

CHEMX MATERIALS LIMITED

ACN 644 982 123

ENTITLEMENT ISSUE PROSPECTUS

For a pro-rata non-renounceable entitlement issue of one (1) Option for every four (4) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.005 per Option to raise up to \$113,465 (based on the number of Shares on issue as at the date of this Prospectus) (**Loyalty Options Offer**).

This Prospectus also contains a secondary offer of 1,500,000 Options to Amvest Capital Principal Strategies LLC, as nominee of Amvest Capital Inc. (**Advisor Offer**), as detailed in Section 2.2.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Securities offered by this Prospectus should be considered as highly speculative.

This document may be distributed to, and the Securities may be offered and sold, in the United States only to institutional accredited investors within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act.

IMPORTANT NOTICE

This Prospectus is dated 30 May 2022 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Securities offered by this Prospectus should be considered as highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be made by an original Entitlement and Acceptance Form or Shortfall Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a 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.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your

financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

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

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

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

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

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

Overseas shareholders

The Loyalty Options Offer 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.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Loyalty Options Offer is not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia, Cayman Islands, Hong Kong, Israel, New Zealand, Singapore and the United States (institutional investors only).

For further information on overseas Shareholders please refer to Section 2.10.

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 Securities.

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

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

that information available to the stock market conducted by ASX.

Please refer to Section 6.2 for further details.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website (<https://chemxmaterials.com.au/>).

By making an application under the Loyalty Options Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

Electronic Prospectus

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

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 6374 2070 during office hours or by emailing the Company at info@chemxmaterials.com.au.

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.

Company Website

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

Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to

forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

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

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 7.

All references to time in this Prospectus are references to Australian Western Standard Time.

Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the 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 at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (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 application for Securities, the Company may not be able to accept or process your application.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Loyalty Options Offer or how to accept the Loyalty Options Offer please call the Company Secretary on +61 8 6374 2070.

CORPORATE DIRECTORY

Directors

Kristie Young
Independent Non-Executive Chair

David Leavy
Managing Director

Stephen Strubel
Executive Director

Warrick Hazeldine
Non-Executive Director

Company Secretary

Tamara Barr

Registered Office

Suite 1, 1 Tully Road
East Perth WA 6004

Telephone: + 61 8 6374 2070

Email: info@chemxmaterials.com.au
Web: www.chemxmaterials.com.au

Australian Legal Advisers

Steinepreis Paganin
Lawyers and Consultants
Level 4, 50 Market Street
Melbourne VIC 3000

Share Registry*

Computershare Investor Services Pty
Limited
Yarra Falls
452 Johnston Street
Abbotsford VIC 3067

Registry Information line: 1300 850 505
(within Australia) or
+61 3 9415 4000 (outside Australia)

Auditor*

William Buck Audit (Vic) Pty Ltd
Jeffrey Luckins (Director)
Level 20, 181 William Street
Melbourne VIC 3000

**This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.*

TABLE OF CONTENTS

1.	KEY OFFER INFORMATION.....	5
2.	DETAILS OF THE OFFER.....	10
3.	PURPOSE AND EFFECT OF THE OFFER.....	17
4.	RIGHTS AND LIABILITIES ATTACHING TO SECURITIES	21
5.	RISK FACTORS	28
6.	ADDITIONAL INFORMATION	40
7.	GLOSSARY	49

1. KEY OFFER INFORMATION

1.1 Timetable

Lodgement of Prospectus with the ASIC	Monday, 30 May 2022
Lodgement of Prospectus and Appendix 3B with ASX	Monday, 30 May 2022
Ex date	Thursday, 2 June 2022
Record Date for determining Entitlements	Friday, 3 June 2022
Offer opening date, Prospectus sent out to Shareholders and Company announces this has been completed	Wednesday, 8 June 2022
Last day to extend the Closing Date	Wednesday, 15 June 2022
Closing Date as at 5:00pm*	Monday, 20 June 2022
Securities quoted on a deferred settlement basis	Tuesday, 21 June 2022
ASX notified of under subscriptions	Thursday, 23 June 2022
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the New Options and lodgement of Appendix 3G notifying ASX of Advisor Options	Monday, 27 June 2022
Quotation of New Options issued under the Loyalty Options Offer*	Tuesday, 28 June 2022

*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the New Options are expected to commence trading on ASX may vary.

1.2 Key statistics of the Offers

	Full Subscription (\$113,465) ¹
Offer Price per New Option under the Loyalty Options Offer	\$0.005
Option entitlement ratio (based on existing Shares held) ²	1:4
Options currently on issue	4,000,000
New Options to be issued under the Loyalty Options Offer ³	22,692,936
Advisor Options to be issued under the Advisor Offer ⁴	1,500,000
Gross proceeds of the issue of Options	\$113,465 ⁵
Options on issue Post-Offers	28,192,936

Notes:

1. Assuming the full subscription of \$113,465 is achieved under the Offers.
2. Based on 90,771,744 Shares on issue as at the date of this Prospectus.
3. Refer to Section 4.2 for the terms of the New Options.
4. Refer to Section 4.3 for the terms of the Advisor Options.
5. Rounded up to the nearest whole number.

1.3 Key Risk Factors

Prospective investors should be aware that subscribing for Securities involves a number of risks and an investment in the Company should be considered as highly speculative. The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 5.

The predominant risks relating to the Company and the Offers are summarised below:

Risk	Description	Further Information
Limited history	The Company was incorporated only recently (on 9 October 2020) and has limited operating history and historical financial performance. No assurance can be given that the Company will achieve commercial viability through the successful execution of its strategy and the development of its Projects. Until the Company is able to realise value from its Projects, it is likely to incur ongoing operating losses.	Section 5.2
Exploration and development	Mineral exploration and development are speculative and high-risk undertakings that may be impeded by circumstances and factors beyond the control of the Company. The Company is subject to customary risks associated with an exploration company, such as the volatility of commodity process and exchange rates, exploration costs, native title and Aboriginal heritage and risks with respect to the holding of exploration tenure.	Section 5.2
HPA test work program	The HiPurA™ HPA Technology has not been proven at a commercial scale. Any proposed development will be subject to risks usual with this type of development including but not limited to scale up risk, cost increases and commissioning risk.	Section 5.2

1.4 Directors' Interests in Securities

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

Director	Shares held	Options held	New Option Entitlement	\$
Stephen Strubel	5,125,000 ¹	Nil	1,281,250	\$6,406.25
Kristie Young	1,250,000	1,000,000	312,500	\$1,562.50
David Leavy	3,562,500 ^{2,3}	Nil	890,625	\$4,453.13
Warrick Hazeldine	300,000 ⁴	1,000,000 ⁵	75,000	\$375.00

Notes:

1. Comprising:
 - (a) 5,000,000 Shares held by SRSHGS Pty Ltd as trustee for SRS Family Trust (of which Stephen Strubel is a beneficiary); and
 - (b) 125,000 Shares held by Stephen Strubel and Brian Strubel (Strubel Family Super Fund), an entity controlled by Mr Stephen Strubel.
2. Comprising:
 - (a) 3,250,000 Shares held directly by Mr David Leavy; and
 - (b) 312,500 Shares held by DJ & SE Leavy Super Fund (an entity controlled by Mr David Leavy).
3. David Leavy is also entitled to receive a total of 1,750,000 Shares as a vendor of HiPurA Pty Ltd (ACN 649 073 049) upon the satisfaction of certain milestones (and the satisfaction of other conditions), pursuant to the HiPurA Share Sale Agreement. These Shares have not been issued so do not carry an entitlement to New Options.
4. Comprising:
 - (a) 250,000 Shares held by Northpoint Super Pty Ltd <Northpoint Superannuation Fund>; and
 - (b) 50,000 Shares held by OM Fund Pty Ltd <OM Unit A/C>.
5. Held by Northpoint Equity Pty Ltd (ATF WN & D Hazeldine Family Trust) (an entity controlled by Warrick Hazeldine).

The Board recommends that all Shareholders take up their Entitlements. The Directors reserve the right to take up their respective Entitlement in whole or in part at their discretion.

1.5 Details of Substantial Holders

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

Shareholder	Shares	%
R J & A Investments Pty Ltd (and associates) ¹	19,250,000	21.21%
Archer Materials Limited	11,571,119	12.75%
Stephen Strubel	5,125,000	5.65%

Notes:

1. Comprising 18,000,000 Shares held by R J & A Investments Pty Ltd (ACN 089 589 355) on and 1,250,000 Shares issued to Christine Muller, an associate of R J & A Investments Pty Ltd (ACN 089 589 355).

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offers.

1.6 Effect on Control

Based on current shareholding and Entitlements of Shareholders (including substantial Shareholders) as at the date of this Prospectus, regardless of the amount raised under the Loyalty Options Offer, no Shareholder will increase their holding, to an amount in excess of 19.9% through applying for their Entitlements.

Further as set out in Section 2.7, on the basis of the allocation policy, no person will acquire, through participation in the Shortfall Offer a holding of Shares of, or increase their holding to, an amount in excess of 19.9% of all the Shares on issue on completion of the Offer.

Further there will be no change to any Shareholder's voting power as a result of the issue of the New Options. Where New Options are exercised into Shares, the voting power of the Shareholders who exercise the New Options will increase. The likelihood of New Options being exercised is dependent on the price of Shares from time to time until the New Options expire.

The substantial holders noted in Section 1.5 above would be prevented from exercising New Options if doing so would be in contravention of section 606 of the Corporations Act.

1.7 Potential dilution on non-participating Shareholders

In addition to potential control impacts set out in Section 1.6, Shareholders should note that no immediate dilution will occur as a result of the issue of New Options under this Prospectus. However subsequent exercise of any or all of the New Options will result in dilution. Assuming all New Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Loyalty Options Offer, are likely to be diluted by an aggregate of approximately 20% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

For illustrative purposes, the table below shows how the dilution may impact the holdings of Shareholders:

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken Up	% post Offer
Shareholder 1	10,000,000	11.02%	2,500,000	10,000,000	8.41%
Shareholder 2	5,000,000	5.51%	1,250,000	5,000,000	4.20%
Shareholder 3	1,500,000	1.65%	375,000	1,500,000	1.26%
Shareholder 4	400,000	0.44%	100,000	400,000	0.34%
Shareholder 5	50,000	0.06%	12,500	50,000	0.04%

Notes:

1. This is based on a share capital of 90,771,744 Shares as at the date of the Prospectus and that all existing Options, New Options and Advisor Options are exercised.

2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

2. DETAILS OF THE OFFERS

2.1 Loyalty Options Offer

The purpose of the Loyalty Options Offer is to recognise the invaluable support the Company has received from its Shareholders. The Offer is an opportunity for Shareholders to participate in the development of the Company. In addition, the Loyalty Options Offer will provide the Company with a potential source of additional capital if the Loyalty Options are exercised in the future.

The Loyalty Options Offer is being made as a pro-rata non-renounceable entitlement issue of one (1) New Option for every four (4) Shares held by Shareholders registered at the Record Date at an issue price of \$0.005 per Option. Fractional Entitlements will be rounded to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, (and assuming no Shares are issued prior to the Record Date including on exercise or conversion of securities on issue) approximately 22,692,936 New Options may be issued pursuant to the Loyalty Options Offer to raise up to \$113,465. If all New Options issued under the Loyalty Options Offer are exercised (exercisable at \$0.30 on or before the date that is 3 years from the date of issue), the Company will receive approximately \$6,807,880.

As at the date of this Prospectus the Company has 4,000,000 Options on issue, all of which may be exercised prior to the Record Date in order to participate in the Loyalty Options Offer. Please refer to Section 4.2 for information on the exercise price and expiry date of the Options on issue.

All of the Shares issued upon the future exercise of the New Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to the Shares. The New Options will be exercisable at \$0.30 on or before 3 years from the date of issued and otherwise on the terms set out in Section 4.2.

Holders of escrowed Shares will receive an Entitlement in respect of their escrowed Shares. New Options issued in respect of such an Entitlement will be issued on the same terms as the remaining New Options and will not be subject to escrow requirements.

The purpose of the Loyalty Options Offer and the intended use of funds raised are set out in Section 3.

2.2 Advisor Offer

This Prospectus includes the offer of 1,500,000 Advisor Options to be issued to Amvest Capital Principal Strategies LLC, (as nominee of Amvest Capital Inc.) in consideration for non-exclusive financial advisory and consultancy services provided to the Company by Amvest.

Only Amvest may accept the Advisor Offer. A personalised application form in relation to the Advisor Offer will be issued to Amvest together with a copy of this Prospectus.

The Advisor Options offered under the Advisor Offer will be issued on the terms and conditions set out in Section 4.3. All of the Shares issued upon the future exercise of the Advisor Options will rank equally with the Shares on issue at the date of this Prospectus.

The Company will not apply for Official Quotation of the Advisor Options issued pursuant to this Prospectus.

Amvest is a shareholder of the Company, and will be eligible to participate in the Loyalty Options Offer in relation to its shareholding.

2.3 What Eligible Shareholders may do

The number of Securities to which Eligible Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which can be accessed at <https://cmxloyaltyoptions.thereachagency.com>. Eligible Shareholders may choose any of the options set out in the table below.

Option	Key Considerations	For more information
Take up all of your Entitlement	- Should you wish to accept all of your Entitlement, then your application for Securities under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which can be accessed at https://cmxloyaltyoptions.thereachagency.com. Please read the instructions carefully. - Payment can be made by the methods set out in Section 2.4. As set out in Section 2.4, if you pay by BPAY, you do not need to return the Entitlement and Acceptance Form.	Section 2.4 and Section 2.5.
Take up all of your Entitlement and also apply for Shortfall Securities	- Should you wish to accept all of your Entitlement and apply for Shortfall Securities, then your application for your Entitlement and additional Shortfall Securities under this Prospectus must be made by following the instructions on your personalised Entitlement and Acceptance Form which can be accessed at https://cmxloyaltyoptions.thereachagency.com. Please read the instructions carefully. - Payment can be made by the methods set out in Section 2.4. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying. - If you apply for Shortfall Securities beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Securities is at the Company's discretion as per the allocation policy set out in Section 2.7. Accordingly, your application for additional Shortfall Securities may be scaled-back. - The Company's decision on the number of Shortfall Securities to be allocated to you will be final.	Sections 2.4, 2.5 and 2.7.
Take up a proportion	If you wish to take up only part of your Entitlement and allow the balance to lapse,	Section 2.4 and

Option	Key Considerations	For more information
of your Entitlement and allow the balance to lapse	your application must be made by completing the personalised Entitlement and Acceptance Form which can be accessed at https://cmxloyaltyoptions.thereachagency.com for the number of Securities you wish to take up and making payment using the methods set out in Section 2.4 below. As set out in Section 2.4, if you pay by BPAY, you do not need to return the Entitlement and Acceptance Form.	Section 2.5
Allow all or part of your Entitlement to lapse	If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the Loyalty Options Offer to you will lapse.	N/A

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

2.4 Payment options

(a) By BPAY®

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

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **It is your responsibility to ensure that funds submitted through BPAY® are received by 5:00 pm (WST) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.**

Guidance where you have more than one CRN (Shareholding of Shares)

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the CRN specific to that Shareholding as set out in the applicable

Entitlement and Acceptance Form. **Do not use the same CRN 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 (with the result that any Application in respect of your remaining Shareholdings will not be valid).

2.5 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application monies by BPAY® will be taken to constitute a representation by you that:

- (a) you have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment instruction is given in relation to any Application monies, the application may not be varied or withdrawn except as required by law.

2.6 Minimum subscription

There is no minimum subscription.

2.7 Shortfall Offer

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

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each New Option to be issued under the Shortfall Offer shall be \$0.005 being the price at which the New Options have been offered under the Loyalty Options Offer (**Shortfall Options**).

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

The Directors reserve the right to issue Shortfall Options at their absolute discretion. Accordingly, do not apply for Shortfall Options unless instructed to do so by the Directors.

2.8 ASX listing

Application for Official Quotation of the New Options offered pursuant to this Prospectus will also be made in accordance with the timetable set out at Section 1.1. If ASX does not grant Official Quotation of the New Options offered pursuant to this Prospectus, or if the Company does not meet the minimum requirements to be granted Official Quotation of the New Options, then the New Options will still be issued, however will not be quoted on ASX.

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

The Company will not apply for Official Quotation of the Advisor Options issued pursuant to this Prospectus.

2.9 Issue of Securities

Securities issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1.1.

Securities issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Securities issued is less than the number applied for, or where no issue is made surplus Application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Securities or payment of refunds pursuant to this Prospectus, all Application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Securities issued under the Offers will be mailed as soon as practicable after the issue of Securities and for Shortfall Securities issued under the Shortfall Offer as soon as practicable after their issue.

2.10 Overseas shareholders

The Offers do not, and are 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.

It is not practicable for the Company to comply with the securities laws of all overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offers are not being extended and Securities will not be issued to persons with a registered address outside Australia except to the extent provided below.

Cayman Islands

No offer or invitation to subscribe for securities may be made to the public in the Cayman Islands or from within the Cayman Islands. The Options will be offered, and the Shares sold, in the Cayman Islands from outside the Cayman Islands and only to existing shareholders of the Company.

Hong Kong

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

Israel

The Securities have not been registered, and no prospectus will be issued, under the Israeli Securities Law, 1968 (the **Securities Law**). Accordingly, the Securities will only be offered and sold in Israel pursuant to private placement exemptions, namely to no more than 35 offerees.

Neither this Prospectus nor any activities related to the Offer shall be deemed to be the provision of investment advice. If any recipient of this Prospectus is not the intended recipient, such recipient should promptly return this Prospectus to the Company. This Prospectus has not been reviewed or approved by the Israeli Securities Authority in any way.

New Zealand

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

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

Singapore

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

This Prospectus has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

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

United States

The Options and the Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Options and the Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

This Prospectus may be distributed by the Company to, and the Options and the Shares will be offered and sold, in the United States only to institutional accredited investors within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act. US investors must complete and return to the Company a US investor certificate confirming customary US securities law matters.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia, the Cayman Islands, New Zealand or Singapore without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

3. PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose of the Offers

The purpose of the Loyalty Options Offer is to reward the loyalty of Shareholders and provide an opportunity for Shareholders to participate in the development of the Company.

The Loyalty Options Offer will result in the Company raising funds of up to \$113,465 before costs. However, the Loyalty Options Offer will provide the Company with a potential source of additional capital if the New Options are exercised in the future (being approximately \$6,807,881 where all Entitlements are taken up).

The purpose of the Advisor Offer is to remove the need for an additional disclosure document to be issued upon the sale of any Options to be issued under the Advisor Offer. No funds will be raised from the issue of Options under the Advisor Offer. If the Advisor Options are exercised, the Company will raise \$600,000.

The funds raised from the issue of New Options under the Loyalty Options Offer are intended to be applied in accordance with the table set out below:

Item	Proceeds of the Loyalty Options Offer	Full Subscription (\$)	%
1.	Working capital	53,433	47%
2.	Expenses of the Loyalty Options Offer ¹	60,032	53%
	Total	113,465	100%

Notes:

1. Refer to Section 6.8 for further details relating to the estimated expenses of the Loyalty Options Offer.

There is no certainty that any New Options or Advisor Options will be exercised and the proportion exercised will depend on the Share price relative to the exercise price during the exercise period.

It is currently intended that any funds raised by the exercise of the New Options and Advisor Options will be used towards the continued development of the Company's existing projects and working capital. Working capital includes but is not limited to corporate administration and operating costs.

The application of funds will depend on when Options are exercised and the status of the Company's existing projects and requirements at the relevant time.

The above is a statement of current intentions as of the date of this Prospectus. Intervening events and new circumstances have the potential to affect the manner in which the funds raised are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

3.2 Effect of the Offers

The principal effect of the Offers, assuming all Entitlements are accepted prior to the Record Date, will be to:

- (a) increase the cash reserves by \$53,433 (after deducting the estimated expenses of the Offers) immediately after completion of the Offer; and
- (a) increase the number of Options on issue from 4,000,000 as at the date of this Prospectus to 28,192,936 Options.

3.3 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming all Entitlements are accepted based on the Record Date, is set out below.

Shares

	Number
Shares currently on issue ¹	90,771,744
Shares offered pursuant to the Offers	Nil
Total Shares on issue on completion of the Offers	90,771,744

Notes:

1. A further 4,500,000 Shares will be issued to Nicholas Welham and David Leavy (a Director) as vendors upon the satisfaction of certain milestones (and the satisfaction of other conditions), pursuant to the HiPurA Share Sale Agreement.

Options

	Number
Options currently on issue ¹	4,000,000
New Options to be issued pursuant to the Loyalty Options Offer	22,692,936
Advisor Options to be issued under the Advisor Offer ²	1,500,000
Total Options on issue on completion of the Offers	28,192,936

Notes:

1. Unquoted Options, comprising:
 - (a) 1,000,000 Options held by each of Kristie Young, a Director and Northpoint Equity Pty Ltd (an entity controlled by Warrick Hazeldine, a Director) exercisable at \$0.30 on or before 1 November 2024; and
 - (b) 2,000,000 Options held by Ventnor Securities Pty Ltd exercisable at \$0.30 on or before 14 January 2025.
2. The Company has entered into the Advisor Mandate with Amvest pursuant to which the Company has agreed to offer Amvest the Advisor Options. Refer to Section 6.4.1 for a summary of the Advisor Mandate and Section 4.3 for the terms and conditions of the Advisor Options.

Performance Rights

	Number
Performance Rights currently on issue	1,000,000
Performance Rights offered pursuant to the Offers	Nil
Total Performance Rights on issue after completion of the Offers	1,000,000

Notes:

- The performance rights are subject to certain vesting conditions as detailed in an ASX announcement dated 20 May 2022.

The capital structure on a fully diluted basis (assuming all Options are exercised and Performance Rights are converted into Shares):

- as at the date of this Prospectus is 100,271,744 Shares; and
- on completion of the Offers (assuming all Entitlements are accepted) will be 124,464,680 Shares.

3.4 Pro-forma balance sheet

The reviewed balance sheet as at 31 December 2021 and the unaudited pro-forma balance sheet as at 31 December 2021 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 balance sheet has been prepared assuming all Entitlements are accepted, no Options or convertible securities are exercised prior to the Record Date and including expenses of the Offer.

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

	REVIEWED ⁽¹⁾ 31 Dec 2021 \$	PROFORMA \$
CURRENT ASSETS		
CURRENT ASSETS		
Cash	8,130,894	8,184,327
Other current assets	68,273	68,273
TOTAL CURRENT ASSETS	8,199,167	8,252,600
NON-CURRENT ASSETS		
Exploration and evaluation	2,585,331	2,585,331

	REVIEWED ⁽¹⁾ 31 Dec 2021 \$	PROFORMA \$
Intangibles	1,300,000	1,300,000
TOTAL NON-CURRENT ASSETS	3,885,331	3,885,331
TOTAL ASSETS	12,084,498	12,137,931
CURRENT LIABILITIES		
Creditors and borrowings	934,339	934,339
TOTAL CURRENT LIABILITIES	934,339	934,339
TOTAL LIABILITIES	934,339	934,339
NET ASSETS	11,150,159	11,203,592
EQUITY		
Share capital	10,723,460	10,723,460
Reserves	1,231,784	1,285,217
Accumulated losses	(805,085)	(805,085)
TOTAL EQUITY	11,150,159	11,203,592

Notes:

1. The balances were subject to review for the half-year ended 31 December 2021.

4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

4.1 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares into which the Options under the Offers will convert upon exercise. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

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

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

(b) Voting rights

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder'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 any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

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

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

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

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of constitution**

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

4.2 Terms of New Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the New Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each New Option will be \$0.30 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date which is three (3) years from the date of issue of the Option (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the New Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the New Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

(k) **Change in exercise price**

A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

(l) **Transferability**

The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

4.3 Terms of Advisor Options

(a) **Entitlement**

Each Advisor Option entitles the holder to subscribe for one Share upon exercise of the Advisor Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Advisor Option will be \$0.40 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date which is three (3) years from the date of this Prospectus (**Expiry Date**). An Advisor Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Advisor Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Vesting Conditions**

The Advisor Options are subject to the following vesting conditions:

- (i) 750,000 Advisor Options will be issued to Amvest in accordance with the Timetable set out in Section 1.1 of this Prospectus; and
- (ii) 750,000 Advisor Options will be issued subject to the Company's Shares trading on ASX at a volume weighted average price of \$0.40 or higher over a period of 10 consecutive trading days.

(f) **Notice of Exercise**

The Advisor Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Advisor Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Advisor Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Advisor Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Advisor Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Advisor Options.

If a notice delivered under (g)(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the Advisor Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Advisor Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Advisor Options without exercising the Advisor Options.

(l) **Change in exercise price**

An Advisor Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Advisor Option can be exercised.

(m) **Transferability**

The Advisor Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

5. RISK FACTORS

5.1 Introduction

The Options offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 5, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 5, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Options. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 5 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

5.2 Company specific

Risk Category	Risk
Limited history	The Company was incorporated on 9 October 2020 and listed on ASX in January 2022. The Company has a limited operating history and historical financial performance as a listed company. No assurances can be given that the Company will achieve commercial viability through the successful test work and development of the HiPurA™ HPA Technology, exploration and/or mining of the Tenements or any R & D programs. Until the Company is able to realise value from its Projects, it is likely to incur ongoing operating losses.
Contractual risk	The Company has entered into a mineral rights agreement with Pirie Resources Pty Ltd (Pirie) under which the Company has agreed to grant Pirie mineral rights and allow Pirie the right to explore for and if warranted, develop mining operations on the Tenements exclusively for graphite. The ability of the Company to achieve its stated objectives will depend on the performance by the

Risk Category	Risk
	parties of their obligations under these (and other) agreements. If the Company is unable to satisfy its undertakings under these agreements the Company's interest in their subject matter may be jeopardised. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.
HPA Test work Program	The HiPurA™ HPA Technology has been developed to a stage of confirming its ability to produce HPA at a laboratory scale. The HiPurA™ HPA Technology has not been proven at a commercial scale. Any proposed development will be subject to risks usual with this type of development including but not limited to scale up risk, cost increases, delays in milestones being reached and commissioning risk. The test work required to confirm that the process can be upscaled to a commercial scale and produce HPA within the required specifications at an economically viable cost of production is unclear. There is a risk that the proposed test work program does not produce the anticipated results to justify further development.
Exploration and operating	The mineral exploration licences comprising the Eyre Peninsula Project are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited. The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company. The success of the Company will also depend upon the Company being able to maintain title to the mineral exploration licences comprising the Eyre Peninsula Project and obtaining all required approvals for their

Risk Category	Risk
	contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Eyre Peninsula Project, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral exploration licences comprising the Eyre Peninsula Project.
Tenure, access and grant applications of	Mining and exploration tenements are subject to periodic renewal. The renewal of the term of granted tenements is subject to compliance with the applicable mining legislation and regulations and the discretion of the relevant mining authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company. The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in South Australia and the ongoing expenditure budgeted for by the Company. However, the consequence of forfeiture or involuntary surrender of a granted tenement for reasons beyond the control of the Company could be significant. Access A number of the Tenements overlap certain third party interests that may limit the Company's ability to conduct exploration and mining activities including private land, public land and areas on which native title is determined to exist. The key halloysite, kaolin and manganese deposits located within the Eyre Peninsula Project are located on freehold farmland. As such, there are periods in the cropping cycle when access is limited. The Company will work with the landowners to reduce the impact of exploration activities on farm activities.
Climate risk	There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include: (a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will

Risk Category	Risk
	endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and (b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.
COVID-19 risk	The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. The COVID-19 pandemic may also give rise to issues, delays or restrictions in product processing and packaging, land access, research and development, test work and the Company's ability to undertake its planned activities. In addition, the effects of COVID-19 on the Company's Share price and global financial markets generally may also affect the Company's ability to raise equity or debt or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders.

5.3 Industry specific

Risk Category	Risk
Native title and Aboriginal Heritage	In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected. Both of the Tenements comprising the Eyre Peninsula Project are within the external boundaries of one Native Title determination. The Directors will closely monitor the potential effect of

Risk Category	Risk
	native title claims or Aboriginal heritage matters involving tenements in which the Company has or may have an interest.
Exploration costs	The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Company's viability.
Resource and reserves and exploration targets	The Company has identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining a resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted. Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.
Grant of future authorisations to explore and mine	If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licence and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.
Mine development	Possible future development of mining operations at the Eyre Peninsula Project is dependent on a number of factors including, but not limited to, the delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price

Risk Category	Risk
	of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. If the Company commences production on one of the Eyre Peninsula Project deposits, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the Eyre Peninsula Project. The risks associated with the development of a mine will be considered in full should the Eyre Peninsula Project reach that stage and will be managed with ongoing consideration of stakeholder interests.
Environmental	The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.
Regulatory Compliance	The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation,

Risk Category	Risk
	employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities. While the Company believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects. Obtaining 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 necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Tenements.
Research and Development	The Company intends to undertake research and development activities in relation to the Projects, which may or may not result in any commercially viable outcome within the expected timeframe or not at all.
Production Risk	The Company intends to construct production facilities to produce its materials. The facilities are likely to be unique in process and design. There is no guarantee that a facility will operate as expected or that construction and/or operating costs do not exceed budgeted costs potentially making production unprofitable.
Marketing Risk	The Company must locate buyers for its production. There is a risk that the Company may not be able to enter into arrangements with sufficient buyers to enable production to become profitable. The nature of the industrial materials that are the focus of the Company may require them to meet buyer specific specification. There is a risk that any production by the Company does not meet the required specifications and may not be accepted by the intended buyer.

5.4 General risks

Risk Category	Risk
Additional requirements for capital	The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the Offers. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.
Reliance on key personnel	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment. The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.
Economic	General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities. If activities cannot be funded, there is a risk that the Tenements may have to be surrendered or not proceeded with. General economic conditions may also affect the value of the Company and its valuation regardless of its actual performance.

Risk Category	Risk
Competition risk	The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.
Market conditions	Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as: (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. The market price of 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. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of small cap companies experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the shares regardless of the Company's performance. Further, after the end of the relevant escrow periods affecting Shares in the Company, a significant sale of then tradeable Shares (or the market perception that such a sale might occur) could have an adverse effect on the Company's Share price.
Commodity price volatility and exchange rate risks	If the Company achieves HiPurA™ HPA Technology test work and/or exploration and/or research and development success leading to production, the revenue it will derive through the sale of product 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

Risk Category	Risk
	demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Australian currency, exposing 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. The Company may also develop production facilities in other countries. If this were to happen, the Company would be potentially exposed to currencies and the resultant risk of changes relative to the Australian dollar.
Government policy changes	Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in South Australia may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation. The Company is also planning to sell into foreign markets. Changes to laws relating to market access, tariffs and other taxes, process and procedures required to access these markets may impact the viability of the Company
Insurance	The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. 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. Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.
Force Majeure	The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.
Taxation	The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

Risk Category	Risk
	The Company is in the process of assessing its qualification as an Early Stage Innovation Company as defined in the <i>Income Tax Assessment Act 1997</i> (Cth). If the Company so qualifies, there are potentially several taxation implications for investors. The Company recommends that independent advice is sought in relation to this issue. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.
Litigation Risks	The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims, intellectual property disputes and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, reputation, financial performance and financial position. The Company is not currently engaged in any litigation.
Economic conditions and other global or national issues	General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities. General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance. Specifically, it should be noted that the current evolving conflict between Ukraine and Russia is impacting global macroeconomics and markets generally. The nature and extent of the effect of this conflict on the performance of the Company and the value of its Securities remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the conflict between Ukraine and Russia and overall impacts on global macroeconomics. Given the situation is continually evolving, the outcomes and consequences are inevitably uncertain.

5.5 Speculative investment

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Securities offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Securities.

Before deciding whether to subscribe for Securities under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

6. ADDITIONAL INFORMATION

6.1 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.

6.2 Continuous disclosure obligations

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

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

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

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
27 May 2022	<i>Outstanding REE Assay Results at Eyre Peninsula</i>
20 May 2022	<i>Notification regarding unquoted securities - CMX</i>
20 May 2022	<i>Appointment of Chief Operating Officer</i>

Date	Description of Announcement
11 May 2022	ChemX – Battery Materials Strategy Moves Forward
4 May 2022	ChemX – Investor Presentation
28 April 2022	Quarterly Activities Report
28 April 2022	Appendix 5B – Cash Flow Report
6 April 2022	CMX – Investor Presentation
4 April 2022	CMX – Live Investor Briefing
28 March 2022	CMX HiPurA™ HPA Technology Achieves Key Milestones
25 March 2022	Change of Director's Interest Notice – WNH
17 March 2022	Assaying for Kaolin, Manganese & REE Commences
11 March 2022	Half Yearly Report and Accounts
28 February 2022	ChemX Commences Maiden Drilling Campaign
18 February 2022	ChemX appoints Primero to conduct HPA PFS
8 February 2022	ChemX Joins the Global Battery Alliance
31 January 2022	CMX Appoints Drilling Contractor for Maiden 6,300m Program
18 January 2022	ChemX Materials Commences Trading on ASX
18 January 2022	CMX Investor Presentation
18 January 2022	Becoming a Substantial Holder
18 January 2022	Becoming a Substantial Holder
18 January 2022	Becoming a Substantial Holder
18 January 2022	Becoming a Substantial Holder from AXE
18 January 2022	Initial Director's Interest Notice – WNH
18 January 2022	Initial Director's Interest Notice – DJL
18 January 2022	Initial Director's Interest Notice – SRS
18 January 2022	Initial Director's Interest Notice – KPY
14 January 2022	Pre-Quotation Disclosure
14 January 2022	Top 20 Holders
14 January 2022	Distribution Schedule
14 January 2022	Trading Policy
14 January 2022	Employee Securities Incentive Plan
14 January 2022	Corporate Governance Statement
14 January 2022	Financial Report for 9 October 2020 to 30 June 2021
14 January 2022	Constitution
14 January 2022	Replacement Prospectus
14 January 2022	Information Form and Checklist Annexure 1 (Mining Entities)
14 January 2022	Information Form and Checklist

Date	Description of Announcement
14 January 2022	Appendix 1A
14 January 2022	ASX Market Release – Admission and Quotation

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.chemxmaterials.com.au.

6.3 Market price of Shares and New Options

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

The highest, lowest and last closing market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	(\$)	Date
Highest	\$0.30	4 April 2022, 5 April 2022
Lowest	\$0.175	8 March 2022, 10 March 2022, 15 March 2022, 16 March 2022
Last	\$0.225	27 May 2022

6.4 Material Contracts

6.4.1 Advisor Mandate

The Company has entered into an agreement with Amvest Capital Inc. (**Amvest**) pursuant to which Amvest has agreed to provide North American financial advisory and consultancy services to the Company (**Advisor Mandate**).

The material terms and conditions of the Advisor Mandate are summarised below:

Term	The Advisor Mandate commenced on 30 May 2022 (Commencement Date) and shall continue until the earlier of: (a) 12 months from the Commencement Date; or (b) 30 days from the receipt of a notice of termination from either party.
Engagement	The Company shall engage Amvest to perform the Services (as defined below) with effect from the Commencement Date.
Services	Amvest shall provide the following services to the Company: (a) if requested by the Company, advisory

	services focused on facilitation the cross listing of the Company onto the OTCQB or OTCQX and provide advice on, but not limited to, the completion of Form 211, DTC Eligibility and OTCQB/QX Sponsorship; (b) advisory services, including general advice with respect to corporate initiatives (as they arise), communication of corporate events, news releases and any other public information, assistance with writing announcements and advice with respect to attendance at North American conferences; and (c) non-deal marketing consulting in North America, Asia, Europe and Australia, (together, the Services).
Pricing and payments	(a) The Company agrees to pay Amvest the following fees in respect of the Services: (i) a retainer of \$8,000 per month for 12 months; (ii) a one-time fee of US\$25,000, if the Company decides to undertake a cross listing; and (iii) 1,500,000 Options to be issued to Amvest's investment company Amvest Capital Principal Strategies LLC, exercisable at AUD\$0.40 with a term of (3) years, subject to the conditions as set out in Section 4.3. (b) The Company also agrees to reimburse Amvest for all reasonable travel and other out-of-pocket expenses incurred in connection with Amvest's engagement, including the reasonable fees and expenses of Amvest's counsel, provided they are pre-approved by the Company. (c) The parties agree that the Services shall exclude any services or activities that may only be conducted by a duly registered broker-dealer or other registered or regulated person or entity. In the event that such services or activities are requested by the Company, a separate agreement will be entered into by the appropriate parties (including, if applicable, a duly registered broker-dealer).
Indemnity	(a) The Company agrees to indemnify and hold harmless Amvest and its affiliates from and against any claims, actions, suits,

	proceedings, damages, liabilities and expenses incurred (Claims) which are related to actions or inaction by the Company in relation to Amvest's engagement, or otherwise relating to or arising out of the Services. (b) The Company shall reimburse Amvest or its affiliates for all expenses incurred in connection with investigating, preparing or defending any such Claim. (c) The Company will not, however, be responsible for any Claim if and to the extent it results from any act or omission which is caused or contributed to by the gross negligence or wilful misconduct of Amvest for such Claim.
Termination	Amvest or the Company may terminate the Advisor Mandate by providing the other party with written notice. The Advisor Mandate will terminate 30 days after receipt by either party of written notice of termination.

The Advisor Mandate otherwise contains provisions considered standard for an agreement of its nature (including representation and warranty provisions).

6.5 Interests of Directors

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

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (i) the Offers.

Security holdings

The relevant interest of each of the Directors in the Securities as at the date of this Prospectus, together with their respective Entitlement, is set in Section 1.4.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. 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 ASX 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 \$300,000 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) 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.

Given that the Company was incorporated on 9 October 2020, the Directors did not receive any remuneration for the financial year ended 30 June 2021. The Directors will receive the below remuneration for the current financial year.

Director	Remuneration for the year ended 30 June 2021 ¹	Estimated Remuneration for the year ending 30 June 2022
Kristie Young	Nil	\$80,666
David Leavy	Nil	\$221,833
Stephen Strubel	Nil	\$151,250
Warrick Hazeldine ²	Nil	\$41,250

Notes:

1. The Company was incorporated on 9 October 2020.
2. Warrick Hazeldine's services are provided under a consultancy services agreement with Northpoint Equity Pty Ltd (an entity controlled by Warrick Hazeldine).

6.6 Interests of experts and advisers

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

- (a) 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;
- (b) promoter of the Company; or

- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin approximately \$25,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$310,721 (excluding GST and disbursements) for legal services provided to the Company.

6.7 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus.

William Buck Audit (Vic) Pty Ltd has given its written consent to being named as auditor of the Company in this Prospectus and the inclusion of the reviewed balance sheet of the Company included in Section 3.4. William Buck Audit (Vic) Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Computershare Investor Services Pty Limited has given its written consent to being named as the share registry to the Company in this Prospectus.

6.8 Expenses of the Offers

In the event that all Entitlements are accepted, the total expenses of the Offers are estimated to be approximately \$60,032 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	3,206
ASX fees	1,326
Legal fees	25,000
Miscellaneous	30,500 ¹
Total	\$60,032

Notes:

1. Includes fees paid to the Share Registry.

6.9 Directors' Authorisation

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



Stephen Strubel
For and on behalf of
ChemX Materials Limited

7. GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

Advisor Mandate means the agreement between the Company and Amvest pursuant to which Amvest has agreed to provide non-exclusive financial advisory and consultancy services to the Company, as summarised at Section 6.4.1.

Advisor Options means the Options to be issued to Amvest under the Advisor Offer pursuant to this Prospectus, the terms of which are set out in Section 4.3.

Amvest means Amvest Capital Inc. (or its nominee, Amvest Capital Strategies LLC), as applicable.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

ASIC means Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Closing Date means the date specified in the timetable set out at Section 1.1 (unless extended).

Company means ChemX Materials Limited (ACN 644 982 123).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

CRN means Customer Reference Number in relation to BPAY®.

Directors means the directors of the Company as at the date of this Prospectus.

Eligible Shareholder means a Shareholder as at the Record Date who is eligible to participate in the Offer.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Exercise Price means the exercise price of the New Options being \$0.30.

Eyre Peninsula Project means two granted exploration licences (namely, EL5920 and EL 6634) located in South Australia and held by the Company.

HiPurA means HiPurA Pty Ltd (ACN 649 073 049), a wholly owned subsidiary of the Company.

HiPurA™ HPA Technology means the technology developed and owned by HiPurA™ (that is subject to a provisional patent application) which involves the process of utilising commonly available aluminous chemicals as a feedstock to produce HPA.

HiPurA Share Sale Agreement means the agreement between the Company, HiPurA and the vendors of HiPurA pursuant to which the Company has acquired 100% of shares in HiPurA.

HPA means high purity alumina, a high purity form of aluminium oxide (Al_2O_3), which is a critical battery material.

New Option means an Option issued on the terms set out in Section 4.2.

Offer means the non-renounceable entitlement issue the subject of this Prospectus.

Offers means the Loyalty Options Offer and the Advisor Offer.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Projects means the HiPurA™ HPA Technology and the Eyre Peninsula Project.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at Section 1.1.

Section means a section of this Prospectus.

Securities means Shares and/or Options as the context requires.

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

Shareholder means a holder of a Share.

Shortfall means the Securities not applied for under the Offer (if any).

Shortfall Application Form means the Shortfall Offer application form either attached to or accompanying this Prospectus.

Shortfall Offer means the offer of the Shortfall Securities on the terms and conditions set out in Section 2.7.

Shortfall Securities means those Securities not applied for under the Offer (if any) and offered pursuant to the Shortfall Offer.

Tenements means the Company's granted exploration licences EL5920 and EL 6634 located in South Australia.

US Securities Act means the US Securities Act of 1933.

WST means Western Standard Time as observed in Perth, Western Australia.