

# CHARGER METALS NL

ACN 646 203 465

## PROSPECTUS

For the offers of:

- (a) a non-renounceable pro rata entitlement issue of up to approximately 38,710,125 Partly Paid Shares (with each Partly Paid Share deemed to be paid up to \$0.02 and unpaid to \$0.10) to Eligible Shareholders, on the basis of one (1) Partly Paid Share for every two (2) Shares held at the Record Date at an issue price of \$0.02 per Partly Paid Share, to raise up to approximately \$774,203 (before costs) based on the number of Shares on issue as at the date of this Prospectus (**Entitlement Offer**);
- (b) 2,000,000 Partly Paid Shares (with each Partly Paid Share deemed to be paid up to \$0.02 and unpaid to \$0.10) to the Underwriter (**Underwriter Offer**); and
- (c) 2,000,000 Partly Paid Shares (with each Partly Paid Share deemed to be paid up to \$0.02 and unpaid to \$0.10) to the Co-Manager (**Co-Manager Offer**),

together the **Offers**.

The Entitlement Offer is fully underwritten by Barclay Wells Ltd. Refer to Section 9.3 for information regarding the terms of the Underwriting Agreement.

### IMPORTANT INFORMATION

**This is an important document. You should read this document in its entirety to assist in deciding whether or not to apply for Partly Paid Shares in the Company.**

**You should also consult your professional advisers before deciding whether to invest in the Company. The offer of Partly Paid Shares under this Prospectus does not take into account your investment objectives, financial situation or particular needs. You should carefully consider the risk factors in Section 8 in light of your circumstances.**

**AN INVESTMENT IN THE PARTLY PAID SHARES OFFERED BY THIS PROSPECTUS SHOULD BE CONSIDERED AS HIGHLY SPECULATIVE.**

**NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES**

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**TABLE OF CONTENTS**

<b>1.</b>	<b>CORPORATE DIRECTORY .....</b>	<b>3</b>
<b>2.</b>	<b>INVESTMENT OVERVIEW .....</b>	<b>4</b>
<b>3.</b>	<b>TIMETABLE AND IMPORTANT DATES .....</b>	<b>10</b>
<b>4.</b>	<b>IMPORTANT NOTES .....</b>	<b>11</b>
<b>5.</b>	<b>DETAILS OF THE OFFERS .....</b>	<b>14</b>
<b>6.</b>	<b>PURPOSE AND EFFECT OF THE OFFER .....</b>	<b>22</b>
<b>7.</b>	<b>RIGHTS AND LIABILITIES ATTACHING TO PARTLY PAID SHARES .....</b>	<b>28</b>
<b>8.</b>	<b>RISK FACTORS.....</b>	<b>31</b>
<b>9.</b>	<b>ADDITIONAL INFORMATION.....</b>	<b>39</b>
<b>10.</b>	<b>GLOSSARY.....</b>	<b>49</b>
<b>11.</b>	<b>DIRECTORS' STATEMENT AND AUTHORISATION .....</b>	<b>51</b>
	<b>ANNEXURE 1 - PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION .....</b>	<b>52</b>

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## 1. CORPORATE DIRECTORY

### Directors

Adrian Griffin  
*Non-Executive Chairman*

Aidan Platel  
*Managing Director & Chief Executive Officer*

Terry Gardiner  
*Non-Executive Director*

### Company Secretary

Jonathan Whyte

### Registered Office & Contact Details

Unit 32, Level 3  
22 Railway Road  
SUBIACO WA 6008

Telephone: +61 8 6146 5325  
Website: [www.chargermetals.com.au](http://www.chargermetals.com.au)

### ASX Code

CHR

### Solicitors to the Offers

Cardinals Lawyers and Consultants  
60 Havelock Street  
WEST PERTH WA 6005

### Underwriter to the Entitlement Offer

Barclay Wells Ltd  
Unit 1,  
22 Railway Road  
SUBIACO WA 6008

### Co-Manager to the Entitlement Offer

Prenzler Group Pty Ltd  
10/85 Forrest Street  
COTTESLOE WA 6011

### Auditor\*

Nexia Perth Audit Services Pty Ltd  
Level 3  
88 William Street  
PERTH WA 6000

### Share Registry\*

Automic Group  
Level 5  
126 Philip Street  
SYDNEY NSW 2000

Telephone: 1300 288 664 (within  
Australia) or +61 2 9698 5414 (outside  
Australia)

\*The names of these entities are included for information purposes only. They have not been involved in the preparation or issue of this Prospectus and have not consented to being named in this Prospectus.

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## 2. INVESTMENT OVERVIEW

Question	Response	Where to find information
What is the Entitlement Offer?	<p>The Company is offering to issue Partly Paid Shares to Eligible Shareholders by a pro rata non renounceable entitlement issue.</p> <p>Under the Entitlement Offer, Eligible Shareholders may subscribe for one (1) Partly Paid Shares for every two (2) Shares held on the Record Date.</p>	Section 5.1
What is the offer price for the Partly Paid Shares?	The offer price is \$0.02 (2 cents) per Partly Paid Share. The Partly Paid shares are deemed upon issue to be paid to an amount of \$0.02 and unpaid to \$0.10.	Section 5.1
Who is an Eligible Shareholder?	The Entitlement Offer is made to Eligible Shareholders only. An Eligible Shareholder is a Shareholder with a registered address in Australia or New Zealand at the Record Date.	Section 5.7
Can I apply for Partly Paid Shares in excess of my Entitlement?	No, Eligible Shareholders may not apply for Partly Paid Shares in excess of their Entitlement and there is no shortfall offer made to Eligible Shareholders in connection with the Entitlement Offer.	Sections 5.5 and 5.6
Will the Partly Paid Shares be quoted on ASX?	Application will be made for the Partly Paid Shares offered under this Prospectus to be quoted on ASX.	Sections 5.14 and 7
What are the terms of the Partly Paid Shares?	<p>The Partly Paid Shares are paid to the amount of \$0.02 and unpaid to the amount of \$0.10. The full terms of the Partly Paid Shares are set out in Section 7.</p> <p>As the Company is a 'no liability' company, a holder of a Partly Paid Share is not under any contractual obligation to pay a call in respect of the unpaid amount of a Partly Paid Shares. However, if a call is not paid, the Partly Paid Share will be liable to forfeiture and may be sold by the Company via public auction.</p>	Sections 5.1 and 7.1

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<p>How many Partly Paid Shares will be issued?</p>	<p>At the date of this Prospectus the maximum number of Partly Paid Shares that will be issued under the Entitlement Offer is 38,710,125 Partly Paid Shares. The Entitlement Offer is fully underwritten by the Underwriter.</p> <p>Where Option holders who reside in Australia or New Zealand exercise their Options before the Record Date, they will be entitled to participate in the Entitlement Offer. This will increase the maximum number of Partly Paid Shares that may be issued under the Entitlement Offer.</p> <p>An additional 2,000,000 Partly Paid Shares for nil issue price will be offered to the Underwriter at completion of the Entitlement Offer under the terms of the Underwriting Agreement between the Underwriter and the Company, the material terms of which are summarised at Section 9.3. The Underwriter Offer is made pursuant to and on the terms of this Prospectus.</p> <p>A further additional 2,000,000 Partly Paid Shares for nil issue price will be offered to the Co-Manager under the terms of the Mandate between the Co-Manager and the Company, the material terms of which are summarised at Section 9.3. The Co-Manager Offer is made pursuant to and on the terms of this Prospectus.</p>	<p>Sections 5.1, 6.3, 6.4 and 9.3</p>
<p>What is the amount that will be raised under the Prospectus?</p>	<p>At the date of this Prospectus, the maximum amount that may be raised under the Prospectus is \$774,203 before expenses. The Entitlement Offer is fully underwritten therefore this amount represents full subscription. If existing Option holders who reside in Australia or New Zealand exercise their Options before the Record Date so as to participate in the Entitlement Offer, the amount raised under the Entitlement Offer may increase.</p>	<p>Section 5.1</p>
<p>What is the minimum subscription under the Entitlement Offer?</p>	<p>There is no minimum subscription under the Entitlement Offer.</p> <p>The Company reserves the right to withdraw or cancel all or part of the Entitlement Offer, the Underwriter Offer and/or the Co-Manager Offer at any time before the issue of the Partly Paid Shares.</p>	<p>Sections 5.2 and 5.21</p>

<p>Is the Entitlement Offer underwritten?</p>	<p>The Entitlement Offer is fully underwritten by Barclay Wells Ltd. Refer to Section 9.3 for details of the terms of the Underwriting Agreement and refer to Section 6.7 for details of the effect of the Offers (including the underwriting) on control of the Company.</p>	<p>Section 6.7 and Section 9.3</p>
<p>What is the Underwriter Offer?</p>	<p>2,000,000 Partly Paid Shares for nil issue price will be offered to the Underwriter (and/or its nominee(s)), the as underwriter to the Entitlement Offer, at completion of the Entitlement Offer under the terms of Underwriting Agreement with the Company, the material terms of which are summarised at Section 9.3.</p> <p>The Underwriter Offer is made pursuant to and on the terms of this Prospectus.</p>	<p>Section 9.3</p>
<p>What is the Co-Manager Offer?</p>	<p>2,000,000 Partly Paid Shares for nil issue price will be offered to the Co-Manager (and/or its nominee(s)) under the terms of its Mandate with the Company, the material terms of which are summarised at Section 9.3.</p> <p>The Co-Manager Offer is made pursuant to and on the terms of this Prospectus.</p>	<p>Section 9.3</p>
<p>What is the purpose of the Entitlement Offer?</p>	<p>The purpose of the Entitlement Offer is to raise funds:</p> <ul style="list-style-type: none"> <li>• For geology, exploration and studies.</li> <li>• Potential acquisitions of further interests and/or new projects.</li> <li>• To provide general working capital.</li> <li>• To pay the expenses of the Offer.</li> </ul> <p>A budget of how the Company intends to use the funds raised is set out in Section 6.2. As with any budget, new circumstances may change the way the Company applies the funds.</p>	<p>Section 6.2</p>

<p>What are the key risks of a further investment in the Company?</p>	<p>The Partly Paid Shares offered under this Prospectus should be considered as highly speculative. Before deciding to whether to apply for Partly Paid Shares under this Prospectus, you should carefully consider the risk factors set out in this Prospectus, the information contained in other sections of this Prospectus, and all other public announcements and reports of the Company. For further information on specific risks relevant to the Company please refer to Section 8. These risks include:</p> <ul style="list-style-type: none"> <li>• Dilution risk as a result of the Offers and any further capital raisings the Company may undertake in the future;</li> <li>• Commodity price volatility and exchange rate risks;</li> <li>• Share market conditions;</li> <li>• Exploration and appraisal risk;</li> <li>• Operating risk;</li> <li>• Title and tenure risk;</li> <li>• Access risk;</li> <li>• Environmental risk; and</li> <li>• Contractual risk.</li> </ul> <p>Please carefully consider these risks and the risks contained in Section 8 before deciding whether or not to apply for Partly Paid Shares.</p>	<p>Section 8</p>
<p>What is the effect of the Offers on share capital and cash reserves?</p>	<p>The effect of the Offers on the Company's share capital and cash reserves is to:</p> <ul style="list-style-type: none"> <li>• Increase the number of Partly Paid Shares on issue from zero (0) to 42,710,125.</li> <li>• Increase cash reserves by up to approximately \$774,203 before the costs of the Offers.</li> </ul>	<p>Section 6.3 and Annexure 1</p>
<p>Can I sell my Entitlement?</p>	<p>No. The Entitlement Offer is non-renounceable meaning your Entitlement is not transferable and there will be no trading of rights on ASX.</p>	<p>Sections 5.1 and 5.5</p>

<p>How can I accept my Entitlement?</p>	<p>All Eligible Shareholders are entitled to subscribe for Partly Paid Shares under the Entitlement Offer. If you wish to take up your Entitlement (in whole or in part) you must follow the instructions set out on your personalised Entitlement and Acceptance Form that accompanies this Prospectus and can be accessed online via <a href="https://investor.automic.com.au/#/home">https://investor.automic.com.au/#/home</a>.</p>	<p>Sections 5.5 and 5.6</p>
<p>How do I obtain a copy of the Prospectus and an Entitlement and Acceptance Form?</p>	<p>The Prospectus containing further information in relation to the Entitlement Offer (including how to apply for Partly Paid Shares comprising your Entitlement) will be made available to Eligible Shareholders from Thursday, 31 October 2024. This Prospectus can be accessed through either of the following means:</p> <ul style="list-style-type: none"> <li>• <b>(online)</b>: this Prospectus and your personalised Entitlement and Acceptance Form (including online payment details) can be accessed via <a href="https://investor.automic.com.au/#/home">https://investor.automic.com.au/#/home</a> (you will need your SRN or HIN and your postcode).</li> <li>• <b>(paper)</b>: a copy of this Prospectus and your personalised Entitlement and Acceptance Form can be sent via post free of charge upon request by calling the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time during business hours (AEDT) until the Closing Date.</li> </ul> <p><b>The Company encourages Eligible Shareholders to submit their application by making a payment using one of the payment methods shown on their personalised Entitlement and Acceptance Form before the close of the Entitlement Offer (5.00 pm (AEDT) on Monday, 11 November 2024).</b></p>	<p>Section 5.1</p>



<p>What is the effect of the Offers on control of the Company</p>	<p>The Entitlement Offer is for one (1) Partly Paid Share for every two (2) Shares held by Eligible Shareholders on the Record Date. A further 2,000,000 Partly Paid Shares will be issued under the Underwriter Offer, and 2,000,000 Partly Paid Shares will be issued under the Co-Manager Offer. As set out in Section 7, Partly Paid Shares entitle their holders to a vote in proportion with the amount then paid up. Therefore the maximum dilution that will be experienced by any Shareholder is approximately 37% of its existing Shareholding, assuming all Partly Paid Shares issued under the Offers become fully paid up Shares.</p> <p>The Underwriter is presently not a Shareholder and is not a related party of the Company for the purposes of the Corporations Act. The issue of Partly Paid Shares under this Prospectus to the Underwriter may increase its interest in the Company and dilute the Shareholding of other Shareholders to the extent they elect not to participate in the Entitlement Offer or are ineligible to participate in the Entitlement Offer.</p> <p>In accordance with the terms of the Underwriting Agreement, the Underwriter will allocate the Partly Paid Shares underwritten by it to its sub-underwriters and/or clients and people who have otherwise agreed to assist with the completion of the Entitlement Offer such that neither the Underwriter, the sub-underwriters nor any of the Underwriter's clients, individually, will have a voting power in the Company in excess of 19.9% after the issue of all of the Partly Paid Shares the subject of this Prospectus.</p> <p>The Company, in consultation with the Underwriter, will ensure that the Entitlement Offer (including the equitable dispersion of any Partly Paid Shares subscribed for by the Underwriter and/or its sub-underwriters) complies with the provisions of Chapter 6 of the Corporations Act and is otherwise consistent with the policy guidelines contained in ASIC Regulatory Guide 6 and Takeovers Panel Guidance Note 17.</p> <p>The Offers are not expected to have any impact on the control of the Company.</p>	<p>Sections 6.5 and 6.7</p>
<p>How can I obtain further advice?</p>	<p>For information on participating in the Entitlement Offer, contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time during business hours (AEDT) until the Closing Date. For advice, consult with your broker or other professional adviser.</p>	<p>Section 5.22</p>

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### 3. TIMETABLE AND IMPORTANT DATES

#### Indicative timetable

Lodgement of Prospectus and Appendix 3B with Partly Paid Shares)	Wednesday, 23 October 2024 (pre-open)
'Ex' Date	Friday, 25 October 2024
(Date from which Shares commence trading without the entitlement to participate in the Entitlement Offer)	
Record Date (for determining Entitlements) (7:00pm AEDT)	Monday, 28 October 2024
Prospectus with Entitlement and Acceptance Form sent to Shareholders, and announce that this has occurred	Thursday, 31 October 2024
Entitlement Offer opens	
Last day to extend Closing Date	Wednesday, 6 November 2024
Closing Date* (5:00pm AEDT)	Monday, 11 November 2024
Securities quoted on ASX on a deferred settlement basis	Tuesday, 12 November 2024
Announcement of results of Entitlement Offer and Underwritten amount	Thursday, 14 November 2024
Issue of Partly Paid Shares and despatch of holding statements	Monday, 18 November 2024
Trading in Partly Paid Shares expected to commence*	Tuesday, 19 November 2024

\*The Directors reserve the right to vary any and all of the above dates and times without notice, including, subject to the Listing Rules and the Corporations Act, to close the Offers early, to extend the Offers, to accept late applications, either generally or in particular cases, or to cancel or withdraw all or part of the Offers before the Closing Date, in each case without notifying the recipient of this Prospectus or any applicants. As such the date the Partly Paid Shares are expected to commence trading on ASX may vary. If the Entitlement Offer (or any part of it) is cancelled or withdrawn before the allocation of Partly Paid Shares then all application money will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act.

The Company will apply for Partly Paid Shares offered under this Prospectus to be quoted on ASX if the Partly Paid Shares meet the requirements of the Listing Rules and the Corporations Act. If such an application is made and granted, the Partly Paid Shares are expected to trade on this date. If such an application is not made or not granted, only the Partly Paid Shares are expected to trade on this date.

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## 4. IMPORTANT NOTES

This Prospectus is dated 23 October 2024 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus. No person or entity is authorised to give any information or make any representation in connection with the Offers which is not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied on as having been authorised by the Company in connection with the Offers or this Prospectus.

No Partly Paid Shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

The Entitlement Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Entitlement Offer period or close the Entitlement Offer early. Instructions for completion of the acceptance of your Entitlement are set out on your personalised Entitlement and Acceptance Form which accompanies this Prospectus.

Applications by Eligible Shareholders for Partly Paid Shares offered pursuant to the Entitlement Offer can only be submitted by following the instructions on the Entitlement and Acceptance Form which accompanies this Prospectus and which sets out the Eligible Shareholder's Entitlement. If acceptance for Partly Paid Shares offered pursuant to the Entitlement Offer is by BPAY® or electronic funds transfer (EFT) there is no need to return the original Entitlement and Acceptance Form.

It is important that you read this Prospectus in its entirety and, if in any doubt about whether to apply for Partly Paid Shares, seek professional advice. An investment in the Partly Paid Shares the subject of this Prospectus should be considered speculative. None of the Company, the Directors or any other person gives any guarantee as to the success of the Company, the repayment of capital, the payment of dividends, the future value of the Partly Paid Shares or the price at which the Partly Paid Shares will trade on ASX.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act). It has been prepared in accordance with section 713 of the Corporations Act and it does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom they may consult.

### 4.1 Applicants Outside Australia and New Zealand

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. A failure to comply with these restrictions may violate applicable securities laws. This Prospectus 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 Prospectus. If you are a resident of a country other than Australia or New Zealand you should consult your professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. The return of a completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation and warranty by you that all relevant approvals have been obtained. No action has been taken by the Company to register or qualify the Partly Paid Shares or otherwise permit a public offering of the Partly Paid Shares the subject of this Prospectus in any jurisdiction outside of Australia and New Zealand.

### 4.2 US securities law matters

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the US. In particular, the Partly Paid Shares have not been, and will not be, registered under the United States Shares Act of 1933, as amended (the **US Securities**

**Act**), and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act.

Each Applicant will be taken to have represented, warranted and agreed as follows:

- (a) it understands that the Partly Paid Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or resold in the US, except in a transaction exempt from, or not subject to, registration under the US Securities Act and any other applicable securities laws;
- (b) it is not in the United States;
- (c) it has not and will not send this Prospectus or any other material relating to the Entitlement Offer to any person in the United States; and
- (d) it will not offer or resell the Partly Paid Shares in the United States or in any other jurisdiction outside Australia.

#### 4.3 **Forward Looking Statements**

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

These statements relate to intentions and future acts and events. They are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management, which could cause these future acts, events and circumstances to differ from the way or manner in which they are expressly or implicitly portrayed in this Prospectus. Some of these risk factors are set out in Section 8.

The Company does not intend to update or review forward looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

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

#### 4.4 **Electronic Prospectus**

This Prospectus will be issued in paper form and as an electronic prospectus that can be accessed through either of the following means:

- **(online)**: this Prospectus and your personalised Entitlement and Acceptance Form (including online payment details) can be accessed via <https://investor.automic.com.au/#/home> (you will need your SRN or HIN and your postcode).
- **(paper)**: a copy of this Prospectus and your personalised Entitlement and Acceptance Form can be sent via post free of charge upon request by calling the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (AEDT) until the Closing Date.

Pursuant to Regulatory Guide 107 ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a prospectus lodged with ASIC and the issue or transfer of shares in response to an electronic application form, subject to compliance with certain provisions. If you have received or accessed this Prospectus as an electronic Prospectus for the purpose of making an

investment in the Company please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Share Registry (see the Corporate Directory in Section 1 for the Share Registry's contact details) and the Share Registry will send you, at no cost to you, either a hard copy or a further electronic copy of this Prospectus or both during the period of the Offers.

By making an application, you declare that you were given access to this Prospectus, together with an Application Form. The Corporations Act prohibits any person passing an Application Form on to another person unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

#### **4.5 Website**

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

#### **4.6 Definitions**

Throughout this Prospectus abbreviations and defined terms are used. Defined terms are generally identifiable by the use of an upper case first letter and the definitions of those terms are contained in the Glossary in Section 10.

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## 5. DETAILS OF THE OFFERS

### 5.1 The Entitlement Offer

The Entitlement Offer is being made as a non-renounceable entitlement offer of one (1) Partly Paid Share for every two (2) Shares held by Shareholders registered at the Record Date at an issue price of \$0.02 per Partly Paid Share. The Partly Paid Shares will upon issue be deemed to be paid to the amount of \$0.02 per Partly Paid Share and are unpaid to \$0.10. Fractional entitlements will be rounded down to the nearest whole number of Partly Paid Shares.

Based on the capital structure of the Company at the date of this Prospectus, a maximum of 38,710,125 Partly Paid Shares will be issued pursuant to the Entitlement Offer to raise up to \$774,203. Up to a further \$3,871,013 (before costs) will be raised by the Company if the Partly Paid Shares offered under the Entitlement Offer become fully paid up. As at the date of this Prospectus the Company has 1,000,000 Options on issue that may be exercised prior to the Record Date to participate in the Entitlement Offer. Please refer to Section 6.4 for information on the exercise price and expiry date of the Options on issue. The Company also has 3,666,667 Performance Rights on issue as at the date of this Prospectus, however the milestones for the vesting of those Performance Rights have not been met as at the date of the Prospectus and are not expected to be met before the Record Date.

All of the Partly Paid Shares to be issued pursuant to this Prospectus will, once fully paid, rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 7 for further information regarding the rights and liabilities attaching to the Partly Paid Shares and the Shares.

The Entitlement Offer is non-renounceable. Accordingly, any Eligible Shareholder may not sell or transfer part or all of their Entitlement.

The purpose of the Entitlement Offer and the intended use of funds raised under the Entitlement Offer are set out in Sections 2 and 6.2.

#### Accessing the Entitlement Offer

This Prospectus can be accessed through either of the following means:

- **(online):** this Prospectus and your personalised Entitlement and Acceptance Form (including online payment details) can be accessed via <https://investor.automic.com.au/#/home> (you will need your SRN or HIN and your postcode).
- **(paper):** a copy of this Prospectus and your personalised Entitlement and Acceptance Form can be sent via post free of charge upon request by calling the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) until the Closing Date.

### 5.2 The Underwriter Offer

This Prospectus includes an offer of 2,000,000 Partly Paid Shares to be issued to the Underwriter (and/or its nominee(s)). The Partly Paid Shares will upon issue be deemed to be paid to the amount of \$0.02 per Partly Paid Share and are unpaid to \$0.10.

No funds will be raised from the issue of Partly Paid Shares under the Underwriter Offer as the Partly Paid Shares are being issued for nil consideration in part consideration for services provided by the Underwriter to the Company pursuant to the Underwriting Agreement. Up to \$200,000 will be raised upon the Partly Paid Shares to be issued under the Underwriter Offer becoming fully paid.

Further details regarding the material terms of the Underwriting Agreement are set out in Section 9.3. Only the Underwriter (and/or its nominee(s)) will be eligible to apply for Partly

Paid Shares under the Underwriter Offer. Accordingly an application form for those Partly Paid Shares will be provided by the Company to the Underwriter only.

### **5.3 The Co-Manager Offer**

This Prospectus includes an offer of 2,000,000 Partly Paid Shares to be issued to the Co-Manager (and/or its nominee(s)). The Partly Paid Shares will upon issue be deemed to be paid to the amount of \$0.02 per Partly Paid Share and are unpaid to \$0.10.

No funds will be raised from the issue of Partly Paid Shares under the Co-Manager Offer as the Partly Paid Shares are being issued for nil consideration in part consideration for services provided by the Co-Manager to the Company pursuant to the Mandate. Up to \$200,000 will be raised upon the Partly Paid Shares to be issued under the Co-Manager Offer becoming fully paid.

Further details regarding the material terms of the Mandate are set out in Section 9.3. Only the Co-Manager (and/or its nominee(s)) will be eligible to apply for Partly Paid Shares under the Co-Manager Offer. Accordingly an application form for those Partly Paid Shares will be provided by the Company to the Co-Manager only.

### **5.4 Minimum Subscription**

There is no minimum subscription.

### **5.5 Actions Eligible Shareholders May Take**

The number of Partly Paid Shares to which Eligible Shareholders are entitled (your Entitlement) is shown on the personalised Entitlement and Acceptance Form accompanying this Prospectus or by accessing the Entitlement Offer via <https://investor.automic.com.au/#/home> (you will need your SRN or HIN and your postcode).

If you are an Eligible Shareholder you may do any of the following:

- (i) take up your full Entitlement (refer to Section 5.5(a));
- (ii) partially take up your Entitlement and allow the balance to lapse (refer to Section 5.5(b)); or
- (iii) decline to take up your Entitlement by taking no action (refer to Section 5.5(c)).

The Entitlement Offer is a pro rata offer to Eligible Shareholders. Eligible Shareholders who do not take up their Entitlements in full will not receive any amounts in respect of the Entitlements that they do not take up, and will have a reduced (i.e. diluted) percentage shareholding in the Company after implementation of the Entitlement Offer, assuming all of the Partly Paid Shares become fully paid up Shares. However, the number of Shares held at the Record Date and the rights attached to those Shares will not be affected.

Eligible Shareholders who take up their Entitlement in full will not reduce (i.e. dilute) their percentage shareholding in the Company after implementation of the Entitlement Offer, noting however that there will be a small dilutionary effect as a result of the Underwriter Offer and the Co-Manager Offer.

Entitlements cannot be traded on ASX or any other exchange, nor can they otherwise be transferred.

(a) **Accept all of your Entitlement**

Eligible Shareholders who wish to accept the Entitlement Offer and take up all of their Entitlement should follow the steps required for payment in Section 5.6 and on the accompanying Entitlement and Acceptance Form.

(b) **Partially take up your Entitlement and allow the balance to lapse**

Eligible Shareholders who wish to take up part of their Entitlement and allow the balance of their Entitlement to lapse, should follow the steps required for payment in Section 5.6 and on the accompanying Entitlement and Acceptance Form for the number of Partly Paid Shares they wish to take up and follow the steps required for payment in Section 5.6. Partial Entitlements not taken up by Eligible Shareholders will be subscribed for by the Underwriter (and/or its sub-underwriters or clients) pursuant to the Underwriting Agreement.

(c) **Decline to take up your Entitlement by taking no action**

Eligible Shareholders who do not wish to take up their Entitlement should do nothing. Where Eligible Shareholders take no action with their Entitlement, their Entitlement will lapse. Entitlements not taken up by Eligible Shareholders will be subscribed for by the Underwriter (and/or its sub-underwriters or clients) pursuant to the Underwriting Agreement.

You should also note that if you do not take up your Entitlement, you will continue to own the same number of Shares however your percentage shareholding in the Company will be reduced.

**5.6 Payment**

If you are an Eligible Shareholder and wish to accept the Entitlement Offer and:

- (i) take up all of your Entitlement; or
- (ii) take up part of your Entitlement,

you will need to follow the payment instructions set out below and on your personalised Entitlement and Acceptance Form.

Payments to accept the Entitlement Offer must be received by the Share Registry before the close of the Entitlement Offer (5.00 pm (AEDT) on Monday, 11 November 2024).

**Pay via 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 via BPAY:

- (a) you do not need to return your personalised Entitlement and Acceptance Form but are taken to make the statements on that form;
- (b) you are deemed to have taken up your Entitlement in respect of such whole number of Partly Paid Shares which is covered in full by your Application Money (the amount of your payment received will be divided by \$0.02) which will be deemed to be the total number of Partly Paid Shares you are applying for; and
- (c) if you pay more than is required to subscribe for your Entitlement, the amount in excess of your Entitlement will be refunded in full but without any interest being payable on the refunded amount.



You need to ensure that your BPAY® payment is received by the Share Registry by no later than 5:00pm AEDT on the Closing Date (subject to variation).

### **Payment by Electronic Funds Transfer (overseas applicants)**

For payment by Electronic Funds Transfer (**EFT**) for overseas Eligible Shareholders, 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.

Please note that should you choose to pay via EFT:

- (a) you do not need to return your personalised Entitlement and Acceptance Form but are taken to make the statements on that form;
- (b) you are deemed to have taken up your Entitlement in respect of such whole number of Partly Paid Shares which is covered in full by your Application Money (the amount of your payment received will be divided by \$0.02) which will be deemed to be the total number of Partly Paid Shares you are applying for; and
- (c) if you pay more than is required to subscribe for your Entitlement, the amount in excess of your Entitlement will be refunded in full but without any interest being payable on the refunded amount.

You need to ensure that your EFT payment is received by the Share Registry by no later than 5:00pm AEDT on the Closing Date (subject to variation).

In case of payment by BPAY® or EFT, by taking up all or part of your Entitlement you will be deemed to have represented that you are in compliance with all relevant selling restrictions and otherwise agree to all the terms and conditions of the Offer as set out in this Prospectus.

**Applicants should be aware that their own financial institution may implement earlier cut-off times with regards to electronic payment and should take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® or EFT are received by 5:00pm AEDT on the Closing Date (subject to variation). The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPAY® or EFT payment.**

If you have more than one holding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the reference number specific to that holding as set out in the applicable Entitlement and Acceptance Form. Do not use the same reference number for more than one of your Shareholdings. This can result in your Application Monies being applied to your Entitlement in respect of only one of your Shareholdings.

## **5.7 Eligible Shareholders**

The Entitlement Offer is only open to Eligible Shareholders. Eligible Shareholders are those Shareholders who:

- (a) were registered as a holder of Shares at 7:00pm AEDT on the Record Date of Monday, 28 October 2024.
- (b) have a registered address in Australia or New Zealand;
- (c) are not in the United States or a US Person or acting for the account or benefit of such persons; and

- (d) they are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Eligible Shareholders who hold Shares in the capacity of trustee, nominee or custodian (or in any other capacity) for a person that would not satisfy the criteria of an Eligible Shareholder cannot take up Entitlements on behalf of that person.

The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owner of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws. The Company is not able to advise on foreign laws.

The Company reserves the right to reject any Application that it believes comes from a person who is not an Eligible Shareholder.

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. A failure to comply with these restrictions may violate those applicable laws. This Prospectus does not, and is not intended to, constitute an offer or invitation to subscribe 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 Prospectus. If you are resident a country other than Australia or New Zealand you should consult your professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. The return of a completed Entitlement and Acceptance Form, or the receipt of a payment by BPAY® or EFT, will be taken by the Company to constitute a representation and warranty by you that all relevant approvals have been obtained. No action has been taken by the Company to register or qualify the Partly Paid Shares or otherwise permit a public offering of the Partly Paid Shares the subject of this Prospectus in any jurisdiction outside of Australia and New Zealand.

#### ***New Zealand***

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (**FMC Act**). The Partly Paid Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

### **5.8 Applicants Outside Australia and New Zealand**

The Entitlement Offer is not being made to Shareholders with a registered address outside Australia and New Zealand (**Ineligible Overseas Shareholders**).

The Company is of the view that it is unreasonable to make the Entitlement Offer to Ineligible Overseas Shareholders having regard to:

- (a) the number of Ineligible Overseas Shareholders;

- (b) the number and value of the Partly Paid Shares that would be offered to Ineligible Overseas Shareholders; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities which would apply to an offer of Partly Paid Shares to Ineligible Overseas Shareholders in each of those overseas jurisdictions.

**5.9 Additional Warning Statement: Currency Exchange Risk**

The Offers may involve a currency exchange risk. The currency for the financial products is not New Zealand currency. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand currency. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand currency, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

**5.10 Additional Warning Statement: Trading on Financial Product Market**

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

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

**5.11 Nominees, trusts and custodians**

Nominees, trusts and custodians must not distribute any part of this Prospectus or any Entitlement and Acceptance Form in any country outside Australia, except to beneficial Shareholders in New Zealand.

**5.12 Implications on Acceptance**

Returning a completed Entitlement and Acceptance Form with the required Application Money or paying any Application Money via BPAY® or EFT will be taken to constitute a representation and warranty by you that you:

- (a) agree to be bound by the terms of the Entitlement Offer;
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;
- (e) acknowledge that information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that Partly Paid Shares are suitable for you given your investment objectives, financial situation or particular needs;

- (f) are not prohibited by the law of any place from:
- (A) being an Eligible Shareholder;
  - (B) being given this Prospectus (or the Entitlement and Acceptance Form); or
  - (C) making an application for Partly Paid Shares;
- (g) acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® or EFT payment instruction is given in relation any Application Money, the application may not be varied or withdrawn except as required by law; and
- (h) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the Partly Paid Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement and Acceptance Form.

### **5.13 Issue of Partly Paid Shares**

Partly Paid Shares issued pursuant to the Entitlement Offer will be issued in accordance with the Listing Rules and the timetable set out in Section 3.

Partly Paid Shares issued under the Underwriter Offer and the Co-Manager Offer will be issued to the Underwriter and the Co-Manager respectively at completion of the Entitlement Offer.

Prior to the issue of the Partly Paid Shares or payments of refunds pursuant to this Prospectus, all Application Money shall be held by the Company on trust for the applicants for Partly Paid Shares. The Company will retain any interest earned on the Application Money irrespective of whether the allotment and issue of Partly Paid Shares takes place and each applicant for Partly Paid Shares waives the right to claim interest.

Following allotment, statements of holdings will be dispatched to applicants under the Entitlement Offer and persons to whom Partly Paid Shares have been issued by the Underwriter in accordance with the Listing Rules and the timetable set out in Section 3. It is your responsibility to determine your allocation and holding of Partly Paid Shares prior to trading in the Partly Paid Shares. If you sell Partly Paid Shares before receiving your holding statement you do so at your own risk. Holding Statements for Partly Paid Shares issued under the Underwriter Offer and the Co-Manager Offer will be dispatched as soon as practicable after their issue.

### **5.14 ASX Listing**

The Company will apply to the ASX in accordance with the timetable set out in Section 3 for Quotation of the Partly Paid Shares offered under this Prospectus which is within 7 days of the date of this Prospectus. If the ASX does not grant permission for Quotation of the Partly Paid Shares within three months after the date of this Prospectus, or such longer period as is varied by ASIC, the Company will not issue or allot any Partly Paid Shares offered for subscription under this Prospectus and will repay all Application Money received as soon as practicable thereafter without interest.

The ASX takes no responsibility for the contents of this Prospectus. The fact that the ASX may grant Quotation of the Partly Paid Shares is not to be taken in any way as an indication of the merits of the Company or the Partly Paid Shares.

### **5.15 Underwriting and Underwriter Offer**

The Entitlement Offer is fully underwritten by the Underwriter, Barclay Wells Ltd. The Underwriter will receive a fee equal to 6% of the underwritten amount (being the full value of the Entitlement Offer). The Underwriter will also be entitled to be issued 2,000,000 Partly Paid Shares for nil issue price upon completion of the Entitlement Offer, which offer is made

pursuant to and on the terms of this Prospectus. Please see Section 5.2 for details of the Underwriter Offer, Section 9.3 for details of the Underwriting Agreement and Section 6.7 for details of the impact of the underwriting on the control of the Company.

#### **5.16 Calls on Partly Paid Shares**

As the Company is a 'no liability' company, a holder of a Partly Paid Share is not under any contractual obligation to pay a call in respect of the unpaid amount of a Partly Paid Shares. However, if a call is not paid, the Partly Paid Share will be liable to forfeiture and may be sold by the Company via public auction.

#### **5.17 Risk Factors**

You should be aware that subscribing for Partly Paid Shares the subject of this Prospectus involves a number of risks. The key risks are set out in Section 8. Potential investors are urged to consider those risks carefully, and if necessary, consult their professional advisers before deciding whether to invest in the Company. The risk factors set out in Section 8, and other general risks applicable to all investments in listed securities not specifically referred to, may in the future affect the value of the Partly Paid Shares and the Shares. Accordingly, an investment in the Company should be considered speculative.

#### **5.18 Governing Law**

The Prospectus and the contracts that arise from acceptance of applications for Partly Paid Shares offered under this Prospectus are governed by the laws applicable in Western Australia and each applicant for Partly Paid Shares submits to the non-exclusive jurisdiction of the courts of Western Australia.

#### **5.19 Taxation**

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences or subscribing for Partly Paid Shares under this Prospectus.

Taxation implications will vary depending upon the individual circumstances of individual Eligible Shareholders. Eligible Shareholders are strongly recommended to obtain their own professional advice (including taxation advice) before deciding whether to accept the Entitlement Offer. You are urged to obtain independent financial advice about such consequences from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of the Entitlement Offer, or the acquisition or disposal of Partly Paid Shares in connection with the Entitlement Offer.

#### **5.20 No Cooling off Rights**

Cooling off rights do not apply to an investment in Partly Paid Shares. You cannot, in most circumstances, withdraw your application once it has been accepted. Further, Entitlements cannot be traded on ASX or any other exchange, nor can they be privately transferred.

#### **5.21 Withdrawal or Cancellation**

The Directors reserve the right to withdraw or cancel all or part of the Offers at any time, subject to the Listing Rules and the Corporations Act, in which case the Company will refund all application money received, if required under the Listing Rules or Corporations Act, without interest.

#### **5.22 Queries**

This Prospectus provides important information and should be read in its entirety. If you have any questions about what action to take after reading this Prospectus, please contact your stockbroker, financial planner, accountant, lawyer or independent financial adviser. Any questions concerning the Entitlement Offer should be directed to the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

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## 6. PURPOSE AND EFFECT OF THE OFFER

### 6.1 Background

The Company's portfolio of mining project interests covers two emerging battery metals provinces including the:

- Lake Johnston Lithium Project in Western Australia – 100% interest; and
- Bynoe Lithium and Gold Project in the Northern Territory – 70% interest,

together the **Projects**.

The Lake Johnston Lithium Project is located 450 km east of Perth, in the Yilgarn Province of Western Australia. This location is not only highly prospective for lithium mineralisation but benefits from excellent infrastructure. This includes easy access to the road and rail corridor between Kalgoorlie and Esperance, which both in turn lead to the port infrastructure at Esperance and Fremantle. Lithium prospects are found within a 50km long corridor along the southern and western margin of the Lake Johnston granite batholith.

Key target areas include the Medcalf and Medcalf West Spodumene Prospects, the Mt Gordon Lithium Prospect, and much of the Mount Day LCT pegmatite field, which is prospective for lithium and tantalum minerals. Initial geochemistry and geophysics studies confirmed several highly prospective target areas at Lake Johnson, with potential for both scale and grade, particularly at the Medcalf and Mt Day prospects.

In January 2024, the Company completed a farm-in agreement with Rio Tinto Exploration Pty Ltd (**RTX**), a wholly-owned subsidiary of Rio Tinto Limited (ASX: RIO) at Lake Johnston (**RTX Agreement**). Under the agreement, RTX can earn 51% by solely funding \$10 million in exploration expenditure and making minimum cash payments of \$1.5 million to Charger. RTX can further earn a 75% interest by solely funding \$40 million in exploration expenditure or by completing a Definitive Feasibility Study.

The Bynoe Lithium Project is a 70:30 joint venture (**JV**) with Lithium Australia Ltd (ASX: LIT) and is located in a Tier 1 jurisdiction approximately 35 km southwest of Darwin, Northern Territory, with excellent access and nearby established infrastructure. Charger's Project is enclosed by Core Lithium Limited's (**Core Lithium**) (ASX: CXO) Finniss Lithium Project, which commenced operations at its mine just 7 km north of the Bynoe Lithium Project. The project area covers approximately 63km<sup>2</sup> within a known lithium (spodumene) enriched belt, adjacent to Core's Finniss Project, which currently has a JORC Resource of 48.2Mt at 1.26% Li<sub>2</sub>O and high-grade lithium drill intersections close to Charger's tenement boundary.

Aeromagnetics and gravity surveys indicate a prospective corridor with a regional NNE-SSW trend. In 2023, Charger drilled three diamond drill-holes and 66 RC drill-holes across seven prospective target areas at Bynoe, with results confirming lithium and tantalum mineralisation at three of the prospects: Enterprise, Utopia and 7Up. More than 20 identified lithium prospects within the Bynoe Project are yet to be drill tested.

On 9 September 2024 Core Lithium announced that it had agreed to acquire a 30% interest in Charger's Bynoe Lithium Project for a purchase price of \$500,000 in cash, which remains subject to a pre-emptive right to the Company. Please see Core Lithium's ASX announcement dated 9 September 2024 for further information.

### 6.2 Purpose of the Entitlement Offer

The purpose of the Entitlement Offer is to raise up to \$774,203 (before costs). The proposed use of funds raised under the Entitlement Offer is set out below. Please refer to Section 9.7 for further details relating to the estimated expenses of the Entitlement Offer.

Use of Funds	A\$
Geology, exploration and studies	100,000
Potential acquisitions of further interests and/or new projects	500,000
General working capital	101,545
Expenses of the Entitlement Offer	72,658
<b>Total Use of Funds</b>	<b>774,203</b>

The table above is statement of the Directors' current intentions as at the date of this Prospectus. In the event that circumstances change, events intervene or other opportunities arise, the Directors reserve the right to vary the proposed use of funds to maximise benefits to Shareholders. If no potential acquisition is completed then funds will be re-allocated to geology, exploration and studies and general working capital. Working capital includes but is not limited to corporate administration and operating costs and may be applied to Directors' fees, consulting fees, wages and superannuation of employees, rent and outgoings, legal fees, ASX fees, Share Registry fees, legal, accounting, tax and audit fees, insurance, travel costs and all other items of a general corporate and administrative nature.

### 6.3 Effect of the Offers

The principal effect of the Offers, assuming all Partly Paid Shares offered under the Prospectus are issued, will be to:

- (a) increase the Company's cash reserves by \$774,203 (before the costs of the Offer) following completion of the Offer and provide up to a further \$4,271,012 that could be called by the Company in the future; and
- (b) increase the number of Partly Paid Shares on issue from zero as at the date of this Prospectus to 42,710,125 Partly Paid Shares following completion of the Offers.

A pro forma consolidated statement of financial position is set out in **Annexure 1**.

### 6.4 Effect on Capital Structure

The effect of the Offers on the capital structure of the Company is set out below. As the Entitlement Offer is underwritten to the full amount, this table assumes all Partly Paid Shares offered pursuant to this Prospectus are issued.

Securities	Balance at date of Prospectus	To be issued under the Offers	Balance after the Offers
Shares	77,420,250 <sup>(1)</sup>	Nil	77,420,250
Partly Paid Shares <sup>(2)</sup>	Nil	42,710,125 <sup>(1)</sup>	42,710,125
Options	1,000,000 <sup>(3)</sup>	Nil	1,000,000
Performance Rights	3,666,667 <sup>(4)</sup>	Nil	3,666,667

(1) Assuming no Options are exercised, and no Performance Rights vest, prior to the Record Date. Includes Partly Paid Shares to be issued under the Underwriter Offer and the Co-Manager Offer.

(2) Details of the Partly Paid Shares are set out below.

(3) The number, terms and expiry dates of the Options are set out below.

(4) The number, terms and conditions of the Performance Rights are set out below.

## Details of all Options on issue at the date of this Prospectus

Options	Number
Options Currently on issue as at date of this Prospectus:	
- Unlisted Options exercisable at \$0.60 each and expiring on 17 January 2027.	1,000,000
<b>Total Options on issue as at date of this Prospectus</b>	<b>1,000,000</b>

## Details of all Performance Rights on issue at the date of this Prospectus

Performance Rights	Number
Performance Rights Currently on issue as at date of this Prospectus:	
<b>2022 Performance Rights</b>	
- <b>Performance Rights Class A:</b> By 1 December 2026, the Company delineates on the tenements on which it holds an interest an inferred resource under the JORC Code of: (i) 10,000 tonnes of contained nickel; (ii) 10,000,000 tonnes equal to or greater than 1.2% lithium oxide; or (iii) 100,000 ounces of gold equivalent.	583,330
- <b>Performance Rights Class C:</b> By 1 December 2025, the Company's share price trades on or above a 15-day VWAP of \$1.00, being a 140.96% increase from the closing price of the Company's shares of \$0.415 as at the nominated date of 3 December 2021.	583,337
<b>2023 Performance Rights</b>	
- <b>Performance Rights Class A:</b> By 1 December 2026, the Company delineates on the tenements on which it holds an interest an inferred resource under the JORC Code of: (i) 10,000 tonnes of contained nickel; (ii) 10,000,000 tonnes equal to or greater than 1.2% lithium oxide; or (iii) 100,000 ounces of gold equivalent.	500,000
- <b>Performance Rights Class B:</b> By 13 June 2025, the Company's share price trades on or above a 15-day VWAP of \$0.50, being a 100% increase from the closing price of the Company's shares of \$0.25 as at the nominated date of 27 March 2023.	500,000
- <b>Performance Rights Class C:</b> By 13 June 2026, the Company's share price trades on or above a 15-day VWAP of \$0.85, being a 240% increase from the closing price of the Company's shares of \$0.25 as at the nominated date of 27 March 2023.	500,000
- <b>Performance Rights Class D:</b> By 13 June 2027, the Company delivers a positive definitive feasibility study based on a JORC Reserve of no less than 10,000,000 tonnes at a grade of 1.2% lithium oxide (calculated on the Company's attributable share of its project interest). –	1,000,000
<b>Total Performance Rights on issue as at date of this Prospectus</b>	<b>3,666,667</b>

On a fully diluted basis, the Company would have 124,797,042 Shares on issue upon completion of the Offers (assuming that the Partly Paid Shares all become fully paid up, and that none of the Options or Performance Rights currently on issue are exercised or vest before the Record Date).



## 6.5 Details of Substantial Holders

Based on information available to the Company as at the date of this Prospectus, the persons who (together with their associates) hold a relevant interest in 5% or more of the Shares on issue are set out below:

Substantial Holders	Shares held before Offers	Voting Power (%) before Offers	Entitlement under Entitlement Offer
Finniss Lithium Resources Pty Ltd being a 100% owned subsidiary of Core Lithium Ltd.	7,600,000	9.82%	3,800,000
Rio Tinto Exploration Pty Limited being a 100% owned subsidiary of Rio Tinto Ltd.	4,705,882	6.08%	2,352,941

In the event that all Entitlements are accepted, whilst there will be an increase in the number of Shares held by the substantial holders, there will be no change in the percentage Shareholding of the substantial holders on completion of the Entitlement Offer as the Entitlement Offer is a pro rata offer to all Eligible Shareholders. However if the substantial holders set out above do not participate in the Entitlement Offer, their interest in the Company will be diluted.

## 6.6 Potential Dilution

If Eligible Shareholders take up their Entitlements in full the maximum number of Partly Paid Shares which will be issued pursuant to the Entitlement Offer is approximately 38,710,125. This equates to approximately 33% of all the issued shares of the Company following completion of the Entitlement Offer (assuming all Partly Paid Shares become fully paid up). An additional 2,000,000 Partly Paid Shares will be issued pursuant to the Underwriter Offer and 2,000,00 Partly Paid Shares will be issued pursuant to the Co-Manager Offer.

The capital structure of the Company on a fully diluted basis as at the date of this Prospectus would be 83,086,917 Shares. The capital structure of the Company on a fully diluted basis upon completion of the Offers would be 124,797,042 Shares, assuming none of the Options currently on issue are exercised and none of the Performance Rights currently on issue are vested prior to the Record Date, and assuming all Partly Paid Shares become fully paid up.

Shareholders should note that if they do not participate in the Entitlement Offer and given the Entitlement Offer is fully underwritten, their holdings will be diluted by approximately 37% as a result of the Offers assuming all of the Partly Paid Shares become fully paid up (as compared to their holdings and the number of Shares on issue at the date of the Prospectus). Examples of how the dilution may impact Shareholders are set out in the table below:

Holder	Holding as at Record Date	% at Record Date	Entitlement	Holdings if Entitlement not taken up	% post Offers <sup>(2)</sup>
Shareholder 1	10,000,000	12.92%	5,000,000	10,000,000	8.32%
Shareholder 2	7,000,000	9.04%	3,500,000	7,000,000	5.83%
Shareholder 3	5,000,000	6.46%	2,500,000	5,000,000	4.16%
Shareholder 4	2,000,000	2.58%	1,000,000	2,000,000	1.66%
Shareholder 5	1,000,000	1.29%	500,000	1,000,000	0.83%
Shareholder 6	500,000	0.65%	250,000	500,000	0.42%
Shareholder 7	200,000	0.24%	100,000	200,000	0.17%
Shareholder 8	100,000	0.13%	50,000	100,000	0.08%

**Notes**

1. Assumes no further Shares or Options are issued and no Options currently on issue are exercised and no Performance Rights currently on issue vest and are converted prior to the Record Date.
2. Assumes all Partly Paid Shares become fully paid up Shares.
3. The effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are taken by other Eligible Shareholders and/or investors.

**6.7 Effect on Control on the Company**

The Underwriter is presently not a Shareholder and is not a related party of the Company for the purposes of the Corporations Act. The issue of Partly Paid Shares under this Prospectus (under the Entitlement Offer and the Underwriter Offer) to the Underwriter will increase its interest in the Company and dilute the Shareholding of other Shareholders to the extent they elect not to participate in the Entitlement Offer or are ineligible to participate in the Entitlement Offer. In accordance with the terms of the Underwriting Agreement, the Underwriter will allocate any Partly Paid Shares not taken up by Eligible Shareholders under the Entitlement Offer (**Underwritten Shares**) to its sub-underwriters and/or clients and people who have otherwise agreed to assist with the completion of the Entitlement Offer such that neither the Underwriter, the sub-underwriters nor any of the Underwriter's clients, individually, will have a voting power in the Company in excess of 19.9% after the issue of the Underwritten Shares together with the Partly Paid Shares to be issued under the Underwriter Offer. The Company, in consultation with the Underwriter, will ensure that the Entitlement Offer (including the equitable dispersion of any Underwritten Shares) complies with the provisions of Chapter 6 of the Corporations Act and is otherwise consistent with the policy guidelines contained in ASIC Regulatory Guide 6 and Takeovers Panel Guidance Note 17.

The number of Partly Paid Shares that may be held by the Underwriter and its voting power is set out in the table below and shows the potential effect of the underwriting of the Entitlement Offer. However, it is unlikely that no Eligible Shareholders will take up entitlements under the Entitlement Offer. The underwriting obligation and therefore voting power of the Underwriter will change by a corresponding amount for the proportion of Entitlements under the Entitlement Offer taken up by the other Eligible Shareholders. As set out in Section 7, Partly Paid Shares entitle their holders to a vote in proportion with the amount then paid up. For the purposes of the table below, it is assumed that each Partly Paid Share issued under the Entitlement Offer is fully paid up.

Event	Shares held by Underwriter <sup>1</sup>	Voting power of Underwriter <sup>2</sup>
Date of Prospectus	Nil	Nil
Fully Subscribed	2,000,000	1.66%
75% subscribed	11,677,531	9.72%
50% subscribed	21,355,062	17.77%
25% subscribed	31,032,593	25.83%
0% subscribed	40,710,125	33.88%

**Notes**

1. Includes 2,000,000 Partly Paid Shares to be issued to Underwriter pursuant to Underwriter Offer.
2. Assumes all Partly Paid Shares become fully paid up Shares, and that no further Shares or Options are issued and no Options currently on issue are exercised and no Performance Rights currently on issue vest and are converted prior to the Record Date.

The potential effect the Offers will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand and the extent to which Eligible Shareholders take up their Entitlements under the Entitlement Offer and the number of Underwritten Shares available to the Underwriter. Having regard to the composition of the Company's share register, the information contained in the substantial shareholder notices released to ASX and the terms of the Offers, the potential effects that the Offers will have on the control of the Company and the consequences of that effect, are summarised below:

- (a) If all Eligible Shareholders take up their Entitlements under the Entitlement Offer, then the Offers will have no significant effect on the control of the Company.
- (b) If some Eligible Shareholders do not take up all of their Entitlements under the Entitlement Offer, this could result in a dilution of those Eligible Shareholders' interests and the interests of Eligible Shareholders who accept their Entitlements increasing.
- (c) The proportional interests of Shareholders with registered addresses outside Australia and New Zealand will be diluted because such Shareholders are not entitled to participate in the Entitlement Offer.

Overall, the Company does not believe that any person will increase their voting power in the Company in a way that will have a material impact on the control of the Company or the Company's future direction or prospects particularly given the requirement under the Underwriting Agreement that none of the Underwriter, the sub-underwriters nor any of the Underwriter's clients, individually, will have a voting power in the Company in excess of 19.9% after the issue of the Underwritten Shares together with the Partly Paid Shares to be issued under the Underwriter Offer (as detailed above in this Section 6.7).

## 6.8 Financial Forecasts and Cashflow Projections

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and consider that they do not have a reasonable basis to forecast future earnings for the Company. Given the highly speculative nature of mineral exploration there are significant uncertainties associated with the future revenue earning potential of the Company and the timing and sustainability of the cash flow. On the basis of these inherent uncertainties, the Directors believe that reliable forecasts cannot be prepared and accordingly have not included forecasts in this Prospectus.

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## 7. RIGHTS AND LIABILITIES ATTACHING TO PARTLY PAID SHARES

### 7.1 Rights Attaching to Partly Paid Shares

The Partly Paid Shares will rank equally in all respects with fully paid ordinary shares on issue, subject to the following terms and conditions, notwithstanding any differences in the amount that the Partly Paid Shares are paid up to.

- (a) Each Partly Paid Share:
- (i) will be allotted and issued at a total issue price of \$0.02 per Partly Paid Share;
  - (ii) is deemed to be paid up to \$0.02;
  - (iii) has an initial unpaid amount of \$0.10;
  - (iv) carries the right to participate in new issues of securities to holders of fully paid Shares (except bonus issues) on the same basis as holders of Shares;
  - (v) carries the right to participate in bonus issues of securities in the proportion which the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited) and, further, each holder of Partly Paid Shares (**Partly Paid Shareholder**), will be notified by the Company of any proposed bonus issue of securities at least 14 days prior to the record date for any such issue;
  - (vi) carries the right to vote in the proportion which the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited); and
  - (vii) carries the right to participate in dividends on the same basis as holders of Shares.
- (b) Any Partly Paid Shareholder may elect at any time to pay the unpaid amount for any number of Partly Paid Shares held (**Unpaid Amount**) by delivering to the Company's registered office:
- (i) a notice stating the number of Partly Paid Shares to be paid-up;
  - (ii) the relevant holding statement(s);
  - (iii) a cheque (in Australian currency) made payable to the Company for an amount being the result of the Unpaid Amount multiplied by the number of Partly Paid Shares being paid-up to become fully paid ordinary shares, and
  - (iv) immediately upon receipt of, and in exchange for, the items referred to above, the Company will credit the Partly Paid Shares for the Unpaid Amount so that they become fully paid ordinary shares and deliver updated holding statements to the Partly Paid Shareholder.
- (c) At least 15 Business Days' notice of any call will be provided to Partly Paid Shareholders.
- (d) The Company will apply for Quotation of the Partly Paid Shares, subject to the Listing Rules.

- (e) Should there be any conflict between these terms and the ASX Listing Rules, the ASX Listing Rules will prevail.
- (f) If the Company is listed on ASX and there is a reorganisation of the issued capital of the Company (including, but not limited to, a consolidation, subdivision, cancellation, reduction or return of capital):
- (i) the number of Partly Paid Shares must be reorganised in the same proportion as all other classes of shares on issue; and
  - (ii) the reorganisation must not involve a cancellation or reduction of the total amount payable and unpaid by Partly Paid Shareholders.
- (g) In accordance with Part 2H.3 of the Corporations Act and the ASX Listing Rules, Partly Paid Shareholders do not have a contractual obligation to pay calls in respect of the unpaid amount on their Partly Paid Shares. However, the Partly Paid Shares the subject of a call will be liable to forfeiture if a call remains unpaid at the end of 14 Business Days after it became payable. Forfeited Partly Paid Shares may then be sold by the Company by public auction in accordance with the Corporations Act.

## 7.2 Rights attaching to Shares

Shares issued upon the Partly Paid Shares being fully paid will rank equally in all respects with existing fully paid ordinary shares in the capital of the Company on issue. The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, ASX Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

- (a) **General meetings**  
Security holders are entitled to be present in person, or by proxy, attorney or representative, to attend and vote at general meetings of the Company.
- Security holders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.
- (b) **Voting rights**  
Subject to any rights or restrictions for the time being attached to any class or classes of securities, at general meetings of security holders or classes of security holders:
- (i) each security holder entitled to vote may vote in person or by proxy, attorney or representative;
  - (ii) on a show of hands, every person present who is a security holder or a proxy, attorney or representative of a security holder has one vote, and
  - (iii) on a poll, every person present who is a security holder or a proxy, attorney or representative of a security holder shall, in respect of each fully paid security held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the security, but in respect of partly paid securities shall have such number of votes as bears the same proportion to the total of such securities registered in the security holder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

- (c) **Dividend rights**  
Subject to the rights of persons (if any) entitled to securities with special rights to dividend, the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by the Company to the shareholders of such a dividend. The Directors may authorise the payment or crediting by the Company to the security holders of such interim dividends as appear to the Directors to be justified by the profits of the Company. Subject to the rights of persons (if any) entitled to securities with special rights as to dividend, all dividends are to be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. The Company may not pay interest in respect of any dividend, whether final or interim.
- (d) **Winding up**  
If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the security holders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the security holders or different classes of security holders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any securities or other securities in respect of which there is any liability. Where an order is made for the winding-up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, any securities classified as restricted securities at the time of the commencement of the winding up shall rank in priority after all other securities.
- (e) **Transfer of securities**  
Generally, securities in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act.
- (f) **Variation of rights**  
Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of security holders, vary or abrogate the rights attaching to securities.

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

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## 8. RISK FACTORS

### 8.1 Introduction

You should be aware that subscribing for Partly Paid Shares the subject of this Prospectus involves a number of risks to the business, assets and operations of the Company that potentially influence the operating and financial performance of the Company.

You should read this Prospectus in its entirety and, in particular, consider the key risk factors affecting the Company set out below before deciding whether to apply for Partly Paid Shares under this Prospectus.

You are urged to consider those risks carefully and, if necessary, to also consult your professional advisers with any questions before deciding whether to invest in the Company.

Some risks can be mitigated by the use of appropriate safeguards and appropriate systems and controls by the Company, however some are unpredictable and outside the control of the Company and the extent to which they can be mitigated or managed is very limited or not possible.

Set out below is a non-exhaustive list of key and specific risks to which the Company is exposed to and that may have a direct influence on the Company and its Projects, activities or assets, therefore affecting the value of an investment in the Company.

### KEY RISKS SPECIFIC TO THE COMPANY

#### 8.2 Potential for significant dilution

The Company will issue up to approximately 42,710,125 Partly Paid Shares, upon completion of the Offers (subject to rounding and assuming no existing Options are exercised or Performance Rights vested prior to the Record Date). The capital structure upon completion of the Offers is set out in Section 6.4.

The issue of the Partly Paid Shares will dilute the interests of existing Shareholders. There is also a risk that Shareholders will be further diluted as a result of future capital raisings required in order to fund working capital and development requirements of the Company.

It is not possible to predict what the value of the Company or a Partly Paid Share will be following the completion of the Offers being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the date of this Prospectus is not a reliable indicator as to the potential trading price of Partly Paid Shares and/or Shares after implementation of the Offers.

Dilution will only occur if existing Shareholders do not accept their Entitlement in full (excluding the minor dilutionary effect of the issue of Partly Paid Shares pursuant to the Underwriter Offer and the Co-Manager Offer).

#### 8.3 Exploration and appraisal risks

Mineral exploration and development are high risk undertakings. The Company does not give any assurance that exploration of the Projects or any future projects the Company may acquire will result in exploration success or the discovery of economic mineral reserves and, even if identified, there is no guarantee that they can be economically exploited. Even if economic mineralisation is discovered there is no guarantee that it can be commercially exploited.

The Company is engaged in reasonably early-stage exploration and appraisal activities. There is a risk that these activities will not result in the discovery of commercially extractable

mineral deposits. Furthermore, no assurances can be given that if commercially viable mineral deposits are discovered, these will be able to be commercialised as intended, or at all. Whether positive income flows ultimately result from exploration and development expenditure incurred by the Company is dependent on many factors including successful exploration, establishment of production facilities, cost control, commodity price movements, successful contract negotiations for production and stability in the local political environment.

#### **8.4 Operating risks**

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

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

Interests in mining tenements in Australia are governed by State legislation and are evidenced by the granting of licences or leases. The mining tenements are granted subject to a number of conditions, compliance with which is necessary to ensure continued title to those tenements. These conditions include payment of annual rents, meeting prescribed annual expenditure, and annual reporting requirements. While the Company has good title to its tenements, the Company could lose its title to or its interest in one or more of the tenements in which it has an interest, or face the imposition of fines, if licence conditions are not met or if insufficient funds are available to meet the minimum expenditure commitments.

The mining tenements include some that are still in application, which must be granted before the Company can obtain rights in respect of and/or undertake mineral exploration on them. The Company may also apply for additional tenements in the future. Accordingly, there is a risk that current or future applications may not be granted (either at all or in their entirety), may be granted on conditions unacceptable to the Company or that such grant may be delayed. There is also a risk that the current or future applications may be subject to objections under relevant mining legislation which must be resolved prior to the applications progressing through the grant process. Accordingly, there is a risk that, in the event that the objections are not withdrawn or resolved, the grant of the tenement applications may be delayed or refused.

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 projects may be relinquished.



## 8.6 Access risk - Native title and Aboriginal and historical heritage

It is possible that significant or sacred Aboriginal and historical sites found within tenements held by the Company now, and obtained in the future, may preclude exploration and mining activities and the Company may also experience delays with respect to obtaining permission from the traditional owners and other stakeholders to explore for and extract resources.

The Company must comply with Aboriginal heritage legislation, requirements and access agreements which require heritage survey work to be undertaken ahead of the commencement of mining operations. It is possible that tenements may not be available for exploration or mining due to Aboriginal heritage issues (whether in respect of registered sites or not).

Under Western Australian and Commonwealth legislation, the Company may need to obtain the consent of the traditional owners or holders of interests in applicable tenements before commencing activities on affected areas of the tenements. These consents may be delayed or given on conditions which are not satisfactory to the Company.

## 8.7 Environmental risks

The operations and proposed activities of the Company are subject to Australian environmental laws and regulations. It is the Company's intention to conduct its activities consistent with its environmental obligations, including compliance with all environmental laws and regulations, however the Company's operations may cause non-compliances under applicable environmental laws and regulations which may potentially give rise to substantial costs for environmental rehabilitation that exceeds current estimates, and possibly regulatory intervention, which has the potential to adversely impacting the Company's Projects, tenements, operations, financial condition and prospects.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company recognises management's best estimate for assets retirement obligations and site rehabilitations in the period in which they are incurred. Actual costs incurred in the future periods could differ materially from the best estimates. Additionally, future changes to environmental laws and regulations, life of mine estimates and discount rates could affect the carrying amount of this provision.

## 8.8 Contractual Risk

The Company is a party to a number of joint venture agreements in relation to its Projects and may enter into further such agreements in the future. It is noted that in January 2024, the Company executed a binding farm-in agreement with Rio Tinto Exploration Pty Ltd (**RTX**), a wholly-owned subsidiary of Rio Tinto Limited (ASX:RIO) for its Lake Johnston Lithium Project in the Yilgarn of Western Australia (**RTX Agreement**). Under the agreement, RTX can earn a 51% interest in the Company's Lake Johnston Project by solely funding \$10 million in exploration expenditure and paying Charger minimum further cash payments of \$1.5 million, and can earn a 75% interest by solely funding \$40 million in exploration expenditure or completing a definitive feasibility study in respect of that Project.

The Directors are unable to predict the risk of financial failure or default under a contract or by a participant in any joint venture to which the Company is or may become a party. The Company may not be complete planned exploration, appraisal and development programmes if there is a failure of these parties, or any breach or early termination event under any contract with those parties which causes the unplanned termination of any such agreement.

## **8.9 Future capital requirements**

The Company's available capital will be sufficient upon completion of the Entitlement Offer to meet its current planned exploration activities. Future activity that is unable to be planned for has the potential to draw down available capital. While unplanned activity will be considered and align with shareholders requirements, it could require additional funding to be obtained. Funding via additional equity will dilute shareholdings, and if debt financing is a viable option, it would likely be subject to restrictions. If unplanned activities are undertaken, the Company may need to reduce the scope of its exploration programmes to ensure sufficient capital is maintained. There is no guarantee that suitable, additional funding will be able to be secured by the Company.

## **8.10 Key personnel**

The Company's success depends to a significant extent upon its key management personnel, as well as other management and technical personnel including subcontractors.

The Company's inability to recruit additional appropriately skilled and qualified personnel to replace these key personnel could have an adverse effect on the Company. There can be no guarantee that personnel with the appropriate skills will be available within the Company's required timeframes.

## **8.11 Litigation**

The Company may be subject to litigation and other claims with its suppliers. Such claims are usually dealt with and resolved in the normal course, but should any claims not be resolved any dispute or litigation in relation to this or any other matter in which the Company may in the future become involved could result in significant disruption, potential liability and additional expenditure.

## **8.12 Insurance and uninsured risks**

The Company's operations are subject to a number of risks and hazards, including adverse environmental conditions, unusual or unexpected geological conditions, ground or slope failures, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties, personal injury or death, environmental damage to properties of the Company or potentially others, delays in mining, monetary losses and possible legal liability. Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. The occurrence of an event that is not covered, or fully covered, by insurance could have a material adverse effect on the business, financial condition and results of the Company.

## **8.13 Climate change**

There are a number of climate-related factors that may affect the Company's business and/or its assets, including its tenements. Climate change or prolonged periods of adverse weather and climatic conditions (including rising sea levels, floods, hail, drought, water, scarcity, temperature extremes, frosts, earthquakes and pestilences) may have an adverse effect on the Company's ability to access and utilise its tenements and/or on the Company's ability to transport or sell mineral commodities. Changes in policy, technological innovation and/or consumer or investor preferences could adversely impact the Company's business strategy or the value of its assets (including its tenements), or may result in less favourable pricing for mineral commodities, particularly in the event of a transition (which may occur in unpredictable ways) to a lower-carbon economy. This may have a material adverse effect on the business, results of operations, financial condition and prospects of the Company.

## INDUSTRY RISKS

### 8.14 Share price fluctuations

The Partly Paid Shares are to be quoted on ASX, where the price may rise or fall relative to the price at which Partly Paid Shares are offered under this Prospectus. The Partly Paid Shares issued or sold under this Prospectus carry no guarantee in respect of profitability, dividends, return of capital, or the price at which they may trade on ASX. The value of the Partly Paid Shares will be determined by the share market and will be subject to a range of factors, many or all of which may be beyond the control of the Company and the management team.

### 8.15 Liquidity risk

There can be no guarantee that there will continue to be an active market for Shares or that the price of Shares will increase. Equity capital market conditions in Australia for mining and exploration companies are currently in a parlous state. There may be relatively few buyers or sellers of shares on ASX at any given time. This may affect the volatility of the market price of Partly Paid Shares and/or Shares. It may also affect the prevailing market price at which Shareholders are able to sell Partly Paid Shares and/or Shares held by them. This may result in Shareholders receiving a market price for their Partly Paid Shares and/or Shares that is less or more than the price paid for the Partly Paid Shares and/or Shares.

The Company will apply for Quotation of the Partly Paid Shares offered under this Prospectus if the Partly Paid Shares meet the requirements of the Listing Rules and the Corporations Act. If such application is not made or if the Partly Paid Shares are not granted Quotation, the Partly Paid Shares will not be able to be traded on the ASX and there may be no market, or no active market, for their sale. This may result in Partly Paid Share holders receiving a price for their Partly Paid Shares that is less than their value or no price at all.

### 8.16 Economic factors

Changes in economic and business conditions or government policies in Australia or internationally may affect the fundamentals of the Company's target markets or its cost structure and profitability. Adverse changes in the level of inflation, interest rates, exchange rates, government policy (including fiscal, monetary and regulatory policies), consumer spending, and employment rates, are outside the control of the Company and the management team and may have an adverse effect on the financial performance and/or financial position of the Company.

### 8.17 Changes in laws and government policy

Changes to government regulations, law (including taxation and royalties) and policies, both domestically and internationally, under which the Company operates may adversely impact the Company's activities, planned projects and the financial performance of the Company. The Western Australian State government proposed an increase to gold royalty rates. Whilst the increase was not implemented, there is a risk that royalty rates may increase in the future which would impact the Company's profit margins. Other countries may in the future change laws or regulations that may inhibit the Company's ability to export minerals produced by the Company to those countries and if so the Company's ability to market and sell its minerals may be adversely affected.

### 8.18 Taxation

There may be tax implications arising from applications for Partly Paid Shares, the receipt of dividends (both franked and unfranked) (if any) from the Company, the participation in any on-market Share buy-back and on the disposal of Partly Paid Shares.

### 8.19 Global credit and investment markets

Global credit, commodity and investment markets volatility may impact the price at which the Shares trade regardless of operating performance, and affect the Company's ability to raise additional equity and/or debt to achieve its objectives, if required.

#### **8.20 Counterparty risk**

There is a risk that contracts and other arrangements within which the Company is party to and obtains a benefit from, will not be performed by the relevant counterparties if those counterparties become insolvent or are otherwise unable to perform their obligations.

#### **8.21 Force majeure**

The Company, now or in the future, may be adversely affected by risks outside the control of the Company including epidemics (such as the novel coronavirus), labour unrest, machinery or equipment breakdown or damage, transportation disruptions, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes or quarantine restrictions.

#### **8.22 Commodity Price Volatility and Exchange Rate Risks**

The revenue the Company will derive through the sale of lithium or other minerals it may discover exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors such as inflation expectations, interest rates and general global economic conditions.

Furthermore, international prices of various commodities are denominated in United States dollars whereas the income and expenditure of the Company are and will be taken into account in Australian currency. This exposes the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

If the price of commodities declines this could have an adverse effect on the Company's exploration and development activities, and its ability to fund these activities, which may no longer be profitable.

#### **8.23 Access to Infrastructure**

If the Company progresses to production there is no guarantee that appropriate and affordable road, rail and or port capacity will be available, which could have an adverse effect on the Company. In the event of production the Company will also require the use of both power and water infrastructure. In the event that there is high demand for and limited access to power and water access there is a risk that the Company may not be able to procure such access which could have an adverse effect on the Company.

#### **8.24 Competition**

The Company is competing with other companies in its exploration and development activities, many of which will have access to greater resources than the Company and may be in a better position to compete for future business opportunities. There can be no assurances that the Company can compete effectively with these Companies.

### **GENERAL INVESTMENT RISKS**

#### **8.25 General Economic Conditions**

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

#### **8.26 Share Market Conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (a) general economic outlook;
- (b) the introduction of tax reform or other new legislation (such as royalties);
- (c) interest rates and inflation rates;
- (d) currency fluctuations;
- (e) changes in investor sentiment toward particular market sectors in Australia and/or overseas (such as the exploration industry or lithium sectors within that industry);
- (f) the demand for, and supply of, capital; and
- (g) terrorism or other hostilities.

The market price of the Party Paid Shares 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, which influences are beyond the Company's control and which are unrelated to the Company's performance. Neither the Company nor the Directors warrant the future performance of the Company, the Securities including the Party Paid Shares and subsequently any return on an investment in the Company. Shareholders who sell their Shares or Partly Paid Shares may not receive the entire amount of their original investment.

#### **8.27 Volatility in Global Credit and Investment Markets**

Global credit, commodity and investment markets may experience uncertainty and volatility. The factors which may lead to this situation are outside the control of the Company and may impact the price at which the Party Paid Shares trade regardless of operating performance and affect the Company's ability to raise additional equity and/or debt to achieve its objectives, if required.

#### **8.28 Government and Legal Risk**

The introduction of new legislation or amendments to existing legislation by governments (including introduction of tax reform), developments in existing common law or the respective interpretation of the legal requirements in any of the legal jurisdictions which govern the Company's operations or contractual obligations, could impact adversely on the assets, operations and ultimately the financial performance of the Company, or the Securities including the Party Paid Shares. The same adverse impact is possible by the introduction of new government policy or amendments to existing government policy, including such matters as access to lands and infrastructure, compliance with environmental regulations, taxation and royalties.

#### **8.29 Unforeseen Expenditure Risk**

Expenditure may need to be incurred that has not been considered in this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred this may adversely affect the expenditure proposals and activities of the Company, as the Company may be required to reduce the scope of its operations and scale back its exploration programmes. This could have a material adverse effect on the Company's activities and the value of the Securities including the Party Paid Shares.

#### **8.30 Regulatory Approvals**

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, 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.

Obtaining the necessary permits can be a time consuming process and there is a risk that the Company will not obtain these permits on acceptable terms, in a timely manner or at

all. The costs and delays associated with obtaining the 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, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in the suspension of the Company's activities or forfeiture of one or more of the Company's tenements.

For personal use only

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## 9. ADDITIONAL INFORMATION

### 9.1 Continuous disclosure obligations

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

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

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

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report of the Company for the financial year ended 30 June 2024, being the most recent annual report lodged by the Company with ASIC before the issue of this Prospectus; and
  - (ii) any continuous disclosure documents given by the Company to ASX in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC.

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

The Company has lodged the following announcements with ASX since the lodgement of the Company's annual financial report for the financial year ended 30 June 2024 and before the lodgement of this Prospectus with ASIC:

Date	Description of Announcement
21 October 2024	Lake Johnston Drilling Update
11 October 2024	Notification of cessation of securities
9 October 2024	Listing Rule 3.13.1 Disclosure
20 September 2024	Appendix 4G
20 September 2024	Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website [www.chargermetals.com.au](http://www.chargermetals.com.au).

## 9.2 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and the 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 lodgement of this Prospectus with ASIC and the respective dates of those sales were:

### Shares

Highest: \$0.45 on 10 November 2023.

Lowest: \$0.055 on 5 & 6 August 2024.

Last: \$0.072 on 22 October 2024.

As the Partly Paid Shares are a new class of securities not currently on issue, no historical market price information is available in respect of them.

## 9.3 Material Contracts

### **Underwriting Agreement**

The Company has entered into an underwriting agreement (**Underwriting Agreement**) with the Underwriter, pursuant to which the Underwriter has agreed to fully underwrite the Entitlement Offer. The Underwriter may appoint sub-underwriters to sub-underwrite the Entitlement Offer. The appointment of any sub-underwriter and the allocation of any Underwritten Shares is at the sole discretion of the Underwriter, provided that no sub-underwriter can be appointed on terms which may result in the sub-underwriter (or any associate of the Underwriter acquiring a relevant interest (along with its associates) in 20% or more of the voting shares of the Company or the Company needing to seek shareholder approval under the Listing Rules. The material terms and conditions of the Underwriting Agreement are summarised below:

- The Underwriter of the Entitlement Offer is Barclay Wells Ltd (ABN 88 009 352 836).
- The Entitlement Offer is fully underwritten by the Underwriter.
- The Underwriter is proposed to receive the following fee for underwriting the Entitlement Offer:



- 6% of the underwritten amount (with the underwritten amount being the full amount of the Entitlement Offer of \$774,203 (or such greater amount as is required to fully underwrite the Entitlement Offer)); and
- 2,000,000 Partly Paid Shares (to be issued to the Underwriter or its nominees and which are the subject of the Underwriter Offer).
- The Company will pay all costs and expenses reasonably and properly incurred by the Underwriter in relation to the underwriting, provided that such costs and expenses are not to exceed \$2,000 without the prior approval of the Company.
- The Company provides a broad indemnity in favour of the Underwriter (and its directors, officers and employees and agents) against all prosecutions, losses, penalties, actions, suits, claims costs, demands and proceedings arising out of or in respect of non-compliance by the Company with or breach of any legal requirement or the Listing Rules in relation to the issue of the Partly Paid Shares, or any breach or failure by the Company to observe the terms of the Underwriting Agreement.
- The Underwriter has the right to terminate the Underwriting Agreement in a range of circumstances described below:
  - **ASX listing:** the ASX decides not to give approval for the Partly Paid Shares to be listed for official quotation, or if approval is granted, the approval is subsequently withdrawn, qualified or withheld;
  - **index fall:** the S&P/ASX 200 Index is at any time after the date of the Underwriting Agreement (being 23 October 2024) 10% or more below its respective level as at the close of business on the business day prior to the date of the Underwriting Agreement and:
    - closes at or below that level for any two consecutive business days in the period between the date of the Underwriting Agreement and the last business day before the underwriting settlement date; or
    - closes at or below that level on the last business day before the underwriting settlement date;
  - **indictable offence:** a director of the Company or any related corporation is charged with an indictable offence;
  - **return of capital or financial assistance:** the Company or a related corporation takes any steps to undertake a proposal contemplated under section 257A or passes or takes any steps to pass a resolution under section 260B of the Corporations Act, without the prior written consent of the Underwriter;
  - **banking facilities:** the Company's bankers terminating or issuing any demand or penalty notice or amending the terms of any existing facility or claiming repayment or accelerated repayment of any facility or requiring additional security for any existing facility;
  - **Prescribed occurrence:** a prescribed occurrence (as that term is defined in the Underwriting Agreement, including the disposal of a substantial part of the business or property of the Company or the grant of a charge over a substantial part of the business or property of the Company) occurs;
  - **Suspension of debt payments:** the Company suspends payment of its debts generally;
  - **Alteration of capital structure or constitution:** except as announced to ASX prior to the date of the Underwriting Agreement, pursuant to the

- Entitlement Offer or pursuant to options, performance rights or other securities on issue at the date of the Underwriting Agreement or proposed to be issued to directors, employees or consultants after the date of the Underwriting Agreement, the Company alters its capital structure or its constitution without the prior written consent of the Underwriter;
- **Event of Insolvency:** An event of insolvency occurs in respect of the Company or a related corporation;
  - If any of the following events occur the Underwriter may terminate the Underwriting Agreement if it has reasonable grounds to believe and does believe that the event has or is likely to have a material adverse effect on the success, settlement or marketing of the Entitlement Offer, the willingness of investors to subscribe for Partly Paid Shares, or will or is likely to result in liability for the Underwriter:
    - **Changes in law:** Changes in law, the public announcement of prospective legislation or policy or the adoption by any regulatory authority of any regulations or policy which does or is likely to prohibit or restrict the Entitlement Offer or adversely affect the Company in any material respect;
    - **Failure to comply:** the Company or any relate corporation fails to comply in any material respect with its constitution, any statute, or a requirement, order or request of ASIC or any governmental agency;
    - **Hostilities:** there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, Indonesia, Japan, the United Kingdom, the United States of America, or the Peoples Republic of China, other than hostilities involving Ukraine, Russia, Afghanistan, any country bordering Afghanistan or Gaza, Lebanon, Syria, Iran or any other Arab country (being a country the majority of whose inhabitants are of Arab ethnicity) or Israel;
    - **extended Force Majeure:** a 'Force Majeure', which prevents or delays an obligation under the Underwriting Agreement, lasting in excess of two (2) weeks occurs;
    - **Default:** the Company is in default in any material respect of any of the terms and conditions of the Underwriting Agreement or breaches in any material respect any warranty or covenant given or made by it under the Underwriting Agreement;
    - **material adverse change:** any adverse change occurs which materially adversely impacts or is likely to materially adversely impact the operational or financial position of the Company and its related corporations taken as a whole, except as a result of general economic, political or financial market conditions (including changes in interest rates, foreign exchange rates or commodity prices), or changes in conditions generally affecting the industry in which the Company and its related corporations operate;
    - **investigation:** any person is appointed under any legislation in respect of companies to investigate the affairs of the Company or a related corporation in respect of any actual or alleged material breach of applicable laws or regulations;
    - **Litigation:** material litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced against the Company or any related corporation;
    - **Board and senior management composition:** there is a change in the composition of the Board or a change in the senior management of the

Company before the date of issue of the Partly Paid Shares pursuant to the Underwriting Agreement without the prior written consent of the Underwriter;

- **Breach of material contracts:** any material contract to which the Company or a related corporation is a party is terminated or substantially modified; or
- **Judgment:** a judgment in an amount exceeding \$250,000 is obtained against the Company or a related corporation and is not set aside or satisfied within seven (7) days.

The Underwriting Agreement contains terms and conditions, representations and warranties, each of a nature ordinarily found in agreements of its type.

### Co-manager Mandate

The Company has engaged Prenzler Group Pty Ltd (**Prenzler**) as co-manager in relation to the Entitlement Offer (**Mandate**). Under the Mandate, Prenzler has agreed to assist the Company in managing and arranging the Entitlement Offer.

Prenzler will receive a fee of 4% of the funds received or arranged by Prenzler in relation to the Entitlement Offer. This amount will be payable by the Underwriter and the Company has no liability in relation to this fee.

In addition the Company will issue Prenzler (and/or its nominee(s)) 2,000,000 Partly Paid Shares with nil issue price, at the same time as Partly Paid Shares are issued to participants in the Entitlement Offer.

The Company has agreed to pay a monthly broker retainer fee of \$5,000 (excluding GST) to Prenzler until the Mandate is terminated. The Company will reimburse Prenzler for its reasonable out-of-pocket expenses, provided that Prenzler must not incur expenses in excess of \$2,000 without the Company's prior written approval. The Company has also agreed that subject to successful completion of the Entitlement Offer, for a period of 12 months from the date of the Mandate, Prenzler will be granted a right of first refusal for all future capital raisings after the Entitlement Offer, conducted by the Company.

The Mandate may be terminated by either party providing notice in writing.

## 9.4 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds, or has held within the two (2) years preceding lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company; or
- any property acquired or proposed to be acquired by the Company in connection with:
  - its formation or promotion; or
  - the Offers; and
- the Offers,

and no amounts have been paid or agreed to be paid (in cash, Shares, Partly Paid Shares, Options or otherwise) and no benefits have been given or agreed to be given to a Director or a proposed Director:

- as an inducement to become, or to qualify as, a Director; or
- for services provided in connection with:
  - the formation or promotion of the Company; or

- the Offers.

It is noted that Director Mr Terry Gardiner is also a director of the Underwriter, Barclay Wells Ltd. Mr Gardiner does not control the Underwriter and the Underwriter is not a related party of the Company. Mr Gardiner will not be issued with any Partly Paid Shares or other securities pursuant to the terms of the Underwriting Agreement or pursuant to the Underwriter Offer.

### Security Holdings

The Directors', including their controlled entities', relevant interests in Securities as at the date of this Prospectus are set out below:

Name	Shares	Options	Performance Rights	Entitlement to Partly Paid Shares <sup>(1)</sup>
Adrian Griffin	2,792,117	Nil	133,333	1,396,059
Aidan Platel	Nil	Nil	2,500,000	Nil
Terry Gardiner	685,000	Nil	133,333	342,500

#### Notes:

- (1) This refers to the number of Partly Paid Shares each Director is entitled to subscribe for under the Entitlement Offer.

### Remuneration

The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$250,000 per annum.

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

The Company has entered into a deed of indemnity, insurance and access with each of the Directors and the Company Secretary (**Deeds**). Under the terms of the Deeds, the Company indemnifies each officer to the extent permitted by the Corporations Act against any liability as a result of the officer acting as an officer of the Company. The Company is required under the Deeds to use its best endeavours to obtain and maintain insurance policies for the benefit of the relevant officer for the term of their appointment and for a period of seven (7) years after retirement, termination or resignation, except to the extent that such insurance cannot be procured at a reasonable cost or is otherwise unavailable to the Company. The Deeds also provide for the officer to have a right of access to Board papers and minutes.

The following table shows the total director remuneration the current Directors, including their personally-related entities, have been paid or are entitled to be paid.

Name	Year Ended 30 June 2023	Year Ended 30 June 2024	1 July 2024 to 30 September 2024
Adrian Griffin	\$75,664	\$103,496	\$12,046
Aidan Platel	\$92,954	\$688,361	\$113,060
Terry Gardiner	\$75,892	\$76,189	\$12,500

## 9.5 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no:

- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
- promoter of the Company; or
- an underwriter (but not a sub-underwriter),

holds, or has held within the two (2) years preceding lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company; or
- any property acquired or proposed to be acquired by the Company in connection with:
  - its formation or promotion; or
  - the Offers; and
- the Offers,

and no amounts have been paid or agreed to be paid (in cash, Shares, Partly Paid Shares, Options or otherwise) and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- the formation or promotion of the Company; or
- the Offers.

Cardinals Lawyers and Consultants have acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Cardinals Lawyers and Consultants approximately \$12,500 plus GST and disbursements for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, the Company has incurred fees of approximately \$1,950 plus GST and disbursements to Cardinals Lawyers and Consultants for legal services provided to the Company.

Barclay Wells Ltd has agreed to act as the Underwriter to the Entitlement Offer and will receive those fees set out in Section 9.3 (including the issue of 2,000,000 Partly Paid Shares pursuant to the Underwriter Offer) following the successful completion of the Entitlement Offer plus GST and disbursements for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, Barclay Wells Ltd has received capital raising fees of \$90,000 (excluding GST) from the Company.

Prenzler Group Pty Ltd has agreed to act as Co-Manager to the Entitlement Offer and will receive those fees set out in Section 9.3 (including the issue of 2,000,000 Partly Paid Shares pursuant to the Co-Manager Offer) for those services. During the 24 months preceding lodgement of this Prospectus with ASIC, Prenzler Group Pty Ltd has received fees of \$377,122 (excluding GST) from the Company.

## 9.6 Consents

Each of the parties referred to in this Section:

- (a) does not make the Offers;
- (b) has not authorised or caused the issue of this Prospectus;
- (c) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statement included in or omitted from this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section 9.6.

Cardinals Lawyers and Consultants has given its written consent to being named as solicitors to the Offers in this Prospectus, in the form and context in which it is named. Cardinals Lawyers and Consultants has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Barclay Wells Ltd has given its written consent to being named as Underwriter to the Entitlement Offer in this Prospectus, in the form and context in which it is named. Barclay Wells Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Prenzler Group Pty Ltd has given its written consent to being named as Co-Manager to the Entitlement Offer in this Prospectus, in the form and context in which it is named. Prenzler Group Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

## 9.7 Expenses of the Offers

Depending on the level of subscriptions to the Offers, the total expenses of the Offers are estimated to be up to approximately \$72,658 and are expected to be applied towards the items set out in the table below:

Item of Expenditure	(\$)
ASIC fees	3,206
ASX fees	5,500
Underwriting fees	46,452
Legal fees	12,500
Printing, distribution, administration and miscellaneous	5,000
<b>TOTAL</b>	<b>\$72,658</b>

## 9.8 Litigation

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

## 9.9 Ownership Restrictions

The sale and purchase of Shares in Australia are regulated by a number of laws that restrict the level of ownership or control by any one person (either alone or in combination with others). This Section 9.9 contains a general description of these laws.

## ***Foreign Acquisitions and Takeovers Act 1975 (Cth) and Commonwealth Government Foreign Investment Policy***

Generally, the *Foreign Acquisitions and Takeovers Act 1975 (Cth)* applies to acquisitions of shares and voting power in a company of 20% or more by a single foreign person and its associates (**Substantial Interest**), or 40% or more by two or more unassociated foreign persons and their associates (**Aggregate Substantial Interest**).

Where a proposed acquisition of a Substantial interest or Aggregate Substantial interest meets certain criteria, the acquisition may not occur unless notice of it has been given to the Commonwealth Treasurer and the Commonwealth Treasurer has either stated that there is no objection to the proposed acquisition in terms of Australia's Foreign Investment Policy (with or without conditions) or a statutory period has expired without the Federal Treasurer objecting. An acquisition of a Substantial interest or an Aggregate Substantial interest meeting certain criteria may also lead to divestment orders unless a process of notification, and either a statement of non-objection or expiry of a statutory period without objection, have passed. Criminal offences and civil penalties can apply to failing to give notification of certain acquisitions, undertaking certain acquisitions without no objection notification or contravening a condition in a no objection notification.

In addition, in accordance with Australia's Foreign Investment Policy, proposed acquisitions of a direct investment in an Australian company by foreign government investors and their associates must be notified to the Foreign Investment Review Board for prior approval, irrespective of the value of the investment. According to Australia's Foreign Investment Policy, a direct investment will typically include any investment of 10% or more of the shares (or other securities or equivalent interest or voting power) in an Australian company but may also include investment of less than 10% where the investor is building a strategic stake in the target or obtains potential influence or control over the target. There are exemptions which can apply to certain acquisitions.

### ***Corporations Act***

The takeover provisions in Chapter 6 of the Corporations Act restrict acquisitions of Relevant Interests in issued voting shares in listed companies, and unlisted companies with more than 50 members, if, as a result of the acquisition, the acquirer's (or another party's) voting power in that company would increase from 20% or below to more than 20%, or would increase from a starting point that is above 20% and below 90%, unless certain exceptions apply.

The Corporations Act also imposes notification requirements on persons having voting power of 5% or more in the Company either themselves or together with their associates.

## **9.10 Privacy Statement**

If you complete an Entitlement and Acceptance Form you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, and, if your application is successful, to service your needs as a Security holder and to facilitate distribution payments and corporate communications to you as a Security holder.

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

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the Share Registry whose contact details are set out in the Corporate Directory in Section 1.

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.

#### **9.11 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company participates in the Clearing House Electronic Sub-register System (**CHES**). CHES is operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of the ASX, in accordance with the Listing Rules and the ASX Settlement Operating Rules. The Company operates an electronic issuer-sponsored sub-register and an electronic CHES sub-register. The two sub-registers together make up the Company's principal register of Securities.

The Company will not issue certificates to Security holders. Instead Security holders will receive a statement of their holdings in the Company, including their holding of Partly Paid Shares. If an investor is broker sponsored, ASX Settlement Pty Ltd will send a CHES statement. This statement will also advise investors of either their Holder Identification Number (HIN) in the case of a holding on the CHES sub-register or a Security Holder Reference Number (SRN) in the case of a holding on the issuer sponsored sub-register.

A statement will be routinely sent to Security holders at the end of any calendar month during which their holding changes. A Security holder may request a statement at any other time however a charge may be incurred for additional statements.

#### **9.12 Dividend Policy**

The Company has not declared a dividend since its incorporation and, at the date of this Prospectus, does not intend to pay any dividends in the two year period following the date of this Prospectus. During this period the Board expects to incur significant expenditure on the exploration and development of the Company's projects and in identifying, evaluating and, if warranted, acquiring other resource projects or assets in Australia and/or overseas that have the potential to add Shareholder value. The extent, timing and payment of dividends by the Company in the future will be at the discretion of the Directors and will depend on a number of factors including future earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances in relation to the payment of dividends, or the franking credits attached to such dividends, can be given.



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## 10. GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings, unless the context requires otherwise:

**\$** means an Australian dollar.

**AEDT** means Australian Eastern Daylight Time.

**Application Money** means money for Partly Paid Shares received by the Company from an applicant for Partly Paid Shares.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the market operated by it (as the context requires).

**ASX Settlement Operating Rules** means the operating rules of the settlement facility operated by ASX Settlement Pty Ltd (ACN 008 504 532), as amended from time to time.

**Board** means the board of Directors.

**Business Day** means any day which is defined to be a business day pursuant to Listing Rule 19.12.

**Charger** or **Company** means Charger Metals NL (ACN 646 203 465).

**Closing Date** means the closing date of the Entitlement Offer that is specified as the "Closing Date" in the indicative timetable in Section 3 (subject to the Company reserving the right to extend the Closing Date).

**Co-Manager** means the co-manager to the Entitlement Offer and corporate adviser to the Company, Prenzler Group Pty Ltd ACN 621 100 730.

**Co-Manager Mandate** is defined in Section 9.3.

**Co-Manager Offer** means the offer of Partly Paid Shares to the Co-Manager made under this Prospectus, as defined on the cover page of this Prospectus.

**Company** or **Charger** means Charger Metals NL (ACN 646 203 465).

**Constitution** means the constitution of the Company, as amended from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth) and any regulations made under it, each as amended from time to time.

**Directors** means the directors of the Company from time to time.

**Eligible Shareholder** has the meaning given in Section 5.7.

**Entitlement** means the entitlement of an Eligible Shareholder to subscribe for Partly Paid Shares under the Entitlement Offer.

**Entitlement Offer** means the non-renounceable pro rata entitlement made under this Prospectus, as defined on the cover page of this Prospectus.

**Entitlement and Acceptance Form** means the personalised entitlement and acceptance form attached to and forming part of or accompanying this Prospectus.

**Group** means the Company and its related bodies corporate (as that term is defined in the Corporations Act) (if any).

**Ineligible Shareholder** means a Shareholder who is not an Eligible Shareholder.

**Listing Rules** means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

**Mining Act** means the *Mining Act 1978 (WA)* and any regulations made under it, each as amended from time to time.

**Offers** means the Entitlement Offer, the Underwriter Offer and the Co-Manager Offer.

**Official List** means the official list of the ASX.

**Partly Paid Share** means a share in the capital of the Company which is not a fully paid up share, issued on the terms and conditions set out in Section 7.1.

**Performance Right** means a performance right in the Company, details of which are set out in Section 6.4.

**Projects** means the Company's projects, as defined in Section 6.1.

**Prospectus** means this prospectus dated 23 October 2024.

**Record Date** means the date for determining Entitlements specified in the timetable in Section 3.

**Quotation** means official quotation by the ASX in accordance with the Listing Rules.

**Related Party** means a related party (as that term is defined in the Corporations Act) of the Company.

**Section** means a section of this Prospectus.

**Securities** means Shares and Options, or any one of them, as the context requires, and **Security** has a corresponding meaning.

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

**Share Registry** means Automic Group Ltd, contact details of which are set out in Section 1.

**Shareholder** means a holder of a Share.

**Underwriter** means the underwriter to the Entitlement Offer, Barclay Wells Ltd ACN 009 352 836.

**Underwriter Offer** means the offer of Partly Paid Shares to the Underwriter made under this Prospectus, as defined on the cover page of this Prospectus.

**Underwriting Agreement** is defined in Section 9.3.

**Underwritten Shares** is defined in Section 6.7.

**VWAP** means the volume weighted average price of Shares traded on the ASX.

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**11. DIRECTORS' STATEMENT AND AUTHORISATION**

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

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

Dated 23 October 2024.



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**Adrian Griffin**  
**Non-Executive Chairman**  
**For and on behalf of**  
**Charger Metals NL**

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## ANNEXURE 1 - PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

The audited Consolidated Statement of Financial Position as at 30 June 2024 and the Pro-Forma Unaudited Consolidated Statement of Financial Position 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. The Pro-Forma Unaudited Consolidated Statement of Financial Position (which has not been audited or reviewed by an auditor) has been prepared on the assumption that all Party Paid Shares offered under this Prospectus are issued and that no existing Options are exercised or Performance Rights vested and converted prior to the Record Date.

The Pro-Forma Unaudited Consolidated Statement of Financial Position has been prepared to provide Shareholders 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.

The Pro-Forma Unaudited Consolidated Statement of Financial Position is provided for illustrative purposes only and is not represented as being indicative of the Company's view of the future financial position of the Company and will not necessarily reflect the actual position and balances as at the date on which New Securities are issued under this Prospectus.

### 1. Audited Consolidated Statement of Financial Position and Pro-Forma Unaudited Consolidated Statement of Financial Position as at 30 June 2024.

The unaudited but reviewed pro forma statement of financial position as at 30 June 2024 is set out in Annexure 1, and has been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. The pro forma statement of financial position has been prepared assuming:

(1) Significant changes since 30 June 2024 include the following:

- On 9 July 2024, the Company announced that RC drilling has commenced at the Lake Johnston Project. Two drill programmes for up to 5,000m in total will test priority lithium targets including the strike extensions at the Medcalf Prospect and Mt Gordon Prospect.
- On 23 July 2024, the Company announced eleven (11) new lithium targets for follow-up exploration work at the Bynoe Lithium Project. These new targets were defined from modelling of combined geochemical and geophysical data. The Company has also applied for drilling and exploration permits (Mining Management Plan) and approval is expected in the coming weeks.
- On 19 August 2024, the Company announced that it had received an unsolicited, non-binding indicative offer (**NBIO**) from Core Lithium Limited (ASX: CXO, **Core**) to acquire the Company. The NBIO proposes acquiring all Charger shares in exchange for 0.9 Core shares per Charger share. This values Charger at \$0.084 per share, or approximately \$6.5 million. The offer represents a 23% premium to Charger's closing price on 16 August 2024, or 35% based on the 5-day VWAP for Charger and Core shares on the same date. The Charger Board believes the current terms of the NBIO do not fully reflect the Company's value and potential. However, they remain open to further discussions with Core to seek the best outcome for Shareholders. Charger also intends to continue discussions with other interested parties.
- On 22 August 2024, the Company announced the first assays results from the maiden Reverse Circulation (RC) drill programme at Medcalf West of the Lake Johnston Lithium Project, WA. The first two drill-holes successfully intersected spodumene-bearing pegmatites at the Medcalf West Prospect, including 18m @ 1.46% Li<sub>2</sub>O (CLMRC042). The drill rig is currently completing the first line of drill-

holes across one of the large lithium soil anomalies at the Mt Gordon Prospect. An Aboriginal cultural heritage survey has been completed over the Mt Day Lithium Prospect, and targeted flora and fauna surveys are underway.

- On 29 August 2024, the Company provided an update on the exploration work completed in May 2024 on the niobium soil anomaly at the Mt Gordon Prospect, part of the Lake Johnston Lithium Project. The geophysical data sets were reprocessed by Southern Geoscience Consultants, leading to refined processing of ground gravity data that delineated five discrete anomalies within the area of the niobium anomaly. Reprocessed aeromagnetic data also delineated several anomalies coincident with the gravity highs.

No further matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

(2) An Entitlement Offer comprised of:

- a. the issue of 38,710,125 Partly Paid Shares at \$0.02 each (paid to \$0.02 and unpaid to \$0.10), to raise up to \$774,203 (before costs); and
- b. the estimated costs of the Entitlement Offer being approximately \$72,658.

(3) The Underwriter Offer and the Co-Manager, each being for 2,000,000 Partly Paid Shares.

The pro forma statement of financial position 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 in this Annexure 1. 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 the Australia Accounting Standards applicable to annual financial statements.

**Charger Metals NL**  
**Pro-Forma Financial Position**

Consolidated Statement of Financial Position	Notes	As at 30 June 2024 (Audited)	Subsequent events	Pro-forma adjustments	Closing Balance
		\$	\$	\$	\$
<b>Current Assets</b>					
Cash and cash equivalents	1	3,301,018	(324,654)	701,545	3,677,909
Trade and other receivables		42,389	100,670	0	143,059
<b>Total Current Assets</b>		<b>3,343,407</b>	<b>(223,984)</b>	<b>701,545</b>	<b>3,820,968</b>
<b>Non-Current Assets</b>					
Exploration and evaluation expenditure		10,230,394	132,109	0	10,362,503
Property, plant & equipment		65,387	(9,937)	0	55,450
Right of Use of Assets		101,204	0	0	101,204
<b>Total Non-Current Assets</b>		<b>10,396,985</b>	<b>122,172</b>	<b>0</b>	<b>10,519,157</b>
<b>Total Assets</b>		<b>13,740,392</b>	<b>(101,812)</b>	<b>701,545</b>	<b>14,340,125</b>
<b>Current Liabilities</b>					
Trade and other payables		368,821	207,538	0	576,359
Provisions		26,317	0	0	26,317
Lease liability		41,976	(3,800)	0	38,176
<b>Total Current Liabilities</b>		<b>437,114</b>	<b>203,738</b>	<b>0</b>	<b>640,852</b>
<b>Non-Current Liabilities</b>					
Lease liability		47,428	0	0	47,428
<b>Total Non-Current Liabilities</b>		<b>47,428</b>	<b>0</b>	<b>0</b>	<b>47,428</b>
<b>Total Liabilities</b>		<b>484,542</b>	<b>203,738</b>	<b>0</b>	<b>688,280</b>
<b>Net Assets</b>		<b>13,255,850</b>	<b>(305,551)</b>	<b>701,545</b>	<b>13,651,844</b>
<b>Equity</b>					
Contributed Equity	1	17,629,821	0	701,545	18,331,366
Reserves		1,689,103	0	0	1,689,103
Accumulated losses		(8,063,074)	(305,551)	0	(8,368,625)
<b>Total Equity</b>		<b>13,255,850</b>	<b>(305,551)</b>	<b>701,545</b>	<b>13,651,844</b>
<b>Disclosure Note</b>					
<b>Note 1 - Proforma adjustment</b>					
Proceed from the Offer		774,203			
Issue of Underwriter and Co-Manager's partly paid shares		80,000			
Less: costs of the Offer		(72,658)			
Less: fair value of Underwriter and Co-Manager's partly paid		(80,000)			
<b>Net cash proceed</b>		<b>701,545</b>			

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