

## Offer Document

### Non-Renounceable Rights Issue

For a non-renounceable pro rata offer of New Shares each at an Issue Price of \$0.001 on the basis of 1 New Share for every 2 Shares held on the Record Date to raise up to approximately \$1,288,929 before costs of the Offer.

#### Important notice

If you are an Eligible Shareholder, this document is important and should be read in its entirety.

It is not a prospectus under the *Corporations Act 2001*(Cth) and 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 New Shares. The New Shares offered by this document should be considered speculative. If you do not understand its contents or are in doubt about what to do, you should contact your stockbroker, solicitor, accountant or other professional adviser.

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## Chairman's letter

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Dear Shareholder,

On 25 September 2024, Si6 Metals announced its intention to undertake a capital raising of up to approximately A\$1.28 million via a non-renounceable pro-rata rights issue (**Rights Issue**).

This Offer Booklet sets out the terms on which the Rights Issue is offered to Eligible Shareholders. The Rights Issue gives each Eligible Shareholder the opportunity to purchase 1 New Share at the Offer Price for every 2 shares in Si6 Metals held on the Record Date.

The Offer Price for New Shares under the Rights Issue is A\$0.001 per New Share, which represents a 50 % discount to the closing price of Shares on the ASX of A\$0.002 on 24 September 2024.

The Record Date for determining the Entitlements of Eligible Shareholders is 1 October 2024 at 5.00pm (AEST) for Eligible Shareholders.

The offer is not underwritten. Directors intend to participate in the Rights Issue and take up their Entitlement in part or full. Eligible Shareholders may also apply for additional New Shares which comprise the Shortfall, at the same offer price of \$0.001 (**Shortfall Offer**).

The proceeds from the Rights Issue will be used to continue to explore for REE and Lithium at the Company's Brazilian tenements and its gold assets in Western Australia.

Entitlements are non-renounceable and accordingly will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up all or any part of their Entitlements will not receive any payment or value in respect of those Entitlements and their equity interest in the Company will be diluted.

To participate, please refer to the instructions on "How to Participate" set out in Section 2 of this Offer Booklet for further information. The Rights Issue closes (unless extended) at 5.00pm (AEDT) on 21 October 2024 for Eligible Shareholders.

Your personalised Entitlement and Acceptance Form details your Entitlement (where applicable). You are encouraged to read this Offer Booklet and the accompanying Entitlement and Acceptance Form in detail. You should consult your stockbroker, accountant, solicitor, financial adviser or other independent professional adviser to evaluate whether or not to participate in the Rights Issue.

On behalf of the Board of Si6, I thank you for your continued support and I commend the rights issue to you.

Yours sincerely

Ian Kiers

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## Rights Issue at a glance

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### Offer Statistics

<b>Issue Price</b>	\$A0.001 per New Share
<b>Entitlement</b>	1 for 2 Existing Shares held at 5:00 pm (AEST) on the Record Date
<b>Number of New Shares to be issued under the Rights Issue</b>	Approximately 1,288,929,712* New Shares
<b>Underwriting</b>	The Rights Issue is not underwritten
<b>Amount to be raised</b>	Approximately A\$1.28 million (before the costs of the Rights Issue)

Due to the rounding of Entitlements, the exact number of New Shares to be issued under the Rights Issue will not be known until completion of the Rights Issue. \*Excludes any New Shares which may be issued in the event that any Existing Options are exercised prior to the Record Date.

### Timetable – Key Dates

<b>Announcement Date</b>	<b>25 September 2024</b>
<b>Lodgement of offer document and section 708AA notice with ASX</b>	<b>25 September 2024</b>
<b>Existing shares quoted on an 'ex' basis date</b>	<b>30 September 2024</b>
<b>Record date to determine Entitlements</b>	<b>1 October 2024</b>
<b>Dispatch of Offer Document and Acceptance Form</b>	<b>3 October 2024</b>
<b>Opening Date of Offer</b>	<b>3 October 2024</b>
<b>Last day to extend offer</b>	<b>16 October 2024</b>
<b>Closing Date of Offer</b>	<b>21 October 2024</b>
<b>Issue of New Shares</b>	<b>28 October 2024</b>
<b>Lodgement of section 708A Notice</b>	<b>28 October 2024</b>
<b>Commencement of trading of New Shares on ASX</b>	<b>31 October 2024</b>

These dates are subject to change and are indicative only. Si6 Metals reserves the right to amend this Timetable, including, subject to the Corporations Act and the Listing Rules, to extend the Closing Date, and Si6 Metals reserves the right to withdraw the Offer at any time in its absolute discretion.

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## 1. Details of the rights issue

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### 1.1 The rights issue

Eligible Shareholders are invited to participate in a pro-rata renounceable Rights Issue of approximately 1,288,929,712 New Shares. The Rights Issue will be conducted on the basis of 1 for 2 Existing Shares held at 5.00 pm (AEST) on the Record Date at an Issue Price of \$0.001 per New Share, payable in full on Application.

Fractional Entitlements to New Shares will be rounded down to the nearest whole New Share.

Your Entitlement to subscribe for New Shares is shown on your personalised Entitlement and Acceptance Form which accompanies this Offer Document

Shareholders should note that the Offer is non-renounceable. This means that Rights to subscribe for New Shares under this Offer Document are not transferable and there will be no trading of Rights on ASX.

New Shares will rank equally in all respects with Existing Shares.

The Rights Issue is being undertaken by the Company under section 708AA of the Corporations Act without a prospectus.

### 1.2 Purpose of the Rights Issue

The Rights Issue will raise approximately \$1.28 million, before costs.

The net proceeds of the Rights Issue will be approximately \$1.243 million and will be used (in conjunction with debt) in the following manner:

Proposed use of funds	
Diamond Drill program at the Padre Paraiso lithium project, Brazil	\$300,000
Surface geochemical program at Pimento REE project, east Minas Gerais, Brazil	\$100,000
Soil sampling program at 154koz Monument gold project at the Laverton Gold District, Western Australia	\$100,000
Estimated costs of the Offer	\$45,000
Working capital	\$843,929
<b>Total (maximum amount to be raised)</b>	<b>\$1,288,929</b>

### 1.3 Issue Price

The Issue Price is \$0.001 for each New Share and is payable in full upon Application.

The Issue Price represents a discount of 50.0%.

### 1.4 Minimum subscription

There is no minimum subscription under the Rights Issue.

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### 1.5 Opening and Closing Date for Applications

The Rights Issue opens for acceptances on Wednesday, 2 October, 2024 and to accept all of your Entitlement your application form securities under this Offer document must be made following the instructions on the personalised entitlement and acceptance forms which accompanies this Offer document. Any payments of Application Money must be received by no later than 5:00 pm (AEDT) on Monday, 21 October 2024, subject to the Directors being able to vary the Closing Date in accordance with the Listing Rules.

### 1.6 No trading of Rights

The Rights are not renounceable. This means that Eligible Shareholders cannot offer to sell their Rights on ASX or otherwise transfer them if they do not wish to take up some or all of the New Shares to which they are entitled.

### 1.7 Allotment of New Shares and ASX quotation

It is expected that allotment of the New Shares will take place as soon as practicable after the Closing Date. It is expected that the New Shares will be allotted and holding statements posted no later than Monday, 4 November 2024. However, if the Closing Date is extended, the date for allotment and posting may also be extended.

No allotment of New Shares will be made until permission is granted for their quotation by ASX.

Application Money will be held in trust in a subscription account until allotment. Any interest earned on Application Money will be retained by the Company, irrespective of whether allotment takes place.

### 1.8 Option Holders

Option Holders will not be entitled to participate in the Issue unless they:

- (a) have become entitled to exercise their Existing Options under the terms of their issue and do so prior to the Record Date; and
- (b) participate in the Issue as a result of being an Eligible Shareholder at 5.00pm (AEST) on the Record Date.

There are currently 1,082,464,833 Existing Options on issue comprised of 873,464,833 listed options and 209,000,000 unlisted options. Both of these options classes have exercise dates which expire on 30 June 2025 and have an exercise price of \$0.01. If all Option Holders elect to exercise their Existing Options prior to the Record Date to participate in the Issue, a further 1,082,464,833 New Shares may be issued under this Offer Document.

Options classes	Options on issue
SI6OF Listed Options (\$0.01, 30 June 2025)	873,464,833
Unlisted Options (\$0.01, 30 June 2025)	209,000,000

### 1.9 No underwriting

The Rights Issue is not underwritten.

### **1.10 Placement of Shortfall**

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

The Shortfall Offer is a separate offer pursuant to this Offer Document. The issue price of any Additional Shares offered pursuant to the Shortfall Offer will be \$0.001, which is the Issue Price at which the Offer has been made to Eligible Shareholders.

Shareholders who apply for their full Entitlement may also apply for Additional Shares in excess of their Entitlement at the Issue Price under the Shortfall Offer.

Additional Shares will be issued under the Shortfall Offer at the absolute discretion of the Company and its Directors and as such there is no guarantee that any Additional Shares applied for will be issued to Eligible Shareholders. The Company will have no liability to any Applicant who receives less than the number of Additional Shares they applied for under the Shortfall Offer. In this case, the difference between the application moneys received and the number of Shares allocated to you multiplied by the Issue Price will be refunded to you.

In the event that there is a further Shortfall in subscriptions under the Offer following the issuance of the Additional Shares under the Shortfall Offer, the Company and the Directors reserve the right, as contemplated within the Listing Rules, to allocate any further Shortfall of New Shares in their absolute discretion and to conduct a placement of the remaining Shortfall to ensure a maximum amount of funds are raised. They will do so in a manner which will ensure that no Shareholder or other investor will, as a consequence of being issued any Shortfall, hold a relevant interest of more than 20% of all of the Shares in the Company after this Issue unless otherwise permitted to do so by the Listing Rules.

Any Shortfall will be issued within three months after the Closing Date at an Issue Price being not less than the Issue Price.

### **1.11 Expenses of the Offer**

All expenses in connection with the Offer will be borne by the Company. Total expenses of the Offer are estimated to be in the order of A\$45,000 (assuming that the Offer is fully subscribed).

If deemed necessary for the placement of any Shortfall, the Company may pay stockbrokers' fees which will be equal to a percentage of the Issue Price (including GST) of New Shares issued under the Shortfall.

### **1.12 Shareholders outside Australia and New Zealand**

#### **General restrictions**

This Offer Document and accompanying Entitlement and Acceptance Form do not constitute an offer in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Rights and New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

No action has been taken to register or qualify the Rights or New Shares, or to otherwise permit an offering of Rights or New Shares outside Australia and New Zealand. The Rights or New Shares may not be offered in a jurisdiction outside Australia and New Zealand where such an offer is not made in accordance with the laws of that place.

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The distribution of this Offer Document (including an electronic copy) in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons who come into possession of this document outside Australia and New Zealand should seek advice on and observe any such restrictions. A failure to comply with these restrictions may constitute a violation of applicable securities laws.

It is the responsibility of any Applicant to ensure compliance with any laws of the country relevant to their Application. Return of a duly completed Entitlement and Acceptance Form and/or payment of Application Money will be taken by the Company to constitute a representation that there has been no breach of such laws and that the Applicant is physically present in Australia or New Zealand.

Eligible Shareholders resident outside Australia should consult their professional advisers as to whether, in order to enable them to accept their entitlements, any governmental or other consents are required, or other formalities need to be observed.

#### **New Zealand securities law requirements**

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

The Rights Issue is made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 and is only being issued to:

- (i) persons who, at the time of the Rights Issue, are holders of Existing Shares, and who have registered addresses in New Zealand; or
- (ii) persons in whose favour an offer of Rights Issue has been renounced.

#### **Hong Kong**

**WARNING:** This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the SFO). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Rights and the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the Rights and the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Rights and the New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Rights or New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

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The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

### **Singapore**

This document and any other materials relating to the Rights and the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Rights and New Shares, may not be issued, circulated or distributed, nor may the Rights and New Shares 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 XIII of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

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

### **Ineligible Shareholders**

Ineligible Shareholders will have their percentage shareholding in the Company diluted as a result of the rights offer.

The Company has determined, in accordance with ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the *Corporations Act*, that it would be unreasonable to extend the offer to Ineligible Shareholders, considering the small number of Ineligible Shareholders, the number and value of New Shares that they would be offered, and the substantial costs of complying with regulatory requirements in those jurisdictions. As this is a non-renounceable offer, Ineligible Shareholders will not receive any payment or value for the rights they would have been entitled to if they were eligible to participate. The New Shares that would have been offered to these Ineligible Shareholders will form part of the Shortfall Shares to be taken up or placed at the discretion of the Directors.

Where the Offer Document has been dispatched to Ineligible Shareholders, the Offer Document is provided for information purposes only.

In limited circumstances the Company may elect to treat as Eligible Shareholders certain Shareholders who would otherwise be Ineligible Shareholders, provided the Company is satisfied that it is not precluded from lawfully issuing New Shares to such Shareholders either unconditionally or after compliance with conditions which the Board in its sole discretion regards as acceptable and not unduly onerous.

Ineligible Shareholders may not take any of the steps set out in section 2 below.

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### **1.12 Taxation consequences**

The taxation consequences of any investment in New Shares will depend upon your particular circumstances.

Potential investors must make their own enquiries concerning the taxation consequences of an investment in the Company. Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances.

### **1.13 Privacy**

The Company and the Share Registry have already collected certain personal information from you as a Shareholder. If you apply for New Shares, The Company and the Share Registry may update your personal information or collect additional personal information. The information about Applicants included on an Entitlement and Acceptance Form is used for the purposes of processing the Entitlement and Acceptance Form and to administer the Applicant's holding of New Shares. By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the form for the purposes set out in this privacy statement including to assess your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration and may disclose it for those purposes to the Share Registry and the Company's related bodies corporate, agents and contractors and third party service providers, including mailing houses and professional advisers, and to ASX and other regulatory authorities. Some of the third parties to whom the Company may disclose your personal information may be located outside Australia.

Company and tax law requires some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, if at all.

Under the Privacy Act, you may request access to your personal information held by (or on behalf of) The Company and the Share Registry. If The Company's or the Share Registry's record of your personal information is incorrect or out of date, it is important that you contact the Share Registry so that your records can be updated.

The Corporations Act requires the Company to include information about each Shareholder (including name, address and details of the Shares held) in the Register. The information contained in the Register must remain there even if that person ceases to be a Shareholder. Information contained in the Register is also used to facilitate payments and corporate communications (including the Company's financial results, annual reports and other information that the Company wishes to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

Under the Privacy Act, you may request access to or correction of your personal information held by, or on behalf of, the Company or the Share Registry. A fee may be charged for access. You can request access to your personal information, or make a complaint about how your personal information is handled, by telephoning or writing to the Share Registry as follows:

Automic Registry Services,

Level 5, 191 St. Georges Terrace, Perth, WA., 6000

### **1.14 Continuous disclosure**

The Company is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. These disclosure obligations require The Company to disclose to ASX any information that a reasonable person would expect to have a material effect on the price or value of the securities of The Company. This document contains summary information only which does not purport to be complete. It should be read in conjunction with The Company's periodic and continuous disclosure announcements lodged with ASX which are available at [www.asx.com.au](http://www.asx.com.au) or on The Company's website at [www.sif6.com](http://www.sif6.com). Copies of documents lodged with ASIC in relation to The Company may be obtained from, or inspected at, an office of ASIC.

**1.15 Not investment advice**

The Rights Issue to which this Information relates complies with the requirements of section 708AA of the Corporations Act.

This Offer Document is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not investment advice and does not take into account your investment objectives, financial situation, tax position and particular needs. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your personal circumstances (including financial and taxation issues) and seek professional guidance before deciding whether to invest.

**1.16 Future performance and forward looking statements**

Except as required by law, and only to the extent so required, no person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Document.

The forward looking statements in this Offer Document are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors, that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in this Offer Document.

This Offer Document details some important factors and risks that could cause the Company's actual results to differ from the forward looking statements in the Offer Document.

Past share price performance of the Company provides no guidance as to its future share price performance.

**1.17 Withdrawal of Rights Issue**

The Company reserves its right to withdraw all or part of the Rights Issue at any time prior to the issue of New Shares, in which case the Company will refund Application money in accordance with the Corporations Act without payment of interest.

**1.18 Governing law**

This Offer Document, the Rights Issue and the contracts formed on acceptance of Applications are governed by the laws applicable in the State of Victoria, Australia.

**1.19 Interpretation**

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Some capitalised words and expressions used in this Offer Document have defined meanings which are explained in section 4.

A reference to time in this Offer Document is to the local time in Melbourne, Australia, unless otherwise stated. All financial amounts in this Offer Document are expressed in Australian dollars unless otherwise stated.

## 1.20 Financial Statements

This Offer Document has been prepared very close to the end of Si6's financial year. Investors are encouraged to review the Company's financial reports for the period, available on the ASX website. Si6 will announce its financial results for the financial year ended 30 June 2024 on 27 September 2024. Other than as disclosed in this Offer Document and the FY24 Result to be released on 27 September 2024, Si6 is not aware of any other information that would be expected to have a material effect on the price or value of Si6 shares.

## 2. How to participate

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### 2.1 What you may do - choices available

Before taking any action you should read this Offer Document in its entirety.

The number of New Shares to which Eligible Shareholders are entitled is shown on the Entitlement and Acceptance Form. If you are an Eligible Shareholder you may:

Option	See section
Take up your Entitlement in full	2.2
Take up part of the Entitlement and allow the balance to lapse	2.3
Allow all of the Entitlement to lapse	2.4

### 2.2 If you wish to take up your Entitlement in full

If you wish to take up the Entitlement in full, complete the Entitlement and Acceptance Form for the full number of New Shares you are entitled to take up in accordance with the instructions on the form. Funds submitted via BPAY or EFT must be received by no later than 5:00 pm (AEDT) on Monday, 21 October, 2024.

Alternatively, you may also take up your full entitlement by making a payment of A\$0.001 for each New Share you wish to apply for by BPAY or EFT in accordance with the instructions on the Entitlement and Acceptance Form by no later than 5:00 pm (AEDT) on Monday, 21 October, 2024.

If payment is being made through BPAY or EFT, you do not need to return the Entitlement and Acceptance Form.

### 2.3 If you wish to apply for part of your Entitlement and allow the balance to lapse

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If you wish to take up part of the Entitlement and allow the balance to lapse, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the steps required in accordance with sections 2.5. Alternatively, arrange for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If you take no further action, the balance of the Entitlement will lapse.

#### **2.4 If you wish to allow all of your Entitlement to lapse**

If you do not wish to accept any part of the Entitlement, do not take any further action and the Entitlement will lapse. You will receive no payment for your lapsed Entitlement. You cannot sell or transfer your Entitlement to another person. Your holding of existing Shares will, however, be diluted because the issue of New Shares will increase the total number of Shares on issue.

#### **2.5 Payment for New Shares**

The issue price of A\$0.001 per New Share is payable in full on application.

All payments are to be payable at any Australian bank, by BPAY or by EFT.

BPAY payments should be made in accordance with the instructions on the Entitlement and Acceptance Form using the BPAY Biller Code and unique Customer Reference Number shown on the form. You are not required to return the Entitlement and Acceptance Form if you use BPAY to pay the Application Money.

To make payment via EFT please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account.

Payment by cheque or cash will not be accepted. Receipts for payment will not be issued.

Application money will be held in trust in a subscription account until allotment. Any interest earned on Application Money will be for the benefit of the Company and will be retained by the Company irrespective of whether allotment takes place.

### **3. Risk factors**

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References to the Company in this section include its subsidiaries.

Applicants should be aware that there are risks associated with an investment in the Company. These can be categorized as general risks (that is, matters that relate to business in general) and specific risks (those that relate directly to the Company's business). Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many are outside the control of the Company and cannot be mitigated.

The New Shares carry no guarantee in respect of profitability, return of capital or the price at which they will trade on ASX.

#### **3.1 General risk factors**

##### **Share price fluctuations**

The price the Company's shares are traded on ASX could fluctuate due to various factors including recommendations by brokers and analysts, domestic and international economic conditions, general movements in local and international stock markets, exchange rates and interest rates. These risks

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apply generally to any investment on the stock market. In addition, the prices of a listed entity's securities are affected by factors that might be unrelated to its operating performance, such as general market sentiment.

#### **Economic risks**

The Company's operational and financial performance is affected by the Australian and other international economies. General and business conditions, inflation, interest rates, monetary and fiscal policy and political circumstances are all matters which may affect the Company's operating and financial performance.

Businesses such as the Company that borrow money are potentially exposed to adverse interest rate movements that may affect the cost of borrowing, which in turn would impact on earnings.

#### **Taxation**

Future changes in Australian taxation laws, including changes in interpretation or application of the law by the courts or taxation authorities, may affect taxation treatment of an investment in the Company's shares, or the holding and disposal of those shares. Further, changes in tax law, or changes in the way tax law is expected to be interpreted may impact upon the future tax liabilities of the Company.

#### **Dividends**

The payment of future dividends will be at the discretion of the Board and will depend, amongst other things, on the financial performance and other relevant circumstances at the time. There can be no guarantee regarding the likelihood, timing, franking or quantum of future dividends from the Company.

#### **Change in accounting policy**

Changes to the Australian Accounting Standards could affect the Company's reported earnings and its financial position from time to time.

### **3.2 Specific risk factors**

Specific risks that may affect the Company include the following:

#### **Exploration and evaluation risk**

Exploration and development are inherently high risk undertakings. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. There can be no assurance that exploration will result in the discovery of an economically feasible deposit and a number of factors outside the control of the Company can affect this outcome. The success of the Company is dependent on exploration success.

#### **Resource estimates**

The Company has made estimates of its resources based on relevant reporting codes, where required, and judgments based on knowledge, skills and industry experience. However, mineral resources are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realised. Resource estimates are inherently prone to variability and there is no guarantee they will prove to be accurate. They involve expressions of judgment with regard to the presence and quality of mineralisation and the ability to extract and process the mineralisation economically. These judgments are based on a variety of

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matters such as drilling results, past experience, knowledge and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations and reduce the estimated amount of gold mineral resources and ore reserves available for production and expansion plans. Further, operating factors relating to the ore reserve, such as the need for the orderly development of orebodies or the processing of new or different ore grades, may cause mining operations to be unprofitable in any particular accounting period.

#### **Title and tenure risk**

Interests in mining tenements are governed by national, state and local laws and are evidenced by the granting of licences or leases for a specific term and with compliance, annual expenditure and reporting commitments. While the Company has good title to its tenements, its title to or its interest in one or more of the tenements in which it has an interest could be lost if licence conditions are not met or if insufficient funds are available to meet the minimum expenditure commitments.

The Company's mining tenements, and other tenements in which the Company may acquire an interest, will be subject to renewal, which is usually at the discretion of the relevant authority. If a tenement is not renewed the Company may lose the opportunity to discover mineralisation and develop that tenement.

The Company cannot guarantee that any tenements in which it has an interest will be renewed beyond their current expiry date, and there is a material risk that, in the event the Company is unable to renew any of its tenements beyond their current expiry date, all or part of the Company's interests in the corresponding tenements may cease.

#### **Geopolitical risks**

Operating in multiple jurisdictions exposes the Company to geopolitical risks that could affect its operations, such as potential changes in government policies, resource nationalism, challenges in maintaining social license to operate, fluctuations in commodity prices, and currency exchange risks. Additionally, the Company may encounter infrastructure challenges in diverse geographical locations and must navigate varying environmental standards across different jurisdictions. These risks, individually or in combination, could significantly impact the Company's operations, financial performance, and long-term viability. There is a risk that such changes may affect the Company's exploration plans or, indeed its rights and/or obligations with respect to the tenements. The Company must continuously monitor and manage these risks as part of its overall business strategy.

#### **Operational risks and costs**

Prosperity for the Company and its subsidiaries will depend largely upon an efficient and successful implementation of all the aspects of exploration, developments, business activities and management of commercial factors.

Exploration has been and will continue to be hampered on occasions by unforeseen weather events, accidents, unforeseen cost changes, environmental considerations, natural events and other incidents beyond the control of the Company.

By its nature, the business of exploration is a highly speculative endeavour and involves significant risks. The Company's performance depends on the successful exploration and/or acquisition of resources or reserves, competent operational management and efficient financial management.

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Further, the nature of exploration can sometimes result in industrial accidents and other incidents beyond the control of the Company.

The exploration and mining activities of the Company may be affected by a number of factors, including but not limited to geological conditions, seasonal weather patterns, technical difficulties and failures, continued availability of the necessary technical equipment, plant and appropriately skilled and experienced technicians, changes in government policy or legislation and access to the required level of funding.

### **Litigation**

The Company is currently involved in a proceeding related to certain exploration licenses in the Warden's Court in Western Australia which has jurisdiction to deal with disputes relating to the mining sector. While the Company has obtained a favorable ruling, the decision may be subject to Ministerial review. An adverse outcome, while not anticipated, could result in delays to our exploration activities, modifications to licence terms, or in an extreme case, affect our ability to operate in certain areas.

### **Non-underwritten offer**

The Rights Issue is not underwritten. There is no guarantee that all New Shares offered under the Rights Issue will be taken up by Eligible Shareholders. If the Rights Issue is not fully subscribed, the Company may not raise the full amount of capital sought under the offer.

In the event of a Shortfall, where the full amount sought is not raised, the Company may not have sufficient funding to execute its planned business strategies or use of funds.

Further, if the take-up rate is significantly low, the Company may need to seek alternative sources of funding, which may not be available on favorable terms or at all. This could result in delays in implementing the Company's business plans, increased costs of capital, or the need to scale back or abandon certain projects or initiatives.

### **Effects of the Offer on dilution and control**

If you do not take up, all or part of your Entitlement, then your percentage shareholding in the Company will be diluted by not participating, up to the full extent in the Rights Issue and you will not be exposed to future increases or decreases in the Company's share price in respect of the New Shares which would have been issued to you had you taken up all of your Entitlement. In addition, the proportional shareholdings of Shareholders who are not resident in Australia and New Zealand may be marginally diluted as those Shareholders are not entitled to participate in the Offer.

The Offer is a pro-rata offer so that if all Eligible Shareholders take up their Entitlements and none of the Option Holders exercise their Existing Options and participate in the Offer, the voting power of all Eligible Shareholders will remain the same. In that event, there will be no actual or potential effect or consequences arising from the Offer on the control of the Company. The Directors have indicated that they (or each Related Body Corporate) intends to take up their respective Entitlement under the Offer.

While the final percentage interests held by Shareholders of the Company is entirely dependent on the extent to which they are Eligible Shareholders and to the extent to which the other Shareholders take up their Entitlements, the Company expects that the potential effect of the issue of Shares under the Offer on the control of the Company will be minimal.

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

**Economic conditions in Australia and globally may deteriorate**

The Company's performance is significantly influenced by economic conditions in Australia and globally, particularly those affecting the metals and mining sector. Factors such as fluctuations in commodity prices can directly impact the Company's prospects. Global economic slowdowns may reduce industrial demand for metals, potentially leading to oversupply and price depression. In Australia, changes in factors such as GDP growth, inflation rates, interest rates, and government fiscal policies can affect operational costs, investment decisions, and overall market sentiment towards the resources sector. Further, exchange rate fluctuations may impact the Company's competitiveness in the global market and the value of its metals. Economic downturns may also lead to reduced availability of capital for exploration and development projects, potentially limiting the Company's growth opportunities. While the Company actively monitors these economic indicators and adapts its strategies accordingly, adverse changes in these conditions could materially affect the Company's financial performance.

**Additional capital requirements**

The Company's exploration and development activities require substantial funding over extended periods. While the proceeds from this Offer are expected to fund our planned activities through to June 2025, we are actively exploring strategies to unlock value from our project portfolio, which may extend our funding runway. These strategies include, but are not limited to, asset sales, strategic partnerships, joint ventures, and portfolio optimisations.

We continually prosecute negotiations and business development initiatives and assess data from our exploration and feasibility studies, which may lead to new opportunities or require strategy adjustments. Such changes could alter our funding requirements and strategies, potentially leading to more efficient capital allocation or additional value creation avenues. However, the success of these initiatives cannot be guaranteed and may be subject to third parties, market conditions, regulatory approvals, and other external factors.

Despite our efforts to maximise value and optimise capital usage, there remains a possibility that additional funding will be necessary to advance our projects in the future. There is no guarantee that such additional funding will be available, or that it can be secured on favorable terms. Insufficient funding could materially impact our business operations and impede the progress of our projects.

Furthermore, any future capital raisings through equity issuances may lead to dilution of existing shareholdings. Debt financing, if available, may involve restrictions on financing and operating activities. Shareholders should be aware that their holdings may be diluted by future capital raisings, and that the Company may need to raise additional funds sooner than anticipated depending on exploration results, market conditions, and strategic opportunities. However, our focus on unlocking value from existing projects aims to mitigate these risks and potentially reduce the need for, or frequency of, additional capital raisings.

**Contractual relationships and joint venture risk**

The Company's ability to explore and develop certain projects is dependent on contractual relationships and joint ventures with third parties. Any breakdown in these relationships, changes in partner circumstances, or failure to reach consensus on key decisions could adversely affect the

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Company's ability to progress its exploration and development activities in these areas. This could lead to delays, increased costs, or in extreme cases, loss of rights to certain projects, which would negatively impact the Company's operational performance and financial position.

Further, some of these agreements may include terms that restrict the Company's operational flexibility or require ongoing financial or operational commitments. Any failure by the Company to meet its obligations under these agreements could result in dilution of its interests or, in some cases, loss of its rights in the relevant projects.

While the Company strives to maintain positive relationships with its partners and meet all contractual obligations, the Company's success partly depends on the performance and cooperation of third parties that are not within its control.

#### **Reliance on key personnel**

The Company's success is dependent to a significant degree upon the efforts of key directors and technical personnel. The Company relies on a high-quality board with significant specific regional and technical knowledge. The loss of services of any director or key technical personnel, or the failure to attract additional skilled individuals to the board or technical roles, could have a material adverse effect on the Company's operations, including its relationships with its partners and its ability to manage cross-border operations effectively.

The loss of key team members, including the Technical Director, Dr. Paul Woolrich, or the inability to attract and retain skilled professionals, could adversely affect the Company's ability to effectively explore and develop its projects. This risk is heightened by the Company's lean management structure, where directors perform both governance and operational roles.

#### **Impact of competition and technological advancements**

The Company's ability to maintain its market position may be disrupted by increased competition from other mining companies or the development of new extraction technologies. This could impact the Company's production capabilities and, consequently, financial performance.

In addition, the Company's ability to sell its products may be adversely affected by competition from other producers or alternative materials. If consumers or industrial users switch to alternative products instead of those produced by the Company, the financial performance of the Company may be adversely affected.

#### **Information technology systems and infrastructure**

The Company relies on third-party software products and services for its management information systems and the delivery of operational services. Any significant interruptions to these systems could impair the ability of the Company to efficiently manage its mining operations and have an adverse effect on the Company's financial performance.

#### **Environmental and regulatory compliance risks**

The Company's mining operations are subject to various environmental and regulatory requirements. Any failure to comply with these regulations or any changes in environmental laws could result in significant costs, liabilities, and disruptions to operations.

The sale of extended warranties and performance guarantees on the Company's products exposes it to risks associated with the long-term performance of its metals and minerals. In addition, any increase in the number of claims on the extended warranty and performance guarantee products in

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comparison to the number of claims for which provision is made by the Company may have an adverse effect on the Company's expenses and result in a deterioration in the Company's financial performance.

**Foreign exchange risk**

The Company reports its financial results and maintains its accounts in Australian dollars, whilst it operates in Brazil and Botswana where its functional currency is the principal currency the Real and Pula respectively. This means that the Company's operations in Brazil and Botswana are subject to currency fluctuations and such fluctuations may have a positive or negative influence on the Australian dollar equivalent of such revenue and expenditure and may impact the Company's operating results.

The Company will appropriately monitor and assess such risks and may from time to time implement measures, such as foreign exchange currency hedging, to assist managing these risks. However, the implementation of such measures may not eliminate all such risks and the measures themselves may expose the Company to related risks.

**Disclaimer of representations**

No person is authorised to give any information, or to make any representation, in connection with the Rights Issue that is not contained in this Offer Document.

Any information or representation that is not in this Offer Document may not be relied on as having been authorised by the Company in connection with the Rights Issue. Save as required by law, and only to the extent so required, neither Si6, its officers, professional advisors or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Document.

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## 4. Definitions

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<b>Additional New Shares</b>	The meaning given to this term in section 2.2
<b>Allotment Date</b>	The date on which New Securities are allotted under the Rights Issue.
<b>Announcement Date</b>	The date of the announcement of the Rights Issue
<b>Applicant</b>	A person who submits an Application
<b>Application</b>	A correctly completed and submitted Application Form and attached Application Money or a payment via BPAY®.
<b>Application Form</b>	The Application Form relating to the Rights Issue that you received with this Offer Booklet, including the instructions. This may include a deemed Application Form in the same terms, where a valid BPAY® payment is made.
<b>Application Money</b>	Money payable by an Applicants in respect of an Application
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASIC Modification</b>	Any exemption, modification or variation of the Corporations Act granted by ASIC in respect of the Offer which is necessary to make the Offer in the manner contemplated by this document
<b>ASX</b>	The Australian Securities Exchange, or the equivalent market operated by ASX Limited ABN 98 008 624 691 as the context requires.
<b>ASX Market Rules</b>	The official market rules of ASX as waived or modified by ASX
<b>Beneficiary</b>	A person on whose behalf a Custodian is holding Securities as at the Record Date.
<b>Board</b>	The board of directors of the Company.

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<b>Business Day</b>	Business Day: A day on which:  (a) ASX is open for trading in securities; and  (b) banks are open for general banking business in Melbourne
<b>Closing Date</b>	The date by which valid acceptances must be received by the Share Registry, namely 5.00 pm (Sydney time) on 21 October 2024 or such other date as determined by the Company.
<b>Company</b>	Si6 Metals Limited ABN 96 122 995 073
<b>Constitution</b>	The constitution of the Company as amended from time to time
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth) as amended from time to time.
<b>Defective</b>	In respect of an Offer Cleansing Notice which is Defective, a notice given to ASX in accordance with section 708AA(10) of the Corporations Act to correct that Cleansing Notice
<b>Despatch Date</b>	The date on which the transaction confirmation statements are despatched to participating Eligible Securityholders.
<b>Director</b>	A director of the Company
<b>Dollars, \$ or A\$</b>	Australian dollars.
<b>Eligible Shareholder</b>	A person who, at 5:00 pm on the Record Date, was recorded in Si6's Securities register as being a Shareholder with a registered address in: <ul style="list-style-type: none"> <li>• Australia; or</li> <li>• New Zealand,</li> </ul> and who is not an Ineligible Shareholder.
<b>Entitlement</b>	The entitlement to 1 for 2 Existing Shares purchased before the Ex Date and held at 5:00 pm (AEST) on the Record Date. The entitlement of each Eligible Shareholder is shown on the Entitlement and Acceptance Form
<b>Entitlement and Acceptance Form</b>	The entitlement and acceptance form accompanying this Offer Document

<b>Ex Date</b>	27 September 2024
<b>Existing Options</b>	All existing options to subscribe for Shares currently on issue as at the date of this Offer Document.
<b>Existing Shares</b>	Shares on issue at the Record Date
<b>Government Agency</b>	Any government or any government department, governmental, semi-governmental, administrative, fiscal, judicial, investigative, review or regulatory body, department, commission, authority, tribunal, agency, stock exchange or entity in any jurisdiction relevant to the Rights Issue, including ASX, ASIC and the Takeovers Panel
<b>Ineligible Shareholder</b>	<p>Any of the following registered holders of Securities:</p> <ul style="list-style-type: none"> <li>• a holder who holds Shares in the Company (either on their own account or the account of another person) who resides outside Australia or New Zealand; or</li> <li>• a holder who is, or is acting for the account or benefit of, a US Person.</li> </ul> <p>unless the Company is satisfied that it is not precluded from lawfully issuing New Shares to that Shareholder either unconditionally or after compliance with conditions which the Board, in its sole discretion, regards as acceptable and not unduly onerous.</p>
<b>Issue Date</b>	The date on which Securities are issued under the Rights Issue which is expected to occur on 25 October 2024.
<b>Issue Price</b>	\$0.001 per New Share
<b>Listing Rules</b>	The listing rules of the ASX.
<b>New Shares</b>	New fully paid ordinary shares in the Company offered under the Rights Issue.
<b>Offer Document</b>	This offer document in respect of the Rights Issue.
<b>Offer Issue Date</b>	The date referred to as the Offer Issue Date in the Timetable

<b>Offer Materials</b>	<p>(a) The Offer Cleansing Notice;</p> <p>(b) the completed Appendix 3B in relation to the Rights Issue;</p> <p>(c) all announcements released to ASX by the Company in connection with the Rights Issue;</p> <p>(d) this Offer Document, including the Entitlement and Acceptance Form; and</p> <p>(e) all correspondence delivered to Shareholders in respect of the Rights Issue and approved by the Company (or on its behalf with its consent)</p>
<b>Privacy Act</b>	Means <i>Privacy Act</i> 1988 (Cth).
<b>Public Information</b>	Any press releases, presentation materials, or public or media statements or other public disclosure made (on or after the Announcement Date and up to and including the Shortfall Settlement Date) in relation to the Rights Issue, including amendments or updates to or supplementary disclosure in respect of any Offer Materials, or in relation to bids or applications received for New Shares or the progress or results of the Rights Issue, in each case by the Company (or on its behalf).
<b>Record Date</b>	5.00 pm (AEST) on 1 October 2024.
<b>Register</b>	The register of Shareholders required to be kept under the Corporations Act
<b>Related Body Corporate</b>	The meaning given by that term in the Corporations Act
<b>Rights Issue</b>	The renounceable offer of 1 New Share for 2 Existing Shares registered and entitled to participate at 5:00 pm (AEST) on the Record Date at the Issue Price
<b>Rights</b>	The right to subscribe for a New Share under this Offer Document
<b>Share or Shares</b>	A fully paid ordinary share in the Company
<b>Share Registry</b>	Automic Registry Services of Level 5, 191 St. Georges Terrace, Perth, WA., 6000.
<b>Shareholder(s)</b>	A holder of Shares.

<b>Shortfall</b>	New Shares for which the Entitlement has lapsed.
<b>Shortfall Offer</b>	The offer to apply for the Shortfall (if any) described in section 1.10.
<b>Shortfall Settlement Date</b>	The date referred to as the Shortfall Settlement Date in the Timetable
<b>Subsidiary</b>	In relation to an entity, the meaning given to that term in the Corporations Act
<b>Takeovers Panel</b>	The body established under the Australian Securities and Investments Commission Act 2001 (Cth) as the primary forum for resolving disputes about takeovers
<b>Terms and Conditions</b>	The terms and conditions of the Rights Issue set out in this Offer Document, including these Definitions and the Application Form.
<b>Timetable</b>	The timetable set out in this Offer Document
<b>Top Up Facility</b>	The facility described in section 2.2 under which certain Eligible Shareholders may apply for New Shares in excess of their Entitlement
<b>Trading Day</b>	A day determined by ASX to be a trading day in accordance with the ASX Market Rules
<b>U.S. Securities Act</b>	The Securities Act of 1933, as amended.
<b>Valid Application</b>	Means an application for New Shares made by: <ul style="list-style-type: none"> <li>(a) a completed Entitlement and Acceptance Form received by the Company or Share Registry with payment of the Issue Price (in cleared funds) for each New Share applied for; or</li> <li>(b) payment of the Issue Price for each New Share applied for by BPAY (in which case completion of an Entitlement and Acceptance Form is not required);</li> <li>(c) an Eligible Shareholder or an Eligible Rights Holder by 5:00 pm on the Closing Date; or</li> <li>(d) a person who applies by 4:00 pm on the Shortfall Settlement Date.</li> </ul>



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<b>US person</b>	Means a person who is not in the United States and is not acting on behalf of, or for the account or benefit of, a person in the United States.
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## **Corporate directory**

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### **Directors**

Ian Kiers, Patrick Volpe, Dr. Paul Woolrich

### **Registered office**

168 Stirling Highway,  
Nedlands WA 6009

### **Legal advisor**

Nicholas Weston  
Level 4, 90 William St,  
Melbourne VIC 3000

### **Share Registry**

Automic Registry Services  
Level 5, 191 St Georges Terrace,  
Perth WA 6000

T: (08) 9324 2099

### **Website**

Information about the Rights Offer can be found via Si6's website at <https://si6metals.com.au>

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