Prospectus

Gold Mountain Limited

ACN 115 845 942

For a non-renounceable pro rata offer to Eligible Shareholders of approximately 394 million New Options at an issue price of $0.001 per New Option on the basis of one New Option for every 5 Shares held to raise up to approximately $394,000 before issue costs.

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall New Options.

ASX Code:	GMN
Lead Manager:	PAC Partners Securities Pty Limited, a Corporate Authorised Representative of PAC Asset Management Pty Ltd, holder of AFSL 335 374

The Offer is not underwritten.

This Prospectus provides important information about the Company. You should read the entire document including the Entitlement and Acceptance Form. If you have any questions about the New Options being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the New Options offered under this Prospectus is highly speculative.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Important Notice

This Prospectus is dated 9 February 2023 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the securities offered under this Prospectus within 7 days of this date.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be allotted or issued on the basis of this Prospectus later than 3 months after the date of this Prospectus.

Nature of this Prospectus

The New Options which will be issued pursuant to this Prospectus are options to acquire Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus, or an option to acquire such a security. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Options on the Company and the rights attaching to the New Option. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

Prospectus availability

Eligible Shareholders can obtain a copy of this Prospectus during the Offer period on the Company's website at www.goldmountainltd.com.au or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or by making payment using BPAY® (refer to section 7.5 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia, New Zealand, Singapore or Malaysia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Forward looking statements

This Prospectus contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 6 of this Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

Privacy

Please read the privacy information located in section 8.16 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

Enquiries

If you have any questions, please call the Company Secretary on +61 417 978 955] any time between 8.30am and 5.00pm (Perth time) or email dan.smith@goldmountainltd.com.au until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.

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Corporate Directory

Directors

Syed Hizam Alsagoff	Non- Executive Director
Pay Chuan (Paul) Lim	Non-Executive Director
Steven Larkins	Non-Executive Director
Timothy Cameron	Managing Director

Company Secretary

Daniel Smith

Website www.goldmountainltd.com.au

Registered Office
Level 34, 1 Eagle St Brisbane, QLD, 4000 Australia
Tel: +61 (07) 3184 9133
Email: info@goldmountainltd.com.au

Share Registry*
Boardroom Pty Limited
Tel: 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia)
Web: https://boardroomlimited.com.au/

Auditor*

KS Black & Co

Solicitor to the Offer

Atkinson Corporate Lawyers

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

1 TIMETABLE TO THE OFFER

Ex date – Shares trade ex Entitlement (**Ex Date**)	13 February 2023
Record date to determine Entitlement (**Record Date**)	14 February 2023
Prospectus with Entitlement and Acceptance Form dispatched Offer opens for receipt of Applications	17 February 2023
Closing date for acceptances	28 February 2023
Latest date to issue New Options	7 March 2023
Normal trading of New Options expected to commence	8 March 2023
Last date to issue Shortfall New Options (see section 8.5)	28 May 2023

Note: The timetable is indicative and may change, subject to the Corporations Act and Listing Rules.

2 KEY OFFER TERMS AND CAPITAL STRUCTURE

	Full Subscription
Shares on issue[1]	1,969,832,503
Options currently on issue	825,489,420
New Options offered under this Prospectus	393,966,500
Placement Options and Broker Options to be issued [2]	199,999,999
Total Options on issue following the Offer[3]	1,419,455,920
Amount raised under this Prospectus (before costs)[1]	$393,966.50

1. This includes 125 million Shares to be issued to Mars Mines Limited prior to the Record Date (see ASX announcement 20 December 2022) as approved by Shareholders on 8 February 2023, and assumes that no other Shares are issued prior to the Record Date.
2. The Lead Manager is also entitled to a 6% fee on any Shortfall placed, to be paid through the issue of New Options at an issue price of $0.001. See section 10.3 for details.

3 EXECUTIVE DIRECTOR'S LETTER

Dear Shareholders

On 22 December 2022, the Company announced a proposed capital raising of $2 million through the issue of 266,666,666 Shares with, subject to Shareholder approval (which was obtained on 8 February 2023, one attaching Option (exercise price $0.01 expiring 3 years from issue) for every 2 Shares issued (Placement). The Placement was made to unrelated investors introduced by a supporting broker at an issue price of A$0.0075, which represented a discount of 16.7% to the last market price of the Company's Shares.

Shareholders ratified the Placement and approved the issue of the Placement Options at a Shareholder meeting held on 8 February 2023 (8 February Shareholder Meeting).

In consideration for the Placement, the Company will pay the supporting broker to the raising a cash fee of 6% and, subject to Shareholder approval (which was obtained on 8 February 2023), issue 66,666,666 Options exercisable at A$0.01 each on or before 3 years from the date of issue (Broker Options).

In addition to the Placement, the Company announced a non-renounceable rights issue (Rights Issue) of 1 Option (on the same terms as the Placement Options, namely exercisable at A$0.01 each on or before 3 years from the date of issue) for every 5 Shares held by Shareholders resident in Australia, New Zealand and other jurisdictions the Company considers it feasible to make the offer (at the record date) at an issue price of A$0.001 per option (Rights Option).

The Company will seek quotation of the Placement, Broker and Rights Options.

The net proceeds of the Placement and Rights Issue will be utilised towards ongoing exploration activities at the Company's Brazilian lithium joint venture with Mars Mines, the Wabag Project in PNG, the acquisition of the Salinas II Lithium project, and for general working capital.

The risks associated with this offer are detailed in section 6 and include exploration risks, risks in operating in Papua New Guinea and Brazil, and other risks ordinarily associated with junior exploration companies exploring for lithium, copper and gold, and share market risks.

On behalf of all Directors, I invite you to consider this investment opportunity as the Company embarks on its growth strategy.

Yours sincerely

Tim Cameron
Managing Director

4 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Options.

Question	Response	Where to find more information
What is the Offer?	One New Option for every five Shares held on the Record Date an issue price of $0.001. The Offer seeks to issue up to approximately 394 million New Options to raise up to approximately $394,000 (before costs) if fully subscribed.	Section 8
Am I an Eligible Shareholder?	The Offer is made to Eligible Shareholders, being Shareholders who: (a) are the registered holders of Shares as at 5.00pm (AEST) on the Record Date; and (b) have a registered address in Australia, New Zealand, Singapore or Malaysia.	Section 8.5
How will the proceeds of the Offer be used?	The net proceeds of the Placement and Rights Issue will be utilised towards ongoing exploration activities at the Company's Brazilian lithium joint venture with Mars Mines, the Wabag Project in PNG, the acquisition of the Salinas Lithium project, and for general working capital. Funds raised through exercising New Options will be used for general working capital.	Section 5.2
What are the key risks of a subscription under the Offer?	An investment in the Company has risks that you should consider before deciding to invest. These risks include: • Exploration risk – The Company's projects are early stage exploration projects with no announced resources. Exploration for economic mineral deposits is inherently risky – the Company does not guarantee it will discover an economic mineral deposit. • Foreign operations – the Company's projects are in Papua New Guinea and Brazil. There are inherent risks in operating in foreign countries. • Commodity and market risk – the Company's Share price and future prospects are, to a significant extent, dependent on favourable commodity and	Section 6

Question	Response	Where to find more information
	securities markets; both of which are outside the Company's control. • Requirement for capital – the Company currently does not generate material revenue, and currently is reliant upon raising capital to fund its business activities. Please carefully consider these risks and the information contained in other sections of this Prospectus before deciding whether or not to apply for New Options.	
Is the Offer underwritten?	No.	
Is the Offer subject to any conditions?	No, although the Company reserves the right to withdraw the Offer.	Section 8.2
What will be the effect of the Offer on control of the Company?	There will be no effect on control of the Company if all Shareholders take up their Entitlement. Given the structure of the Offer and as no Shares are issued under the Offer, the Directors do not believe that there will be any material effect on control of the Company as a result of the Offer.	Section 5.5
How do I apply for New Options and Shortfall New Options under the Offer?	Applications for New Options can be made by Eligible Shareholders completing the relevant sections of the personalised Entitlement and Acceptance Form and sending it to the Share Registry together with payment by cheque, or BPAY in the amount of Entitlement and Shortfall New Options applied for.	Section 7.2
Can I sell my Entitlements under the Offer?	No, the Offer is non-renounceable meaning Entitlement may not be transferred.	
How will the Shortfall New Options be allocated?	The Directors reserve, in conjunction with the Offer's lead manager, the right to place any Shortfall New Options at their discretion within 3 months of the Closing Date.	Section 8.5

Question	Response	Where to find more information
How can I obtain further advice?	Contact the Company Secretary by email on dan.smith@goldmountainltd.com.au or on +61 417 978 955 at any time between 8.30am and 5.00pm (Perth time) until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.	

5 PURPOSE AND EFFECT OF THE OFFER

5.1 Introduction

The Company is seeking to raise up to approximately $394,000 before issue costs under the Offer at a price of $0.001 per New Option, on the basis of one New Option for every five Existing Shares held by Shareholders resident in Australia, New Zealand, Singapore and Malaysia.

Shareholders may, in addition to their Entitlement, apply for Shortfall New Options.

The Offer is in conjunction with the Placement, announced on 22 December 2022, which raised $2 million through the issue of 266,666,666 Shares with, subject to Shareholder approval (which was obtained on 8 February 2023), one attaching Option (exercise price $0.01 expiring 3 years from issue) for every 2 Shares issued. The Placement was made to unrelated investors introduced by a supporting broker at an issue price of A$0.0075, which represented a discount of 16.7% to the last market price of the Company's Shares.

The Placement completed on 3 January 2023, and Shareholders ratified the Placement and approved the issue of the Placement Options at a Shareholder meeting held on 8 February 2023.

In consideration for the Placement, the Company will pay the Lead Manager a cash fee of 6% on the amount raised and, subject to Shareholder approval (which was obtained on 8 February 2023), issue 66,666,666 Options exercisable at A$0.01 each on or before 3 years from the date of issue (**Broker Options**).

The Company will seek quotation of the Placement, Broker and Rights Options.

5.2 Purpose of the Offer

Funds raised under the Offer will be used to meet the costs of the Offer and working capital.

Funds raised through exercising New Options will be used for general working capital.

5.3 Statement of financial position

Set out in section 13 is the unaudited Statement of Financial Position of the Company and the unaudited Pro-Forma Statement of Financial Position as at 31 December 2022, on the basis of the following assumptions:

(a) the Offer was effective on 31 December 2022;

(b) the Company completes the acquisition of the Salinas II joint venture interest including by issuing 125,000,000 Shares at a deemed issue price of $0.008 per Share;

(c) no further securities are issued other than all New Options offered under this Prospectus or as set out in this section;

(d) cash costs of the Offer are approximately $15,340 and non-cash costs for the Broker Options have an equity cost of $659,035.

The Pro-Forma Statement of Financial Position has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company set out in section 13. The pro-forma financial information is unaudited and 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.

5.4 Effect of the Offer on the Company's securities

Assuming that no further Shares are issued prior to the Record Date (other than as set out below), at the close of the Offer, the capital structure of the Company will be:

Shares	**Placement**		**Full Subscription**	
	Number	**%**	**Number**	**%**
Shares currently on issue[1]	1,969,832,503		1,969,832,503	
Total Shares	1,969,832,503		1,969,832,503	
Existing Options on issue	825,489,420	80.5	825,489,420	58.16
New Options offered under this Prospectus	0		393,966,501	27.75
Placement Options and Broker Options	199,999,999	19.5	199,999,999	14.09
Total Options	1,025,489,419	100.00	1,419,455,919	100.00

1 This includes 125m Shares, the issue of which was approved by Shareholders on 8 February 2023 and which will be issued prior to the Record Date.

5.5 Effect on control

There will be no effect on control of the Company if all Shareholders take up their Entitlement.

Given the structure of the Offer and as no Shares are offered under the Offer, the Directors do not believe that there will be any material effect on control of the Company as a result of the Offer.

5.6 Dilution

As no Shares are issued under the Offer, there is no dilution to Shareholders who do not participate in the Offer. If all New Options are exercised, Shareholders who do not participate or exercise their New Options will be diluted by up to approximately 11.6% (assuming no other Shares are issued).

6 RISK FACTORS

An investment in the Company is not risk free. Before deciding to invest in the New Options (and to exercise those Options), Shareholders and prospective investors should read the entire Prospectus, consider at least the following risk factors in light of their personal circumstances and investment objectives (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser.

The operating and financial performance and position of the Company, the value of Shares, commodity prices, and exploration costs and results will be influenced by a range of factors. Many of these factors are beyond the control of the Company and the Directors. Accordingly, these factors may have a material effect on the Company's performance which may cause the market price of Shares to rise or fall over any given period.

This section identifies the areas the Directors regard as major risks associated with an investment in the Company. This list is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.1 Company specific risks

The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the future operating and financial performance of the Company, and which can impact on the value of an investment in the securities of the Company. The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can be effectively managed is limited.

(a) Exploration Risks

The Wabag Project in Papua New Guinea and Lithium Projects in Brazil are early-stage exploration projects, which are inherently speculative in nature. The projects have no known mineral resources, however are considered to be sufficiently prospective, subject to varying degrees of risk, to warrant further exploration and development of their economic potential, consistent with the programs proposed by the Company.

The Company is currently establishing its first exploration program for the recently acquired Lithium projects in Brazil. The Company has conducted exploration programs on the Wabag Project since it was acquired in 2014. A significant risk for the Company is that the proposed exploration programs will not result in exploration success. Mineral exploration by its nature is a high risk endeavour and consequently there can be no assurance that the exploration program described in this Prospectus will result in discovery of an economic mineral deposit.

Should a mineral discovery be made, there is no guarantee that it will be commercially viable. Only a small percentage of individual exploration projects result in the discovery of viable economic deposits, and there are substantial development and operational risks to overcome before a commercial mine may be established.

As the Company's Projects require an increased level of involvement in Brazil, the Board will look to appoint additional management and or consultants when and where appropriate to ensure proper management of the Company's Projects. However, there is a risk that the Company may not be able to secure personnel with the relevant experience at the appropriate time which may impact on the Company's ability to complete all of its preferred exploration programs in its preferred timetable.

(b) Offshore operations

The Company's projects are located in Papua New Guinea and Brazil. There are significant risks in operating foreign jurisdictions including differing operating conditions, differing laws (including mining, taxation, corporate and employment) and risks associated with managing overseas operations.

(c) New projects and acquisitions

The Company will actively pursue and assess other project opportunities in the resources sector, with a focus on opportunities in the battery metals and associated sectors. These new opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, and/or direct equity participation.

The acquisition of future projects (whether completed or not) may require the payment of monies (as a deposit or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence has been undertaken. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse impact on the Company.

If an acquisition is completed, the Company will need to reassess at that time, the funding allocated to the current projects and new projects, which may result in the Company reallocating funds from the Projects and/or raising capital (if available). Furthermore, notwithstanding that an acquisition may not proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

6.2 Corporate risks

(a) PNG Government and Stakeholder Equity

PNG Government policy provides the State with the right (expressed as a condition in each exploration licence), but not the obligation, to take up an equity position in any future mining project. It has the right to purchase an interest of up to 30% in a mineral discovery at the pro rata accumulated exploration cost. If the PNG Government elects not to take up its rights in full, it may exercise this right to a limited extent.

(b) Licence Renewal

Four of the Company's 7 PNG tenements are currently subject to renewal. Whilst the Company has complied with its tenement obligations and has no reason to believe that any of the tenements will not be renewed, there is a risk that some or all may not be renewed. The Company has renewed these tenements previously with full support of the local community and the government.

(c) Joint Venture risks

The Company holds a 70% interest in 4 of its PNG tenements. The interest with respect to EL1966, 1967 and 1968 is held via holding 70% of the issued share capital of a Papua New Guinian company (PNGCo) that holds the tenements. The Company's rights as a shareholder are determined by PNGCo's constitution and Papua New Guinian company law. Although the Company is a majority shareholder, there is a risk of dispute with the minority shareholders of PNGCo. Such disputes are subject to Papua New Guinian law, which is less certain than Australian law.

The Company holds a 70% interest in EL2306. Save for a pre-emptive right over the 30% interest, the Company and the party holding the remaining 30% interest have not agreed terms on managing the tenement, and as a result their rights and obligations are subject to Papuan New Guinea law.

The Company holds, or has a right to earn, up to a 75% interest in its Brazilian licences. Whilst these joint ventures are documented, there is a risk of disputes with the minority joint venture partner.

(d) Going Concern Risk

The Company's 2022 financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business. For the year ended 30 June 2022, the Company incurred net cash operating outflows of $2,207,866 (2021: net cash operating outflows of $1,391,059).

Whilst the Directors believe that it is reasonably foreseeable that the Company and Group will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of applicable factors, there is a risk that the factors may not eventuate.

6.3 Operational risks

(a) Agents and contractors

The Company intends to outsource substantial parts of its exploration activities pursuant to service contracts with third party contractors. The Company is yet to enter these formal arrangements. The Directors are unable to predict the risk of financial failure or default of the insolvency of any of the contractors that will be used by the Company in any of its activities or other managerial failure by any of the other service providers used by the Company for any activity. Contractors may also underperform their obligations of their contract, and if their contract is terminated, the Company may not be able to find a suitable replacement on satisfactory terms.

(b) Sovereign Risk

The Company cannot guarantee that the Government in PNG or Brazil will remain stable or supportive of the mining and resources sector and existing ownership structures. Accordingly, the Company cannot guarantee ongoing access and surety of title and tenure of its assets. Outcomes in Courts in PNG or Brazil may be less predictable than in Australia, which could affect the enforceability of contracts entered into by the Company or its offshore subsidiaries.

(c) Government Policies and Legislation Risk

Any material adverse changes in government policies, legislation or shifts in political attitude in PNG and Brazil that affect mineral exploration activities, tax laws, royalty regulations, government subsidies and environmental issues may affect the viability of a project, projects or the Company.

No assurance can be given that amendments to current laws and regulations or new rules and regulations will not be enacted, or that existing rules and regulations will not be applied in a manner which could substantially limit or affect the Company's exploration, development, and operating activities.

(d) Commodity Price and Exchange Rate Risk

The Company's PNG and Brazil projects are prospective for, lithium, inter alia, copper, gold, molybdenum and silver. The market price of these commodities fluctuate and are affected by numerous factors beyond the control of the Company. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major metal producing centres as well as macroeconomic conditions such as inflation and interest rates. Fluctuations in commodity prices may impact on the commercial attractiveness or viability of the Company's projects.

Furthermore, the international prices of most commodities are denominated in United States dollars and the Company's cost base will likely be comprised primarily be a combination of United States dollars, Australian dollars, PNG kina and Brazilian Real. Consequently, changes in these exchange rates may impact on the expenditure of the Company and the Company's purchasing capacity. The exchange rate is affected by numerous factors beyond the control of the Company, including interest rates, inflation and the general economic outlook.

(e) Exploration costs

The Company’s proposed exploration costs 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 uncertainties and, accordingly, the actual costs may materially differ from these 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 affect the Company's viability.

The Projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are speculative and high-risk undertakings that may be impeded by circumstances and factors beyond the control of the Company.

6.4 Coronavirus (COVID-19)

The COVID-19 pandemic may give rise to issues, delays or restrictions in relation to land access and the Company's ability to freely move people and equipment to and from exploration projects. This may cause delays or cost increases.

The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.

6.5 General Risk

(a) Additional requirements for capital

The funds raised under the Offer are, together either with the Placement funds, considered sufficient to meet the objectives of the Company. Additional funding may be required to effectively implement the Company's strategy, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. In addition, should the Company consider that its exploration results justify commencement of production on any of its Projects, additional funding will be required to implement the Company's development plans, the quantum of which remain unknown at the date of this Prospectus. The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development, or production on the Company's properties or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(b) Market conditions

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

(i) general economic outlook;

(ii) introduction of tax reform or other new legislation;

(iii) interest rates and inflation rates;

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

(v) the demand for, and supply of, capital; and

(vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

6.6 Investment Speculative

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 Shares.

Prospective investors should consider that an investment in the Company is highly speculative. There is no guarantee that the Shares offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Shares. Before deciding whether to subscribe for Shares under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

7 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

7.1 What you may do

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Options and attaching Options offered by this Prospectus before deciding to apply for New Options. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

As an Eligible Shareholder, you may:

(a) subscribe for all or part of your Entitlement (see section 7.2);

(b) subscribe for all of your Entitlement and apply for Shortfall New Options (see section 7.3);

(c) allow all or part of your Entitlement to lapse (see section 7.4).

7.2 Subscribe for all or part of your Entitlement

If you wish to subscribe for all or part of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. The Entitlement and Acceptance Form sets out the number of New Options you are entitled to subscribe for.

7.3 Subscribe for all of your Entitlement and apply for Shortfall New Options

Eligible Shareholders who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall New Options regardless of the size of their present holding by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. See section 8.5 for details of the manner in which Shortfall New Options will be allocated.

Any surplus application moneys will be returned to Applicants as soon as practicable following the close of the Offer.

7.4 Allow all or part of your Entitlement to lapse

If you are an Eligible Shareholder and do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

If you take no action, your Entitlement will lapse. You will receive no benefit or New Options and your Entitlement will become Shortfall New Options.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

7.5 Payment methods

BPAY

If you are paying by BPAY, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY must ensure that payment is received by no later than 5.00pm AEST on the Closing Date.

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 5.00pm AEST on the Closing Date.

If you have more than one shareholding 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 Customer Reference Number specific to that shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same Customer Reference Number for more than one of your shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPAY payment.

EFT

Eligible Shareholders with a registered address in Malaysia or Singapore and do not have an Australian bank account (so as to pay their Application Fee by BPay) may pay their Application Fee by electronic funds transfer.

Please contact the Company Secretary on +61 417 978 955 or dan.smith@goldmountainltd.com.au for details.

Cheque or bank draft

Alternatively, if you are paying by cheque or bank draft, the completed Entitlement and Acceptance Form must be accompanied by a cheque or bank draft made payable to 'ATF Gold Mountain Limited' and crossed 'Not Negotiable' for the appropriate application money in Australian dollars calculated at $0.001 per New Option accepted. Your cheque or bank draft must be paid in Australian currency and be drawn on an Australian branch of an Australian financial institution. The Company will present the cheque or bank draft on the day of receipt. You must ensure that your cheque account has sufficient funds to cover your payment, as your cheque will be presented for payment on receipt. If your bank dishonours your cheque your application will be rejected. Dishonoured cheques will not be represented.

If the amount of your cheque(s) or bank draft(s) for application money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Options you have applied for in your Entitlement and Acceptance Form, you may be taken to have applied for such lower number of New Options as your cleared application money will pay for (and to have specified that number of New Options in your Entitlement and Acceptance Form) or your Application may be rejected.

The Entitlement and Acceptance Form must be received by the Company at the following addresses by no later than 5.00pm (AEST) on the Closing Date:

By Post to:	**Delivery**
Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001	Boardroom Pty Limited Level 12 225 George Street Sydney NSW 2000

7.6 Entitlement and Acceptance Form is binding

Receipt of a completed and lodged Entitlement and Acceptance Form together with a cheque, bank draft or money order for the application monies, or by making a payment in respect of an Application by BPAY, constitutes a binding offer to acquire New Options on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn (other than in circumstances prescribed by the Corporations Act).

By completing and returning your Entitlement and Acceptance Form with the requisite application monies, or by making a payment in respect of an Application by BPAY, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

(a) agree to be bound by the terms of the Offer;

(b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;

(c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;

(d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Options to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Entitlement and Acceptance Form;

(e) declare that you are the current registered holder of Shares and are an Australian, New Zealand, Singapore or Malaysian resident, and either:

  (i) you are not in the United States or a US Person, or acting for the account or benefit of a US Person, or

  (ii) your circumstances are such that the Offer can lawfully be made to you;

(f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Options are suitable for you given your investment objectives, financial situation or particular needs; and

(g) acknowledge that the New Options have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia, New Zealand, Singapore or Malaysia and accordingly, the New Options may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws, including (but not limited to) the US Securities Act.

The Entitlement and Acceptance Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon the issue of the New Options.

If the Entitlement and Acceptance Form is not completed correctly or if the accompanying payment of the application monies is for the wrong amount, it may still be treated as a valid application for New Options. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the application monies received by the Company.

8 DETAILS OF THE OFFER

8.1 Shares offered for subscription

By this Prospectus the Company makes a non-renounceable pro rata offer to Eligible Shareholders on the basis of one New Option for every five Existing Shares held as at the Record Date at a price of $0.001 per New Option, to raise up to approximately $394,000 before issue costs. Fractional entitlements will be rounded down to the nearest whole number.

The Offer is only open to Eligible Shareholders, being holders of Shares with a registered address in Australia, New Zealand, Singapore or Malaysia. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder, or to withdraw the Offer at any time (in which case application monies received will be returned without interest).

Details of how to apply for New Options are set out at section 7.

The rights and liabilities of the New Options offered under this Prospectus are summarised in section 9.

8.2 Minimum subscription

The Offer is not subject to a minimum subscription.

8.3 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to (subject to the Corporations Act and Listing Rules) extend the Offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in section 7 and on the Entitlement and Acceptance Form which accompanies this Prospectus.

8.4 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

(a) are the registered holder of Shares as at 5.00pm (AEST) on the Record Date; and

(b) have a registered address in Australia, New Zealand, Singapore or Malaysia.

8.5 Shortfall

Any New Options not applied for under the Offer will become Shortfall New Options. The Directors, in conjunction with the Lead Manager, reserve the right to issue any Shortfall New Options at their discretion within 3 months after the Closing Date (**Shortfall Offer**).

The Shortfall Offer is, to the extent it is made in Australia, made under this Prospectus. To the extent the Shortfall Offer is made outside Australia, the Shortfall Offer is made without disclosure, a prospectus, lodgement, filing or registration, or other requirements of any applicable securities law, and only in circumstances where it is lawful to do so (such as to institutional or sophisticated investors).

Eligible Shareholders may apply for Shortfall New Options by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. Other investors who are not Eligible Shareholders may apply for Shortfall New Options using the Shortfall Application Form attached to this Prospectus. Persons outside Australia doing so represent to the Company that they can apply for Shortfall New Options in circumstances which do not require the offer for Shortfall New Options or this Prospectus to be registered.

It is possible that there may be no Shortfall New Options available for issue.

Subject to the following allocation policy, the Directors, in conjunction with the Lead Manager, reserve the right at their absolute discretion and subject to the Corporations Act and Listing Rules to issue Shortfall New Options in a manner that is in the Company's best interests.

Subject to the above, the Directors in conjunction with the Lead Manager reserve the right at their absolute discretion and subject to the Corporations Act and Listing Rules, issue Shortfall New Options at their discretion, and to reject any application for Shortfall New Options or to issue a lesser number of Shortfall New Options than that applied for. It is an express term of the Shortfall Offer that applicants for Shortfall New Options will be bound to accept a lesser number of Shortfall New Options allocated to them than applied for. If a lesser number is allocated, excess application money will be refunded without interest as soon as practicable after the Closing Date.

8.6 New Zealand Shareholders

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Options. This Prospectus has not been registered, filed or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

8.7 Singapore Shareholders

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in Singapore is made in reliance on the exemption under s273(1)(cd)(i) of the Securities and Futures Act (Cap. 289) of Singapore. Members of the public in Singapore who are not existing Shareholders on the Record Date are not entitled to apply for any New Options. This Prospectus has not been registered, filed or approved by the Monetary Authority of Singapore. This Prospectus is not an investment statement or prospectus under Singapore law and is not required to, and may not, contain all the information that an investment statement or prospectus under Singapore law is required to contain.

8.8 Malaysian Shareholders

The Offer falls within Item 28 of Schedule 6 Part II (D) of the Capital Markets and Services Act 2007 (Malaysia) and therefore is made to Shareholders resident in Malaysia without any prospectus being filed with the Securities Commission of Malaysia.

8.9 Treatment of Ineligible Shareholders

Given the cost of complying with applicable regulations outside Australia, New Zealand, Singapore or Malaysia, the Company has decided that it would be unreasonable to extend the Offer to Ineligible Shareholders. The Prospectus will not be sent to those Shareholders.

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Options or the Offer or otherwise to permit an offering of the New Options in any jurisdiction other than as set out in this section.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States or elsewhere where it would be unlawful to do so.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia, New Zealand, Singapore or Malaysia (other than to Eligible Shareholders).

Ineligible Shareholders who wish to apply for Shortfall New Options and where it is lawful to do so should contact the Company Secretary on +61 417 978 955 or dan.smith@goldmountainltd.com.au.

8.10 Beneficial holders, nominees, trustees and custodians

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

8.11 Allotment and application money

New Options will be issued only after all application money has been received and ASX has granted permission for the New Options to be quoted. It is expected that New Options will be issued on 7 March 2023 and normal trading of the New Options on ASX is expected to commence on 8 March 2023.

All application monies will be deposited into a bank account separate to the Company and held in trust for Applicants until the Shares are issued or application monies returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

8.12 Quotation

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the New Options offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of the Offered Securities within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the Offered Securities offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application monies without interest.

A decision by ASX to grant official quotation of the Offered Securities is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the Offered Securities.

Quotation, if granted, of the Offered Securities offered by this Prospectus will commence as soon as practicable after statements of holdings of the Offered Securities are dispatched.

8.13 Market prices of existing Shares on ASX

The highest and lowest market sale price of the existing Shares, which are on the same terms and conditions as Shares issued on exercise of New Options, during the 3 months immediately preceding the lodgement of this Prospectus with the ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	3 month high	3 month low	Last market sale price
Price ($)	$0.014	$0.004	$0.006
Date	17 & 18 November 2022	6 January 2023	8 February 2023

8.14 CHESS

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd (**ASPL**), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Options issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

The CHESS statement will set out the number of New Options issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Options issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

8.15 Taxation and duty implications

The Directors do not consider that it is appropriate to give Eligible Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Eligible Shareholders applying for New Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Eligible Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Offer. Eligible Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Options under this Prospectus.

8.16 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

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

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

8.17 Enquiries

Any queries regarding the Offer should be directed to the Company Secretary on +61 417 978 955 or dan.smith@goldmountainltd.com.au.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

9 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

9.1 Rights and liability attaching to New Options

A summary of the rights attaching to the New Options is detailed below. The summary is qualified by the full terms and conditions of the Constitution and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of holders of New Options. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements.

A holder of New Options should seek legal advice to obtain a definitive assessment of rights and liabilities which attach to the New Options in any specific circumstances.

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option before the Expiry Date.

(b) Quotation of Options

The Company will apply to the ASX for Official Quotation of the Options. Subject to the quotation requirements being met, the Options will be quoted.

(c) Exercise Price

The amount payable on exercise of each Option will be $0.01 (Exercise Price).

(d) Expiry Date

The Options will expire at 5.00pm (AEST) 3 years from issue (Expiry Date).

Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) Exercise Period

Options may be exercised at any time prior to the Expiry Date (Exercise Period).

(f) Notice of Exercise

The Options may be exercised by notice in writing to the Company (Exercise Notice) and payment of the Exercise Price, in Australian currency, for each Option being exercised.

A minimum of 50,000 Options (having a total exercise price of $500) must be exercised at any time. Where a Shareholder holds less than 50,000 Options then they must exercise their entire holding of Options.

(g) Exercise Date

Any Exercise Notice received by the Company will be deemed effective on and from the later of: (i) the date of receipt of the Exercise Notice and (ii) the date of Company's receipt of the Exercise Price, for each Option being exercised, in cleared funds (Exercise Date).

(h) Timing of Issue of Shares on Exercise

Within 15 Business Days after a Option is validly exercised or such other period specified by the Listing Rules, the Company will:

(i) allot and issue that number of Shares pursuant to the exercise of the Options; and

(ii) if admitted to the official list of the ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

(i) Shares Issued on Exercise

Shares issued pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.

(j) Participation in New Issues

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

(k) Reconstruction of Capital

If at any time the issued share capital of the Company is reconstructed, all rights of a Option holder will be varied to comply with the Corporations Act and the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) Options Transferable

The Options are transferable.

(m) Change in Exercise Price

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

(n) Adjustments for Rights Issues

If the Company makes a pro rate issue of Shares to existing Shareholders, there will be no adjustment to the Exercise Price of a Option.

(o) Adjustment for Bonus Issue of Shares

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

(i) The number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

(ii) there will be no adjustment to the Exercise Price of a Option.

9.2 Rights and liability attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to Shares issued on exercise of New Options. 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 which is available 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.

(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 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 a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

(c) Payment of Dividend

Subject to the Corporations Act, the Constitution and the rights of any persons entitled to shares with special rights to dividend, the Directors may determine that a dividend is payable, fix the amount and the time for payment of the dividend and authorise the payment or crediting of the dividend by the Company to, or at the direction of, each Shareholder entitled to that dividend. No dividend shall carry interest as against the Company.

(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) Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to the Constitution and to any restrictions attached to a Share, a Shareholder may transfer any of the Shareholder's Shares by:

(i) a proper ASTC transfer;

(ii) a written transfer in any usual form or in any other form approved by the Directors; or

(iii) any other electronic system established or recognised by the Listing Rules.

(f) Future increase in capital

The allotment and issue of any Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the 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.

(g) Variation of rights

Under Section 2468 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.

(h) Changes to Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of the members present and voting at a general meeting of the Company. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

(i) Meetings and Notices

Each Shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Constitution, the Corporations and the Listing Rules.

(j) Dividend Policy

The Company does not intend to declare or pay any dividends in the foreseeable future. Any future determination as to payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

10 ADDITIONAL INFORMATION

10.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Options which will be issued pursuant to this Prospectus are options to be issued Shares, which have been quoted on the Official List during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or options to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Options on the Company and the rights attaching to the New Options. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to the 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 deciding 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 the ASX as applicable from time to time throughout the period from lodgement of the Company's annual financial statements of the Company for the financial year ended 30 June 2022 to the issue of this Prospectus which required the Company to notify the ASX of information about specified events or matters as they arise for the purpose of the ASX making that information available to the stock market conducted by the ASX.

The Company confirms that, to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in this Prospectus, there is no information

(a) that has been excluded from a continuous disclosure notice in accordance with ASX Listing Rules; and

(b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:

    (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

    (ii) the rights and liabilities attaching to New Options.

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 statements of the Company for the financial year ended 30 June 2022 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus; and

  (ii) any continuous disclosure notices given by the Company after the lodgement of the financial statements referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours or from asx.com.au.

The Company has lodged the following announcements with ASX since its 2020 annual report was lodged with the ASX on 30 September 2022:

Date	Description of Announcement
31 Jan 2023	Quarterly Activities/Appendix 5B Cash Flow Report
30 Jan 2023	Update - Proposed issue of securities - GMN
24 Jan 2023	Gold Mountain restructures Brazilian Lithium JV Portfolio
19 Jan 2023	Application for quotation of securities
18 Jan 2023	Expiry of Options GMNOA
16 Jan 2023	Change of Director's Interest Notice
10 Jan 2023	Management changes to drive growth
10 Jan 2023	Sampling at Custodia confirms LCT Pegmatite Prospectivity
9 Jan 2023	General Meeting Letter to Shareholders
9 Jan 2023	Notice of General Meeting/Proxy Form
6 Jan 2023	Notification of cessation of securities - GMN
6 Jan 2023	Cleansing Notice

6 Jan 2023	Application for quotation of securities - GMN
6 Jan 2023	Reinstatement to Official Quotation
6 Jan 2023	Further encouraging lithium rock chip results from Brazil JV
5 Jan 2023	Suspension from Quotation
3 Jan 2023	Trading Halt
22 Dec 2022	Proposed issue of securities - GMN
22 Dec 2022	Proposed issue of securities - GMN
22 Dec 2022	Proposed issue of securities - GMN
22 Dec 2022	Gold Mountain raised A$2m through a well supported placement
20 Dec 2022	Trading Halt
20 Dec 2022	Proposed Acquisition of a 75% interest in Salinas II Project
20 Dec 2022	Proposed issue of securities - GMN
24 Nov 2022	Change of Director's Interest Notice
24 Nov 2022	Change in substantial holding
24 Nov 2022	Notification regarding unquoted securities - GMN
23 Nov 2022	Cleansing Notice
23 Nov 2022	Application for quotation of securities - GMN
21 Nov 2022	Notification regarding unquoted securities - GMN
21 Nov 2022	Cleansing Notice
21 Nov 2022	Application for quotation of securities - GMN
21 Nov 2022	Gold Mountain Exercises Option over 20% of Brazil Lithium JV
18 Nov 2022	Adoption of New Constitution
18 Nov 2022	Results of Annual General Meeting
18 Nov 2022	2022 AGM Presentation

10 Nov 2022	Change of venue for Annual General Meeting
1 Nov 2022	Change of Registry Address
31 Oct 2022	Quarterly Activities/Appendix 5B Cash Flow Report
26 Oct 2022	Potential Lithium Bearing Pegmatites Uncovered in Brazil
18 Oct 2022	Proposed issue of securities - GMN
18 Oct 2022	AGM Letter to Shareholders
18 Oct 2022	Notice of Annual General Meeting/Proxy Form
17 Oct 2022	Change in substantial holding
3 Oct 2022	Cleansing Notice
3 Oct 2022	Application for quotation of securities - GMN
30 Sep 2022	Appendix 4G and Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at the ASX during normal office hours or from www.asx.com.au.

10.2 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and are entitled to be paid the following annual remuneration as set out below.

	Syed Hizam Alsagoff	Pay Chuan (Paul) Lim	Steven Larkins	Timothy Cameron
Annual Remuneration (excluding compulsory superannuation)	$12,000	$12,000	$12,000	$262,000
Shares	26,815,483	91,380,000	3,550,000	2,118,462
Options (quoted and unquoted)	7,433,382	21,398,333	2,000,000	50,133,333
Entitlement (New Options)	5,363,097	18,276,000	710,000	423,692

Further information on the remuneration and other benefits received by the Directors over the last two years is set out in the Company's 2021 and 2022 annual reports; copies of which are available from www.asx.com.au.

The Constitution provides that the Directors may be paid for their services as Directors. Non-executive Directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Non-executive Directors and in default of agreement then in equal shares.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

(a) the formation or promotion of the Company; or

(b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or

(c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

(d) to a Director or proposed Director or to any firm which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or

(e) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Offer.

10.3 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

(a) the formation or promotion of the Company; or

(b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or

(c) the Offer.

PAC Partners are acting as lead manager to the Placement and Offer. In respect of this work, PAC Partners will be paid 6% on the amount raised under the Placement, 1 New Option for every 4 Shares issued under the Placement, and 6% on Offer Shortfall placed (to be satisfied through the issue of New Options at an issue price of $0.001) by PAC Partners. PAC Partners has received $170,830 in fees for services to the Company in the 2 years prior to the date of this Prospectus.

Atkinson Corporate Lawyers has acted as solicitor to the Offer. In respect of this work, the Company will pay approximately $10,000 exclusive of GST. Subsequently fees will be paid in accordance with normal hourly rates. Atkinson Corporate Lawyers has received $79,625 in fees for services to the Company in the 2 years prior to the date of this Prospectus.

10.4 Consents

Each of the persons referred to in this section:

(a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:

(i) to be named in the Prospectus in the form and context which it is named; and

(ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;

(b) has not caused or authorised the issue of this Prospectus;

(c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;

(d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
PAC Partners Securities Pty Limited	Lead Manager
Atkinson Corporate Lawyers	Lawyer

10.5 Expenses of the Offer

The cash total expenses of the Offer are estimated to be up to approximately $58,980 exclusive of GST, consisting of the following:

Cost $	Full Subscription
Legal fees	10,000
Lead Manager's fees[1]	23,640[2]
ASIC and ASX fees	5,340
Printing, postage & other	20,000
Total	58,980

Notes:

1 The Company has also issued 66,666,666 New Options to brokers with respect to the Placement. See section 5.1 for details.

2 This assumes that there is no take-up under the Offer and the Lead Manager places all Shortfall.

10.6 Litigation

As at the date of this Prospectus and other than as disclosed to ASX or set out below, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

10.7 Broker Options

So that they can be offered for sale without disclosure, the New Options to be issued to the Lead Manager (or its nominee) in satisfaction of the 6% fee for placing Shortfall are offered under this Prospectus. This offer may be accepted by completing the personalised entitlement form that accompanies this Prospectus.

11 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Dated: 9 February 2023

....

Signed for and on behalf of Gold Mountain Limited
By Timothy Cameron
Managing Director

12 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

$, A$ or Dollars	Australian dollars unless otherwise stated.
AEST	Australian Eastern Standard Time.
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made on an Entitlement and Acceptance Form to subscribe for New Options pursuant to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	the board of Directors.
Business Day	Monday to Friday inclusive, except any day that ASX declares is not a business day.
Closing Date	the date set out in section 1.
Company or **GMN**	Gold Mountain Limited (ACN 115 845 942).
Constitution	the constitution of the Company.
Corporations Act	the *Corporations Act 2001* (Cth).
Director	a director of the Company.
Eligible Shareholders	a holder of Shares as at the Record Date with a registered address in Australia, New Zealand, Singapore or Malaysia.
Entitlement and Acceptance Form	the personalised entitlement and acceptance form attached to this Prospectus.
Entitlement or Right	a Shareholder's entitlement to subscribe for New Options offered by this Prospectus.
Ex Date	the date set out in section 1.
Existing Share	a Share issued as at 5.00pm (AEST) on the Record Date.
Full Subscription	approximately $394,000 before costs.

Ineligible Shareholder	a holder of Shares on the Record Date who is not an Eligible Shareholder.
Listing Rules	the listing rules of the ASX.
New Option	means an Option on the terms set out in section 9.1 offered under this Prospectus.
New Options	Options issued pursuant to this Prospectus.
Offer	an offer made under this Prospectus to subscribe for New Options.
Official List	the official list of the ASX.
Option	an option to be issued a Share.
Placement	Has the meaning given in section 5.1.
Prospectus	this Prospectus and includes the electronic prospectus.
Record Date	the date set out in section 1.
Share	A fully paid ordinary share in the Company.
Share Registry	Boardroom Pty Limited.
Shareholder	the registered holder of Shares in the Company.
Shortfall New Options	New Options for which valid Applications have not been received by the Closing Date.
Shortfall Offer	has the meaning given in section 8.5.
US person	has the meaning given to that term in Regulation S under the US Securities Act.
US Securities Act	the *United States Securities Act of 1933*, as amended.
Placement Investor	means a person who was issued Shares under the Placement.
Placement Option	Has the meaning given in section 5.1.
Broker Option	Has the meaning given in section 5.1.
Broker Nominee	means a person nominated to be issued Broker Options

13 UNAUDITED PRO FORMA STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

		Proforma	Pro Forma adjustments		Total Proforma	
	31/12/2022		**Min ($)**	**Max ($)**	**Min ($)**	**Max ($)**
	(unaudited)				**(unaudited)**	
Cash and cash equivalent	2,765,398			378,626		3,144,024
Trade and other receivables	218,470					218,470
TOTAL CURRENT ASSETS	**2,983,868**	**-**	**-**	**378,626**	**-**	**3,362,494**
Property, Plant & Equipment	64,118					64,118
Deferred exploration and evaluatior	9,909,547			-	-	9,909,547
Intangibles	6,300,000	1,000,000				7,300,000
Investments	50,555			-		50,555
TOTAL NON-CURRENT ASSETS	**16,324,220**	**1,000,000**	**-**	**-**	**-**	**17,324,220**
TOTAL ASSETS	**19,308,088**	**1,000,000**	**-**	**378,626**	**-**	**20,686,714**
Trade and other payables	155,545			-		155,545
TOTAL CURRENT LIABILITES	**155,545**	**-**	**-**	**-**	**-**	**155,545**
TOTAL NON CURRENT LIABILITIES	**-**	**-**	**-**	**-**	**-**	**-**
TOTAL LIABILITIES	**155,545**	**-**	**-**	**-**	**-**	**155,545**
NET ASSETS	**19,152,543**	**1,000,000**	**-**	**378,626**	**-**	**20,531,169**
Issued Capital	51,926,033	1,000,000		-		52,926,033
Capital raising expense	(1,367,810)			(659,035)		(2,026,845)
Reserves	38,000			1,053,002		1,091,002
Retained profits/(Accumulated Loss(	(31,443,680)			(15,340)		(31,459,020)
	19,152,543	**1,000,000**	**-**	**378,626**	**-**	**20,531,169**

Gold Mountain Limited

ACN: 115 845 942

BoardRoom

All correspondence to
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Tel: 1300 737 760 (within Aust)
Tel: + 61 2 9290 9600(outside Aust)
Fax: + 61 2 9279 0664

www.boardroomlimited.com.au
corporateactions@boardroomlimited.com.au

NON-RENOUNCEABLE ENTITLEMENT OFFER

ENTITLEMENT AND ACCEPTANCE FORM

Subregister:

HIN / SRN:

Entitlement No:

Number of Shares held
at 7:00 pm AEDT
on 14 February 2023
(**Record Date**):

OFFER CLOSES: 5.00pm (AEDT) Tuesday, 28 February 2023

A Entitlement Acceptance

(1) If you wish to accept **YOUR FULL ENTITLEMENT**, please note your Entitlement and requisite application amount specified below and return this form together with your **PAYMENT** by cheque or money order **or alternatively make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Entitlement New Options	Offer Price (per New Option)	Application Amount $
	$0.001	

(2) If you wish to accept only **PART OF YOUR ENTITLEMENT** please complete the boxes below with the **NUMBER OF NEW OPTIONS** you wish to accept under your Entitlement and the requisite application amount and return this form together with your **PAYMENT** by cheque or money order **or alternatively make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Part Acceptance of Entitlement New Options	Offer Price (per New Option)	Application Amount $
	$0.001	

B Apply for Additional New Options (if available)

If you have accepted **YOUR FULL ENTITLEMENT** and wish to apply for Additional New Options, please complete the boxes below with the **NUMBER OF ADDITIONAL NEW OPTIONS** for which you wish to apply and the requisite application amount payable.

Number of Additional New Options	Offer Price (per New Option)	Application Amount $
	$0.001	

C Calculate total Application Amount (if applying for Additional New Options)

If you are applying for Additional New Options, please calculate and complete the boxes below with the **TOTAL NUMBER OF NEW OPTIONS** and requisite application amount payable by adding the number of New Options to which you are entitled under your Entitlement (**Section A (1)**) to the number of Additional New Options for which you are applying (**Section B**), and return this form together with your **PAYMENT** by cheque or money order **or alternatively make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Total Number of New Options (A (1) + B)	Offer Price (per New Option)	Application Amount $ (A (1) +B)
	$0.001	$

Additional New Options will only be allotted if available.
If the person completing this Form is acting for the Eligible Shareholder, the return of this form, together with payment of the requisite application amount or payment by BPAY, will constitute acceptance of the Offer by the Eligible Shareholder, and if that person is acting under Power of Attorney, he/she states that he/she has not received notice of revocation and that he/she has authority to accept the Offer.

Payment Instructions

Payment may only be made by BPAY®, cheque or money order. Cash will not be accepted via mail or at Boardroom Pty Limited. Payments cannot be made at any bank.

REFER OVERLEAF FOR INSTRUCTIONS

Payment Option 1 – BPAY®

BPAY	**Biller Code:** **CRN:**	**Telephone & Internet Banking - BPAY®** Contact your bank, credit union or building society to make this payment from your cheque, credit or savings account. More info: www.bpay.com.au ® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY® please contact your participating financial institution
- **If paying by BPAY®, you do not need to complete and return the Entitlement and Acceptance Form**

Payment Option 2 – Cheque or bank draft

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "Gold Mountain Limited" and crossed Not Negotiable.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

Please enter your contact details in case we need to contact you in relation to your application

CONTACT NAME	EMAIL ADDRESS	TELEPHONE

This document is of value and requires your immediate attention. If in doubt, please consult your stockbroker, solicitor, accountant or other professional advisor without delay.

The offer to which this Entitlement and Acceptance Form relates does not constitute an offer to any person who is not an Eligible Shareholder, and in particular is not being made to Shareholders with registered addresses outside Australia, New Zealand, Singapore or Malaysia. This Entitlement and Acceptance Form does not constitute an offer in the United States of America (or to, or for the account or benefit of, US Persons) or in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer.

ACCEPTANCE OF THE OFFER

By either returning the Entitlement and Acceptance Form together with your payment of the requisite Application Amount to Boardroom, or making payment by BPAY®, by 5.00pm (AEDT) on 28 February 2023:

- you represent and warrant that you have read and understood and agree to the terms set out in this Form and acknowledge you have read the entire Prospectus issued in connection with the Offer;
- you represent and warrant that you are not located in the United States or a U.S. Person and are not acting for the account or benefit of a U.S. Person or any other foreign person;
- you provide authorisation to be registered as the holder of the New Options acquired by you and agree to be bound by the constitution of Gold Mountain Limited; and
- your application to acquire New Options is irrevocable and may not be varied or withdrawn except as allowed by law.

HOW TO ACCEPT NEW SECURITIES OFFERED

1. **BPAY® payment method:** The requisite application amount payable by you in order to accept your Entitlement in full is shown in **Section A** on the first page of this form. If you accept your full Entitlement and wish to apply for Additional New Options, please complete **Sections B and C** (to determine your total application amount payable). Contact your Australian bank, credit union or building society to make this payment from your cheque, savings or credit account. For more information visit: www.bpay.com.au. Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY® before 5.00 pm (AEDT) on 28 February 2023.

   If the BPAY® payment is for any reason not received in full, the Company may treat you as applying for as many New Options as will be paid for by the cleared funds. Shareholders using the BPAY® facility will be bound by the provisions relating to this Offer. **You are not required to submit this Form if you elect to make payment using BPAY®**.

2. **Cheque payment method:** The requisite application amount payable by you in order to accept your Entitlement in full is shown in **Section A** on the first page of this form. If you apply for your full Entitlement and wish to apply for Additional New Options, please complete **Sections B and C** (to determine your total application amount payable). Send your cheque/bank draft and the completed Form to Boardroom Pty Limited at the address shown below so as to reach the Share Registry before the close of the Offer at 5.00 pm (AEDT) on 28 February 2023. A reply-paid envelope is enclosed for your convenience.

3. PAYMENT - OVERSEAS RESIDENTS
   Eligible Shareholders who are overseas and do not have an Australian bank account should contact either the Company or Boardroom for information on how to make payment through electronic funds transfer.

Mailing Address:	**Hand Delivery Address**:
Boardroom Pty Limited	Boardroom Pty Limited
GPO Box 3993	Level 12,225 George Street
Sydney NSW 2001	Sydney NSW 2000

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a Shareholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your Shareholding and if some or all of the information is not collected then it might not be possible to administer your New Options. Your personal information may be disclosed to the entity in which you hold Shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Entitlement and Acceptance Form.
Our privacy policy is available on our website (https://www.boardroomlimited.com.au/corp/privacy-policy).