

You have requested BDO to review the following historical financial information (together, the **'Historical Financial Information'**) of Resouro included in the Prospectus:

- the audited historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for the year ended 31 March 2023 and the 15 months ended 31 March 2022;
- the reviewed historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for the half years ended 30 September 2023 and 30 September 2022; and
- the reviewed historical Statement of Financial Position as at 30 September 2023.

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in IFRS and the Company's adopted accounting policies.

The Historical Financial Information has been extracted from the:

- financial report of Resouro for the year ended 31 March 2023 which was audited by MNP LLP in accordance with the Canadian Generally Accepted Auditing Standards;
- financial reports of Resouro for the half years ended 30 September 2023 and 30 September 2022, which were reviewed by MNP LLP in accordance with the Canadian Generally Accepted Standards for Review Engagements; and
- financial report of ISON for the 15 months ended 31 March 2022, which was audited by Davidson and Company LLP in accordance with Canadian Generally Accepted Auditing Standards.

MNP LLP issued an unmodified audit opinion on the 31 March 2023 financial report, which included an emphasis of matter in relation to the change of the Company's presentation currency from US Dollars to Canadian Dollars effective 15 May 2022 and this change was retrospectively applied to the comparative financial information in the financial report. Without modifying their opinion, MNP

LLP also noted that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

MNP LLP issued an unmodified review opinion on the financial report for the half year ended 30 September 2023 which included an unmodified review opinion on the Company's financial performance and cash flows for the six months ended 30 September 2022.

In the audit opinion on the financial report for the 15 months ended 31 March 2022, Davidson and Company LLP noted that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern, however, the audit opinion in the financial report was not modified for this matter.

Pro Forma Historical Financial Information

You have requested BDO to review the following pro forma historical financial information (the **'Pro Forma Historical Financial Information'**) of Resouro included in the Prospectus:

- the pro forma historical Statement of Financial Position as at 30 September 2023.

The Pro Forma Historical Financial Information has been derived from the historical financial information of Resouro, after adjusting for the effects of the subsequent events described in Section 6 of this Report and the pro forma adjustments described in Section 7 of this Report.

The stated basis of preparation is the recognition and measurement principles contained in IFRS applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in Section 7 of this Report, as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position or financial performance.

The Pro Forma Historical Financial Information has been compiled by Resouro to illustrate the impact of the events or transactions described in Section 6 and Section 7 of the Report on Resouro's financial position as at 30 September 2023. As part of this process, information about Resouro's financial position has been extracted by Resouro from Resouro's financial statements for the half year ended 30 September 2023.

3. Directors' responsibility

The directors of Resouro are responsible for the preparation and presentation of the Historical Financial Information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Historical Financial Information and Pro Forma Historical Financial Information are free from material misstatement, whether due to fraud or error.

4. Our responsibility

Our responsibility is to express limited assurance conclusions on the Historical Financial Information and the Pro Forma Historical Financial Information. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with IFRS and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or limited assurance reports on any financial information used as a source of the financial information.

5. Conclusion

Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in the Appendices to this Report, and comprising:

- the audited historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for the year ended 31 March 2023 and the 15 months ended 31 March 2022;
- the reviewed historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for the half years ended 30 September 2023 and 30 September 2022; and
- the reviewed historical Statement of Financial Position as at 30 September 2023,

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

Pro Forma Historical Financial information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information as described in the Appendices to this Report, and comprising:

- the pro forma historical Statement of Financial Position of Resouro as at 30 September 2023,

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

6. Subsequent events

The pro-forma statement of financial position reflects the following events that have occurred subsequent to the period ended 30 September 2023:

- On 11 October 2023, the Company issued 2,250,000 common share purchase options to directors, officers, employees and consultants of the Company (**'Management Options'**). The Management Options are exercisable at an exercise price of C$0.50 with an expiry date of 11 October 2028.
- In or about August 2023, the Company entered into agreements to acquire a 33.3% interest in the Tiros Project and the right to earn the remaining interest upon achieving certain milestones (**'Tiros Project Agreements'**). Pursuant to the terms of the Tiros Project

Agreements, the Company intended to issue 4,000,000 share options (**'Consideration Options'**) to acquire 33.3% of the outstanding shares of Tiros Stratemet Pte Ltd (**'TSPS'**).

In October 2023, the Company and all parties agreed to amend the Tiros Project Agreements and accelerate the earn-in conditions (**'First Addendum'**). Under the terms of the First Addendum, Resouro proposed to acquire the remaining shares of TSPS to hold 100% of the issued shares for additional consideration of 1,642,000 Shares in the Company (**'Consideration Shares'**) and 750,000 performance rights (**'Consideration Rights'**).

Completion of the transaction was subject to TSX-V approval, therefore, in accordance with IFRS, the Tiros transaction is determined to have a completion date of 11 March 2024 and, as such, is recognised as a subsequent event within the Pro Forma Historical Financial Information. The acquisition of 100% of the issued shares in TSPS has been accounted for as an asset acquisition.

The Consideration Options and Consideration Rights have the following terms:

- Consideration Options: 4,000,000 options, exercisable at C$0.20 and expiring on 11 March 2029; and
- Consideration Rights: 750,000 performance rights, with nil exercise price that vest subject to the Company announcing the completion and release of JORC 2012 compliant definitive feasibility study for the Company's Tiros Project. The Consideration Rights have a performance period of five years from the date of issuance and an expiry date of 15 October 2028.

After the effects of the amendments under the First Addendum (and noting that a second addendum was entered into in January 2024 for other matters), Resouro would hold 100% of the issued shares of TSPS, which in turn holds 90% of the issued shares in its subsidiary which holds the Tiros Project, Tiros Minerais Estratagicos Ltda (**'TMEL'**). The remaining 10% interest in TMEL represents free carried interest held by the vendor, RBM Consultoria Mineral Eireli (**'RBM'**).

- In December 2023, the Company repaid the balance of a related party loan from the Company's CEO, Mr Christopher Eager, totaling C$259,420.
- On 26 March 2024, the Company issued 3,571,428 shares at an issue price of C$0.42 per share by way of a partially brokered private placement (**'Private Placement'**), to raise gross proceeds of C$1,500,000 (**'Financing Shares'**). Costs of the Private Placement amounted to C$63,000.

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no other material transaction or event outside of the ordinary business of Resouro not described above, has come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

7. Assumptions adopted in compiling the Pro-forma Statement of Financial Position

The pro forma historical Statement of Financial Position is shown in Appendix 2. This has been prepared based on the financial statements as at 30 September 2023, the subsequent events set out

in Section 6, and the following transactions and events relating to the issue of CDIs under this Prospectus (Australian Dollar amounts have been translated to Canadian Dollars based on the rate of 0.8863 as at 23 April 2024):

- The issue of 16,000,000 CDIs at an offer price of A$0.50 (C$0.44) each to raise A$8,000,000 (C$7,090,400) before costs pursuant to the Prospectus;
- Costs of the Offer are estimated to be A$938,600 (C$831,870), with the costs of the Offer not directly attributable to the capital raising expensed through accumulated losses, while the remainder is offset against contributed equity. The portion of costs expensed and capitalised is A$779,038 (C$690,452) and A$159,562 (C$141,418) respectively; and
- The issue of 1,843,643 options to the lead managers (**'Lead Manager Options'**) with an exercise price of A$0.75 (C$0.66), expiring three years from the issue date, being the date of issue of CDIs under this Prospectus.

8. Independence

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the proposed IPO other than in connection with the preparation of this Report and participation in due diligence procedures, for which professional fees will be received.

9. Disclosures

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

Without modifying our conclusions, we draw attention to Section 2 of this Report, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

BDO has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO has not authorised the issue of the Prospectus. Accordingly, BDO makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus.

Yours faithfully

BDO Corporate Finance (WA) Pty Ltd

Sherif Andrawes
Director

APPENDIX 1

RESOURO STRATEGIC METALS INC.

PRO FORMA HISTORICAL CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Statement of Financial Position	Notes	Reviewed as at 30-Sep-23 C$	Subsequent events C$	Pro-forma adjustments C$	Pro-forma after Offer C$
CURRENT ASSETS					
Cash and cash equivalents	4	3,107,133	1,177,580	6,258,530	10,543,243
Prepaid expenses		12,660	-	-	12,660
Accounts receivable		19,285	-	-	19,285
Due from related party	5	642,859	(642,859)	-	-
TOTAL CURRENT ASSETS		**3,781,937**	**534,721**	**6,258,530**	**10,575,188**
NON CURRENT ASSETS					
Property and equipment	6	15,571	103,023	-	118,594
Exploration and evaluation assets	7	1,102,387	3,830,929	-	4,933,316
TOTAL NON CURRENT ASSETS		**1,117,958**	**3,933,952**	**-**	**5,051,910**
TOTAL ASSETS		**4,899,895**	**4,468,673**	**6,258,530**	**15,627,098**
CURRENT LIABILITIES					
Accounts payable and accrued liabilities		380,695	-	-	380,695
Due to related party	8	259,420	(259,420)	-	-
TOTAL CURRENT LIABILITIES		**640,115**	**(259,420)**	**-**	**380,695**
TOTAL LIABILITIES		**640,115**	**(259,420)**	**-**	**380,695**
NET ASSETS		**4,259,780**	**4,728,093**	**6,258,530**	**15,246,403**
EQUITY					
Share capital	9	10,705,620	2,258,000	6,497,290	19,460,910
Warrants	10	464,274	-	-	464,274
Contributed surplus	11	384,029	2,845,250	451,693	3,680,972
Foreign currency translation reserve		32,087	-	-	32,087
Non controlling interest	12	-	383,093	-	383,093
Accumulated losses	13	(7,326,230)	(758,250)	(690,452)	(8,774,932)
TOTAL EQUITY		**4,259,780**	**4,728,093**	**6,258,530**	**15,246,403**

The cash and cash equivalents balance above does not account for working capital movements over the period from 30 September 2023 until completion, other than the subsequent events and pro forma adjustments detailed in Section 6 and Section 7 of our report.

The pro forma historical statement of financial position after the Offer is as per the statement of financial position before the Offer adjusted for any subsequent events and the transactions relating to the issue of CDIs pursuant to this Prospectus. The statement of financial position is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 4. Cash raised under the Offer of A$8.0 million has been translated to Canadian Dollars at a rate of $0.8863 as at 23 April 2024.

APPENDIX 2

RESOURO STRATEGIC METALS INC.

HISTORICAL CONSOLIDATED STATEMENT OF LOSS AND OTHER COMPREHENSIVE LOSS

Statement of loss and other comprehensive loss	Reviewed for the half-year ended 30-Sep-23 C$	Reviewed for the half-year ended 30-Sep-22 C$	Audited for the year ended 31-Mar-23 C$	Audited for the 15 months ended 31-Mar-22 C$
General and Administrative Expenses				
Management fees	183,506	130,474	164,923	195,738
Foreign exchange loss	60,533	98,021	55,508	7,712
Office and administrative expenses	40,294	13,161	141,597	4,231
Professional fees	515,482	140,186	403,822	144,436
Travel and related expenses	46,909	90,787	183,052	8,183
Depreciation	821	291	1,294	91
Share based compensation	384,029	-	-	-
Exploration and evaluation expenditures	8,388	454,981	1,684,872	385,414
	1,239,962	927,901	2,635,068	745,805
Other Items				
Interest income	(1,939)	-	(7,405)	-
Interest on loan payable	-	-	341	3,123
Listing expense	-	1,837,480	1,837,480	-
Penalty relief	(21,576)	-	-	-
Loss before income tax expense	**1,216,447**	**2,765,381**	**4,465,484**	**748,928**
Exchange difference on translating foreign operations	-	(32,087)	(32,656)	90,725
Net loss and other comprehensive loss	**1,216,447**	**2,733,294**	**4,432,828**	**839,653**

This consolidated statement of loss and other comprehensive loss shows the historical financial performance of Company and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 4. Past performance is not a guide to future performance.

APPENDIX 3

RESOURO STRATEGIC METALS INC.

CONSOLIDATED HISTORICAL STATEMENT OF CASH FLOWS

Statement of Cash Flows	Reviewed for the half-year ended 30-Sep-23 C$	Reviewed for the half-year ended 30-Sep-22 C$	Audited for the year ended 31-Mar-23 C$	Audited for the 15 months ended 31-Mar-22 C$
Cash flows from operating activities				
Loss for the period	(1,216,447)	(2,765,380)	(4,465,484)	(748,928)
Items not affecting cash:				
Listing expense	-	1,837,480	1,837,480	-
Impairment of exploration and evaluation assets	-		1,062,833	-
Depreciation	821	291	1,206	91
Foreign exchange	60,533	98,021	55,508	7,712
Accrued interest		-	-	3,123
Share based compensation	384,029	-	-	-
Net change in non-cash working capital balances:				
Accounts receivable	26,432	(11,974)	(14,621)	(26,707)
Prepaid expenses	(8,761)	(11,698)	(3,899)	-
Due from related party	(642,859)	-	-	-
Accounts payable and accrued liabilities	(537,233)	(483,268)	(268,989)	448,444
Net cash flows from operating activities	**(1,933,485)**	**(1,336,528)**	**(1,795,966)**	**(316,265)**
Cash flows from financing activities				
Related party financing	(1,679)	(69,149)	(46,315)	126,443
Loan payable	-	-	-	187,547
Private placement, net of share issue costs	5,037,696	2,368,277	2,368,277	951,972
Net cash flows (used in) financing activities	**5,036,017**	**2,299,128**	**2,321,962**	**1,265,962**
Cash flows used in investing activities				
Cash acquired from reverse takeover	-	106,780	106,780	-
Property and equipment	(2,158)	(13,720)	(14,257)	(1,274)
Exploration and evaluation costs	-	(599,164)	(621,230)	(952,011)
Net cash flows (used in)/from financing activities	**(2,158)**	**(506,104)**	**(528,707)**	**(953,285)**
Net increase/(decrease) in cash and cash equivalents	3,100,374	456,496	(2,711)	(3,588)
Cash and cash equivalents at the beginning of the period	6,759	9,466	9,470	13,058
Cash and cash equivalents at the end of the period	**3,107,133**	**465,962**	**6,759**	**9,470**

The historical statement of cash flows shows the historical cash flows of the Company and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 4. Past performance is not a guide to future performance.

APPENDIX 4

RESOURO STRATEGIC METALS INC.

NOTES TO AND FORMING PART OF THE HISTORICAL FINANCIAL INFORMATION

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the historical financial information included in this Report have been set out below.

a) Basis of preparation of historical financial information

The historical financial information has been prepared in accordance with the International Financial Reporting Standards ('**IFRS**') as issued by the International Accounting Standards Board ('**IASB**') and Interpretations of the International Financial Reporting Interpretations Committee ('**IFRIC**') effective for the reporting period.

The historical financial information has been prepared on a historical cost basis. In addition, the historical financial information has prepared using the accrual basis of accounting except for cash flow information. The accounting policies set out below have been applied consistently to all periods presented in historical financial information.

b) Functional Currency

The Company's functional and presentational currency is Canadian Dollars.

c) Going Concern

The historical financial information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The ability of the Company to continue as a going concern is dependent on the success of the fundraising under the Prospectus. The Directors believe that the Company will continue as a going concern. As a result the financial information has been prepared on a going concern basis. However should the fundraising under the Prospectus be unsuccessful, the entity may not be able to continue as a going concern. No adjustments have been made relating to the recoverability and classification of liabilities that might be necessary should the Company not continue as a going concern.

d) Reporting Basis and Conventions

The report is also prepared on an accrual basis and is based on historic costs and does not take into account changing money values or, except where specifically stated, current valuations of non-current assets.

The following is a summary of the material accounting policies adopted by the company in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

e) Principles of consolidation

The consolidated financial statements incorporate the assets, liabilities and results of entities controlled by Resouro at the end of the reporting period. A controlled entity is any entity over which Resouro has the power to govern the financial and operating policies so as to obtain benefits from the entity's activities. Control will generally exist when the parent owns, directly or indirectly

through subsidiaries, more than half of the voting power of an entity. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are also considered.

Where controlled entities have entered or left the Group during the year, the financial performance of those entities are included only for the period of the year that they were controlled.

In preparing the consolidated financial statements, all inter-group balances and transactions between entities in the consolidated group have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the parent entity.

Non-controlling interests, being the equity in a subsidiary not attributable, directly or indirectly, to a parent, are shown separately within the Equity section of the consolidated statement of financial position and statement of financial performance. The non-controlling interests in the net assets comprise their interests at the date of the original business combination and their share of changes in equity since that date.

Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses and results in the consolidation of its assets and liabilities.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The acquisition method requires that for each business combination one of the combining entities must be identified as the acquirer (i.e. parent entity). The business combination will be accounted for as at the acquisition date, which is the date that control over the acquiree is obtained by the parent entity. At this date, the parent shall recognise, in the consolidated accounts, and subject to certain limited exceptions, the fair value of the identifiable assets acquired and liabilities assumed. In addition, contingent liabilities of the acquiree will be recognised where a present obligation has been incurred and its fair value can be reliably measured.

The acquisition may result in the recognition of goodwill or a gain from a bargain purchase. The method adopted for the measurement of goodwill will impact on the measurement of any non-controlling interest to be recognised in the acquiree where less than 100% ownership interest is held in the acquiree.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements. Consideration may comprise the sum of the assets transferred by the acquirer, liabilities incurred by the acquirer to the former owners of the acquiree and the equity interests issued by the acquirer.

Fair value uplifts in the value of pre-existing equity holdings are taken to the statement of financial performance. Where changes in the value of such equity holdings had previously been recognised in other comprehensive income, such amounts are recycled to profit or loss.

Included in the measurement of consideration transferred is any asset or liability resulting from a contingent consideration arrangement. Any obligation incurred relating to contingent consideration is classified as either a financial liability or equity instrument, depending upon the nature of the arrangement. Rights to refunds of consideration previously paid are recognised as a receivable. Subsequent to initial recognition, contingent consideration classified as equity is not re-measured

and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or a liability is re-measured each reporting period to fair value through the statement of financial performance unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to the business combination are expensed to the statement of financial performance.

f) Income Tax

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognised in profit or loss, except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable regarding previous years. Deferred tax is provided for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The following temporary differences are not provided for: the initial recognition of assets or liabilities that effect neither accounting or taxable profit; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets and liabilities are offset when there is a legally enforceable right to the offset of current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

g) Cash and Cash Equivalents

Cash and cash equivalents includes cash at bank and in hand, deposits held at call with financial institutions, other short-term highly liquid deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

h) Revenue Recognition

Revenues are recognised at fair value of the consideration received net of the amount of VAT.

Interest

Revenue is recognised as interest accrues using the effective interest method. The effective interest method uses the effective interest rate which is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset.

i) Exploration and Evaluation Expenditure

Exploration and evaluation expenditure, including costs of acquiring the licences, are capitalised as exploration and evaluation assets on an area of interest basis. Costs incurred before the Company has obtained the legal rights to explore the area are recognised in the statement of financial performance.

Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

I. The expenditures are expected to be recouped through successful development and exploitation or from sale of the area of interest; or

II. Activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the areas of interest are continuing.

Exploration and evaluation assets are assessed for impairment if (i) sufficient date exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purpose of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

When an area of interest is abandoned or the directors decide that it is not commercial, and accumulated costs in respect of that area are written off in the financial period the decision is made.

j) Property, plant and equipment

Property, plant and equipment are carried at cost, less accumulated depreciation and accumulated impairment losses. The carrying amount of property plant and equipment (including initial and subsequent capital expenditure) are amortised to their estimated residual value over the estimated useful lives of the specific assets concerned. Amortisation is provided using the straight-line basis evenly over the estimated useful lives of the proper, plant and equipment. Property and equipment is comprised of office and computer equipment. Initial recognition of property, plant and equipment consists of the purchase price including costs directly attributable to acquiring the asset and estimated costs of dismantling and removing the item and restoring the site on which it is located.

k) Impairment of assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the income statement.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Non-Financial Assets

The carrying amounts of the non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, recoverable amount is estimated at each reporting date.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups. Impairment losses are recognised in the statement of financial performance. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised

l) Share Capital

Common shares are classified as equity.

Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit. Costs directly attributable to the issue of new shares or options associated with the acquisition of a business are included as part of the purchase consideration.

m) Financial Instruments

Financial Assets

The Company recognises financial assets when it becomes party to the contractual provisions of an instrument. On initial recognition, financial assets are recognised at fair value and are subsequently classified and measured at: amortised cost; fair value through other comprehensive income ('**FVTOCI**'); or fair value through profit or loss ('**FVTPL**'). The classification of financial assets depends on the purpose for which the financial assets were acquired and is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial assets are measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortised cost or FVTOCI are measured at FVTPL.

On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. The classification determines the method by which the financial assets are carried on the consolidated statement of financial position subsequent to inception and how changes in value are recorded. Financial assets are classified as current assets or non-current assets based on their maturity date. The Company's financial assets consist of cash, accounts receivable and related party loans classified at amortised cost.

Derecognition of financial assets

The Company derecognises a financial asset when its contractual rights to the cash flows from the financial asset expire.

Impairment of financial assets

An expected credit loss ('**ECL**') model applies to financial assets measured at amortised cost, contract assets and debt investments at FVTOCI, but not to investments in equity instruments. The ECL model requires a loss allowance to be recognised based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognised for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognised in profit or loss for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortised cost decreases, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised. The Company's financial assets measured at amortised cost are subject to the ECL model.

Financial liabilities

The Company recognises a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss. Financial liabilities are designated as either: fair value through profit or loss; or amortised cost using the effective interest rate. All financial liabilities are classified and subsequently measured at amortised cost except for financial liabilities at VTPL. The classification determines the method by which the financial liabilities are carried on the consolidated statement of financial position subsequent to inception and how changes in value are recorded. The Company's financial liabilities consist of accounts payable and accrued liabilities, loan payable and due to related party classified at amortised cost. Where an instrument contains both a liability and equity component, these components are recognised separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Derecognition of financial liabilities

The Company derecognises a financial liability only when its contractual obligations are discharged, cancelled or expire.

n) Provisions

A provision is recognised if, as a result of a past event, Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions, including asset retirement obligations, are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

o) Accounting estimates and judgements

In the process of applying the accounting policies, management has made certain judgements or estimations which have an effect on the amounts recognised in the financial information.

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Valuation of share based payment transactions

The determination of the fair value of stock options or warrants using the Black-Scholes option pricing model, requires the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate.

Determination of fair values on exploration and evaluation assets acquired in business combinations

On initial recognition, the assets and liabilities of the acquired business are included in the statement of financial position at their fair values. In measuring fair value of exploration projects, management considers generally accepted technical valuation methodologies and comparable transactions in determining the fair value. Due to the subjective nature of valuation with respect to exploration projects with limited exploration results, management have determined the price paid to be indicative of its fair value.

Recoverability of capitalised exploration and evaluation expenditure

The carrying amount of the Company's exploration and evaluation assets does not necessarily represent present or future values, and the Company's exploration and evaluation assets have been accounted for under the assumption that the carrying amount will be recoverable. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the mineral properties themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

Taxation

The Company is subject to income taxes in Canada. Significant judgement is required when determining the Company's provision for income taxes.

NOTE 2: RELATED PARTY DISCLOSURES

As at 30 September 2023, the related party receivable of C$642,859 is an amount owing by TSPS. We note that the balance of the loan was acquired as part of the Tiros acquisition and is eliminated upon consolidation as reflected in the Pro Forma Statement of Financial Position. See Note 5 and Note 7.

As at 30 September 2023, the related party liability of C$259,420 is a loan due to the CEO of the Company, Christopher Eager. The loan amount is unsecured, non-interest bearing and repayable on demand and convertible into common shares after one year. In December 2023, the loan was repaid in full and the remaining balance is nil.

All other Transactions with Related Parties and Directors Interests are disclosed in the Prospectus.

NOTE 3: COMMITMENTS AND CONTINGENCIES

At the date of the report no material commitments or contingent liabilities exist that we are aware of, other than those disclosed in the Prospectus.

NOTE 4. CASH AND CASH EQUIVALENTS	Reviewed as at 30-Sep-23 C$	Pro-forma after Offer C$
Cash and cash equivalents	3,107,133	10,543,243
Adjustments to arise at the pro-forma balance:		
Reviewed balance of Resouro as at 30-Sep-23		3,107,133
Subsequent events:		
Proceeds from Private Placement		1,500,000
Costs of the Private Placement		(63,000)
Repayment of related party loan		(259,420)
		1,177,580
Pro-forma adjustments:		
Proceeds from CDI's issued under this Prospectus		7,090,400
Capital raising costs		(831,870)
		6,258,530
Pro-forma Balance		**10,543,243**

NOTE 5. DUE FROM RELATED PARTY	Reviewed as at 30-Sep-23 C$	Pro-forma after Offer C$
Due from related party	642,859	-
Adjustments to arise at the pro-forma balance:		
Reviewed balance of Resouro as at 30-Sep-23		642,859
Subsequent events:		
Elimination of intercompany loan upon acquisition of TSPS		(642,859)
		(642,859)
Pro-forma Balance		-

NOTE 6. PROPERTY AND EQUIPMENT	Reviewed as at 30-Sep-23 C$	Pro-forma after Offer C$
Property and equipment	15,571	118,594
Adjustments to arise at the pro-forma balance:		
Reviewed balance of Resouro as at 30-Sep-23		15,571
Subsequent events:		
Property and equipment acquired from TSPS		103,023
		103,023
Pro-forma Balance		**118,594**

NOTE 7. EXPLORATION AND EVALUATION ASSETS	Reviewed as at 30-Sep-23 C$	Pro-forma after Offer C$
Exploration and evaluation assets	1,102,387	4,933,316
Adjustments to arise at the pro-forma balance:		
Reviewed balance of Resouro as at 30-Sep-23		1,102,387
Subsequent events:		
Exploration and evaluation assets acquired from TSPS		3,830,929
		3,830,929
Pro-forma Balance		**4,933,316**

The acquisition of mineral rights under the Tiros Project Agreements was deemed to be an asset acquisition under *IFRS 6: Exploration for and Evaluation of Mineral Resources*, on the basis that there was a lack of operations within TSPS to be classified as a business. Under the asset acquisition, the value of the assets acquired is allocated on a relative fair value approach. As the consideration for the assets was primarily made through the issue of Consideration Shares, Consideration Options and Consideration Rights, this required the provisions of *IFRS 2: Share-Based Payments* to be applied.

After applying the provisions set out in IFRS 2, the total fair value of the consideration was determined to be C$2,908,000 (outlined further below). We note the consideration paid was primarily for the 90% interest in the Tiros Project, however, also includes the value of property and equipment acquired of C$103,023 and a related party loan due to Resouro of C$642,859. Therefore, the value of the exploration and evaluation asset acquired has been derived by deducting the net fair value of property and equipment and related party loans acquired (based on book value) from the value of the consideration. As the consideration paid is for a 90% interest, the value of the exploration and evaluation asset has been grossed-up to reflect a 100% interest, with the remaining 10% non-controlling interest held by RBM recognised in the Company's equity.

See the below table for a reconciliation of the value of exploration and evaluation assets acquired:

Asset Acquisition	Fair value $
Acquisition consideration comprises:	
Consideration Shares	821,000
Consideration Options	1,712,000
Consideration Rights	375,000
	2,908,000
Net liabilities acquired	
Property and equipment	103,023
Related party loan	(642,859)
	(539,836)
Fair value attributable to 90% interest in exploration assets of acquired entity	**3,447,836**
Gross up to present 100% interest in exploration assets	**3,830,929**
Pro-forma adjustment to exploration assets	**3,830,929**

NOTE 8. DUE TO RELATED PARTY	Reviewed as at 30-Sep-23 C$	Pro-forma after Offer C$
Due to related party	259,420	-
Adjustments to arise at the pro-forma balance:		
Reviewed balance of Resouro as at 30-Sep-23		259,420
Subsequent events:		
Related party loan acquired from TSPS payable to Resouro		642,859
Elimination of intercompany loan upon acquisition of TSPS		(642,859)
Repayment of related party loan		(259,420)
		(259,420)
Pro-forma Balance		-

NOTE 9. SHARE CAPITAL	Reviewed as at 30-Sep-23 C$	Pro-forma after Offer C$
Share capital	10,705,620	19,460,910
	Number of shares	**$**
Adjustments to arise at the pro-forma balance:		
Reviewed balance of Resouro as at 30-Sep-23	70,968,764	10,705,620
Subsequent events:		
Consideration Shares issued for the acquisition of TSPS	1,642,000	821,000
Shares issued under the Private Placement	3,571,428	1,500,000
Capital raising costs	-	(63,000)
	5,213,428	2,258,000
Pro-forma adjustments:		
Proceeds from CDI's issued under this Prospectus	16,000,000	7,090,400
Lead Manager Options expense	-	(451,693)
Capital raising costs	-	(141,418)
	16,000,000	6,497,290
Pro-forma Balance	**92,182,192**	**19,460,910**

Under the First Addendum for the acquisition of 100% of the issued capital of TSPS, Resouro agreed to issue 1,642,000 Shares in the Company to RBM. The shares issued to RBM hold a nil issue price, therefore, their value is determined based on the last trading price of the Company's shares as at the date of completion of the acquisition, being 11 March 2024. Therefore, the Consideration Shares have been valued at C$0.50 per share based on the last trading price of Resouro Shares as at 11 March 2024.

On 25 March 2024 the Company closed and issued 3,571,428 Shares under a Private Placement in order to raise C$1,500,000 gross proceeds, with costs of the placement being C$63,000. Costs of the Private Placement have been capitalised in accordance with the applicable accounting standards.

Under the Public Offer in the Prospectus, the Company will issue 16,000,000 CDIs at an issue price of C$0.44 (A$0.50) to raise C$7,090,400 (A$8,000,000) before costs of the Offer. Capital raising costs that are directly attributable to the IPO have been capitalised in accordance with the applicable accounting standards.

NOTE 10: WARRANTS

As of the date of this Prospectus, the Company has the following Warrants in the reserve:

- 3,644,062 Class A Warrants (**'Class A Warrants'**) issued on 15 May 2022 alongside a non-brokered private placement for 1 Share per Warrant exercisable at C$0.50 for 24 months from the issue date, expiring on 10 May 2024. The Class A Warrants are subject to an acceleration clause, such that if at any time after the grant date of the Class A Warrant, the volume weighted average price (**'VWAP'**) of the Shares on the TSX-V is equal to or greater than C$0.70 for any 10 consecutive trading day period, the Company may elect to accelerate the expiry date of the Class A Warrants and, in such case, the Class A Warrants

will expire on the date that is 30 days following the date upon which the Company provides notice, via press release or written notice, that the expiry date has been accelerated.

- 600,616 Class B Warrants issued on 11 July 2023 to a broker as a finders' fee, for 1 Share per Warrant exercisable at C$0.20 for 36 months from the issue date, expiring on 11 July 2026.

NOTE 11. CONTRIBUTED SURPLUS	Reviewed as at 30-Sep-23 C$	Pro-forma after Offer C$
Contributed surplus	384,029	3,680,972
Adjustments to arise at the pro-forma balance:		
Reviewed balance of Resouro as at 30-Sep-23		384,029
Subsequent events:		
Issuance of Management Options		758,250
Consideration Rights issued for the acquisition of TSPS		375,000
Consideration Options issued for the acquisition of TSPS		1,712,000
		2,845,250
Pro-forma adjustments:		
Lead Manager Options issued under this Prospectus		451,693
		451,693
Pro-forma Balance		**3,680,972**

As outlined in Section 6 of our Report, the Company issued 2,250,000 Management Options on 11 October 2023. The Management Options are exercisable at a price of C$0.50 per share, expiring on 11 October 2028. The valuation of the Management Options debited to Contributed Surplus is outlined in the table below.

Under the Tiros Project Agreements, the Company agreed to issue 4,000,000 Consideration Options exercisable at C$0.20 per share, expiring on 11 March 2029 and 750,000 Consideration Rights which have nil exercise price, expiring on 15 October 2028, vesting upon the completion and release of a JORC compliant Definitive Feasibility Study ('**DFS**') for the Tiros Project. The valuation of the Consideration Options and Rights debited to Contributed Surplus is outlined in the table below.

Under the Prospectus, the Company will issue 1,843,643 Lead Manager Options exercisable at A$0.75 per share (C$0.66), expiring three years from the issue date. The value of the Lead Manager Options is debited to Share Capital in connection with the Offer.

The Management Options, Consideration Options, Consideration Rights and Lead Manager Options have non-market vesting conditions attached, therefore their fair value has been calculated using the Black Scholes options pricing model as at a current valuation date with the key inputs and fair value detailed below:

	Management Options	Consideration Options	Consideration Rights	Lead Manager Options
Number of Options/Rights	2,250,000	4,000,000	750,000	1,843,643
Underlying share price	$0.45	$0.50	$0.50	$0.44
Exercise price	$0.50	$0.20	Nil	$0.66

	Management Options	Consideration Options	Consideration Rights	Lead Manager Options
Expected volatility	100%	100%	100%	100%
Life of the Options/Rights (years)	5.01	5.00	5.01	3.00
Expected dividends	Nil	Nil	Nil	Nil
Risk free rate	4.15%	3.43%	4.20%	4.02%
Value per Options/Rights	$0.337	$0.428	$0.500	$0.245
Total Fair Value	**$758,250**	**$1,712,000**	**$375,000**	**$451,693**

NOTE 12. NON CONTROLLING INTEREST	Reviewed as at 30-Sep-23 C$	Pro-forma after Offer C$
Non controlling interest	-	383,093
Adjustments to arise at the pro-forma balance:		
Reviewed balance of Resouro as at 30-Sep-23		-
Subsequent events:		
Non controlling interest arising from consolidation of TSPS		383,093
		383,093
Pro-forma Balance		**383,093**

As part of the provisional accounting for the asset acquisition entries relating to the Tiros Project Agreements, a non-controlling interest is recognised to reflect RBM's 10% free carried interest in TMEL, which in turn holds the Tiros Project.

NOTE 13. ACCUMULATED LOSSES	Reviewed as at 30-Sep-23 C$	Pro-forma after Offer C$
Accumulated losses	(7,326,230)	(8,774,932)
Adjustments to arise at the pro-forma balance:		
Reviewed balance of Resouro as at 30-Sep-23		(7,326,230)
Subsequent events:		
Management Options share based payment expense		(758,250)
		(758,250)
Pro-forma adjustments:		
Capital raising costs expensed		(690,452)
		(690,452)
Pro-forma Balance		**(8,774,932)**

APPENDIX 5

FINANCIAL SERVICES GUIDE

29 April 2024

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 (**'we'** or **'us'** or **'ours'** as appropriate) has been engaged by Resouro Strategic Metals Inc. (**'the Company'**) to provide an Independent Limited Assurance Report (**'ILAR'** and **'our Report'**) for inclusion in this Prospectus.

Financial Services Guide

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide (**'FSG'**). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensee.

This FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide under our Australian Financial Services Licence, Licence No. 316158;
- remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our internal and external complaints handling procedures and how you may access them.

Information about us

BDO Corporate Finance (WA) Pty Ltd is a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The financial product advice in our Report is provided by BDO Corporate Finance (WA) Pty Ltd and not by BDO or its related entities. BDO and its related entities provide services primarily in the areas of audit, tax, consulting and financial advisory services.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business.

Financial services we are licensed to provide

We hold an Australian Financial Services Licence that authorises us to provide general financial product advice for securities to retail and wholesale clients.

When we provide the authorised financial services we are engaged to provide an ILAR in connection with the financial product of another entity. Our Report indicates who has engaged us and the nature of the report we have been engaged to provide. When we provide the authorised services we are not acting for you.

General Financial Product Advice

We only provide general financial product advice, not personal financial product advice. Our Report does not take into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice.

Fees, commissions and other benefits that we may receive

We charge fees for providing reports, including this Report. These fees are negotiated and agreed with the client who engages us to provide the report. Fees are agreed on an hourly basis or as a fixed amount

depending on the terms of the agreement. The fee payable to BDO Corporate Finance (WA) Pty Ltd for this engagement is approximately $31,000 (exclusive of GST).

Except for the fees referred to above, neither BDO, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the Report.

Remuneration or other benefits received by our employees

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. We have received a fee from the Company for our professional services in providing this Report. That fee is not linked in any way with our opinion as expressed in this Report.

Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Complaints resolution

Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. We are also committed to meeting your needs and maintaining a high level of client satisfaction. If you are unsatisfied with a service we have provided you, we have avenues available to you for the investigation and resolution of any complaint you may have.

To make a formal complaint, please use the Complaints Form. For more on this, including the Complaints Form and contact details, see the BDO Complaints Policy available on our website.

When we receive a complaint we will record the complaint, acknowledge receipt of the complaint in writing within one business day or, if the timeline cannot be met, then as soon as practicable and investigate the issues raised. As soon as practical, and not more than 30 days after receiving the complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme

We are a member of the Australian Financial Complaints Authority (AFCA) which is an External Dispute Resolution Scheme. Our AFCA Membership Number is 12561. Where you are unsatisfied with the resolution reached through our Internal Dispute Resolution process, you may escalate this complaint to AFCA using the below contact details:

Mail:	GPO Box 3, Melbourne, VIC 3001
Free call:	1800 931 678
Website:	www.afca.org.au
Email:	info@afca.org.au
Interpreter Service:	131 450

1300 138 991
www.bdo.com.au

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1 Tiros Project

Independent Technical Report for the Tiros Ti+REE Project, Minas Gerais, Brazil

Developed by GE21 Consultoria Mineral Ltda. on behalf of:

Resouro Strategic Metals Inc.

Effective Date: February 5th, 2024
Release Date: April 29th, 2024

Competent Person: Ednie Rafael Fernandes, BSc Geology, MAIG

Authors:

Competent Person: Ednie Rafael Fernandes Geologist BSc (Geology), MAIG

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JORC Independent Technical Report

Tiros Ti+REE Project – Reouro

LIST OF TABLES

LIST OF FIGURES

LIST OF UNITS, SYMBOLS, AND ABBREVIATIONS

Unless otherwise stated, the units of measurement in this ITAR are all metric in the International System of Units (SI). All monetary units are expressed in Australian Dollars (AUD), unless otherwise indicated. The historical data is mostly recorded in the UTM projection SA690 Zone 21 South, however some maps use the projection SIRGAS 2000 Zone 21S.

Main Abbreviations

AIG	Australian Institute of Geoscientists
ANM	Agência Nacional de Mineração (National Mining Agency)
BSA	Bis trimethylsilyl acetamide
AUD$	Australian dollars
DNPM	Departamento Nacional de Produção Mineral (National Mining Agency)
km	Kilometre
m	Metre
MAIG	Member of the Australian Institute of Geoscientists
JORC	Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The JORC Code, 2012 Edition. Prepared by: The Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientist and Minerals Council of Australia.
ppm	Parts Per Million
QA/QC	Quality Assurance and Quality Control
QEMSCAN	Quantitative Evaluation of Minerals by Scanning Electron Microscopy
CP	Competent Person
REE	Rare Earth Elements
SEM	Scanning Electron Microscopy
t	Tonnes
Ti	Titanium
XRD	X-ray Powder Diffraction

TABLE OF CONTENTS

1 SUMMARY

GE21 Consultoria Mineral Ltda. trading as GE21 was engaged by Resouro Strategic Metals Inc (RSM or Resouro) to prepare an Independent Technical Assessment Report (ITAR) collating the works completed to date to support the future works program. Resouro is a publicly listed company on the TSXV. The Company is 90% owner of the subsidiary Brazil Copper Mineração Ltda. who is 100% owner of the Tiros Project (Tiros Project) with the remaining 10% interest in Brazil Copper Mineração Ltda. owned by RBM Consultoria Mineral (RBM).

This ITAR describes the Tiros Project, the regional and local geology, the historical exploration of the asset, present exploration and the use of funds raised that will be used for the purpose of exploration and evaluation of the Tiros Project and recommendations associated with the Tiros Project.

The Tiros Project is located approximately 350 km West-North-West of Belo Horizonte, the sixth (6) largest city in Brazil and the capital of Minas Gerais. The target commodities of interest at the Tiros Project are titanium and Rare Earth Elements (REEs). The Tiros Project comprises 25 granted exploration permits which have a total area of approximately 45,048 hectares.

The closest town to the Tiros Project area is Tiros with a population of approximately 8,000, established infrastructure and amenities to support mineral exploration. The Tiros town is within close proximity of major federal highways and major rail infrastructure. The Tiros Project is accessible from sealed roads except for landholder entry ways that are used by those persons to access their agricultural lands and the exploration sites.

The Tiros Project sites are predominately cattle grazing lands with typical sub-tropical bushland along roads where not cleared from grazing. The region that covers the Tiros Project area is in the geomorphological domain known as the São Francisco Plateau, which is characterized by a set of tabular surfaces, configured as plateaus supported by sedimentary covers, delimited by well marked erosional edges, distinguishing land with a preserved surface those with recessed surfaces.

Mineralization at the Tiros Project is due to a lateritic process enriching epiclastic rocks and the erosion products of volcanic rocks enriched in titanium and rare earth elements. REE and titanium mineralization are hosted in sandstones and conglomerates of the Capacete Formation, belonging to the Mata da Corda Group. Titanium is mainly associated with the mineral anatase, originated from the alteration of perovskite. REEs are suspected to be also associated with the perovskite. This mineral with formula CaTiO3, was affected by weathering close to surface. The calcium ion was put into solution by meteoric waters, leaving the anatase crystals with many voids. This allowed the migration of the REEs to nearby clays where they were captured through weak bonds.

The Tiros Project areas have, until 2023, had reasonable regional exploration activities and only minor physical exploration on ground. In 2023, Resouro and RBM came to a commercial agreement regarding the Tiros Project and exploration work began which included chemical reanalysis of samples from historic drilling and a new auger, air core and diamond drilling campaign. Results showed high grades of REE and Titanium although the Tiros Project area does not have a mineral resource estimate that conforms to a JORC standard.

Based on the evaluation of the Tiros Project as outlined in this ITAR, the Author is of the opinion the Tiros Project has potential for success and recommends additional work to (a) define a mineral resource estimate in accordance with JORC standard, and (b) assess the metallurgical characteristics of the mineralization.

Table 18-1 (in Section 18 of this ITAR) provides a summary of the proposed exploration and associated expenditure having regard to the proposed capital raising under the prospectus to be issued by Resouro. The Author and GE21 consider the proposed budget is consistent with the exploration potential of the Tiros Project and is adequate to cover the costs of the proposed program. The budgeted expenditure is also sufficient to meet the minimum statutory expenditure on the claims. The Author and GE21 consider the type of exploration and weighting towards the Tiros Project as appropriate.

2 INTRODUCTION

GE21 has been commissioned by Resouro to prepare an Independent Technical Assessment Report for use in a prospectus to support an initial public offering to enable a listing on the official list of the Australian Securities Exchange (**IPO**). The funds raised under the IPO will be used for continued drilling and development of the Tiros Project.

This ITAR is to be included in its entirety or in summary form within a prospectus to be prepared by Resouro, which is to be provided to ASX and Australian Securities and Investments Commission (**ASIC**), to support the IPO. It is not intended to serve any purpose beyond that stated and should not be relied upon for any other purpose.

The Tiros Project is an initial stage exploration project focused on Titanium and Rare Earth Elements with 25 active exploration permits.

2.1 Sources of Information and Data

The Author, Mr. Ednie Rafael Fernandes, is the Competent Person (CP) with respect to the objectives of this ITAR. Mr. Fernandes visited the property on the 5th and 6th of October 2023. On the site visit, some auger drill collar was located, its recorded coordinates validated with a handheld GPS, and the core was inspected in the onsite core storage facility. The Author relied on exploration and technological data supplied by Resouro to produce this ITAR.

The Author has reviewed and evaluated the exploration data pertaining to the Tiros Project areas provided by Resouro and their consultants and have drawn his own conclusions.

The geological, mineralization and exploration techniques (Sections 5 to 12) used in this ITAR are taken from reports and internal memorandums prepared or obtained by Resouro from public sources or previous operators reports. A reasonable amount of confirmatory testing and verification has been accomplished. Although GE21 believes that all the information provided in this ITAR is accurate, it is possible that some problems were not detected, and may have been used in this evaluation. GE21 does, however, represent that the information was evaluated and put together in good faith. The authors of the public sources have not consented to their statements being used in this ITAR and these statements are included in accordance with ASIC Corporations (Consent to Statements) Instrument 2016/72.

The status of the exploration permits under which Resouro holds title to the mineral rights for these properties has been investigated by GE21 only by consulting the systems of ANM (the federal agency of mineral control), which reports that the 18 of the exploration permits

are held by Brazil Copper Mineração Ltda. and the remaining 7 exploration permits have been validly assigned to Brazil Copper Mineração Ltda. and are awaiting approval from the ANM. Full details of the exploration permits are provided in the Brazilian Solicitor's Report included in the prospectus to be issued by Resouro.

2.2 Qualifications, Experience, and Independence

GE21 is a specialized, independent mineral consulting company. The geological evaluation has been conducted by Ednie Rafael Fernandes, who is a member of the Australian Institute of Geoscientists (AIG) is a CP as defined by JORC standards.

2.3 Competent Persons

The CP responsible for this independent Technical Report is Mr. Ednie Rafael Fernandes.

The information in this ITAR that relates to the exploration results is based on and fairly represents information and supporting documentation compiled and conclusions derived by Mr. Fernandes. Mr. Fernandes is a geologist and member of the Australian Institute of Geoscientists (MAIG) and has sufficient experience that is relevant to the styles of mineralization and types of deposit under consideration to be considered as a CP, as defined by JORC. Mr. Fernandes has over 12 years' experience working with exploration and mining projects. Mr. Fernandes consents to the inclusion in this ITAR of the matters based on his information and supporting documentation in the form and context in which it appears.

Neither GE21, nor the Author of this ITAR, have, or have had, any material interest invested in Resouro or any of its related entities. GE21's and the Author's relationship with Resouro is strictly professional, consistent with that held between a client and an independent consultant. This ITAR was prepared in exchange for payment based on fees that were stipulated in a commercial agreement. Payment of these fees is not dependent on the results of this ITAR. The Effective Date of this ITAR is February 05th, 2024. The Author has relied on information provided by Resouro which was provided in a database with full access given to the Author.

3 RELIANCE ON OTHER EXPERTS

This ITAR does not contain reliance on other experts relating to disclosure of legal, political, environmental or tax matters.

4 PROPERTY DESCRIPTION AND LOCATION

4.1 Project Description & Ownership

The Tiros Project is an initial-staged exploration project located in Minas Gerais State, Brazil, which contains a REE plus Ti mineral deposit (Figure 4-1).

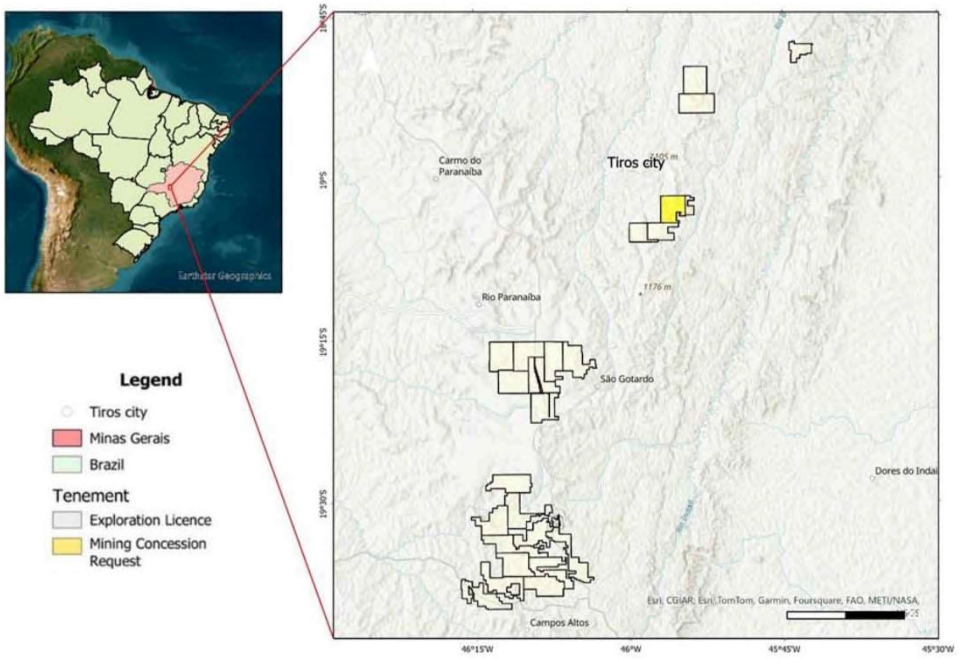

Figure 4-1 –Tiros Project Location Map

4.2 Mineral Tenure

The Tiros Project comprises 25 granted exploration permits which have a total area of approximately 45,048 hectares. As at the date of this ITAR, 18 of the exploration permits are held by Brazil Copper Mineração Ltda. and the remaining 7 exploration permits have been validly assigned to Brazil Copper Mineração Ltda. and are awaiting approval from the ANM (Table 4-1). Refer to the Brazilian Solicitor's Report included in the prospectus to be issued by Resouro for further details.

Table 4-1 – Mining Rights Overview for Tiros Project

Exploration Permit	Area (ha)	Status	Municipalities	Holder	Assignee	Grant Date	PER Due*	Renewal Date*	FER Due*
831.045/2010	1999.78	Exploration Permit	Tiros	BRAZIL COPPER MINERAÇÃO LTDA	N/A	31/08/2010	08/02/2015	09/04/2014	09/04/2015
833.082/2014	1,998.62	Exploration Permit	Tiros	BRAZIL COPPER MINERAÇÃO LTDA	N/A	21/06/2016	22/04/2019	N/A	21/06/2019
833.083/2014	1,984.17	Exploration Permit	Tiros	BRAZIL COPPER MINERAÇÃO LTDA	N/A	21/06/2016	22/04/2019	N/A	21/06/2019
830.450/2017	1,999.96	Exploration Permit	Tiros	BRAZIL COPPER MINERAÇÃO LTDA	N/A	26/07/2018	09/09/2026	08/11/2023	08/11/2026
830.915/2018	1,978.98	Exploration Permit	Tiros	BRAZIL COPPER MINERAÇÃO LTDA	N/A	04/05/2021	02/08/2024	N/A	01/10/2024
831.390/2020	1,988.15	Exploration Permit Application	São Gotardo	BRAZIL COPPER MINERAÇÃO LTDA	N/A	11/03/2021	02/08/2024	N/A	01/10/2024
831.720/2020	1,999.3	Exploration Permit	Campos Altos	BRAZIL COPPER MINERAÇÃO LTDA	N/A	24/03/2021	02/08/2024	N/A	01/10/2024
830.026/2021	1,735.69	Exploration Permit	Campos Altos, Santa Rosa da Serra, São Gotardo	RODRIGO DE BRITO MELLO	BRAZIL COPPER MINERAÇÃO LTDA	29/12/2021	30/10/2024	N/A	29/12/2024
830.027/2021	1,280.47	Exploration Permit	Campos Altos, Santa Rosa da Serra	RBM CONSULTORIA MINERAL EIRELI	BRAZIL COPPER MINERAÇÃO LTDA	12/01/2024	13/11/2026	N/A	12/01/2027

Exploration Permit	Area (ha)	Status	Municipalities	Holder	Assignee	Grant Date	PER Due*	Renewal Date*	FER Due*
831.237/2021	365.86	Exploration Permit	Tiros	CANOPUS GEOLOGIA E PROJETOS LTDA	BRAZIL COPPER MINERAÇÃO LTDA	27/01/2022	28/11/2024	N/A	27/01/2025
831.314/2021	871.55	Exploration Permit	Tiros	CANOPUS GEOLOGIA E PROJETOS LTDA	BRAZIL COPPER MINERAÇÃO LTDA	29/11/2021	30/09/2024	N/A	29/11/2024
832.023/2023	1,055.16	Exploration Permit	Rio Paranaíba	RODRIGO DE BRITO MELLO	BRAZIL COPPER MINERAÇÃO LTDA	28/09/2023	30/07/2026	N/A	28/09/2026
832.025/2023	1,995.44	Exploration Permit	Rio Paranaíba, São Gotardo	RBM CONSULTORIA MINERAL EIRELI	BRAZIL COPPER MINERAÇÃO LTDA	28/09/2023	30/07/2026	N/A	28/09/2026
832.026/2023	1,981.41	Exploration Permit	Rio Paranaíba, São Gotardo	BRAZIL COPPER MINERAÇÃO LTDA	N/A	28/09/2023	30/07/2026	N/A	28/09/2026
832.027/2023	1,998.88	Exploration Permit	Rio Paranaíba	BRAZIL COPPER MINERAÇÃO LTDA	N/A	26/09/2023	28/07/2026	N/A	26/09/2026
832.029/2023	1,986.59	Exploration Permit	Rio Paranaíba, São Gotardo	BRAZIL COPPER MINERAÇÃO LTDA	N/A	28/09/2023	30/07/2026	N/A	28/09/2026
832.223/2023	1,855.16	Exploration Permit	Rio Paranaíba	BRAZIL COPPER MINERAÇÃO LTDA	N/A	22/11/2023	23/09/2026	N/A	22/11/2026
832.226/2023	1,972.27	Exploration Permit	Campos Altos, São Gotardo	BRAZIL COPPER MINERAÇÃO LTDA	N/A	22/11/2023	23/09/2026	N/A	22/11/2026

GE21 Consultoria Mineral

Exploration Permit	Area (ha)	Status	Municipalities	Holder	Assignee	Grant Date	PER Due*	Renewal Date*	FER Due*
832.601/2023	1,999.78	Exploration Permit	Campos Altos	RODRIGO DE BRITO MELLO	BRAZIL COPPER MINERAÇÃO LTDA	29/12/2023	N/A	N/A	29/12/2026
832.604/2023	1,998.62	Exploration Permit	Campos Altos	BRAZIL COPPER MINERAÇÃO LTDA	N/A	29/12/2023	30/10/2023	N/A	29/12/2023
832.620/2023	1984.17	Exploration Permit	Campos Altos	BRAZIL COPPER MINERAÇÃO LTDA	N/A	12/01/2024	13/11/2026	N/A	12/01/2027
832.621/2023	1,999.96	Exploration Permit	Campos Altos, Santa Rosa da Serra, São Gotardo	BRAZIL COPPER MINERAÇÃO LTDA	N/A	12/01/2024	13/11/2026	N/A	12/01/2027
832.624/2023	1,978.98	Exploration Permit	Campos Altos	BRAZIL COPPER MINERAÇÃO LTDA	N/A	12/01/2024	13/11/2026	N/A	12/01/2027
832.625/2023	1988.15	Exploration Permit	Campos Altos, Ibiá	BRAZIL COPPER MINERAÇÃO LTDA	N/A	12/01/2024	13/11/2026	N/A	12/01/2027
832.627/2023	1999.33	Exploration Permit	Campos Altos	BRAZIL COPPER MINERAÇÃO LTDA	N/A	12/01/2024	13/11/2026	N/A	12/01/2027

Notes:
1. *PER Due: Deadline for a company to submit a Partial Exploration Report to the ANM and request extension of the exploration period.*
2. *Renewal Date: Date in which the ANM granted the extension of the exploration period.*
3. *FER Due: Deadline for a company to submit a Final Exploration Report to the ANM. After approval of the FER the company moves to the Mining Concession request phase.*

4.3 Royalties

All mining permits in Brazil are subject to state and landowner royalties, pursuant to article 20, § 1, of the Constitution and article 11, "b", of the Mining Code. In Brazil, the Financial Compensation for the Exploration of Mineral Resources (Compensação Financeira por Exploração Mineral – CFEM) is a royalty to be paid to the Federal Government at rates that can vary from 1% up to 3.5%, depending on the substance. It is worth noting that CFEM rates for mining rare earth elements are 2%. CFEM shall be paid (i) on the first sale of the mineral product; or (ii) when there is mineralogical mischaracterization or in the industrialization of the substance, which is considered a "consumption" of the product by the holder of the mining tenement; or (iii) when the products are exported, whichever occurs first. The basis for calculating the CFEM will vary depending on the event that causes the payment of the royalty. The landowners' royalties could be subject of a transaction, however, if there's no agreement to access the land or the contract does not specify the royalties, article 11, §1, of the Mining Code sets forth that the royalties will correspond to half of the amounts paid as CFEM.

Except for the royalties to be paid to the government (specifically, CFEM) or to the landowner in case the company does not decide to purchase the land where mining is set to occur, no other royalty is due to any previous owner.

The Author is not aware of any other royalties, back-in rights or other agreements and encumbrances to which the Tiros Project may be subject. The Author is also not aware of any environmental liabilities or other risks that may prevent Resouro from carrying out future work, nor any other significant factors and risks that may affect access, title, or the right or ability to perform work on the Tiros Project.

4.4 Ownership

A definitive agreement was signed between Resouro and RBM on July 31st, 2023. The summary of the terms of this agreement is given below.

- The Tiros Agreement detailed a three-stage earn-in for the acquisition of 100% of the issued and existing shares of Tiros Stratmet Pte Ltd (TSPS), in exchange for a total of 1,642,000 shares of Resouro. TSPS is the sole owner of 100% equity in Brazil Copper Mineração, to be renamed Tiros Minerais Estratégicos Ltda. (TMEL). All of RBM's Mineral Rights related with the Tiros Project were transferred to TMEL. The stages for the earn-in are as follows (i) the conclusion of the scoping study will result in the issuance of 315,000 (three hundred and fifteen thousand) Resouro Shares, (ii) completion of a Pre-Feasibility Study will result in the issuance 550,000 (five hundred and fifty thousand) Resouro Shares, and (iii) completion of a Definitive Feasibility Study will result in the

issuance 777,000 (seven hundred and seventy-seven thousand) Resouro Shares to RBM.

- Upon completion of the earn-in, 10% equity in TMEL will be transferred to RBM with a Free Carried Interest until decision to mine at Resouro's sole discretion.

An Addendum to the definitive agreement was signed on October 9th, 2023, whereby RBM waived the earn-in requirements for the transfer of 90% of the title holder equity (Brazil Copper Mineração Ltda., to be renamed Tiros Minerais Estratégicos Ltda.) to Resouro, in exchange for the issue of 1,642,000 Resouro Shares, subject to the escrow periods in accordance with the ASX listing rules.

Additionally, RBM was issued 750,000 performance rights in Resouro, which will be converted in Shares upon the satisfaction of a milestone.

4.5 Environmental Studies, Permitting and Social or Community Impact

RSM is committed to taking a zero harm, practical and consultative approach to Environmental, Social and Governance (ESG). The RSM leadership team have a long credible history of delivering successful mutually beneficial mining projects and recognise the importance of sustainable, ethical, and safe practices in the communities it works within and to its employees and stakeholders.

RSM is committed to the development of modern ESG practices and respect the link between leading ESG practices and project acceptance. RSM is authorised to conduct mineral exploration in the areas it operates and adherence to legislation, governmental and corporate standards.

RSM is committed to achieving its part in the United Nations sustainable development goals (SDG) and will undertake an assessment of the Tiros Project to achieve its part in the goals of the communities where RSM operates. This will include:

- Establishment of environmental monitoring programs.
- Detailed environmental and community studies through the various project lifecycle.
- Frequent and transparent community, landholder, and stakeholder engagement.
- Development program to achieving the relevant goals of the SDG.
- Training of team members in sustainability in operations and zero harm practices to safety and health.
- Promote a company culture that promotes diversity and inclusion for successful outcomes.

- Respect and acknowledge the cultures, customs and values of people in communities where RSM operates.
- Promote mutually beneficial relationship of sustainable and symbiotic relationships between agriculture, mining and communities.

5 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

5.1 Accessibility

The Tiros Project is accessible from sealed roads with the exception of landholder entry ways that are used by those persons to access their agricultural lands and the exploration sites.

5.2 Climate

The climatic conditions of Tiros are characterized by a tropical climate. During the winter season, there is a significant decrease in precipitation levels as compared to the summer months. Köppen and Geiger classify this climate as Aw. The average annual temperature in Tiros is 23 °C. Precipitation here is about 1,681 mm per year.

The region of Tiros is characterized by a temperate climate, and the summer season presents some challenges in terms of precise categorization. In terms of precipitation, the month with the lowest amount of rainfall is July, recording a mere 12 mm in its entirety. This denotes an exceptionally dry period within that particular time frame. The month of December experiences the highest amount of precipitation, with an average value of 299 mm.

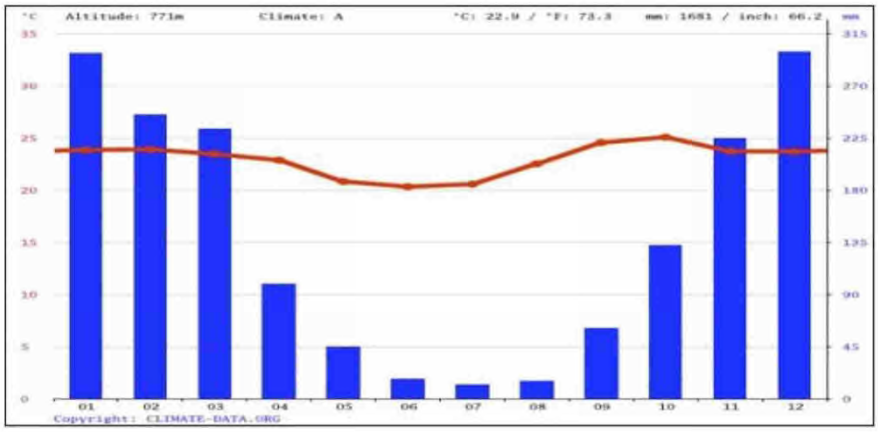

Figure 5-1 –Typical climate data of the project area

5.3 Local Resources

The Tiros Project is located approximately 350km West-North-West of Belo Horizonte, the sixth (6) largest city in Brazil and the capital of Minas Gerais. The target commodities of interest at the

Tiros Project are titanium and REEs. The closest town to the Tiros Project area is Tiros, with a population of approximately 8,000.

5.4 Infrastructure

The Tiros Project is located within the Tiros region which has established infrastructure and amenities to support mineral exploration. The town is within close proximity of major federal highways, high voltage power and major rail infrastructure.

5.5 Physiography

The region that covers the Tiros Project area is in the geomorphological domain known as the São Francisco Plateau, which is characterized by a set of tabular surfaces, configured as plateaus supported by sedimentary covers, delimited by well-marked erosional edges, distinguishing land with a preserved surface those with recessed surfaces. The Tiros Project's typical height above sea level is between ~1200m in higher plateaus areas and ~900m in lower eroded valleys.

The Tiros Project exploration permits in general can be described as a plateau which are typically cleared and used as cropping farmlands. The plateaus are generally surrounded by eroded valleys that are semi-uncleared containing moderately dense native and non-native flora. The plateau preserves the Capacete formation which contains the mineralised target materials whereas the eroded valleys separate the remaining plateau and only contain minor proportion of the mineralized material.

6 HISTORY

6.1 Vicenza

The exploration history of the areas that make up the Tiros Project began in 2010, with Águia Metais Ltda., focusing on phosphate. In 2011, Águia Metais Ltda. established a partnership with Vicenza Mineração e Participações S.A. (Vicenza), a Brazilian mineral explorer who held several exploration assets across the globe, composing an exploration project called Projeto Mata da Corda, totalling 142 mineral rights, of which some of the areas listed in this ITAR form part of. From 2013 onwards, the exploration turned to titanium.

From 2010 to 2017 there was extensive geological mapping covering the Capacete Formation. This mapping was based on the geophysical interpretation and field work. The main source of geophysical data used was the aeromagnetic and radiometric survey conducted by the state government agency "Codemig", using an aircraft flying at 100 m altitude, with flight lines NS, separated by 400 m each. Interval between readings was 0.1 second for mag and 1 second, spectrometer.

Vicenza and RBM used mainly the Analytical Signal technique, to show the zones of maximum magnetic intensity, and the thorium image, to define the limits of the Capacete Formation. The geophysical signature of this formation is usually of high magnetics and high presence of thorium radiation, but at the southern tip of the Tiros Project are these pattern changes, with presence of thorium but without high magnetism. This region has not been mapped previously as Capacete formation and still needs to be confirmed, using field work, as being potential for titanium and REE.

Figure 6-1 shows the overall Tiros Project, using both geophysical images. The first map, at left, comprises the Tiros Project exploration permits over the Thorium radiometric image and with the present mapping of the Capacete Formation. The Analytical Signal image, at the right, is very similar, except for the southern zone of the Tiros Project.

Noteworthy is that the Patos formation has the same geophysical signature as the Capacete Formation. Field criteria is used to differentiate both units.

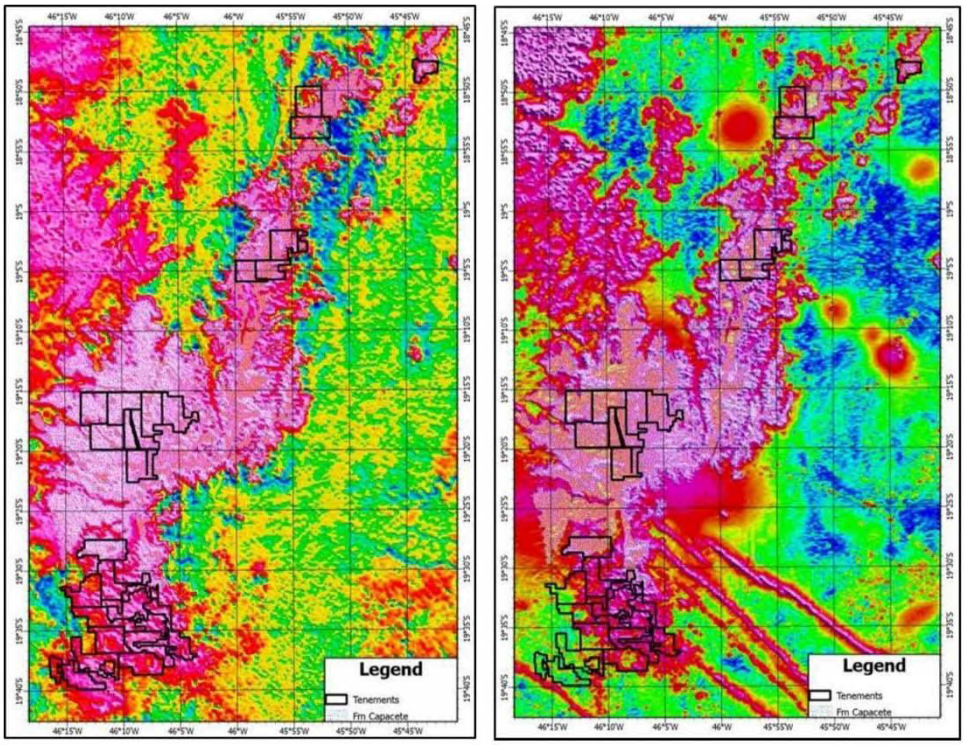

Figure 6-1 – Aeromagnetic images – Thorium and Mag (analytical signal)

Besides the aeromagnetic data, other surveys were conducted by different operators over the Tiros Project region. Ground penetration radar (GPR) was used with success to define the stratigraphic continuity of the Capacete formation, under the overburden. The data allows interpreting the thickness of the overburden quite clearly, with best results shown at the edges of plateaus. One of the lines had a large portion of the survey totally blind. This is believed to be a result of higher moisture in clays due to an irrigated coffee plantation. As a result, GPR was considered to be an effective auxiliary tool to be used during the dry season and avoided irrigated areas. Figure 6-2 shows the results of one of these lines with its correspondent interpretation. During this period, Vicenza carried out 1 diamond drill hole (PMC-FD-0074) in the Tiros Project area (Figure 6-3: Diamond drilling location map) on permit 831.045/2010 in HQ (6.3 cm) diameter, vertically and reaching 82.45m. All drilled materials were sampled and placed in the core box; nothing being discarded. No trajectory deviation measures were taken and drillhole collars were topographically surveyed by handheld GPS.

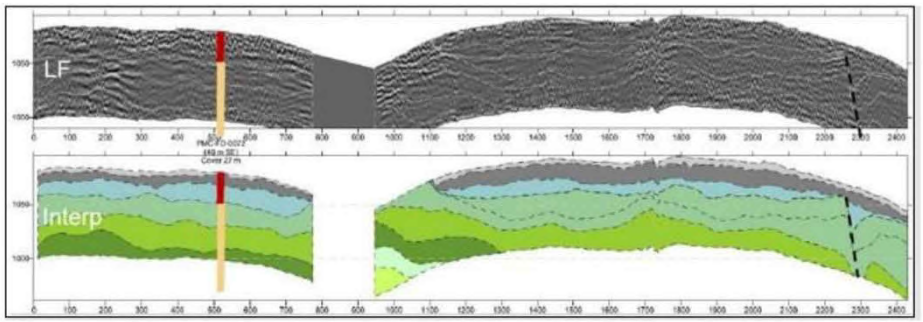

Figure 6-2 – GPR profile with the interpretation

The diamond drilling recovery conference consisted of verifying advance and recoveries recorded in the core boxes and drilling bulletins. This verification was undertaken by measuring with tapeline the core present in the boxes. Vicenza applied adequate recovery control procedure and the recovery values were inside acceptable limits.

After the conference, the cores were marked for longitudinal cutting using a spatula to split into halves. Before the cores were halved, the boxes were placed side by side, two by two, so that the core could be photographed for later storage in digital media.

Then, the halved cores were placed back in their respective boxes, always in the same way, that is, with the left side placed below the right side, both with the split sides facing upwards. With this, the part sampled will always be the right side (top) of the core, which avoids bias (trend) in the sampling (and in the results).

The geological parameters of the cores were described and noted in appropriate logs, by the Tiros Project geologist, who simultaneously marked and identified the intervals to be sampled on the edge of the box channels. The intervals and numbering of samples were also noted in the drilling logs, along with the geological parameters. The length of the samples varies from 1.1 to 1.2 meters, with an average of 1.16m. Thus, 64 samples were generated in total, which were then sent in batches for chemical analysis by the SGS Geosol laboratory, located in Vespasiano-MG, using the ICP-MS, ICP-OES and X-ray Fluorescence methods. Notably standard and blank (thin and thick) control samples were inserted every 40 samples analysed.

The results of this drill hole produced and average of 12.4% TiO2, 0.33% REE and 0.68% P2O5 as summarised in Table 6-1.

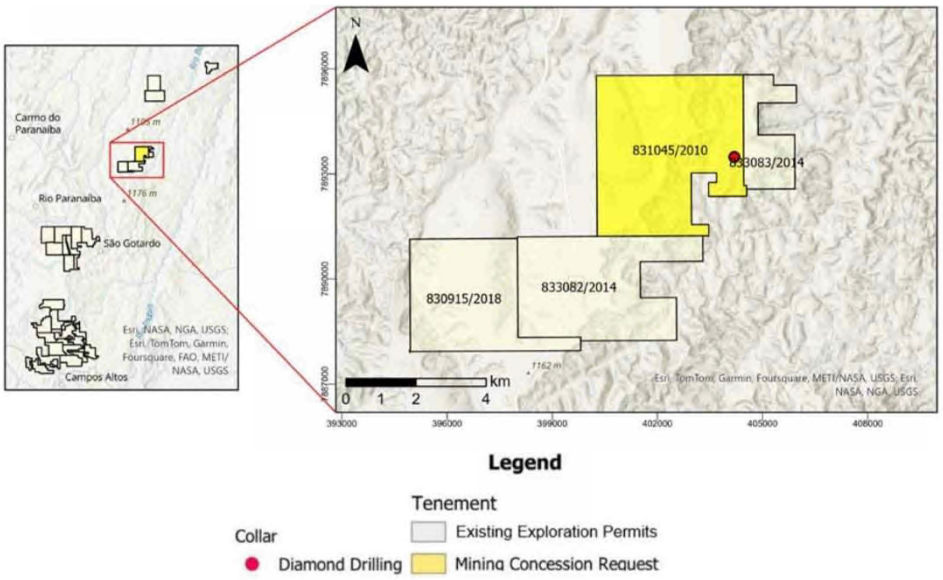

Figure 6-3 –Diamond drilling location map

Following the diamond drill hole campaign, Vicenza conducted various metallurgical test work using samples from the Capacete target, including the hole FD-072. The aim of this test work was to obtain an anatase concentrate. A 29.6 kg sample of conglomerate, at 24.9% TiO2 was used for a process route including: desliming, magnetic concentration of the coarser fractions (>325 mesh) at low and high intensities, gravimetric concentration using a heavy media method. Leaching with HCl was performed on the physical concentrate reducing impurities. The resulting concentrate assayed at the SGS Laboratories, showed 86% TiO2 with uranium at 63 ppm and thorium at 145 ppm (see Figure 6-4: Increase in the TiO2 grade according to the different beneficiation steps). Following these encouraging results Vicenza entered into a partnership with Iluka Resources Limited (Iluka), one of the world's largest mineral sand product miners, founded in 1998 and having exploration assets across the globe with operating mines predominately in Australia.

Table 6-1 – Chemical Analysis Results for Historical Drill Hole PMC-FD-0074

Drillhole	From (m)	To (m)	Thickness (m)	TiO2 (%)	HREE (%)	LREE (%)	REE Total (%)	P2O5 (%)
PMC-FD-0074	22.60	71.00	48.40	12.40	0.02	0.31	0.33	0.68
including	24.90	32.10	7.20	23.30	0.03	0.69	0.71	0.88

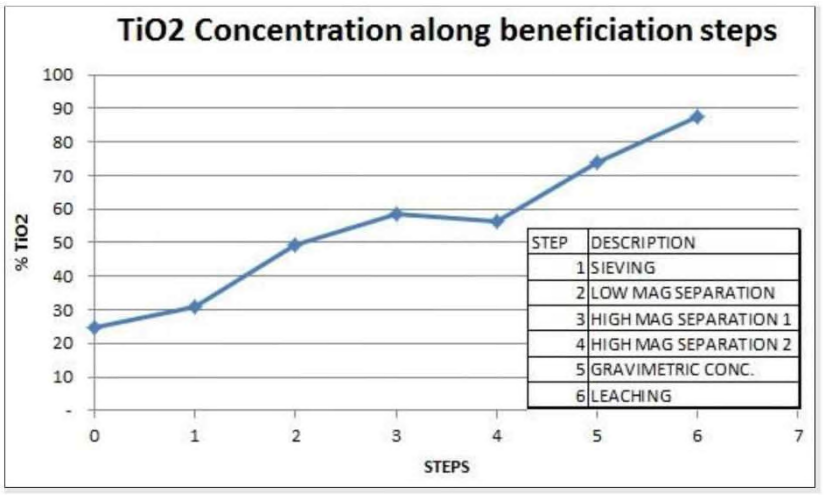

Figure 6-4 – Increase in the TiO2 grade according to the different beneficiation steps

Figure 6-5 – Drilling equipment in operation in borehole PMC-FD-0074

Figure 6-6 – Drilling core from borehole PMC-FD-0074 showing magnetic conglomerate from the Capacete Formation

6.2 Vincenza and Iluka Joint Venture

Following the positive news from Vincenza's metallurgical test work and the joint venture with Iluka, the new enterprise drilled, between 2016 and 2017, 20 Aircore holes in the Tiros Project area at exploration permits 833.082/2014 and 833.083/2014 (shown in Figure 6-7) totalling 1,225m with depth of the holes varied from 35 to 60m. All aircore holes were vertical and undertaken in 75mm diameter and the collars were topographically surveyed by handheld GPS.

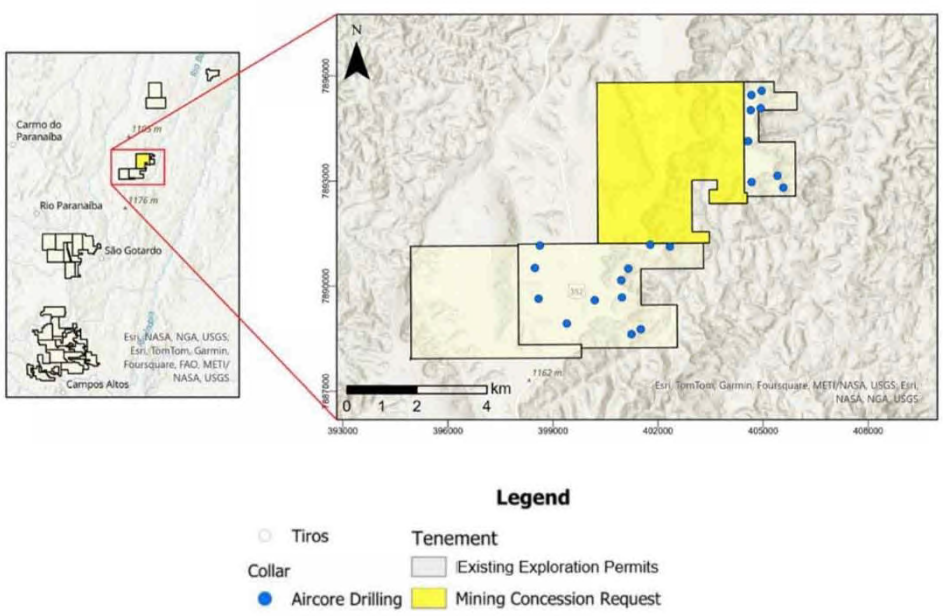

Figure 6-7 – Aircore drilling location map

Geological parameters, such as lithology, oxidation, colour and presence of fragments, were described every 1 m in the geological database, however, information about recovery checking procedures and packaging of samples are not available.

All drilled materials were sampled, with no material discarded. The sample size was 1m and they were initially analysed by Iluka-Vicenza joint venture only with a portable XRF model Niton Gold Xlt3. The database contains 443 samples with grades of oxides TiO2, Al2O3, Cr2O3, Fe2O3, MnO and P2O5 obtained using the XRF. This was the database used for the final exploration reports presented to ANM.

Results of these samples are summarised below (Table 6-2) and indicates that high grades of titanium and rare earth are present and consistent with the single Vincenza diamond drill hole completed. Notably hole AC-TIR-001 was a failed hole and AC-TIR-006, AC-TIR-007, AC-TIR-015, AC-TIR-017 and ACTIR-019 did not contain any minerals or were at very low levels.

Table 6-2 – Vicenza and Iluka drilling detail

HoleID	X	Y	Z	AZIMUTH	DIP	Interval FROM	Interval TO	Average TREO ppm	Average TiO_2%
AC-TIR-002	400968.7	7889678	1071.211	0	90	36	42	1986	10.23
AC-TIR-003	399395.8	7888934	1096.954	0	90	44	48	3082	13.01

HoleID	X	Y	Z	AZIMUTH	DIP	Interval FROM	Interval TO	Average TREO ppm	Average TiO_2%
AC-TIR-004	398587.7	7889640	1076.711	0	90	37	51	4125	11.83
AC-TIR-005	398485.3	7890519	1070.696	0	90	36	47	2530	11.71
AC-TIR-008	401777.8	7891183	1079.7	0	90	44	55	3382	15.77
AC-TIR-009	402337.5	7891131	1048.104	0	90	13	28	4873	17.00
AC-TIR-010	400946.7	7890168	1066.318	0	90	26	39	4599	16.73
AC-TIR-011	401150.6	7890502	1048.662	0	90	11	53	4116	16.47
AC-TIR-012	404669.6	7892974	1074.331	0	90	51	60	5521	17.12
AC-TIR-013	405408.4	7893153	1033.307	0	90	29	36	2865	8.78
AC-TIR-014	404568.9	7894139	1049.344	0	90	31	35	2629	10.06
AC-TIR-016	404644.8	7895023	1052.623	0	90	30	51	3334	11.23
AC-TIR-018	404954.4	7895577	1047.773	0	90	22	33	4933	14.25
AC-TIR-020	401239.3	7888629	1044.091	0	90	13	27	5495	15.19

Metallurgical studies from these drill holes assay were undertaken and focussed on anatase concentrate production. The joint venture performed many characterization studies such as QEMSCAN, MLA, SEM, BSE and XRD. Metallurgical work comprised assay by size fraction and MLA and XRD analysis. The material was run through a mechanical (wet tables) concentration process, and the tailings and product streams analysed separately using QEMSCAN.

In summary, the test work conducted using a traditional mineral sands recovery method on the +53 µm material produced better recoveries in the upper mineralised levels, known as the Strongly Oxidised Material (SOX), producing a 45-47% TiO2 & 28-53% anatase with the Moderately Oxidised Material (MOX) producing a 23-41% TiO2 & 22-35% anatase. Based on this type of test work the metallurgical recoveries were calculated as 19% of the TiO2 content and 41% of the anatase content. Iluka estimated with these results if a pure anatase concentrate was obtained through reduction in gangue material, the grade of the product would be 90.5% TiO2 for the WOX and 89.6% TiO2 for the MOX material. In 2017 the joint venture between Iluka and Vincenza ended.

6.3 RBM Exploration

Following the completion of the joint venture between Iluka and Vicenza, Vincenza underwent financial difficulties which prevented it from continuing with the exploration activities. The areas were later transferred to RBM in exchange for services of their technical director, Rodrigo Mello. RBM kept the areas in good order, expanded the property and acquired new exploration permits

based on the available data. RBM also undertook various desktop studies and a major chemical re-analysis of samples program was developed using the Iluka drill samples.

In 2021, a chemical reanalysis of samples from historic drilling was conducted. From the original 443 samples, 224 samples plus 30 control samples (blanks, standards and duplicates) were analysed using the ICP method (determination of 48 elements by fusion with lithium metaborate, including REE) were selected for re-assaying. Intervals defined as mineralized by the portable XRF were selected. A sub-sample with about 1 kg from each sample in the interval was obtained through a Jones quarter and sent to the laboratory SGS-Geosol in Belo Horizonte, together with 30 QAQC samples. The method chosen was the ICP OES/MS which, besides the oxides tested by Iluka, included 34 more elements, including Rare Earths elements.

The results showed in relation to TiO2 (Figure 6-8, Figure 6-9, Figure 6-10, Figure 6-11), that a clear bias was detected between XRF and ICP. ICP is known to be more accurate than portable XRF for assays on these types of samples due to a more efficient opening with lithium metaborate fusion used in the ICP process. The ICP TiO2 results were 16% higher than the original ones with the mean for the XRF results in the mineralized areas producing 11.6 TiO2% with the results from the ICP being 15.8%. The outliers presented in Figure 6-8 are believed to be associated to misplaced sample results or poorly executed XRF assays. The results also indicate, the underestimation of TiO2 levels is less pronounced at lower levels.

Following the completion of this work RBM entered into an agreement with Resouro in July 2023 and Resouro started a drilling and metallurgical testing program immediately.

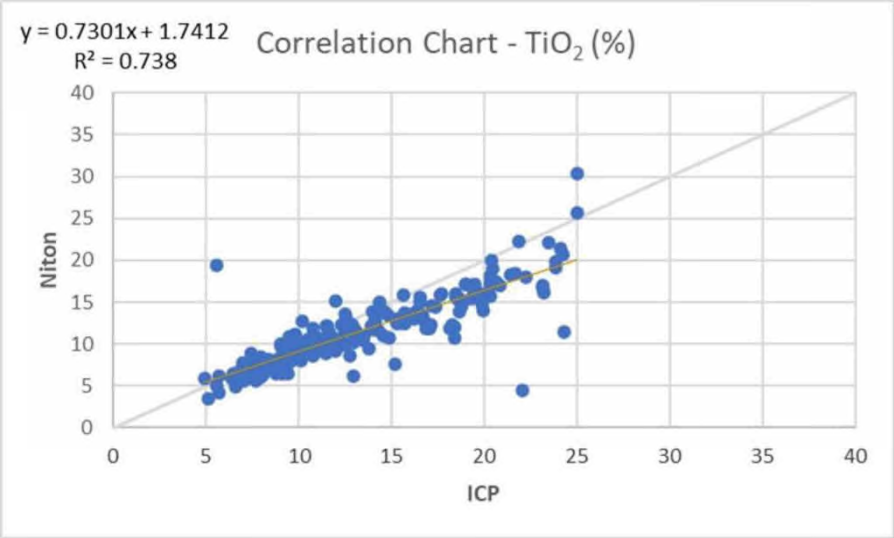

Figure 6-8 – Resampling program comparative analysis plots for TiO2 – Portable XRF Versus ICP: Correlation Chart

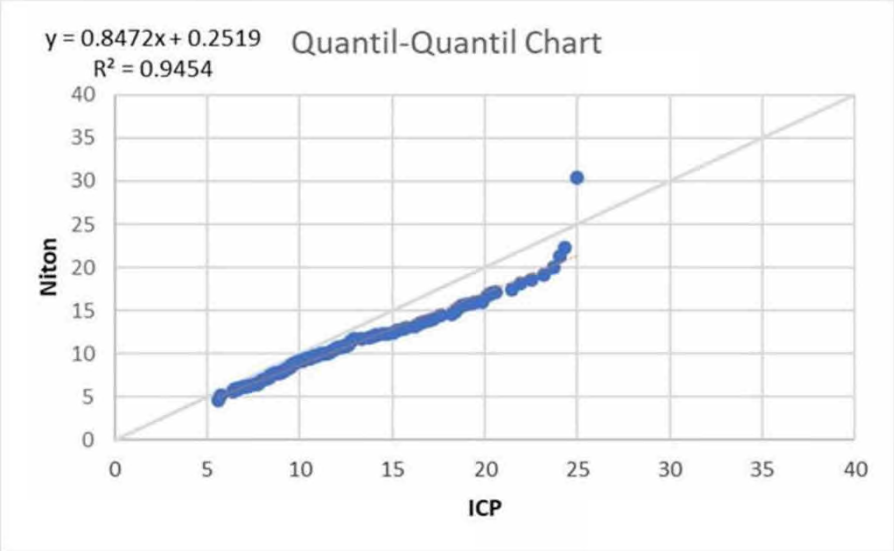

Figure 6-9 – Resampling program comparative analysis plots for TiO2 – Portable XRF Versus ICP: Quantil-Quantil

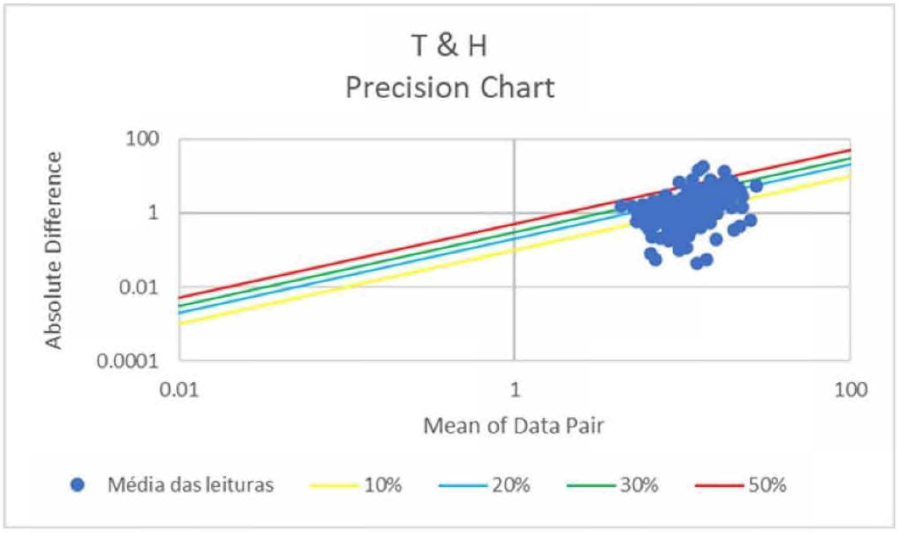

Figure 6-10 – Resampling program comparative analysis Precision Chart plots for TiO2 – Portable XRF Versus ICP

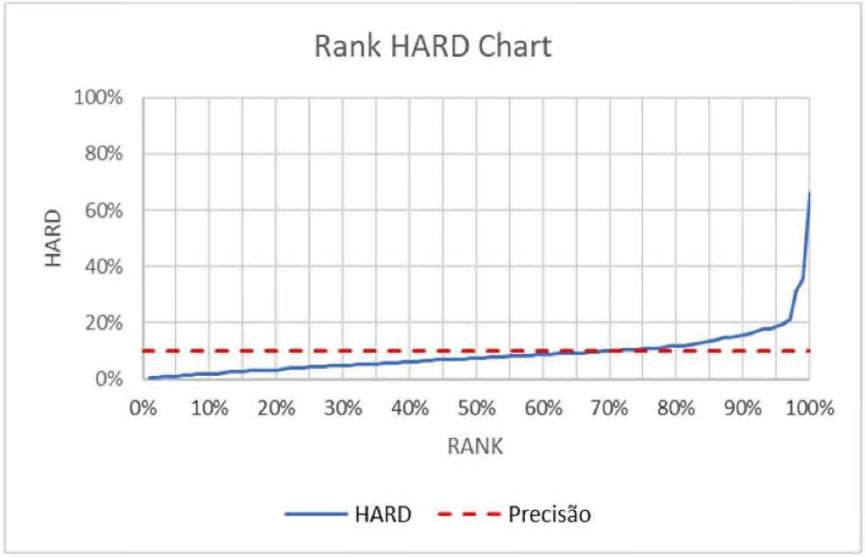

Figure 6-11 –Resampling program comparative analysis Rock HARD plots for TiO2 – Portable XRF Versus ICP

7 GEOLOGICAL SETTING AND MINERALIZATION

7.1 Regional Geology

The São Francisco Craton is made up of a complex arrangement of high-grade metamorphic terrains (gneisses, granitoids and granulites) of Archean age, granite-greenstone type associations and belts of Paleoproterozoic supracrustal rocks, as well as plutonic rocks with great compositional variety, exposed in the extreme south of the Cráton (Cinturão Mineiro) and in the northeast portion, in the state of Bahia. The Craton is largely covered by Proterozoic and Phanerozoic sedimentary rocks attributed to the São Francisco Basin. In its surroundings, two mobile folded belts were developed that exerted compression on its eastern (Araçuaí Fold Belt) and western (Brasília Fold Belt) edges, causing ductile-brittle deformations, which affected it, as well as its coverings, represented in the domain of the São Francisco Basin (Figure 7-1).

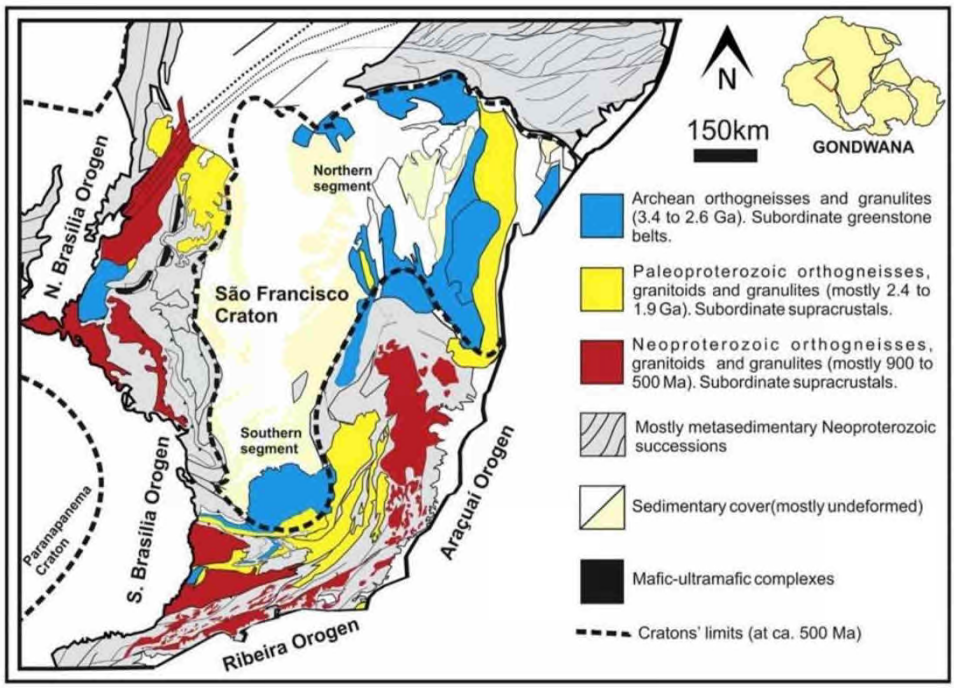

Figure 7-1 – Regional geological context

The São Francisco Basin has an area of 350,000 km² and covers a large part of Minas Gerais. It is of the polycyclic intracratonic type, little deformed in its central portion and deformed at its edges. The filling of the basin, from the base to the top, occurred through successive sequences, namely: Rift Supersequence (Paleoproterozoic to Mesoproterozoic) constituted by the Espinhaço Supergroup and the Araí Group; Intracratonic Supersequence (neoproterozoic), represented by

the Paranoá Macaúbas groups and Intracratonic/Antepaís Supersequence (neoproterozoic), constituted by the Bambuí Group. The Permocarboniferous (Santa Fé Group) and Cretaceous (Areado, Mata da Corda and Urucuia) units are grouped by the Sanfranciscana Supersequence in accordance with Zalán & Romeiro Silva (2007).

The Brasília Fold Belt of Neoproterozoic age is more than 1,100 km long. Developed during the Brasiliano Cycle (Almeida et al., 1977) on the southern edge of the São Franscisco Craton, this belt represents a complex belt of folds and thrust faults with tectonic and metamorphic vergences towards the Craton (Fuck et al., 1994). Structurally, it presents two distinct trends: a northern one, with a NE orientation and a southern one with a NW orientation, with the same geotectonic evolution, although with different characteristics. The meeting of the two branches marks a large regional structure defined as the Syntax of the Pyrenees (Araújo Filho, 1999) which consists of WNW-SSE lineaments, located at the same latitude as the Federal District.

During the Late Cretaceous, they were housed in the Brasília Belt SW of the São Francisco Craton, a set of ultrapotassic alkaline rocks. Among these groups, the Alto Paranaíba Alkaline-Carbonatitic Province, which is made up of numerous sub-volcanic bodies of kamafugites and kimberlites, with rare lamproites; large alkaline-carbonatite-phoscoritic plutonic complexes such as those of Catalão, Serra Negra, Salitre, Araxá and Tapira; and a voluminous set of spills and kamafugite pyroclastic deposits from the Mata da Corda Group.

Subsequently, the Capacete Formation represents the sedimentation of the erosion product of these rocks, therefore, it also has great prospective potential. In petrographic sheets of sandstones and lithic, epiclastic conglomerates, detrital apatite cemented grains have often been found, in addition to fragments of phosphorites.

7.2 Local Project Geology

In the Tiros Project area, as shown in Figure 7-2, the following lithostratigraphic units were differentiated and mapped, from base to top: Bambuí Group, Areado Group, Mata da Corda Group, Laterite Cover and Alluvial Deposit. There is a NNE-directed band that encompasses the rocks of the Mata da Corda Group, represented by the Capacete formation, which generally have a lateritic cover and are exposed only on the slopes of the plateaus.

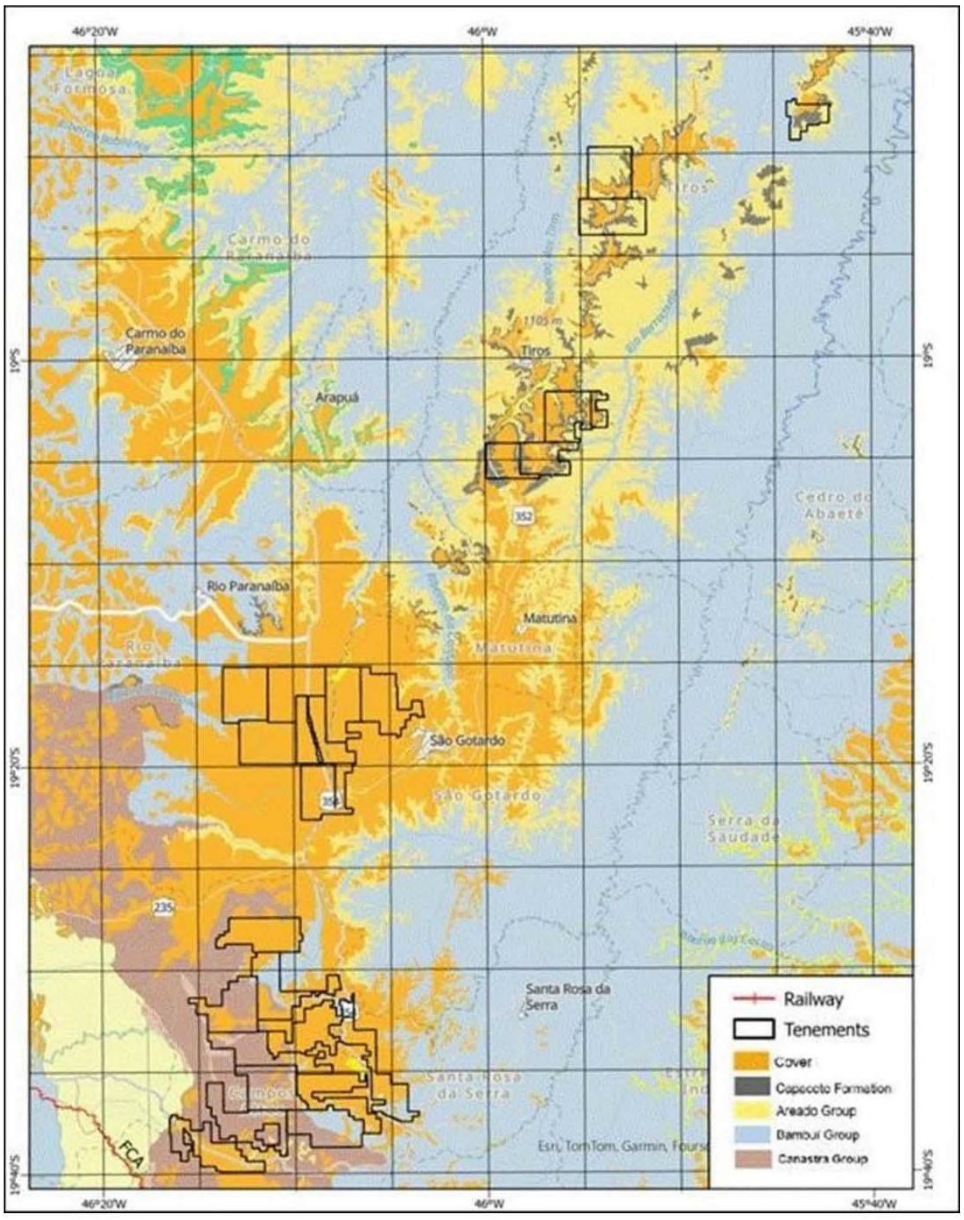

Figure 7-2 – Local geological map

The undivided Bambuí Group (Paraopebas Subgroup) is represented by a pink claystone siltstone, with disseminated white mica, of detrital origin, and plane-parallel lamination marked by the variation from clay and silty to silty-sandy planes.

The Areado Group is characterized by sandstones from the Três Barras Formation, essentially

composed of quartz with fine to medium sand grain size. There is stratification marked by particle size variation, both for levels of coarse sand with rare granules, and for levels of fine sand grain size. In some outcrops, cross-stratifications up to 3 m thick were observed, characterizing them as an aeolian environment.

The Mata da Corda Group is represented in the area by epiclastic rocks (sandstone and conglomerate) of the Capacete Formation (Figure 7-3). The sandstone is friable, magnetic, composed of quartz, fragments of volcanic rocks and heavy minerals, such as magnetite and ilmenite, with medium to coarse sand grain size, with flat-parallel stratification marked by granulometric and compositional variation, presenting strata richer in quartz and others richer in fragments of volcanic rock and heavy minerals.

Figure 7-3 – Outcrop of epiclastic rocks in roadside ravine

The conglomerate (Figure 7-4) is friable, magnetic, composed of a quartz matrix, fragments of volcanic rock and heavy minerals, such as magnetite and ilmenite, in medium to coarse sand grain size, and with clasts predominantly of volcanic rock of grain size up to boulders, with plane-parallel stratification marked by granulometric and compositional variation, presenting strata richer in quartz and others richer in fragments of volcanic rock and heavy minerals.

Figure 7-4 – Conglomerate hand sample from the Capacete Formation

The changes in the epiclastic formations of the Capacete Formation result in a saprolite (Figure 7-5) with a reddish to purplish colour, magnetic, clayey, with a mottled appearance, with disseminated kaolinite, possibly from the alteration of the volcanic fragments. Saprolite samples show low levels of P_2O_5, but high concentrations of TiO_2 and REE.

The laterite cover occurs at the top of the plateaus and develops through the evolution of weathering over the rocks of the Mata da Corda Group. Outcrops are observed on the edges of the plateaus, with a break in relief. The laterite is reddish, weakly magnetic, beige, non-magnetic, with a clayey matrix, with quartz fragments and goethite nodules.

Alluvial deposits are composed of ancient and recent alluvium, with fine to coarse sand, clays mainly varied colluvium.

Figure 7-5 –Saprolite outcrop from the epiclastic rocks of the Capacete Formation

7.3 Regolith

Understanding the variability of weathered profile across the area and in different lithologies, proved to be key for guiding the metallurgical test work. A comprehensive study on the geochemical results of the AC and core drilling combined with the results of the mineralogical study, led to the separation of the weathered profile into 4 distinct zones based on visual and geochemical characteristics. The main oxide used for the definition is CaO. Other oxides as K2O, SiO2, Al2O3, MgO, Fe2O3 and LOI are also used to assist defining the boundaries. Along all the weathering profile, Ti shows positive correlation with Fe2O3, BaO, V, MnO, Nb, La, Nd, Hf, Nb, Ta, Th and U, and an inverse correlation with SiO2.

The following layers are relevant:

- SOX (Strongly Oxidized Saprolite) – It is the topmost layer of Capacete in any complete profile. Thickness varies from a few meters up to almost 40m. Typically weathering has completely removed CaO and K2O, resulting in high kaolinite, very low mica content and anatase enrichment. Later this layer was also named Red for sampling purposes. It is red and displays no structures.

- MOX (Moderately Oxidized Saprolite) - The MOX zone is characterized by a slight increase in CaO, K2O, SiO2 and slight decreases in Al2O3 levels. Kaolinite is almost absent, and micas account to up to 45% in mineral abundance. CaO is still the best indicator of the weathering stage, but the other oxides are increasingly more important for identifying transition zones. It displays a range of green tones with reddish mottling, and relatively well-preserved rock structures.
- WOX (Weakly Oxidised Saprolite – or Sap Rock) - The WOX zone is a transition between fresh and weathered sediment, and its definition is imprecise. The mineralogical study showed samples with approximately 50% micas, small amounts of K-feldspar and no kaolinite. Grey is the dominant colour and structures are well preserved.
- FRS – (Fresh Rock) - Fresh "rock" was arbitrarily defined as having CaO > 8%, which is when calcite is present and reacts with weak HCl. The average TiO2 is 6%, Fe2O3 is 14%, CaO is 12% (ranging from 7 to 22%) and P2O5 is 1%.

The following definitions are an attempt to define the layers based solely on geochemistry. This is intended to assist in differentiating samples collected during drilling.

SOX: CaO < 0.15% and K2O < 2%
MOX: 0.15 < CaO < 0.5% and 2% < K2O < 5%
WOX: 0.5% < CaO < 8%
FRS: CaO > 8% and LOI >10%

7.4 Mineralization

Mineralization at the Tiros Project is due to a lateritic process enriching epiclastic rocks and the erosion products of volcanic rocks enriched in titanium and rare earth elements. REE and titanium mineralization are hosted in sandstones and conglomerates of the Capacete Formation, belonging to the Mata da Corda Group. Titanium is mainly associated with the mineral anatase, originated from the alteration of perovskite. REE are suspected to be also associated with the perovskite. This mineral with formula CaTiO3, was affected by weathering close to surface. The calcium ion was put into solution by meteoric waters, leaving the anatase crystals with many voids. This allowed the migration of the REE to nearby clays where they were captured through weak bonds. The upper part of the mineralized zone is known as being of higher grade for both titanium and REE which should be the effect of the leaching of gangue elements due to weathering.

Importantly, the Tiros Project area does not have a JORC compliant resource to provide information relating to the length, width, or depth of the mineralised zone, however generally of the areas drilled within the total 45,048 hectares of the Tiros Project, the mineralised zone has been found to contain similarly consistent titanium and rare earth grades which is consistent with

the geological knowledge of the Capacete Formation.

8 DEPOSIT TYPES

The Tiros Project can be defined as a lateritic type of deposit, in which a rock enriched of certain elements is subject to leaching by meteoric waters and have some elements of interest concentrated close to the surface.

In relation to the anatase, the main paradigm is the Tapira deposit, situated 127 km to the SW of Tiros. The geology there is made of plutonic rocks (whereas the Tiros Project is made of epiclastic rocks of volcanic origin) but the magma source is similar. The geochemical signature is also similar, with TiO2 grades in the order of 12 -14% and REE anomalous.

Lateritic deposits with REE enriched close to surface are more common. In Brazil, there is the Serra Verde deposit and the recently discovered deposits on the dome of Poços de Caldas. The former is a product of enrichment of granite and the latter, of carbonatite.

9 DRILLING

An exploration program was planned and commenced in September 2023. This included work program in chemical reanalysis of the remaining samples from historic drilling and a new auger, Aircore and diamond drilling campaign (Figure 9-1).

At the time of writing this ITAR, Resouro had completed 257m over 25 auger holes, 1,562m over 31 Aircore holes and, 1,634m over 26 Diamond holes.

Assays from the recent Resouro drilling campaign had returned the first batches of 1620 samples with many of the hole assays still pending laboratory results. The first samples received are shown in the sections below.

To date no topographic survey was carried out in the Tiros Project with SRTM data used for exploration with the drill hole collars being topographically surveyed by handheld GPS and later updated with high precision GPS.

9.1 Auger Drilling

The auger drilling campaign totalled 257m in 25 auger drill holes of 10cm diameter, with the depth of the holes varying from 2 to 15m in tenement 831.045/2010. Drilling has been undertaken following a standard operating procedure of the auger equipment and drilled to maximum physical depth of the machinery.

Geological parameters, such as lithology, oxidation, colour and presence of fragments, recorded in every 1m, with all drilled material being captured, bagged and labelled for sample preparation in the Resouro workshop. Samples in the Resouro workshop were weighed, dried, manually crushed, reweighed and sent for sampling to the SGS Geosol laboratory in Belo Horizonte, Brazil being the closest accredited laboratory. Samples in the laboratory followed a standard procedure for sampling which included, weighting, drying, screening, sorted, split, attritioned and analysed.

Results from the 1620 assays received at the time of writing this ITAR included 255 auger related results. The auger results received are summarised in (Table 9-1) showing the deposit contains high levels of titanium consistent with historical drilling and high levels of rare earth consistent with the work undertaken by RBM. Results also indicated the material zone is consistent with that known in historical exploration although the results did indicate the lower-level thickness of the zone of this deposit was not reached in the auger drilling program. Holes FT06, FT08, FT12 and FT13 are excluded from these results as no mineralisation was detected.

The results of the auger program indicated the geological interpretation and method of exploration is appropriate highlighting the interface between the physical dimensions and geological profiles

is consistent with the geological understanding of the Capacete Formation.

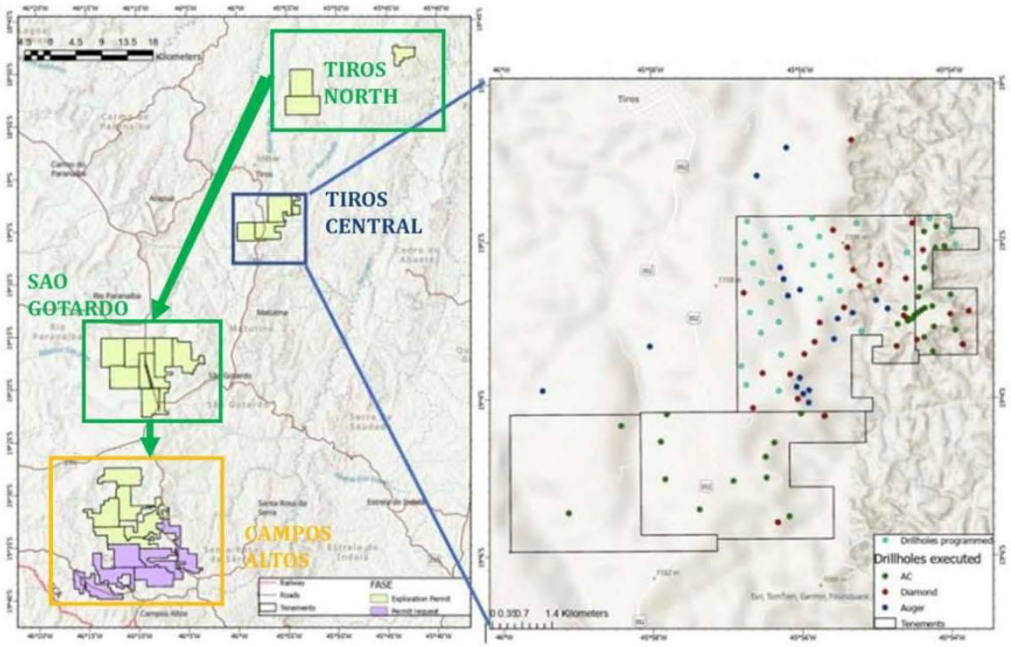

Figure 9-1 – Resouro 2023 Auger, Diamond and Aircore drilling location

Table 9-1 – Results of the Resouro auger drilling campaign

HoleID	X	Y	Z	AZIMUTH	DIP	Interval FROM	Interval TO	Average TREO ppm	Average TiO_2%
FT-01	401470.1	7893949	1002.723	0	90	0	6	4,189	20.56
FT-02	401368.3	7894337	997.0978	0	90	0	11	5,253	15.26
FT-03	401286	7894607	997.0582	0	90	0	6	4,058	15.03
FT-04	402991	7893548	1027.228	0	90	3	15	6,699	19.41
FT-05	402639.2	7893409	1018.939	0	90	2	9	3,455	10.92
FT-07	403540.6	7893845	944.0546	0	90	0	2	3,610	10.82
FT-09	401958.9	7891441	1039.084	0	90	3	11	5,768	16.03
FT-10	401827.6	7891643	1001.096	0	90	7	10	3,143	8.76
FT-11	401967.7	7891730	1033.299	0	90	0	10.5	7,181	10.47
FT-14	404435.9	7911032	1040.91	0	90	12	15	662	9.37
FT-15	404013.3	7911081	1034.5	0	90	3	16	1,846	9.92
FT-16	403803.7	7911334	988.3385	0	90	0	13	1,546	7.2
FT-18	405538.3	7910684	1022.839	0	90	2	9	2,508	7.66
FT-19	405670.3	7910407	1021.412	0	90	0	11	4,131	8.78
FT-20	405796.2	7910196	1037.287	0	90	6	7	223	6.14
FT-21	404814.6	7914113	892.66	0	90	0	2	1,882	4.65
FT-23	404683.3	7915151	912.154	0	90	0	11	5,155	14.03
FT-24	404434.8	7915040	916.733	0	90	0	15	3,885	13.01
FT-25	406423.4	7915087	1012.846	0	90	0	12	8,150	20.1

9.2 Aircore Drilling

The Aircore drilling campaign at the time of writing this ITAR totalling to date 1,562 m over 31 Aircore drill holes of ~100mm diameter, with the depth of the holes varying from ~2m to ~85m. Drilling was undertaken following a standard operating procedure of the Aircore drilling equipment and undertaken by an Drillbell Sondagens LTDA. Drilling depth was chosen to reach the hard conglomerate materials which was identified by the driller and the field geologist.

All drilled material is captured, bagged and labelled in 1m intervals for sample preparation in the

Resouro workshop. Samples in the Resouro workshop were weighed, dried, manually crushed, reweighed with geological parameters, such as lithology, oxidation, colour and presence of fragments, recorded. Samples where then sent for sampling to the SGS Geosol laboratory in Belo Horizonte, Brazil being the closest accredited laboratory. Samples in the laboratory followed a standard procedure for sampling which included, weighting, drying, screening, sorted, split, attritioned and analysed.

Results from the 779 aircore assays received at the time of this ITAR included are summarised in Table 9-2 showing the deposit contains high levels of titanium consistent with historical drilling and high levels of Rare earth consistent with the work undertaken by RBM. Results also indicated the material zone is consistent with that known in historical exploration. It should be noted in the Table 9-2 below that some assay results within the hole horizon are pending and the final averages may vary once received.

The results of the Aircore program indicated the geological interpretation and method of exploration is appropriate although bands of higher-grade materials within the 1m assay results is not yet known to be consistent or otherwise.

Table 9-2 – Results of the Resouro Aircore drilling campaign

HoleID	X	Y	Z	AZIMUTH	DIP	Interval FROM	Interval TO	Average TREO ppm	Average TiO_2%
ACTIR-21	404224	7893656	1050	90	0	0	43	1,979.80	6.31
ACTIR-22	404273	7893424	1053	90	0	0	58	2,704.42	7.60
ACTIR-23	404863	7893710	1051	90	0	2	57	2,704.18	8.24
ACTIR-24	404686	7893661	1064	90	0	0	80	3,624.82	11.36
ACTIR-25	404596	7893609	1054	90	0	0	59	3,027.54	9.05
ACTIR-26	404440	7893490	1054	90	0	0	83	3,210.73	9.96
ACTIR-27	404280	7893363	1057	90	0	29	46	4,214.78	15.06
ACTIR-28	404372	7893400	1035	90	0	32	80	3,712.54	12.31
ACTIR-29	404527	7893553	1055	90	0	45	74	3,942.54	12.11
ACTIR-30	404534	7893922	1047	90	0	18	48	4,480.77	10.93
ACTIR-31	404050	7893281	1057	90	0	33	59	6,410.20	15.13
ACTIR-32	404899	7893225	1038	90	0	51	63	5,305.54	13.80
ACTIR-33	404876	7892647	1058	90	0	10	51	4,342.98	11.46
ACTIR-34	404677	7894603	1072	90	0	53	67	5,165.90	14.00
ACTIR-36	405143	7895114	1019	90	0	6	46	4,575.54	15.15
ACTIR-37	396320	7888840	1024	90	0	22	49	3,198.24	10.47

ACTIR-38	397552	7890890	1022	90	0	20	57	3,277.94	11.89
ACTIR-39	405672	7910407	992	90	0	6	16	4,867.20	9.34
ACTIR-40	406571	7914075	1039	90	0	47	51	6,611.91	14.94
ACTIR-41	422780	7919369	910	90	0	6	12	7,564.85	18.02
ACTIR-42	423471	7921116	959	90	0	17	35	6,417.17	18.45
ACTIR-43	407349	7914551	1054	90	0	47	53	9,713.40	21.63
ACTIR-46	386029	7868243	1109	90	0	41	53	4,331.61	14.42
ACTIR-48	380630	7860388	1125	90	0	24	41	4,746.34	11.60
ACTIR-50	381569	7862210	1122	90	0	13	32	3,442.69	11.55

9.3 Diamond Drilling

The diamond drilling campaign totalling to date comprises 1,634 m in 26 diamond drill holes of 63.5mm diameter, with the depth of the holes varied up to ~93m. Drilling was undertaken following a standard operating procedure of the diamond drilling equipment and undertaken by an experienced drilling contractor. Drilling depth was chosen to reach the hard conglomerate materials which was identified by the driller and the field geologist.

All drilled material was captured, bagged, and labelled in 1m intervals for sample preparation in the Resouro workshop. Samples in the Resouro workshop were weighed, dried, manually crushed, reweighed with geological parameters, such as lithology, oxidation, colour, and presence of fragments, recorded. Samples where then sent for sampling to the SGS Geosol laboratory in Belo Horizonte, Brazil being the closest accredited laboratory. Samples in the laboratory followed a standard procedure for sampling which included, weighting, drying, screening, sorted, split, attritioned and analysed.

Results from the 586 assays received at the time of this ITAR are summarised in Table 9-3 showing the deposit contains high levels of titanium consistent with historical drilling and high levels of Rare earth consistent with the work undertaken by RBM. Results also indicated the material zone is consistent with that known in historical exploration. It should be noted in the Table 9-3 below that some assay results are pending within the hole and the final averages may vary once received.

Table 9-3 – Results of the Resouro Diamond drilling campaign

HoleID	X	Y	Z	AZIMUTH	DIP	Interval FROM	Interval TO	Average TREO ppm	Average TiO2%
FDTIR-01	402326	7891121	1032	90	0	12.4	21.4	7,930.30	20.15
FDTIR-02	404643	7895024	1033	90	0	34	58	5,226.21	12.47
FDTIR-03	405585	7892798	1019	90	0	3	26	6,972.28	14.58
FDTIR-04	401235	7888631	1052	90	0	16	26	6,835.08	17.97
FDTIR-05	404499	7892925	1051	90	0	19	31.9	5,535.54	16.72
FDTIR-06	405286	7893524	1067	90	0	35	49	4,926.38	13.55
FDTIR-07	404023	7892769	1032	90	0	12	18.45	5,453.72	10.60
FDTIR-08	404389	7895655	1013	90	0	13	79	3,787.55	10.06
FDTIR-09	404241	7894354	1055	90	0	37	92.85	4,494.95	12.90
FDTIR-10	405722	7893594	1004	90	0	0	6	1,709.93	5.76
FDTIR-11	403611	7894297	1016	90	0	35	54.4	4,787.55	12.37
FDTIR-12	403171	7894171	1075	90	0	41	63.8	5,958.69	13.86
FDTIR-13	402835	7893707	1083	90	0	17	81.15	3,838.22	11.46
FDTIR-14	402214	7893320	1011	90	0	20	50.15	5,169.93	14.78
FDTIR-15	401701	7891530	1084	90	0	39	101.3	2,019.68	9.55
FDTIR-16	400647	7891313	1083	90	0	36	93	4,281.26	10.42
FDTIR-17	403000	7894552	1016	90	0	36	91.75	4,327.63	11.69
FDTIR-18	402097	7892865	995	90	0	0	66	4,027.60	12.44
FDTIR-19	403646	7894678	1019	90	0	9	79	4,099.00	10.79

9.4 Density

Since overburden is a friable material, density estimates were obtained from outcrops of both lithologic types in road cuts near the city of Tiros. A hole of approximately 30 x 30 x 30 cm is dug, and the material excavated was weighted at a precision scale. The volume of the material is taken from filling the hole with water, after covering it with canvas. The division of the weight by the volume produced an estimate of 1.43 g/cm3 for overburden and 1.73 g/cm3 for the SOX mineralized zone. This process is shown in Figure 9-2.