

**CAVALIER RESOURCES LIMITED**  
**ACN 635 842 143**

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**OFFER DOCUMENT**

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For a pro rata non-renounceable entitlement offer to Eligible Shareholders of one (1) New Share for every three (3) existing Shares held by Eligible Shareholders on the Record Date at an issue price of \$0.12 per New Share to raise approximately \$1,735,267 (before costs) (**Offer**).

**The Offer opens on 30 September 2024 and closes at 2:00pm WST (5:00pm AEDT) on 9 October 2024 (unless it is lawfully extended). Valid acceptances must be received before that time.**

Applications for New Shares by Eligible Shareholders can only be made by using or following the instructions on an Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out the Eligible Shareholders' Entitlement to participate in the Offer.

Please read the instructions in this Offer Document and on the accompanying Entitlement and Acceptance Form.

***This document is not a prospectus and does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered by this document.***

***The New Shares offered by this Offer Document should be considered as speculative.***

For personal use only

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## 1. IMPORTANT INFORMATION

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

### **This document is not a prospectus**

This Offer Document is dated 19 September 2024, has been prepared by Cavalier Resources Limited and is for a rights issue of continuously quoted securities (as defined in the Corporations Act) of the Company. This Offer Document is not a prospectus under the Corporations Act and has not been lodged with the ASIC. It does not contain all of the information that an investor would find in a prospectus, or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the Shares offered by this document.

This Offer Document including each of the documents attached to it and which form part of this Offer Document are important and should be read in their entirety prior to making an investment decision. In particular, Shareholders should refer to the risk factors set out in Section 4. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser.

### **Section 708AA of the Corporations Act**

This Offer Document has been prepared in accordance with section 708AA of the Corporations Act. In general terms, section 708AA permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would expect in, a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding to accept the Offer.

### **Eligibility**

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

### **Overseas Shareholders**

This Offer Document does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document.

The Offer is not being extended and Shares will not be issued to Shareholders with a

registered address which is outside Australia and New Zealand. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of New Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

### **New Zealand Shareholders**

The Offer is being made in New Zealand pursuant to the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

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

### **Notice to nominees and custodians**

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

### **Forward-looking statements**

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

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

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

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

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

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

**Privacy Act**

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

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

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

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1. **CORPORATE DIRECTORY**

**Directors**

Ranko Matic  
Executive Chairman

Daniel Tuffin  
Executive Technical Director

Anthony Keers  
Non-Executive Director

**Company Secretaries**

Damon Cox

Simon Acomb

**Registered Office**

Level 2  
22 Mount Street  
PERTH WA 6000

Telephone: +61 8 6188 8181  
Facsimile: +61 8 6188 8182  
Email: [info@cavalierresources.com.au](mailto:info@cavalierresources.com.au)  
Website: [www.cavalierresources.com.au](http://www.cavalierresources.com.au)

**Lead Manager**

Kerr Allan Financial Pty Ltd trading as Dalton  
Equities  
Level 10  
23-25 Hunter Street  
SYDNEY NSW 2000  
Telephone: + 61 2 9241 2599

**Legal Advisers**

Steinepreis Paganin  
Level 14  
QV1 Building  
250 St Georges Terrace  
PERTH WA 6000

**Auditor\***

HLB Mann Judd (WA Partnership)  
Level 4  
130 Stirling Street  
PERTH WA 6000

Telephone: +61 8 9227 7500

**Share Registry\***

Automatic Group  
Level 5  
191 St Georges Terrace  
PERTH WA 6000

\*These parties have been included for information purposes only. They have not been involved in the preparation of this Offer Document.

## 2. DETAILS OF THE OFFER

### 2.1 Background

The Offer is being made as a non-renounceable entitlement offer of one (1) New Share for every three (3) Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.12 per Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as set out in Section 2.7, a maximum of approximately 14,460,556 New Shares (subject to rounding) will be issued pursuant to this Offer to raise up to approximately \$1,735,267.

As at the date of this Offer Document, the Company has 4,000,000 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 2.7 for information on the exercise price and expiry date of the Options on issue.

All of the New Shares offered under this Offer Document will rank equally with the Shares on issue at the date of this Offer Document.

The Directors may at any time decide to withdraw this Offer Document and the offer of New Shares made under this Offer Document in which case the Company will return all Application monies (without interest) within 28 days of giving such notice of withdrawal.

### 2.2 Lead Manager

Kerr Allan Financial Pty Ltd (ACN 127 843 627) trading as Dalton Equities has been engaged by the Company to act as lead manager to the Shortfall Offer (**Lead Manager**) under a mandate dated 12 September 2024 (**Lead Manager Mandate**), the material terms of which are as follows:

- (a) the Company will pay the Lead Manager a management fee of 2.0% of the total amount raised under any Shortfall Offer;
- (b) the Company will pay the Lead Manager an arranging fee of 4.0% of the total proceeds raised by the Lead Manager under any Shortfall Offer; and
- (c) the Company will issue to the Lead Manager (or its nominees) 2.5 million Options for every 7 million New Shares issued under the Offer and any Shortfall Offer), provided an aggregate of no less than \$1,500,000 is raised from the Offer and any Shortfall Offer. It is acknowledged by the Company that up to 55% of Options may be allocated to other broker groups/intermediaries according to their allocation of equity investment.

### 2.3 Use of Funds

Completion of the Offer will result in an increase in cash in hand of up to approximately \$1,735,267 (before the payment of costs associated with the Offer).

The Company intends to apply the funds raised under the Offer as follows:

ITEMS OF EXPENDITURE	\$
Crawfords – Near Mine Exploration Drilling	\$450,000
Crawfords – Near Mine Development Drilling	\$425,000
Ella's Rock – Additional Drilling	\$200,000
Expenses of the Offer	\$141,160
Administration and working capital	\$519,107
<b>Total</b>	<b>\$1,735,267</b>

The above table is a statement of the Board's current intentions as at the date of this Offer Document. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including

the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

## 2.4 Indicative Timetable\*\*

<b>Company Announces Rights Issue and lodgement of Appendix 3B</b>	Thursday, 19 September 2024
<b>Lodgement of Offer Document and s708AA Cleansing Notice with ASX</b>	Thursday, 19 September 2024
<b>Ex date</b>	Tuesday, 24 September 2024
<b>Record Date for determining Entitlements</b>	Wednesday, 25 September 2024
<b>Offer Opening Date, Offer Document sent out to Eligible Shareholders and Company announces this has been completed</b>	Monday, 30 September 2024
<b>Last day to extend Closing Date (before noon AEDT)</b>	Friday, 4 October 2024
<b>Closing Date*</b>	Wednesday, 9 October 2024
<b>New Shares quoted on a deferred settlement basis</b>	Thursday, 10 October 2024
<b>Announcement of results of the Offer</b>	Wednesday, 16 October 2024
<b>Issue date and lodgement of Appendix 2A with ASX applying for quotation of the New Shares</b>	Wednesday, 16 October 2024
<b>Quotation of New Shares issued under the Offer</b>	Thursday, 17 October 2024

\*Subject to the ASX Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

\*\*These dates are indicative only and are subject to change.

## 2.5 Entitlements and acceptance

Details of how to apply under the Offer are set out in Section 3.

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance form accompanying this Offer Document.

You can also apply for additional Shares under the Shortfall Offer in addition to your Entitlement by following the instructions set out in Section 3. The Shortfall Offer is described in Section 3.5 below.

## 2.6 No rights trading

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for New Shares under the Offer to any other party. If you do not take up your Entitlement to New Shares under the Offer by the Closing Date, the Offer to you will lapse.

## 2.7 Capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted, is set out below.

Shares	Number
Shares currently on issue	43,381,666
New Shares offered pursuant to the Offer <sup>1</sup>	14,460,556
<b>Total Shares on issue after completion of the Offer<sup>1</sup></b>	<b>57,842,222</b>

### Notes:

1. This number may vary due to rounding of Entitlements and may increase as a result of the rounding up of New Shares offered under the Offer.

### Options

Options	Number
Options currently on issue exercisable at \$0.30 on or before 14 June 2026	4,000,000
Total number of Options that may be issued to the Lead Manager exercisable at \$0.24 on or before the date which is three (3) years from the date of issue <sup>1</sup>	5,164,484
<b>Total</b>	<b>9,164,484</b>

### Notes:

1. The number of Options to be issued to the Lead Manager assumes the full subscription of the Offer and the maximum fees payable under the Lead Manager Mandate.

### Performance Rights

Performance Rights	Number
Performance Rights currently on issue	4,000,000
<b>Total</b>	<b>4,000,000</b>

The capital structure on a fully diluted basis as at the date of this Offer Document is 51,381,666 Shares and on completion of the Offer (assuming all Entitlements are accepted, and no Options are exercised, and no Performance Rights convert into Shares prior to the Record Date) would be 71,006,706 Shares.

As at the date of this Offer Document, no Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

## 2.8 Pro-forma balance sheet

The audit reviewed balance sheet as at 31 December 2023 and the unaudited pro-forma balance sheet as at 30 June 2024 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position for major items.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Options or convertible securities are exercised prior to the Record Date and including expenses of the Offer.

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



	AUDIT REVIEWED 31 Dec 2023 \$	MATERIAL SUBSEQUENT EVENTS \$	UNAUDITED 30 JUN 2024 \$	PRO FORMA ADJUSTMENTS \$	PRO FORMA \$
<b>CURRENT ASSETS</b>					
Cash <sup>1</sup>	1,061,961	(715,343)	346,618	1,594,107	1,940,725
Prepayments	23,102	-	23,102	-	23,102
Other receivables	10,319	-	10,319	-	10,319
<b>TOTAL CURRENT ASSETS</b>	<b>1,095,382</b>	<b>(715,343)</b>	<b>380,039</b>	<b>1,594,107</b>	<b>1,940,725</b>
<b>NON-CURRENT ASSETS</b>					
Exploration and evaluation expenditure	3,265,157	583,681	3,848,838	-	3,848,838
Prepayments	200,000	-	200,000	-	200,000
<b>TOTAL NON-CURRENT ASSETS</b>	<b>3,465,157</b>	<b>-</b>	<b>4,048,838</b>	<b>-</b>	<b>4,048,838</b>
<b>TOTAL ASSETS</b>	<b>4,560,539</b>	<b>(131,662)</b>	<b>4,428,877</b>	<b>1,594,107</b>	<b>6,022,984</b>
<b>CURRENT LIABILITIES</b>					
Trade and other payables	90,473	228,137	318,610	-	318,610
<b>TOTAL CURRENT LIABILITIES</b>	<b>90,473</b>	<b>228,137</b>	<b>318,610</b>	<b>-</b>	<b>318,610</b>
<b>TOTAL LIABILITIES</b>	<b>90,473</b>	<b>228,137</b>	<b>318,610</b>	<b>-</b>	<b>318,610</b>
<b>NET ASSETS</b>	<b>4,470,066</b>	<b>(359,799)</b>	<b>4,110,267</b>	<b>1,594,107</b>	<b>5,704,374</b>
<b>EQUITY</b>					
Issued capital	5,153,077	-	5,153,077	1,366,353	6,519,430
Reserves	747,707	-	747,707	227,754	975,461
Accumulated losses	(1,430,718)	(359,799)	(1,790,517)	-	(1,790,517)
<b>TOTAL EQUITY</b>	<b>4,470,066</b>	<b>(359,799)</b>	<b>4,110,267</b>	<b>1,594,107</b>	<b>5,704,374</b>

**Notes:**

- Material subsequent events incorporate adjustments for the ordinary course of business expenditure and transactions post the 31 December 2023 balance date to 30 June 2024. This includes the movement in cash, exploration and evaluation expenditure, trade payables and accumulated losses. As announced to the ASX on 30 July 2024 within the June 2024 Quarterly Appendix 5B Cash Flow Report, cash on hand at 30 June 2024 was \$347,000.
- The pro-forma adjustments incorporate the following adjustments;
  - increase to available cash, being \$1,735,267 less costs of the Offer of \$141,160;
  - increase to issued capital of \$1,735,267 less costs of the offer of \$368,914; and
  - increase reserves of \$227,754, being the fair value of the Options issued to the Lead Manager under the Lead Manager Mandate.

## 2.9 Dilution

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 25% (as compared to their holdings and number of Shares on issue as at the date of this Offer Document).

Examples of how the dilution may impact Shareholders are set out in the table below:

Holder	Holding as at Record date	Approximate % at Record Date <sup>1</sup>	Entitlements under the Offer	Holdings if Offer not taken Up	Approximate % post Offer
Shareholder 1	10,000,000	23.05%	3,333,333	10,000,000	17.29%
Shareholder 2	5,000,000	11.53%	1,666,667	5,000,000	8.64%
Shareholder 3	1,500,000	3.46%	500,000	1,500,000	2.59%
Shareholder 4	400,000	0.92%	133,333	400,000	0.69%
Shareholder 5	50,000	0.12%	16,667	50,000	0.09%

**Notes:**

1. This is based on a share capital of 43,381,666 Shares at the date of this Offer Document.

## 2.10 Directors Interest and Participation

Each Director's relevant interest in the securities of the Company at the date of this Offer Document and their Entitlement is set out in the table below.

Director	Shares	Performance Rights	Voting Power (%)	Entitlement	\$
Ranko Matic	5,542,800 <sup>1</sup>	1,750,000 <sup>2</sup>	12.78%	1,847,600	\$221,712
Daniel Tuffin	3,258,600 <sup>3</sup>	1,750,000 <sup>4</sup>	7.51%	1,086,200	\$130,344
Anthony Keers	1,003,800 <sup>5</sup>	500,000 <sup>6</sup>	2.31%	334,600	\$40,152

**Notes:**

1. Comprising:
  - (a) 572,000 Shares held indirectly by Consilium Corporate Advisory Pty Ltd of which Mr Matic is a director and shareholder;
  - (b) 3,350,000 Shares held indirectly by Cataalna Pty Ltd ATF <Matic Super Fund> of which Mr Matic is a director and beneficiary; and
  - (c) 1,620,800 Shares held indirectly by Matic Mining Pty Ltd of which Mr Matic is a director and shareholder.
2. Held indirectly by Consilium Corporate Advisory Pty Ltd of which Mr Matic is a director and shareholder.
3. Comprising:
  - (a) 232,000 Shares held directly by Mr Tuffin;
  - (b) 728,800 Shares held indirectly by Auralia Holdings No 2 Pty Ltd <AH No 2 Unit Trust A/C> of which Mr Tuffin is a director and beneficiary;
  - (c) 1,922,800 Shares held indirectly by Tuffaco Pty Ltd <Tuffin Family A/C> of which Mr Tuffin is a director and shareholder; and
  - (d) 375,000 Shares held indirectly by Tuffagold Pty Ltd ATF <Tuffagold Unit Trust> of which Mr Tuffin is a director and beneficiary.
4. Held indirectly by Tuffaco Pty Ltd <Tuffin Family A/C> of which Mr Tuffin is a director and shareholder.
5. Comprising:
  - (a) 250,000 Shares held directly by Mr Keers;
  - (b) 728,800 Shares held indirectly by Auralia Holdings No 2 Pty Ltd <AH No 2 Unit Trust A/C> of which Mr Keers is a director and beneficiary; and
  - (c) 25,000 Shares held indirectly by Stanna Keers, Mr Keers' spouse.
6. Held directly by Mr Keers.

The Directors reserve the right to take up some or all of their Entitlements.

## 2.11 Effect of the Offer on control and substantial holders

The Offer is not expected to have any impact on control of the Company.

Based on publicly available information as at the date of this Offer Document, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue and their Entitlement prior to the Offer are set out in the table below.

Substantial Holder	Shares	Voting Power (%)	Entitlement	\$
PG Mining Pty Ltd <sup>1</sup>	8,254,868	19.03%	2,751,623	\$330,195
Ranko Matic <sup>2</sup>	5,542,800	12.78%	1,847,600	\$221,712
Daniel Tuffin <sup>3</sup>	3,258,600	7.51%	1,086,200	\$130,344

### Notes:

1. PG Mining Pty Ltd has indicated that it will take up its full Entitlement.
2. Ranko Matic has indicated that he will take up his full Entitlement.
3. Daniel Tuffin has indicated that he will take up his full Entitlement.
4. The voting power percentages in the table above is prior to completion of the Offer.

The potential effect that the issue of the New Shares under the Offer will have on the control of the Company is as follows:

- (a) if all Eligible Shareholders take up their Entitlements under the Offer, the issue of New Shares under the Offer will have no effect on the control of the Company and all Shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible Shareholders being unable to participate in the Offer;
- (b) in the more likely event that there is a Shortfall, Eligible Shareholders who do not subscribe for their full Entitlement of New Shares under the Offer and ineligible Shareholders unable to participate in the Offer will be diluted relative to those Shareholders who subscribe for some or all of their Entitlement as shown by the table in Section 2.9; and
- (c) in respect of any Shortfall, Eligible Shareholders will be entitled to top-up their shareholding, by subscribing for additional Shares to be issued from the Shortfall pool (**Shortfall Offer**). However, the Company will only issue such Shares pursuant to an application received where the Directors are satisfied, in their discretion, that the issue of the Shares will not increase the applicant's voting power above 19.99%. Having regard to the number of New Shares to be issued under the Offer, even if a substantial shortfall eventuated, a participant in the Shortfall Offer would not be in a position to exercise any substantive control in the Company.

## 2.12 Market Price of Shares

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

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

	(\$)	Date
Highest	\$0.17	8 July 2024
Lowest	\$0.09	15 August 2024
Last	\$0.14	18 September 2024

## 2.13 Opening and Closing Dates

The Offer opens on the Opening Date, being 30 September 2024, and closes on the Closing Date, being 2:00pm WST (5:00pm AEDT) on 9 October 2024 (or such other dates as the Directors in their discretion shall determine subject to the ASX Listing Rules). The Company will accept Entitlement and Acceptance Forms until the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the ASX Listing Rules.

## 2.14 Issue and dispatch

New Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and the indicative timetable set out in Section 2.4. Shortfall Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis.

Pending the issue of the New Shares or payment of refunds pursuant to this Offer Document, all Application monies will be held by the share registry in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest by completing and returning the Entitlement and Acceptance Form.

The expected dates for issue of New Shares offered by this Offer Document are expected to occur on the dates specified in the indicative timetable set out in Section 2.4.

Holding statements for New Shares issued under the Offer will be dispatched as soon as practicable after the issue of New Shares and for Shortfall Shares issued under the Shortfall Offer as soon as practicable after their issue.

It is the responsibility of Applicants to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

## 2.15 ASX listing

Application for official quotation by ASX of the New Shares offered pursuant to this Offer Document will be made.

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

## 2.16 CHESS

The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Offer Document. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

## 2.17 Risk Factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are non-exhaustive. Please refer to Section 4 for further details.

## 2.18 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The

Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document.

## **2.19 Continuous disclosure obligations**

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX and, as such, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules.

Specifically, the Company is required to notify ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the securities markets conducted by the ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price of value of its securities.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include information that would be included in a disclosure document, or which investors ought to have regard to in deciding whether to subscribe for New Shares under the Offer. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

All announcements made by the Company are available from its website ([www.cavalierresources.com.au](http://www.cavalierresources.com.au)) or the ASX ([www.asx.com.au](http://www.asx.com.au)).

Additionally, the Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a directors' statement and report, and an audit report or review. These reports are released to ASX and published on the Company's and the ASX websites.

This Offer Document (including the Entitlement & Acceptance Form) and the contracts that arise from acceptance of the Applications are governed by the laws applicable in Western Australia and each Applicant submits to the non-exclusive jurisdiction of the courts of Western Australia.

## **2.20 Enquiries concerning Offer Document**

Enquiries relating to this Offer Document should be directed to the Company on +61 8 6188 8181.

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### 3. ACTION REQUIRED BY SHAREHOLDERS

#### 3.1 How to Accept the Offer

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Offer Document. You may participate in the Offer as follows:

- (a) **if you wish to accept your Entitlement in full:**
- (i) follow the instructions on your Entitlement and Acceptance Form either online or received with this Offer Document; and
  - (ii) arrange payment by BPAY® or EFT for the amount indicated on the Entitlement and Acceptance Form; or
- (b) **if you only wish to accept part of your Entitlement:**
- (i) follow the instructions on your Entitlement and Acceptance Form either online or received with this Offer Document; and
  - (ii) arrange payment by BPAY® or EFT for the appropriate Application monies (at \$0.12 per New Share); or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Your completed Entitlement and Acceptance Form and payment must reach the share registry no later than 2:00pm WST (5:00pm AEDT) on the Closing Date.

The Offer is non-renounceable. Accordingly, a holder of Shares may not sell or transfer all or part of their Entitlement.

#### 3.2 Implications of an acceptance

Payment by BPAY® or EFT will be taken to constitute a representation by you that:

- (a) you have received a copy of this Offer Document and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;
- (b) you acknowledge that once the BPAY® or EFT payment instruction is given in relation to any Application monies, the Application may not be varied or withdrawn except as required by law; and
- (c) you provide authorisation to be registered as the holder of Shares acquired by you and agree to be bound by the Constitution of the Company.

#### 3.3 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

**It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 2:00pm WST (5:00pm AEDT) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.**

#### 3.4 No payment by cheque

Payment by cheque will not be accepted.

### 3.5 Shortfall Offer

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

The Shortfall Offer is a separate offer made pursuant to this Offer Document and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be not less than \$0.12 being the price at which New Shares have been offered under the Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and will be allocated to other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Offer.

Eligible Shareholders who wish to subscribe for Shares above their Entitlement are invited to apply for Shortfall Shares under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form.

As set out in Section 2.2, the Lead Manager is entitled to place up to \$1,500,000 of the Shortfall Offer (12,500,000 Shortfall Shares).

Allocation of the remaining Shortfall Shares (if any) will be at the discretion of the Board (in conjunction with the Lead Manager). The Board presently intends to allocate Shortfall Shares as follows:

- (a) up to an additional 100% of an Eligible Shareholder's full Entitlement, to Eligible Shareholders who apply for an excess of their full Entitlement, so long as the issue of Shortfall Shares to that Eligible Shareholder would not take their voting power to in excess of 19.99%; and then
- (b) to other parties identified by the Company and the Lead Manager, which may include parties who are not currently Shareholders.

If the number of Shortfall Shares applied for by Eligible Shareholders exceeds the total Shortfall:

- (c) the Shortfall Shares will be allocated among applying Eligible Shareholders proportionate to their existing holdings; and
- (d) the Board will consider whether it is necessary to undertake a follow-on placement to accommodate the excess demand, which may be issued out of the Company's existing Listing Rule 7.1 capacity.

No Shares will be issued to an Applicant under this Offer Document or via the Shortfall Offer if the issue of Shares would contravene the takeover prohibition in section 606 of the Corporations Act.

## 4. RISK FACTORS

### 4.1 Introduction

The New Shares offered under this Offer Document should be considered speculative because of the nature of the Company's business.

There are numerous risk factors involved with the Company's business. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

The following is a summary of the more material matters to be considered. However, this summary is not exhaustive and potential investors should examine the contents of this Offer Document in its entirety and consult their professional advisors before deciding whether to apply for the New Shares.

### 4.2 Key investment risk

Potential investors should be aware that subscribing for New Shares in the Company involves a number of risks. Prospective investors should read this Offer Document in its entirety before deciding whether to apply for New Shares under this Offer Document.

These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisors before deciding whether to apply for New Shares pursuant to this Offer Document.

### 4.3 Company specific risks

RISK CATEGORY	RISK
<b>Potential for dilution</b>	<p>In addition to potential control impacts set out in Section 2.11, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 25% (as compared to their holdings and number of Shares on issue as at the date of this Offer Document) – refer to Section 2.9 for further details.</p> <p>It is not possible to predict what the value of the Company or of a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.</p> <p>The last trading price of Shares on ASX prior to the Offer Document being lodged of \$0.14 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.</p>
<b>Additional requirements for capital</b>	<p>The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p>
<b>Crawford Gold Project pre-feasibility study</b>	<p>On 14 March 2024, the Company released on ASX an announcement titled "Crawford Maiden Ore Reserve Exceeds 29koz of Gold", which set out a summary of the results of the</p>



RISK CATEGORY	RISK
	<p>Company's Pre-Feasibility Study (<b>PFS</b>), including various risk factors applicable to the results of the PFS. Investors are directed to page 19 of the Company's announcement released to ASX on 14 March 2024 for details of these risk factors.</p> <p>The PFS by its nature makes numerous assumptions, including assumptions about capital and operating costs and future commodity prices. These assumptions are made at the time the study is completed based on information then available. Actual costs and revenues are impacted by various factors such as global economic factors and other factors outside the control of the Company and therefore may vary significantly and adversely from the estimates used in the PFS. Accordingly, the economic viability of the Crawford Gold Project may differ materially from the estimates provided by the Company under the PFS.</p>
<p><b>Results of future studies</b></p>	<p>Subject to the results of future exploration and testing programs, the Company may progressively undertake a number of studies in respect to the Company's current or new projects. These studies may include pre-feasibility (excluding the Crawford Gold Project) and bankable feasibility studies.</p> <p>These studies will be completed within certain parameters designed to determine the economic feasibility of the Company's current or new projects within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Company's current or new projects, or the results of other studies undertaken by the Company (e.g., the results of a feasibility study may materially differ to the results of a scoping study).</p> <p>Further, even if a study determines the economics of the Company's current or new projects, there can be no guarantee that the current or new projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study once production commences including but not limited to operation costs, mineral recoveries and commodity prices. In addition, the ability of the Company to complete a study may be dependent on the Company's ability to raise further funds to complete the study if required.</p>
<p><b>Climate Risk</b></p>	<p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <p>(a) 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</p> <p>(b) climate change may cause 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</p>

RISK CATEGORY	RISK
	<p>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.</p>
<p><b>Exploration and Operating</b></p>	<p>The mineral exploration licences comprising the Company's projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.</p> <p>There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.</p> <p>The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company.</p> <p>The success of the Company will also depend upon the Company being able to maintain title to the mineral exploration licences comprising the Company's projects and obtaining all required approvals for their contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral exploration licences comprising the projects.</p>
<p><b>Resource and reserves and exploration targets</b></p>	<p>The interpretation of the Crawford Mineral Resource Estimate (<b>Crawford MRE</b>) is an expression of judgement based on knowledge, experience, and industry practice. Estimates which were valid when originally made may alter significantly when new information or techniques become available. As further information becomes available through additional fieldwork, drilling and analysis, the Crawford MRE is likely to change. There is no guarantee that development and infill drilling will upgrade the classification of the Crawford MRE or that further studies will convert the Crawford MRE into an Ore Reserve. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.</p> <p>The Company has also identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining a resource on its other projects, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. No assurance can be provided that the Crawford MRE or any other resource identified on the Company's projects can be economically extracted.</p>

RISK CATEGORY	RISK
	In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.
<b>Renewal</b>	<p>Mining and exploration tenements are subject to periodic renewal. The renewal of the term of granted tenements is subject to compliance with the applicable mining legislation and regulations and the discretion of the relevant mining authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.</p> <p>The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in Western Australia and the ongoing expenditure budgeted for by the Company. However, the consequence of forfeiture or involuntary surrender of a granted tenements for reasons beyond the control of the Company could be significant.</p>
<b>Access</b>	<p><b>Crown Land</b></p> <p>The land subject to the Company's tenements overlaps with Crown land, including pastoral leases. If mining on any of the tenements is contemplated in the future, the Company may need to consider entering into a compensation and access agreement with the lease holders to ensure the requirements of the Mining Act are satisfied and to avoid any disputes arising. In the absence of agreement, the Warden's Court determines compensation payable. The entry into these agreements may delay the undertaking of activities, including the development of any future mines, and may restrict the areas within which the Company can explore for mineral development.</p> <p><b>Native title and Aboriginal heritage</b></p> <p>All of the tenements are within the external boundaries of native title claims. In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected. Further to this, it is possible that an Indigenous Land Use Agreement (<b>ILUA</b>) may be registered against one or more of the tenements in which the Company has an interest. The terms and conditions of any such ILUA may be unfavourable for, or restrictive against, the Company.</p> <p>The land under E74/662, E74/717 and E74/718 is subject to the Ballardong People Indigenous Land Use Agreement WI2017/012. Due to standard confidentiality provisions, the terms and conditions of an ILUA are not available for public access.</p> <p>In addition, four of the tenements contain Aboriginal heritage sites of significance which have been registered with the Department of Indigenous Affairs. Approvals are required if these sites will be impacted by exploration or mining activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.</p>

RISK CATEGORY	RISK
	<p>The Company must comply with Aboriginal heritage legislation requirements which include the requirement to conduct heritage survey work prior to the commencement of operations. The Directors will closely monitor the potential effect of native title claims or Aboriginal heritage matters involving tenements in which the Company has or may have an interest.</p>
<p><b>Grant of future authorisations to explore and mine</b></p>	<p>If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licence and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.</p>
<p><b>Mine development</b></p>	<p>Possible future development of mining operations at the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.</p> <p>If the Company commences production on one of the projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the projects.</p> <p>The risks associated with the development of a mine will be considered in full should the projects reach that stage and will be managed with ongoing consideration of stakeholder interests.</p>
<p><b>Operational risks</b></p>	<p>The operations of the Company may be affected by various factors, including:</p> <ul style="list-style-type: none"> <li>(a) failure to obtain consent to access the exploration areas;</li> <li>(b) failure to locate or identify mineral deposits;</li> <li>(c) failure to achieve predicted grades in exploration and mining;</li> <li>(d) operational and technical difficulties encountered in mining;</li> <li>(e) insufficient or unreliable infrastructure, such as power, water and transport;</li> <li>(f) difficulties in commissioning and operating plant and equipment;</li> <li>(g) mechanical failure or plant breakdown;</li> <li>(h) unanticipated metallurgical problems which may affect extraction costs; and</li> <li>(i) adverse weather conditions.</li> </ul> <p>In the event that any of these potential risks eventuate, the Company's operational and financial performance may be adversely affected.</p>

RISK CATEGORY	RISK
<b>Conflicts of interest</b>	<p>Mr Ranko Matic and Mr Daniel Tuffin are also directors and officers of Panther Metals Ltd (ASX: PNT), a public company engaged in mineral exploration and development. Accordingly, mineral exploration opportunities or prospects of which these Directors become aware may not necessarily be made available to the Company in first instance.</p> <p>Although these Directors have been advised of their fiduciary duties to the Company, there exist actual and potential conflicts of interest among these persons and situations could arise in which their obligations to, or interests in, other companies could detract from their efforts on behalf of the Company. The Directors intend to manage their responsibilities in accordance with applicable legal requirements and good governance frameworks.</p>
<b>Exposure to natural events</b>	<p>The Company's operations could be impacted by natural events such as significant rain events and flooding. Such natural events could result in impacts including reduced mining efficiencies, restrictions to or loss of access to open pits, mining and exploration locations or necessary infrastructure, or restrictions to or delays in access to the site for exploration activities and deliveries of key consumables required for the Company's operations. This could result in increased costs which could impact the Company's financial performance and position. Whilst the Company is able to transfer some of these risks to third parties through insurance, many of the associated risks are not able to be insured or in the Company's opinion the cost of transfer is not warranted by the likelihood of occurrence of the risk event.</p>

#### 4.4 Industry specific risks

RISK CATEGORY	RISK
<b>Exploration costs</b>	<p>The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Company's viability.</p>
<b>Environmental</b>	<p>The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.</p> <p>Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean up costs or penalties in the event of certain discharges into the environment,</p>

RISK CATEGORY	RISK
	<p>environmental damage caused by previous operations or non-compliance with environmental laws or regulations.</p> <p>The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive.</p> <p>Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.</p>
<b>Regulatory Compliance</b>	<p>(a) The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.</p> <p>(b) While the Company believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects.</p> <p>(c) Obtaining necessary permits can be a time-consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the tenements.</p>

**4.5 General risks**

RISK CATEGORY	RISK
<b>Economic</b>	General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.
<b>Market conditions</b>	Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating



RISK CATEGORY	RISK
	<p>performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> <li>(a) general economic outlook;</li> <li>(b) introduction of tax reform or other new legislation;</li> <li>(c) interest rates and inflation rates;</li> <li>(d) changes in investor sentiment toward particular market sectors;</li> <li>(e) the demand for, and supply of, capital; and</li> <li>(f) terrorism or other hostilities.</li> </ul> <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p>
<b>Litigation risks</b>	<p>The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.</p>
<b>Dividends</b>	<p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.</p>
<b>Taxation</b>	<p>The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for New Shares under this Offer Document.</p>
<b>Reliance on key personnel</b>	<p>The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.</p>
<b>General Economic Conditions</b>	<p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's</p>

RISK CATEGORY	RISK
	<p>exploration, development and production activities, as well as on its ability to fund those activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p>

**4.6 Investment Speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Offer Document. Therefore, the New Shares to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Offer Document.

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## 5. DEFINED TERMS

**\$ or A\$** means an Australian dollar.

**AEDT** means Australian Eastern Daylight Time.

**Applicant** refers to a person who submits an Entitlement and Acceptance Form or submits a payment of subscription monies in respect of the Offer.

**Application** refers to the submission of an Entitlement and Acceptance Form or Shortfall Application Form (as the case may be).

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

**ASX Listing Rules** means the Listing Rules of the ASX.

**Closing Date** means the closing date set out in Section 2.4 or such other date as may be determined by the Directors.

**Company** means Cavalier Resources Limited (ACN 635 842 143).

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

**Directors** mean the directors of the Company.

**EFT** means electronic funds transfer.

**Eligible Shareholder** means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date whose registered address is in Australia or New Zealand, or such other jurisdiction that the Board considers appropriate to extend the Offer to.

**Entitlement** means the entitlement to subscribe for one (1) New Share for every three (3) Shares held by an Eligible Shareholder on the Record Date.

**Entitlement and Acceptance Form** means the Entitlement and Acceptance Form accompanying this Offer Document.

**Lead Manager** means Kerr Allan Financial Pty Ltd (ACN 127 843 627) trading as Dalton Equities.

**Lead Manager Mandate** has the meaning given in Section 2.2.

**Listing Rules** means the listing rules of the ASX.

**New Share** means a new Share proposed to be issued pursuant to this Offer.

**Offer or Rights Issue** means the pro rata non-renounceable offer of New Shares at an issue price of \$0.12 each on the basis of one (1) New Share for every three (3) Shares held on the Record Date subscribed for pursuant to this Offer Document.

**Offer Document** means this Offer Document.

**Opening Date** means the opening date set out in Section 2.4.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of Options.

**Record Date** means the record date of 25 September 2024.

**Section** means a section of this Offer Document.

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

**Shareholder** means a holder of Shares.

**Shortfall** means those Shares under the Offer not applied for by Shareholders under their Entitlement.

**Shortfall Offer** means as defined in Section 3.5.

**WST** means Western Standard Time.

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