



28 August 2024

Dear Shareholder

ORANGE MINERALS NL (ASX:OMX) – SHARE PURCHASE PLAN

On behalf of the Board of Orange Minerals NL ACN 650 435 895 (ASX:OMX) (**Company**), I am pleased to offer Eligible Shareholders the opportunity to participate in the Company's Share Purchase Plan (**SPP**) announced to the ASX on 27 August 2024.

Eligible Shareholders are Company shareholders with a registered address in Australia or New Zealand who were registered holders of Shares at **4pm (WST) on 26 August 2024**. If you are a registered shareholder of the Company but a resident outside these countries, please contact the Company to discuss alternative options.

Under the SPP, Eligible Shareholders have the opportunity to purchase between \$1,000 and \$30,000 worth of ordinary shares in the Company (**Shares**), in the increments noted in Section 5 of the Company's Share Purchase Plan Offer Booklet dated 28 August 2024 (**Booklet**), irrespective of the size of their shareholding, without incurring brokerage or transaction costs.

The Company is seeking to raise approximately \$600,000 under the SPP through the issue of approximately 25,000,000 Shares at an issue price of \$0.024.

The issue price of Shares under the SPP represents:

- (a) an 8% discount to the closing price of Shares of \$0.026 on 26 August 2024, being the last trading day immediately prior to the announcement of the SPP.
- (b) a 7% discount to the 5-day VWAP of Shares up to and including 26 August 2024, being \$0.0258.

The SPP is not underwritten.

If demand for the SPP exceeds \$600,000, the Board reserves the right to reject or scale back applications in its absolute discretion or elect to increase the amount raised under the SPP subject to the ASX Listing Rules.

Proceeds raised under the SPP will be used to fund an initial drilling program at the Lennons Find project in WA, for exploration activities at the Mulga Rocks project and for general working capital purposes.

The SPP opens **on 28 August 2024** and is expected to remain open **until 5pm (WST) on 19 September 2024 (Closing Date)**. An indicative timetable for the SPP is provided overleaf.

The SPP is being made on the terms and conditions of this letter, the Booklet and the personalised application form provided to Eligible Shareholders (**Term and Conditions**). If you are an Eligible Shareholder, please read the Terms and Conditions in full before applying for Shares under the SPP. The Booklet has been released on the ASX announcements platform today and can also be accessed on the Company's website at <https://www.orangeminerals.com.au/site/investor-centre>.

To participate in the SPP, Eligible Shareholders must apply in accordance with the instructions on their personalised application form, which is accessible at <https://investor.automic.com.au>. Payment must be made directly via BPAY® or Electronic Funds Transfer (EFT) ensuring the unique reference number provided on your personalised application form is included. This is the fastest and easiest way to apply. If you make a payment by BPAY® or EFT, you are taken to make the certifications, representations and warranties described in the Terms and Conditions.

There are important requirements which apply to Eligible Shareholders who hold Shares as custodians, trustees and nominees. Please refer to the Terms and Conditions for more details.

Valid applications including payment of subscription monies must be received no later than the Closing Date of the SPP outlined above. You will not be able to withdraw or revoke your application or payment once you have submitted it or change the amount of your application.

The indicative timetable for the SPP is as follows:

Event	Date
Record Date (the time that eligibility to participate in the SPP is determined)	4pm (WST) on 26 August 2024
SPP is announced Appendix 3B lodged with ASX	27 August 2024
Opening Date SPP Booklet is announced SPP Booklet and application forms dispatched to Eligible Shareholders	28 August 2024
Closing Date	5pm (WST) on 19 September 2024
Announcement of SPP results	24 September 2024
Issue of Shares under SPP	25 September 2024
Quotation on ASX of Shares under SPP	26 September 2024

Subject to the ASX Listing Rules and the Corporations Act, the dates in the above table are indicative only and may change. The Company reserves the right to vary these dates, including to close the Offer early or accept late applications, either generally or in particular cases, without notifying any recipient of the SPP offer or any applicants. Eligible Shareholders who wish to apply under the SPP are encouraged to do so as soon as practicable.

Shareholders should be aware that the future market price of the Shares is uncertain and may rise or fall. This means the price that Eligible Shareholders pay for Shares under the SPP may be higher or lower than the price of Shares trading on the ASX at the time Shares are issued under the SPP. The market price of Shares can be obtained from the ASX's website by searching for "OMX" in the prices search screen. If you are uncertain whether Shares are a suitable investment for you, please consult your financial or other professional adviser.

If you have any questions in relation to how to participate in the SPP, please contact the Company's share registry, Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or via corporate.actions@automicgroup.com.au Monday to Friday 8:30am – 5:00pm (AEST).

On behalf of the Board, I thank you for your continued support of the Company.

Yours sincerely,

David Greenwood
Managing Director
Orange Minerals NL

Orange Minerals NL

(ACN 650 435 895)

Share Purchase Plan Booklet

Eligible Shareholders have the opportunity to participate in the Share Purchase Plan by applying for up to \$30,000 worth of Shares in the Company without incurring brokerage or other transaction costs.

The Share Purchase Plan opens on **28 August 2024** and is intended to close at **5pm (WST) on 19 September 2024** (unless varied).

Details of the Share Purchase Plan and how Eligible Shareholders can participate are set out in this Booklet.

This Booklet is not for release or distribution in any country other than Australia and New Zealand.

This is an important document and should be read carefully and in its entirety. You should consult your professional advisers before making any decision in relation to the Share Purchase Plan.

Shares offered under the Share Purchase Plan should be considered highly speculative.

IMPORTANT NOTICES

General

This Share Purchase Plan Booklet (**Booklet**) is issued by Orange Minerals NL ACN 650 435 895 (**Company**) and is dated 28 August 2024.

If you are an Eligible Shareholder (as defined in Section 3 of this Booklet), this Booklet contains important information and requires your immediate attention. It is an important document which is accompanied by a shareholder letter and personalised application form, and you should read all carefully and in full.

The offer of new fully paid ordinary shares (**Shares**) in the Company under the Share Purchase Plan (**SPP**) is made in accordance with Australian Securities and Investments Commission Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument 2019/547**), which grants relief from the requirement to issue a disclosure document for the SPP. This Booklet is not a prospectus or other disclosure document under Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**) and has not been lodged with Australian Securities & Investments Commission.

If you have any questions in relation to how to participate in the SPP, please contact the Company's share registry Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) Monday to Friday 8:30am – 5:00pm (Sydney time) or via corporate.actions@automicgroup.com.au.

This Booklet does not constitute or provide financial product advice or a recommendation to acquire Shares in the Company, and has been prepared without taking into account your particular objectives, financial situation or needs. If you are in any doubt about whether to participate in the SPP, you should seek such legal, financial, and/or taxation or other professional advice without delay.

No cooling off regime applies in relation to the acquisition of Shares under the SPP.

Offering restrictions

This Booklet is intended for use only in connection with the offer of Shares to Eligible Shareholders in Australia or New Zealand. No action has been taken to permit an offering of Shares in any jurisdiction outside of Australia and New Zealand.

The distribution of this Booklet (and any electronic copies) may be restricted by law and persons (including nominees and custodians) who come into possession of it should observe any such restrictions, including those set forth below.

For the avoidance of doubt, this Booklet may not be released to US wire services or distributed in the United States. This Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any jurisdiction in which such an offer would be unlawful. In particular, the Shares have not been, and will not be, registered under the US Securities

Act of 1933, as amended (**US Securities Act**) or the securities laws of any US state or other jurisdiction of the United States and, as a result, may not be offered or sold in the United States except in transactions exempt from, or not subject to, regulation under the US Securities Act and applicable US state securities laws.

Eligible Shareholders in New Zealand

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

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

Custodians

Due to legal restrictions, nominees and custodians may not distribute this Booklet (and any electronic copies) to any person in, and may not participate in the SPP on behalf of any beneficial Shareholder from, the United States or any other country outside Australia or New Zealand, except with the consent of the Company.

Interpretation

All references in this Booklet to \$, AUD or dollars are references to Australian currency, unless otherwise stated.

All references to time in this Booklet relate to the time in Perth, Western Australia.

DETAILS OF SHARE PURCHASE PLAN

1. Overview

The Company is providing Eligible Shareholders the opportunity to participate in the SPP as announced to the ASX on 27 August 2024.

Eligible Shareholders are defined in Section 3 of this Booklet.

Under the SPP, Eligible Shareholders have the opportunity to purchase between \$1,000 and \$30,000 worth of ordinary shares in the Company, in the increments noted in Section 5 of this Booklet, irrespective of the size of their shareholding, without incurring brokerage or transaction costs.

The Offer opens on 28 August 2024 and is intended to close at 5pm (WST) on 19 September 2024 (unless varied). Refer to the indicative timetable in Section 10 of this Booklet.

The Company is seeking to raise approximately \$600,000 under the SPP through the issue of approximately 25,000,000 Shares at an issue price of \$0.024. Proceeds raised under the SPP will be used to complete an initial drilling program at the Lennons Find project in WA, for exploration activities at the Mulga Rocks project east of Kalgoorlie and for general working capital purposes.

The SPP is not underwritten.

2. Offer

The Company offers each Eligible Shareholder (as defined in Section 3 of this Booklet) the opportunity to purchase between \$1,000 and \$30,000 worth of Shares in the Company under the SPP, in the increments noted in Section 5 of this Booklet, at an issue price of \$0.024 per Share (**Issue Price**) subject to and in accordance with the terms and conditions outlined below (**Offer**).

The Offer is non-renounceable. This means Eligible Shareholders cannot transfer their entitlement to purchase Shares under the SPP to another person.

Participation in the SPP is at the option of each Eligible Shareholder.

The Offer is made in accordance with the terms and conditions of this Booklet, the letter to Shareholders in relation to the SPP and personalised application form provided to Eligible Shareholders (**Term and Conditions**).

3. Eligible Shareholders

You are an “**Eligible Shareholder**” who is eligible to participate in the SPP if you:

- (a) were registered on the Company’s share register (**Register**) as a holder of one or more Shares at 4pm (WST) on 26 August 2024 (**Record Date**); and
- (b) have a registered address in either Australia or New Zealand.

For the purposes of determining Eligible Shareholders, joint holders of Shares are taken to be a single registered holder of Shares.

The Offer is not made to holders of Shares with a registered address outside of Australia and New Zealand.

4. Issue Price

Shares under the SPP are being issued at the Issue Price (being \$0.024).

The Issue Price represents an 8% discount to the closing price of Shares of \$0.026 on 26 August 2024, being the last trading day immediately prior to the announcement of the SPP.

The Issue Price also represents an 7% discount to the volume weighted average price of Shares traded during the five ASX trading days up to and including 26 August 2024 (the last trading day immediately prior to the announcement of the SPP), being \$0.0258.

The market price of Shares may rise and fall between the date of the Offer and the date that any Shares are issued under the Offer. As a result, price that you pay for Shares pursuant to the SPP may be either higher or lower than the market price of Shares at the date of the SPP or at the date you receive Shares under the SPP. There can be no certainty that Shares will trade at or above the Issue Price following completion of the SPP.

The market price of Shares can be obtained from the ASX's website by searching for "OMX" in the prices search screen.

5. Applications for Shares

Eligible Shareholders are entitled to apply for a parcel of Shares for a minimum of \$1,000 up to \$30,000, in the increments noted below:

Increment	Value	Number of Shares
A	\$1,000	41,666
B	\$2,000	83,333
C	\$5,000	208,333
D	\$10,000	416,666
E	\$20,000	833,333
F	\$30,000	1,250,000

Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different application forms for Shares but may not apply for Shares with an aggregate value of more than \$30,000.

In accordance with ASX Listing Rule 7.2 (Exception 5), the total number of Shares that are able to be issued by the Company under the SPP must not exceed 30% of the number of Shares currently on issue.

Eligible Shareholders who wish to apply for Shares under the SPP can apply by following the instructions on their personalised application form which is accessible at <https://investor.automic.com.au>.

Payments may be made for Shares by BPAY® payment or electronic funds transfer (EFT), details of which are set out in the personalised application form.

The Company and its officers and agents may accept or reject your application for Shares in whole or in part (including by rounding down to the nearest valid application amount) at their absolute discretion including, without limitation, if:

- (a) your application does not comply with the Terms and Conditions;
- (b) it appears you are not an Eligible Shareholder or, if you are a Custodian, it appears that you are not applying on behalf of Eligible Shareholders;
- (c) your BPAY® payment or electronic funds transfer (EFT) is not received by the Company's share registry by the Closing Date;

- (d) if paying by EFT, your application form is incomplete or incorrectly completed or is otherwise determined by the Company to be invalid;
- (e) your BPAY® payment or EFT is incomplete or invalid;
- (f) the Company believes on reasonable grounds that you are applying to purchase more than \$30,000 worth of Shares in aggregate (including as a result of Shares you hold directly, jointly or through a Custodian or nominee arrangement) or, if you are a Custodian, it appears on reasonable grounds that you are applying on behalf of a beneficiary for more than \$30,000 worth of Shares in aggregate or your application is not in the above valid application amounts and/or from a minimum of \$1,000 up to \$30,000;
- (g) payment of the application monies is not submitted in Australian dollars; or
- (h) the amount of your BPAY® payment or EFT is not equal to the amount of your application, in which event the Company will, in its absolute discretion:
 - (i) reject your application and refund in full your application monies and not allot any Shares to you; or
 - (ii) allot to you the number of Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies.

If the Offer is oversubscribed, the Board reserves the right to reject or scale back any application in whole or part in its absolute discretion. When determining the amount if any by which to scale back an application, the Company will take into account a number of factors including, without limitation, the size of the applicant's shareholding and the extent to which Eligible Shareholders have sold or bought Shares after the Record Date.

Regardless of when during the SPP offer period you submit your application and funds, all valid applications will be deemed to be made on the Closing Date (unless the Board, in its absolute discretion, determines to close the SPP early or to extend the Closing Date of the SPP). You will not be able to withdraw or revoke your application monies once you have submitted your application and paid your application monies or change the amount of your application, except as allowed by law.

If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as practicable by direct credit to your nominated account (as recorded with the Company's share registry).

6. Participation Costs

You must pay the Issue Price per Share and any fees or charges incurred by you in paying the Issue Price, for example bank fees or fees of professional advisers. No brokerage, commissions or other transaction costs are payable by Eligible Shareholders under the Offer.

7. Share Rights and Obligations

The rights and obligations of the Shares issued under the SPP are contained in the constitution of the Company, which is available for inspection at the registered office of the Company during the Offer period.

All Shares issued under the SPP will rank equally with existing fully paid ordinary shares of the Company from the date of issue and carry the same voting rights, dividend rights and other entitlements as existing Shares.

8. Issue of Shares

Subject to the Terms and Conditions, the Shares will be issued as soon as possible after the Closing Date of the Offer.

The Company will apply for the issued Shares to be quoted on the ASX within the relevant period specified in the ASX Listing Rules and otherwise in accordance with the Indicative Timetable below.

Shareholding statements or CHESS notifications will be issued in respect of all Shares issued under the SPP. If you trade any Shares before you receive your holding statement then you do so at your own risk.

9. Shortfall

If less than \$600,000 in valid applications are received for the SPP, the shortfall placement of Shares may be done at the Company's discretion subject to compliance with legal requirements including the ASX Listing Rules.

10. Indicative Timetable

The indicative timetable for the SPP is as follows:

Event	Date
Record Date (the time that eligibility to participate in the SPP is determined)	4pm (WST) on 26 August 2024
SPP is announced Appendix 3B lodged with ASX	27 August 2024
Opening Date SPP Booklet is announced SPP Booklet and application forms dispatched to Eligible Shareholders	28 August 2024
Closing Date	5pm (WST) on 19 September 2024
Announcement of SPP results	24 September 2024
Issue of Shares under SPP	25 September 2024
Quotation on ASX of Shares under SPP	26 September 2024

Subject to the ASX Listing Rules and the Corporations Act, the dates in the above table are indicative only and may change. The Company reserves the right to vary these dates, including to close the Offer early or accept late applications, either generally or in particular cases, without notifying any recipient of this Offer or any applicants.

Eligible Shareholders who wish to apply under the SPP are encouraged to do so as soon as practicable after the Opening Date.

11. Custodians, Trustees and Nominees

Eligible Shareholders who are "custodians" as defined in ASIC Instrument 2019/547 (**Custodians**) may apply for up to the maximum value of Shares for each beneficiary for whom they act as a custodian provided they complete and provide a certificate with the following information and which otherwise complies with ASIC Instrument 2019/547 (**Custodian Certificate**):

(a) that either or both of the following apply:

- (i) on the Record Date, you held shares on behalf of one or more persons resident in Australia or New Zealand (**Eligible Beneficiary**) that are not Custodians; and/or
 - (ii) on the Record Date, another Custodian held beneficial interest in Shares on behalf of one or more other Eligible Beneficiary and you hold Shares to which those beneficial interest relate on behalf of that other Custodian;
- (b) each Eligible Beneficiary has after the Record Date instructed either you or the other Custodian to apply for Shares on their behalf under the SPP;
- (c) the number of Eligible Beneficiaries and their names and addresses;
- (d) the number of Shares that you hold on behalf of each Eligible Beneficiary;
- (e) the number or dollar amount of Shares that each Eligible Beneficiary has instructed you, either directly or indirectly, to apply for on their behalf;
- (f) there are no Eligible Beneficiaries in respect of whom the total of the applicable price for (i) the Shares applied for by you under the SPP on their behalf and (ii) any Shares issued to you in the previous 12 months as a result of any instruction given by an Eligible Beneficiary to you or another Custodian to apply for Shares on their behalf under an arrangement similar to the SPP, exceeds \$30,000;
- (g) that a copy of the Term and Conditions were given to each Eligible Beneficiary; and
- (h) where you hold Shares on behalf of an Eligible Beneficiary indirectly, through one or more other Custodians, the names and addresses of each other Custodian.

Custodians wishing to participate on behalf of a beneficiary or beneficiaries must contact the Company's share registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside of Australia), between 8:30am and 5:00pm (AEST), Monday to Friday. Custodians should request a Custodian Certificate when making an application under the SPP from the Company's share registry before the Closing Date.

Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. Custodian Certificates not received by the Closing Date will be rejected.

A Custodian that submits a Custodian Certificate certifies and agrees to the matters described in Section 15 of this Booklet.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described above.

12. Risks

The market price of Shares in the Company may change from time to time. Accordingly, there is no relationship between the Issue Price of Shares under the SPP and the market price of Shares in the Company moving forward.

Shareholders should be aware that there is a risk that the market price of Shares may change between the date of this Offer and the date when new Shares are issued under the SPP. The value of Shares received may rise or fall accordingly.

Owing securities in the Company is considered a highly speculative form of investment and the future price of the Company's securities, including Shares, can rise or fall.

Shareholders should note the Offer is not made under a prospectus or other disclosure document and does not require the type of disclosure required under the Corporations Act. Shareholders must rely on their own knowledge of the Company and publicly available information on the Company, such as that available on the Company's website and the website of the ASX.

The SPP does not take into account individual investment objectives, financial situation or the particular needs of any Eligible Shareholder. Before deciding whether to accept the Offer, Eligible Shareholders should refer to the current market price of Shares of the Company and consult your financial or other professional advisers.

13. Privacy Statements

By applying for Shares under the SPP in accordance with your personalised application form, you will be providing personal information to the Company. The *Privacy Act 1988* (Cth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information.

The Company collects information about each applicant for the purposes of evaluating and processing applications and, if the application is successful, to administer the applicant's security holding in the Company.

If the Company is obligated to do so by law, investors' personal information will be passed onto other parties strictly in accordance with legal requirements. Once personal information is no longer needed for the Company's records, the Company will destroy or de-identify it.

Each applicant agrees that the Company may use the information provided in an application 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 bodies corporate, agents, contracts and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

Except as permitted by law, Shareholders are able to access, upon their request, their personal information held by the Company.

14. Regulatory Provisions

The SPP is established pursuant to the Corporations Act, as amended by ASIC Instrument 2019/547, and the ASX Listing Rules.

Compliance with ASIC Instrument 2019/547 exempts the Company from having to issue a disclosure document (for example, a prospectus) for the Offer.

The issue of Shares under the Offer falls within ASX Listing Rule 7.2 (Exception 5) and, accordingly, Shares issued under the SPP will not count towards the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A.

Directors of the Company who qualify as Eligible Shareholders may participate in the Offer on the same terms and conditions as all other Eligible Shareholder and their participation is not subject to shareholder approval.

Due to foreign securities laws, it is not practical for shareholders resident in any country other than Australia and New Zealand to be offered the opportunity to participate in the SPP.

The Offer is being made to New Zealand shareholders in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

15. Acknowledgements

By making a payment via BPAY® or EFT, you (on your own behalf and on behalf of each person for whose account you are acting, if applicable):

- (a) accept the Offer and you irrevocably agree to the Terms and Conditions (including, without limitation the section of the application form titled "Important Information"), and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;

- (b) acknowledge that you have received a copy of this Booklet and the Terms and Conditions and that you have been informed that you should read this Booklet and the Terms and Conditions in full;
- (c) warrant that to the best of your knowledge, having made due enquiries, all details and statements in your application are true and complete and not misleading (including by omission);
- (d) agree that your application will be irrevocable (that is, it cannot be withdrawn);
- (e) warrant that to the best of your knowledge, having made due enquiries, you are an Eligible Shareholder and are eligible to participate in the SPP, and agree to provide (and if applicable direct your nominee or Custodian provide) any requested substantiation of your eligibility to participate in the SPP and of your holding of Shares on the Record Date;
- (f) acknowledge that no interest will be paid on any application monies held pending the issue of Shares or subsequently refunded to you for any reason;
- (g) acknowledge that the Company and its officers and agents are not liable for any consequences of the exercise or non-exercise of discretions referred to in these terms and conditions;
- (h) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States (in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
 - (ii) the Shares have not been, and will not be, registered under the US Securities Act of 1933 and, accordingly, may not be offered or sold, directly or indirectly, in the United States;
 - (iii) you have not, and will not, send, release or distribute this Booklet or any materials relating to the SPP, including the Terms and Conditions, to any person in the United States or elsewhere outside Australia and New Zealand;
 - (iv) if in the future you decide to sell or otherwise transfer the Shares, you will only do so in standard brokered transactions on the ASX, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or the purchaser is, a person in the United States; and
 - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating in the SPP is resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP to any person outside of Australia and New Zealand (except with the consent of the Company);
- (i) if you are applying for Shares on your own behalf (and not as Custodian), certify, acknowledge and agree that:
 - (i) you are not applying for Shares with an aggregate application price of more than \$30,000 (including any Shares which a Custodian has applied to purchase on your behalf under the SPP); and
 - (ii) the aggregate application price for the following does not exceed \$30,000:
 - (A) the Shares the subject of your application;

- (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before your application;
- (C) any other Shares which you instruct a Custodian to acquire on your behalf under the SPP; and
- (D) any other Shares issued to a Custodian in the 12 months before your application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

- (j) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares in the Company, certify, acknowledge and agree that:
 - (iii) you are a Custodian (as that term is defined in ASIC Instrument 2019/547);
 - (iv) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the SPP and that, to the best of your knowledge and belief, the Eligible Beneficiary was provided with a copy of the Terms and Conditions before giving such instruction;
 - (v) you are not applying for Shares on behalf of any Eligible Beneficiary with an aggregate application price of more than \$30,000 under the SPP; and
 - (vi) the information in the Custodian Certificate submitted with your application form is to the best of your knowledge, having made due enquiries, true, correct and not misleading;
- (k) accept the risks associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Company's share register;
- (l) agree to be bound by the constitution of the Company (as amended from time to time);
- (m) represent that, to the best of your knowledge and belief, in relation to your application for, and acquisition of, Shares, you are in compliance with all relevant laws and regulations;
- (n) acknowledge that the Company may vary the timetable set out in the Terms and Conditions at its absolute discretion by lodging a revised timetable with the ASX;
- (o) acknowledge that the market price of Shares may rise or fall between the date of the Offer and the date of issue of Shares under the SPP and that the Issue Price you pay for Shares may exceed the market price of Shares on the issue date of Shares under the SPP;
- (p) acknowledge that there are risks associated with acquiring and holding Shares, including those described in Section 12 of this Booklet;
- (q) acknowledge that none of the Company or its subsidiaries or their respective directors, officers, employees, agents and advisers has provided you with any financial product, legal, investment or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (r) authorise the Company and its officers and agents to do anything on your behalf reasonably necessary for Shares to be issued to you in accordance with the Terms and Conditions and to register you as the holder(s) of Shares issued to you;
- (s) acknowledge that the Company may at any time determine that your application is valid, in accordance with the terms and conditions of the SPP, even if your application form is incomplete, contains errors or is otherwise defective; and

- (t) declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the Offer.

16. Governing Law

The Terms and Conditions are governed by the laws in force in Western Australia.

17. Variation and Termination

The Company reserves the right at any time to:

- (a) subject to the ASX Listing Rules and the Corporations Act, amend or vary the Terms and Conditions;
- (b) waive strict compliance with any provision of the Terms and Conditions;
- (c) withdraw the Offer or suspend or terminate the SPP;
- (d) vary the timetable for the SPP, including the Closing Date; and
- (e) not accept an application, not issue Shares, or issue Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of one or more Eligible Beneficiaries).

Any such amendment, variation, waiver, suspension, withdrawal, non-acceptance or termination will be binding on all Eligible Shareholders.

In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned.

18. More Information

For more information in relation to the SPP, please contact the Company's share registry, Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or via corporate.actions@automicgroup.com.au Monday to Friday 8:30am – 5:00pm (AEST).