

MT MALCOLM MINES NL
ACN 646 466 435

OPTIONS PROSPECTUS

For the offer of up to 21,000,000 New Options to participants in the Placement, on the basis of one (1) New Option for every two (2) Shares subscribed for and issued to the participants under the Placement (**Offer**).

IMPORTANT NOTICE

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

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

IMPORTANT INFORMATION

This Prospectus is dated 10 April 2024 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

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

Applications for New Options offered pursuant to this Prospectus can only be made by an original Application Form.

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

In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No investment advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other

professional adviser before deciding to subscribe for New Options under this Prospectus to determine whether it meets your objectives, financial situation and needs.

Forward-looking statements

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

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

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

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

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

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

Overseas shareholders

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

The Offer is not being extended and the New Options will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

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

Continuous disclosure obligations

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

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

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

Please refer to Section 6.3 for further details.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options issued under this Prospectus. The Company will

only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website (www.mtmalcolm.com.au). By applying for Shares under the Placement, Investors entitled to New Options to be issued under this Prospectus fall within the TMD.

Electronic Prospectus

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

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus, or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 9463 2463 during office hours or by emailing the Company at info@mtmalcolm.com.au.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Company website

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

Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and

believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain.

Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

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

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

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

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

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 8.

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

Privacy statement

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

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

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

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

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offer or how to accept the Offer please call the Company Secretary on +61 8 9463 2463.

CORPORATE DIRECTORY

Directors

Robert Downey
Non-Executive Chairman

Trevor Dixon
Executive Director

Daniel Tuffin
Technical Non-Executive Director

Gary Powell
Non-Executive Director

Company Secretary

Henko Vos

Registered Office

Level 3
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PERTH WA 6000

Telephone: +61 8 9463 2463

Email: info@mtmalcolm.com.au

Website: www.mtmalcolm.com.au

Auditor*

RSM Australia Partners
Level 32
Exchange Tower
2 The Esplanade
PERTH WA 6000

Share Registry*

Automic Share Registry
Level 5
St Georges Terrace
PERTH WA 6000

Telephone: 1300 288 664

Email: hello@automic.com.au

Web: www.automic.com.au

Legal Advisers

Steinepreis Paganin
Lawyers and Consultants
Level 4
The Read Buildings
16 Milligan Street
PERTH WA 6000

Lead Manager to the Placement

Novus Capital Limited
AFSL 238168
Level 20
68 Pitt Street
SYDNEY NSW 2000

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

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1. INDICATIVE TIMETABLE

1.1 Key Offer Information

Action	Date*
Lodgement of Prospectus with ASIC and ASX	10 April 2024
Opening Date	10 April 2024
Closing Date (5:00pm AWST)**	15 April 2024
Issue of New Options under the Offer	16 April 2024
Expected date of Official Quotation of New options on ASX	17 April 2024

* The Directors reserve the right to bring forward or extend the Closing Date at any time after the Opening Date without notice. As such, the date the New Options are expected to be quoted on ASX may vary with any change in the Closing Date.

** Subscribers under the Offer should ensure that they have lodged their Application Form by this date.

1.2 Background

The Company announced, on 30 November 2023, that it had received binding commitments from sophisticated and professional investors (**Investors**) for a placement of 44,000,000 shares at an issue price of \$0.025 cents per Share to raise \$1,100,000 (**Placement**). The Company also agreed to issue the Investors one (1) New Option for every two (2) Shares subscribed for by Investors under the Placement, exercisable at \$0.07 each on or before 31 December 2025.

The Placement has been undertaken in two tranches as follows:

- (a) 15,000,000 Shares which were issued under ASX Listing Rule 7.1 on 8 December 2023 to raise \$375,000 (before costs); and
- (b) 29,000,000 Shares (**Tranche 2 Placement Shares**) to raise a further \$725,000 (before costs), the issue of which was granted Shareholder approval at the general meeting that was held on 31 January 2024 (**General Meeting**). The Tranche 2 Placement Shares were issued to participants on 28 February 2024 and 13 March 2024.

The Placement includes the issue of 21,000,000 New Options, being one New Option for every two (2) Shares subscribed for and issued pursuant to the Placement. The issue of the New Options is the subject of the Offer under this Prospectus.

The Placement included participation by the Company's non-executive Chairman, Robert Downey. As part of the second tranche of the Placement, Robert Downey subscribed for 2,000,000 Shares, with 1,000,000 attaching New Options, to raise a total of \$50,000. The issue of the Shares and New Options to Mr Downey was approved by Shareholders at the General Meeting. The Company issued the 2,000,000 Shares and 1,000,000 New Options subscribed for by Mr Downey on 28 February 2024.

The remaining 21,000,000 New Options to be issued pursuant to the Placement are the subject of the Offer being made under this Prospectus.

2. DETAILS OF THE OFFER

2.1 Offer

The Offer is an offer of one (1) New Option for every two (2) Shares subscribed for and issued to Investors under the Placement.

The New Options offered under the Offer will be exercisable at \$0.07 each on or before 31 December 2025 and otherwise on the terms set out in Section 4.1.

All Shares issued upon exercise of the Options under the Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

The maximum number of New Options to be issued under the Offer is 21,000,000, calculated on the basis of one (1) New Option for every two (2) Shares subscribed for under the Placement.

No funds will be raised from the Offer as the New Options are being issued for nil consideration.

The Company will apply for Official Quotation of the New Options offered pursuant to the Offer.

2.2 Lead Manager

The Company has signed a mandate letter to engage Novus Capital Limited (ACN 006 711 995) (AFSL 238168) (**Lead Manager**) to act as lead manager of the Placement (**Lead Manager Mandate**). The material terms and conditions of the Lead Manager Mandate are summarised below:

Fees	In consideration for the services provided by the Lead Manager, the Company agreed to pay the following fees: (a) Engagement Fee: the Company agreed to pay an engagement fee of \$10,000 upon execution of the Lead Manager Mandate; and (b) Capital Raising Fee: a fee of 6% of the gross amount raised under the Placement.
Expenses	The Company will reimburse the Lead Manager for any pre-approved out of pocket expenses, incurred with respect to the Lead Manager performing its duties in relation to the Placement.
Termination	The Company may terminate the Lead Manager Mandate by: (a) issuing in writing a notice of termination thirty days prior to the date of termination; and (b) paying the greater of: (i) all brokerage, management and success fees accrued until the date of termination; or (ii) \$50,000 (plus GST). The Lead Manager may terminate the Lead Manager Mandate by providing the Company with thirty days' notice or immediately if one or more of the following events occur: (a) the Lead Manager reasonably believes the Australian equity capital market conditions are not conducive to the successful completion of the Lead Manager Mandate or other material events beyond the control of the Lead Manager or the Company make it impracticable to

	proceed with the Placement on the terms contemplated by the Lead Manager Mandate;
(b)	a material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, China, Japan, the United Kingdom, the United States of America, Russia or North Korea or in the international political, financial or economic conditions, in each case the effect of which is that it is impracticable to: (i) market the Placement; (ii) enforce any contract to issue and allot the Shares under the Placement; or (iii) that the success of the Placement is likely to be affected;
(c)	there is introduced, or there is a public announcement of a proposal to introduce, into the parliament of Australia or any state of Australia, a new law, or the Reserve Bank of Australia or any federal or state authority of Australia adopts or announces a proposal to adopt a new policy, the effect of which is likely to prohibit or regulate financial institutions or credit providers, capital issues or stock markets;
(d)	the Company discloses to the Lead Manager a material adverse change in the assets, liabilities, financial position or prospects of the Company, other than for the costs incurred by the Company in relation to the Placement;
(e)	the information supplied to the Lead Manager or included in the presentation documents contains a materially false or materially misleading statement or misrepresentation or a material omission;
(f)	the Company does not rectify its default of a material term of the Lead Manager Mandate soon as practicable after the Lead Manager brings the default to the Company's attention;
(g)	the Company appoints another broker, fund raiser or corporate advisor without the express written consent of the Lead Manager;
(h)	any of the warranties or representations provided by the Company in the Lead Manager Mandate are or become materially untrue;
(i)	a Director or proposed Director of the Company is charged with an indictable offence or disqualified from managing a corporation under the Corporations Act or the Chairman or Chief Executive Officer of the Company vacates office;
(j)	ASIC issues, or threatens to issue, a proceeding, hearing or investigation in relation to the Placement;
(k)	any government agency (including ASIC) commences any public action, hearing or investigation against the Company or any of its Directors in their capacity as a Director of the Company or announces that it intends to take such action;
(l)	all of the material conditions to the Lead Manager Mandate have not been, or will not in the Lead Manager's sole and absolute opinion be satisfied or waived by the Lead Manager, prior to the proposed listing date or such later date as agreed by the Lead Manager in writing; and

	(m) the Company commits a material breach of the Lead Manager Mandate.
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The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

2.3 Minimum subscription

There is no minimum subscription for the Offer.

2.4 Not underwritten

The Offer is not underwritten.

2.5 Oversubscriptions

No oversubscriptions will be accepted by the Company.

2.6 Applications

Applications for New Options can only be made by the Investors (or their nominee(s)) at the direction of the Company and must be made using the appropriate Application Form accompanying this Prospectus. Completed Application Forms must be mailed or delivered to the address set out on the Application Form by no later than the Closing Date. The New Options issued under the Offer are being issued for nil cash consideration and therefore the Applicants are not required to pay any funds with their application.

Completed Application Forms must be mailed or delivered to the address set out on the Application Form by **no later than 5:00pm (AWST) on the Closing Date**. If Applications are not received from Investors prior to the Closing Date, Applications for New Options will be completed by the Company or the Lead Manager on behalf of the Investors (or their nominee(s)), each of whom elected to subscribe for the New Options by making an application under the Placement.

The Company reserves the right to close the Offer early.

If you require assistance in completing an Application Form, please contact the Company Secretary on +61 8 9463 2463.

2.7 ASX Listing

Application for Official Quotation of the New Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus.

If ASX does not grant Official Quotation of the New Options offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any New Options.

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

2.8 Issue of New Options

New Options issued pursuant to the Offer will be issued in accordance with the timetable set out in Section 1 of this Prospectus.

2.9 Defects in Applications

If an Application Form is not completed correctly, the Company may, in its discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

2.10 Overseas shareholders

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

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should observe any of these restrictions, including those outlined below. In particular, this Prospectus may not be distributed in the United States or elsewhere outside Australia or New Zealand, except to institutional and professional investors in jurisdictions whereby the Offer is exempt from local prospectus or registration requirements. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that you have complied with these restrictions.

2.11 New Zealand

The Securities are not being offered to the public within New Zealand other than to the Placement participants (who are existing Shareholders) with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

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

2.12 Nominees and custodians

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

2.13 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary on +61 8 9463 2463.

3. PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of the Offer

The purpose of the Offer is to offer Investors who participated in the Placement one (1) free New Option for every two (2) Shares subscribed for under the Placement.

In addition to the above purpose, the Offer is being made under this Prospectus to remove any trading restrictions attaching to the New Options and any Shares issued on exercise of the New Options. The Company confirms that:

- (a) the New Options offered under this Prospectus are being issued with disclosure under this Prospectus (which is a disclosure document under Part 6D.2 of the Corporations Act); and
- (b) the Offer is being made such that the relief provided under *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80* with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Subject to the New Options being granted to Official Quotation on the ASX, holders of the New Options will be able to trade the New Options on the ASX and will be able to exercise the New Options into Shares and trade those Shares without the need for additional disclosure and without any trading restrictions.

3.2 Effects of the Offer

The principal effects of the Offer, assuming the Company issues the maximum number of New Options under the Offer, will be to:

- (a) increase the number of Options currently on issue from 20,395,560 as at the date of this Prospectus to 41,395,560; and
- (b) remove any trading restrictions attaching to the New Options and to enable the on-sale of any Shares issued on exercise of the New Options issued under this Prospectus.

3.3 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming the Company issues the maximum number of New Options under the Offer, is set out below.

Shares¹	Number
Shares currently on issue	174,975,619
Shares offered pursuant to the Offer	Nil
Total Shares on completion of the Offer and Placement	174,975,619

Options	Number
Options currently on issue ²	20,395,560
New Options to be offered pursuant to the Offer ³	21,000,000
Total Options on completion of the Offer	41,395,560

Performance Rights	Number
Performance Rights currently on issue	1,200,000
Performance Rights offered pursuant to the Offer	Nil
Total Performance Rights on completion of the Offer	1,200,000

Notes:

- The rights attaching to the Shares are summarised in Section 4.2 of this Prospectus.
- Comprising:
 - 2,515,560 unquoted Options (ASX: M2MAF) exercisable at \$0.30 and expiring 8 September 2024;
 - 6,000,000 unquoted Options (ASX: M2MAG) exercisable at \$0.30 and expiring 8 September 2025; and
 - 11,880,000 unquoted Options (ASX: M2MAK) exercisable at \$0.07 and expiring on 31 December 2025.
- Quoted Options exercisable at \$0.07 each on or before 31 December 2025, the terms of which are set out at Section 4.1.

The capital structure on a fully diluted basis as at the date of this Prospectus is 196,571,179 Shares and on completion of the Offer would be 217,571,179 Shares.

3.4 Financial effect of the Offer

No funds will be raised from the Offer as the New Options are being issued for nil cash consideration. However, if all New Options are exercised into Shares, the Company will receive approximately \$1,470,000.

The expenses of the Offer are estimated to be approximately \$99,033. The expenses of the Offer will be met utilising the Company's existing cash reserves.

Accordingly, the immediate financial effect of the Offer will be to reduce the Company's existing cash reserves by \$99,033.

3.5 Substantial Shareholders

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

Shareholder	Shares	%
Trevor John Dixon	49,749,000	28.43%
Redland Plaints Pty Ltd	5,168,000	2.95%

The Company confirms that no existing Shareholder below 20% will increase its shareholding to above 19.9% as a result of the Offer.

4. RIGHTS ATTACHING TO SECURITIES

4.1 Terms of the New Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) fully paid ordinary share (**Share**) in the Company upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.07 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (AWST) on 31 December 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

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

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

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

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

4.2 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares in the Company currently on issue and the Shares that will be issued on the exercise of the New Options offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

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

(a) **General meetings**

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

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

(b) **Voting rights**

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

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

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

be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

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

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of Constitution**

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

5. RISK FACTORS

5.1 Introduction

The New Options offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors consider the risk factors set out in this Section 5, together with all other information contained in this Prospectus.

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

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

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

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

5.2 Company specific

(a) Third party interests

Mt Malcolm Mines NL maintain and explore a large 275km² area of mostly contiguous tenements in the centre of the Eastern Goldfields of WA (**Project**). The area is prospective for gold, volcanic hosted massive sulphides VHMS (Cu-Ni-Pb-Zn) and Rare Earth Elements (**REE**) potential.

Opportunities exist to further enhance and build on the substantial exploration database assembled to date. Numerous historic gold workings are scattered throughout the tenement holdings along with significant drill intercepts reported throughout the holdings. The tenement package is subdivided into nine (9) prospect areas to assist in the management of targeting, ranking, budgeting and scheduling of exploration work programs (the **Prospects**).

The Company is under an obligation to pay royalties to certain vendors of tenements. Non-compliance by the Company with its royalty obligations may result in action being taken against the Company.

(b) Reliance on key management

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

(c) **Exploration costs**

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant 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.

(d) **Exploration success**

The Prospects 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. Success in this process involves, among other things:

- (i) discovery and proving-up, or acquiring, an economically recoverable resource or reserve;
- (ii) access to adequate capital throughout the acquisition/discovery and project development phases;
- (iii) securing and maintaining title to the Tenements;
- (iv) obtaining required development consents and approvals necessary for the acquisition, mineral exploration, development and production phases; and
- (v) accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees.

(e) There can be no assurance that exploration of the Project, or any other exploration properties that may be acquired in the future, will result in the discovery of an economic mineral resource. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

(f) There is no assurance that exploration or project studies by the Company will result in the definition of an economically viable mineral deposit or that the exploration tonnage estimates and conceptual project developments are able to be achieved.

(g) The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, changing government regulations and many other factors beyond the control of the Company.

(h) **Results of Studies**

Subject to the results of exploration and testing programs to be undertaken, the Company may progressively undertake a number of studies in respect of the Prospects. These studies may include scoping, pre-feasibility, definitive feasibility and bankable feasibility studies.

These studies will be completed within parameters designed to determine the economic feasibility of the Prospects within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Prospects or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

Even if a study confirms the economic viability of a Project, there can be no guarantee that the Project will be successfully brought into production as assumed or within the estimated parameters in the feasibility study (e.g. operational costs and commodity prices) once production commences. Further, the ability of the Company to complete a study may be dependent on the Company's ability to raise further funds to complete the study if required.

(i) **Agents and contractors**

The Company outsources substantial parts of its exploration activities pursuant to service contracts with third party contractors. 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 in the event that their contract is terminated, the Company may not be able to find a suitable replacement on satisfactory terms.

5.3 Industry specific

(a) **Tenement applications and renewals**

The renewal of the term of granted tenements is subject to compliance with the applicable mining legislation and regulations and the discretion of the relevant mining authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in Western Australia and the ongoing expenditure budgeted for by the Company. However, the consequence of forfeiture or involuntary surrender of a granted tenement for reasons beyond the control of the Company could be significant.

(b) **Tenement Access**

A number of the Company's tenements overlap certain third party interests that may limit the Company's ability to conduct exploration and mining activities including private land, a petroleum pipeline access area, Crown Reserves, pastoral leases, registered areas of Aboriginal heritage, areas covered by native title determinations and areas on which native title is yet to be determined.

(c) **Conditions to tenements**

Interests in tenements in Western Australia are governed by legislation and are evidenced by the granting of leases and licences by the State. The Company is subject to the Mining Act 1978 (WA) (**Mining Act**) and the Company has an obligation to meet conditions that apply to its tenements, including the payment of rent and prescribed annual expenditure commitments.

The tenements held by the Company are subject to annual review and periodic renewal. While it is the Company's intention to satisfy the conditions that apply to the tenements, there can be no guarantees made that, in the future, the tenements that are subject to renewal will be renewed or that minimum expenditure and other conditions that apply to the tenements will be satisfied. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements.

If a tenement holder fails to comply with the terms and conditions of a tenement, the Warden or Minister (as applicable) may impose a fine or order that the tenement be forfeited. In most cases an order for forfeiture can only be made where the breach is of sufficient gravity to justify forfeiture of the tenement. In certain cases, a third party can institute administrative proceedings under the Mining Act before the Warden seeks forfeiture of the tenement.

(d) **Mine development**

Possible future development of mining operations at the Prospects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production on one of the Prospects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the Prospects.

The risks associated with the development of a mine will be considered in full should the Prospects reach that stage and will be managed with ongoing consideration of stakeholder interests.

(e) **Native title and Aboriginal heritage**

In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. The Project (including certain tenements under application) currently overlaps the Nyalpa Pimiku (WC2023/002) native title determined area and Darlot (WCD2022/002) native title determined area with a number of sites of registered Aboriginal heritage significance. Without more detailed

research into the sites and how they might be affected by future works, it is impossible to anticipate whether such approvals will be forthcoming or what conditions might attach to such approval.

The ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected if the Company is unable to negotiate access to areas of interest within the Project area.

The Directors will closely monitor the potential effect of native title claims, or Aboriginal heritage matters involving tenements in which the Company has or may have an interest.

(f) **COVID-19 risk**

The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.

(g) **Insurance Risks**

Insurance coverage of all risks associated with minerals exploration, development and production is not always available and, where available, the cost can be high. The Company will have insurance in place considered appropriate for the Company's needs. The Company will not be insured against all possible losses, either because of the unavailability of cover or because the Directors believe the premiums are excessive relative to the benefits that would accrue. The Directors believe that the insurance they have in place is appropriate. The Directors will continue to review the insurance cover in place to ensure that it is adequate.

(h) **Safety**

Safety is a fundamental risk for any exploration and production company in regards to personal injury, damage to property and equipment and other losses. The occurrence of any of these risks could result in legal proceedings against the Company and substantial losses to the Company due to injury or loss of life, damage or destruction of property, regulatory investigation, and penalties or suspension of operations. Damage occurring to third parties as a result of such risks may give rise to claims against the Company.

(i) **Climate risk**

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

- (i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international

compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and

- (ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

(j) **Environmental**

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

(k) **Contamination Risks**

The Company's operations may use hazardous materials and produce hazardous waste, which may have an adverse impact on the environment or cause exposure to hazardous materials. Despite efforts to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, the Company may be subject to claims for toxic torts, natural resources damages and other damages. In addition, the Company may be subject to the investigation and clean up of contaminated soil, surface water and groundwater. This may delay the

timetable of the Project and may subject the Company to substantial penalties including fines, damages, clean-up costs or other penalties. The Company is also subject to environmental protection legislation, which may affect the Company's access to certain areas of its properties and could result in unforeseen expenses and areas of moratorium.

(l) **Rehabilitation of tenements**

In relation to the Company's proposed operations, issues could arise from time to time with respect to abandonment costs, consequential clean-up costs, environmental concerns and other liabilities. In these instances, the Company could become subject to liability if, for example, there is environmental pollution or damage from the Company's exploration activities and there are consequential clean-up costs at a later point in time.

(m) **Commodity price volatility and exchange rate risks**

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of product exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

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

(n) **Regulatory Risks**

The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time-consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Tenements.

5.4 General risks

(a) Economic

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

(b) Competition risk

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(c) Market conditions

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

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

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of exploration companies experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the shares regardless of the Company's performance.

(d) Additional requirements for capital

The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the capital raising. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope

of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(e) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, and its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

(f) **Force Majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(g) **Government policy changes**

Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Western Australia may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

(h) **Litigation Risks**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(i) **Significant Conflicts**

Ongoing significant military and political conflicts, including the conflict between Ukraine and Russia and the conflict between Israel and Palestine, (**Significant Conflicts**) are impacting global economies and financial markets. The nature and extent of the effect Significant Conflicts may have on the Company's operations remains uncertain at this time. In the short to medium term, the Company's Share price may be adversely affected by the economic uncertainty caused by the Ukraine

Conflict and the wider effect the conflict has on global economies and financial markets.

The Directors are monitoring the potential secondary and tertiary macroeconomic impacts of the Significant Conflicts, including the fluctuations in commodity and energy prices and the potential risk of cyber activity impacting governments and businesses.

Further, any governmental or industry measures taken in response to the Significant Conflicts, including limitations on travel and changes to import/export restrictions and arrangements involving the relevant nations, may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Company is monitoring the situation closely and considers the impact of the Significant Conflicts on the Company's business and financial performance to, at this stage, be limited. However, the situations with respect to the Significant Conflicts are continually evolving, and the consequences are therefore inevitably uncertain.

5.5 Speculative investment

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

Existing and prospective investors should consider that an investment in the Company is highly speculative.

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

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

6. ADDITIONAL INFORMATION

6.1 Litigation

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

6.2 Company Update

The Company has entered into an exclusivity deed with Playa One Pty Ltd (ACN 646 863 256) (**Playa**) with respect to the potential acquisition of E63/2257 from Playa. The Company is currently in the process of completing due diligence investigations with respect to the potential acquisition and a binding agreement will be negotiated in the event the Company elects to proceed with the acquisition.

While due diligence investigations are ongoing and negotiations have not yet commenced, the indicative terms contemplate that the consideration payable by the Company will be \$100,000 (payable in Shares and cash), with a 1% net smelter return royalty to be payable. Any acquisition will be subject to customary conditions precedent, including receipt of all necessary shareholder and regulatory approvals.

If a binding agreement is entered into, the Company will make an announcement to the market at the appropriate time.

6.3 Continuous Disclosure Obligations

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

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

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

- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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

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

Date	Description of Announcement
14 March 2024	Cleansing Notice
14 March 2024	Application for quotation of securities – M2M
14 March 2024	Application for quotation of securities – M2M
14 March 2024	Application for quotation of securities – M2M
13 March 2024	Proposed issue of securities – M2M
13 March 2024	High Grade Near Surface Gold Confirmed at
12 March 2024	Half Yearly Report to Shareholders
11 March 2024	Trading Halt
1 March 2024	Change of Share Registry Details
29 February 2024	Change of Directors' Interest Notice – RD, TD, DT, GP
28 February 2024	Cleansing Notice
28 February 2024	Notification regarding unquoted securities – M2M
28 February 2024	Notification regarding unquoted securities – M2M
28 February 2024	Application for quotation of securities – M2M
28 February 2024	Application for quotation of securities – M2M
28 February 2024	Application for quotation of securities – M2M
20 February 2024	Change of Director's Interest Notice - GP
20 February 2024	Change of Director's Interest Notice – DT
16 February 2024	Change of Director's Interest Notice – TD
9 February 2024	Exploration Update
9 February 2024	Proposed issue of securities – M2M
31 January 2024	Results of 2024 Extraordinary General Meeting
31 January 2024	Quarterly Activities and Cashflow Report
25 January 2024	RC Drilling Commenced at Golden Crown Prospect
22 December 2023	Letter to Shareholders, 2024 EGM NOM & Proxy Form
18 December 2023	Pegmatites Confirmed in Drill Chips at Lake Johnston
8 December 2023	Application for quotation of securities – M2M

Date	Description of Announcement
8 December 2023	Cleansing Notice
30 November 2023	Reinstatement to Quotation
30 November 2023	Proposed issue of securities – M2M
30 November 2023	Proposed issue of securities – M2M
30 November 2023	Proposed issue of securities – M2M
30 November 2023	Proposed issue of securities – M2M
30 November 2023	WA Lithium Exploration Footprint Expansion at Lake Johnston
29 November 2023	Extension of Voluntary Suspension
28 November 2023	Results of 2023 Annual General Meeting
27 November 2023	Suspension from Quotation
23 November 2023	Trading Halt
23 November 2023	Pause in Trade
31 October 2023	Quarterly Activities and Cashflow Report
31 October 2023	Director Loan
25 October 2023	Letter to Shareholders, 2023 AGM NOM & Proxy Form
26 September 2023	Corporate Governance Statement including Appendix 4G

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

The announcements are also available through the Company's website at www.mtmalcolm.com.au.

6.4 Market Price of Shares

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

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

	(\$)	Date
Highest	\$0.040	13 March 2024
Lowest	\$0.020	31 January, 7 February 2024
Last	\$0.023	10 April 2024

As the issue of the New Options under this Prospectus represents the first time the Company will have quoted Options on issue, there are no previous closing market sale prices preceding the date of lodgement of this Prospectus that can be disclosed.

6.5 Interests of Directors

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

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

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

6.5.1 Security Holdings

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus is set out in the table below:

Director	Shares	Options	Performance Rights
Robert Downey ¹	3,851,500	2,400,000	Nil
Trevor Dixon ²	49,749,000	12,000,000	1,200,000
Daniel Tuffin ³	2,655,000	1,240,000	Nil
Gary Powell ⁴	955,000	1,240,000	Nil

Notes:

1. Comprising:
 - (a) 1,851,500 Shares held indirectly by Mrs Stella Downey;
 - (b) 2,000,000 Shares held indirectly by Mrs Stella Emily Downey & Mr Robert Hartley Downey <Downey Superannuation Fund A/C>;
 - (c) 1,000,000 unlisted options exercisable at \$0.30 each on or before 8 September 2025 held indirectly by Mrs Stella Downey; and
 - (d) 1,000,000 unlisted options exercisable at \$0.07 each on or before 31 December 2025 held indirectly by Mrs Stella Emily Downey & Mr Robert Hartley Downey <Downey Superannuation Fund A/C>; and
 - (e) 400,000 unlisted options exercisable at \$0.07 each on or before 31 December 2025 held indirectly by Mrs Stella Downey.
2. Comprising:
 - (a) 49,749,000 Shares held as follows: 49,309,000 Shares held directly by Trevor Dixon and 440,000 Shares held indirectly by Drylands Pty Ltd;

- (b) 2,000,000 unlisted Options exercisable at \$0.30 each, expiring on 8 September 2025 held directly by Trevor Dixon;
 - (c) 1,200,000 Performance Rights held directly by Trevor Dixon; and
 - (d) 10,000,000 unlisted options exercisable at \$0.07 each, expiring on 31 December 2025 held directly by Trevor Dixon.
3. Comprising:
- (a) 150,000 Shares held directly by Daniel Tuffin;
 - (b) 2,505,000 Shares held indirectly by Tuffaco Pty Ltd <Tuffin Family a/c>;
 - (c) 1,000,000 unlisted Options exercisable at \$0.30 each, expiring on 8 September 2025 held indirectly by Tuffaco Pty Ltd <Tuffin Family a/c>; and
 - (d) 240,000 unlisted options exercisable at \$0.07 each, expiring on 31 December 2025 held indirectly by Tuffaco Pty Ltd <Tuffin Family a/c>.
4. Comprising:
- (a) 755,000 Shares held indirectly by Mrs Maria Powell;
 - (b) 200,000 Shares held directly by Gary Powell;
 - (c) 1,000,000 unlisted options exercisable at \$0.30 each, expiring on 8 September 2025 held indirectly by Mrs Maria Powell; and
 - (d) 240,000 unlisted options exercisable at \$0.07 each, expiring on 31 December 2025.

No New Options being offered under this Prospectus will be issued to Directors.

6.5.2 Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$300,000 per annum.

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

The following table shows the total annual remuneration paid to the Directors for the previous two financial years, and the proposed remuneration for the current financial year.

Director	Proposed FY24 (ending 30 June 2024)	FY23 (ended 30 June 2023)	FY22 (ended 30 June 2022)
Robert Downey	48,000 ¹	48,000 ¹	38,780 ¹
Trevor Dixon	255,595 ¹	286,192 ²	196,124 ¹
Daniel Tuffin	36,000 ³	36,000 ³	29,000 ³
Gary Powell	36,000 ³	36,000 ³	31,250 ³

Notes:

1. Comprising salary and superannuation.
2. Comprising salary, superannuation and equity-settled Options.
3. Comprising salary.

6.6 Interests of Experts and Advisers

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

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

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

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

Steinepreis Paganin has acted as the solicitors to the Company in respect of the Prospectus. The Company estimates it will pay Steinepreis Paganin \$10,000 (excluding GST and disbursements) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$19,102.50 (excluding GST and disbursements) for legal services provided to the Company.

Novus Capital Limited has acted as Lead Manager to the Placement. Refer to Section 2.3 of this Prospectus for the fees to be paid to the Lead Manager. During the 24 months preceding lodgement of this Prospectus with the ASIC, the Lead Manager has received \$10,000 (excluding GST) in fees from the Company for its services in connection with the Placement and has not received any fees from the Company for any other services.

6.7 Consents

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

Each of the parties referred to in this Section:

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

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Novus Capital Limited has given its written consent to being named as the Lead Manager to the Placement in this Prospectus. Novus Capital Limited has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

6.8 Estimated Expenses of the Offer

The total expenses of the Offer are estimated to be approximately \$99,033 (excluding GST) and are expected to be applied towards the items set out in the table below:

Item	Amount
ASIC fees	\$3,206
ASX fees	\$7,327
Legal fees	\$10,000
Share Registry fees, printing and distribution	\$2,500
Lead Manager Fees for Placement	\$66,000
Other Placement Costs	\$10,000
Total	\$99,033

7. DIRECTORS' AUTHORISATION

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

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

8. GLOSSARY

\$ means an Australian dollar.

Applicant means an Investor that applies for New Options pursuant to the Offer.

Application Form means the application form with respect to the Offer, attached to or accompanying this Prospectus.

ASIC means Australian Securities & Investments Commission.

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

ASX Listing Rules means the official listing rules of ASX.

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

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the board of Directors as constituted from time to time.

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

Closing Date means the date specified in the timetable in the Section 1 (unless extended or closed earlier).

Company means Mt Malcolm Mines NL (ACN 646 466 435).

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

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

Director means an appointed director of the Company.

Exercise Period has the meaning given in Section 4.1.

Exercise Price has the meaning given in Section 4.1.

Expiry Date has the meaning given in Section 4.1

General Meeting has the meaning given in 1.2.

Investors has the meaning given in Section 1.2

Lead Manager means Novus Capital Limited (ACN 006 711 995) (AFSL 238168).

New Option means an Option issued on the terms set out in Section 4.1.

Notice of Exercise has the meaning given in Section 4.1.

Offer means one (1) New Option for every two (2) Shares issued to participants under the Placement.

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

Opening Date means the opening date of the Offer as set out in the indicative timetable in Section 1.1.

Option means an option to acquire a Share, including where the context requires, New Options.

Optionholder means a holder of an Option.

Performance Rights means a performance right convertible into a Share upon the satisfaction of the relevant performance criteria.

Placement has the meaning given in Section 1.2.

Project has the meaning given in Section 5.2.

Prospects has the meaning given in Section 5.2

Prospectus means this prospectus.

Section means a section of this Prospectus.

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

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

Shareholder means the holder of a Share.

Tranche 2 Placement Shares has the meaning given in Section 1.2(b).