



**HIGH-TECH METALS**  
LIMITED

# High-Tech Metals Limited

(ACN 657 249 995)

## Loyalty Options Prospectus

For a pro-rata non-renounceable entitlement issue of one (1) Loyalty Option (exercisable at \$0.25 and expiring on 19 January 2026) for every two (2) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.001 per Loyalty Option to raise up to approximately \$16,420 before costs (based on the number of Shares on issue as at the date of this Prospectus) (**Loyalty Offer**).

The Loyalty Offer is not underwritten.  
The Loyalty Offer closes at 5.00pm (WST) on Monday, 22 May 2023.

### **Important Notice**

This is an important document and should be read in its entirety.  
This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. If you have any queries about any part of the Prospectus, please contact your professional adviser without delay. The Loyalty Options offered by this Prospectus should be considered speculative.

# Corporate Directory

---

## Directors

Harpreet Singh Sonu Cheema  
*Executive Director*

Charles William Thomas  
*Non-Executive Chairman*

Mitchell Patrick Smith  
*Non-Executive Director*

## Company Secretary

Quinton Meyers

## Registered Office

22 Townshend Road  
Subiaco WA 6008

Telephone: +61 8 6245 0051  
Email: [info@hightechmetals.com.au](mailto:info@hightechmetals.com.au)  
Website: [www.hightechmetals.com.au](http://www.hightechmetals.com.au)

## ASX Code

HTM

## Share Registry\*

Automic Pty Ltd  
Level 5, 191 St Georges Terrace  
Perth WA 6000

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

## Solicitors

Nova Legal Pty Ltd  
Level 2, 50 Kings Park Road  
West Perth WA 6005

## Auditor\*

HLB Mann Judd (WA Partnership)  
Level 4, 130 Stirling Street  
Perth WA 6000

*\* These entities are included for information purposes only. It has not been involved in the preparation of this Prospectus.*

# Contents

---

IMPORTANT INFORMATION.....	4
TIMETABLE AND IMPORTANT DATES.....	6
1. DETAILS OF THE LOYALTY OFFER.....	7
2. RISK FACTORS.....	14
3. PURPOSE AND EFFECT OF THE OFFERS .....	28
4. RIGHTS ATTACHING TO SECURITIES .....	31
5. ADDITIONAL INFORMATION .....	35
6. DIRECTORS' AUTHORISATION .....	42
7. DEFINITIONS.....	43

# IMPORTANT INFORMATION

---

## GENERAL

This Prospectus is dated Wednesday, 3 May 2023 and was lodged with ASIC on that date. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Prospectus.

This Prospectus expires 13 months from the date it was lodged with ASIC. No Loyalty Options will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. An application will be made to ASX for the quotation of the Loyalty Options the subject of this Prospectus in accordance with the timetable set out at the commencement of this Prospectus.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities or options to acquire continuously quoted 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 information that would be included in a prospectus for an initial public offering.

This document is important and it should be read in its entirety. The Loyalty Options to be issued pursuant to this Prospectus should be viewed as a speculative investment and Eligible Shareholders should refer to the Section 2 for details of certain risk factors which are considered to be relevant for the purposes of the Loyalty Offer. Eligible Shareholders should consult their stockbroker, solicitor, accountant or other professional adviser if necessary.

No person is authorised to give any information or to make any representation in relation to the Loyalty Offer which is not contained in this Prospectus and any such information may not be relied upon as having been authorised by the Directors.

A copy of this Prospectus can be downloaded from the Company's website at [www.hightechmetals.com.au](http://www.hightechmetals.com.au). The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. Any Shareholder may obtain a hard copy of this Prospectus by contacting the Company.

A number of terms and abbreviations used in this Prospectus have defined meanings set out in Section 7.

## OVERSEAS SHAREHOLDERS

Loyalty Options will not be issued pursuant to this Prospectus in jurisdictions outside Australian and New Zealand. The distribution of this Prospectus in jurisdictions outside of Australia and New Zealand may be restricted by law and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the applicable securities law.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Loyalty Options these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Loyalty Offer is not being extended and Loyalty Options will not be issued to Shareholders with a registered address which is outside Australia and New Zealand.

This Prospectus does not, and is not intended to, constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer or issue. This Prospectus has not been, nor will it be lodged, filed or registered with any regulatory authority under the securities laws of any other country.

## **RISK FACTORS**

Refer to Section 2 for details of the risks associated with an investment in the Company. As with any securities investment, there are risks associated with investing in the Company. Investors should be aware that an investment in the Company involves risks that may be greater than risks associated with an investment in some other companies. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Loyalty Options on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can be effectively managed is limited.

Risks of investing in the Company's existing assets and general risks are set out in Section 2 of this Prospectus.

Careful consideration should be given to all matters raised in this Prospectus and the relative risk factors prior to applying for Loyalty Options offered for subscription under this Prospectus. Investors should consider the risk factors described in Section 2, together with the information contained elsewhere in this Prospectus, before deciding whether to apply for Loyalty Options.

## **TARGET MARKET DETERMINATION**

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the various target markets for the offer of Loyalty 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 at [www.hightechmetals.com.au](http://www.hightechmetals.com.au). By making an application for Loyalty Options under this Prospectus, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

## TIMETABLE AND IMPORTANT DATES

EVENT	DATE
Announcement of Loyalty Offer and lodgement of Appendix 3B with ASX	Wednesday, 3 May 2023
Lodgement of Prospectus with ASIC and ASX	Wednesday, 3 May 2023
Ex date	Friday, 5 May 2023
Record Date for determining Shareholders entitled to participate in the Loyalty Offer	Monday, 8 May 2023
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders, and Company announces that this has occurred	Thursday, 11 May 2023
Opening date of the Loyalty Offer	Thursday, 11 May 2023
Last day to extend Closing Date of the Loyalty Offer	Wednesday, 17 May 2023
Closing Date (5.00pm WST)*	Monday, 22 May 2023
Securities quoted on a deferred settlement basis	Tuesday, 23 May 2023
Announcement of results of the Loyalty Offer	Monday, 29 May 2023
Last day for the Company to issue the Loyalty Options under the Loyalty Options Offer and lodge an Appendix 2A	Monday, 29 May 2023
Deferred settlement trading ends	Monday, 29 May 2023
Commencement of trading of Loyalty Options on ASX**	Tuesday, 30 May 2023

\* The Directors may extend the Closing Date of the Loyalty Offer by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Loyalty Options are expected to commence trading on ASX may vary.

\*\*Quotation of the Loyalty Options is subject to the Company satisfying the quotation requirements set out in Chapter 2 of the ASX Listing Rules.

# 1. DETAILS OF THE LOYALTY OFFER

---

## 1.1 Loyalty Offer

The Loyalty Offer is being made as a pro-rata non-renounceable entitlement issue of one (1) Option (**Loyalty Option**) for every two (2) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.001 per Loyalty Option. In the calculation of any Entitlement, fractions will be rounded down to the nearest whole number.

All of the Loyalty Options offered under this Prospectus will be issued with an exercise price of \$0.25 and an expiry date of 19 January 2026. In the event that the Company can satisfy the ASX requirements for quotation of a new class of securities (which includes, among other things, there being a minimum of 100,000 Loyalty Options on issue, with at least 50 holders holding a marketable parcel), the Company will seek quotation of the Loyalty Options. The Company makes no guarantee that any such application for quotation will be successful.

Based on the capital structure of the Company as at the date of this Prospectus, approximately 16,420,005 Loyalty Options will be issued pursuant to the Loyalty Offer to raise up to approximately \$16,420 (before costs).

As at the date of this Prospectus, the Company has 9,500,000 unlisted Options on issue, all of which may be exercised prior to the Record Date in order to participate in the Loyalty Offer. Please refer to Section 3.4 for information on the exercise price, expiry date and escrow restrictions of the unlisted Options on issue.

The full terms and conditions of the Loyalty Options are set out in Section 4.2 of this Prospectus. All of the Shares issued upon exercise of the Loyalty Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for a summary of the rights and liabilities attaching to Shares.

Details of the purpose and effect of the Loyalty Offer and the proposed use of funds raised are set out in Section 3.

The number of Loyalty Options to which you are entitled as an Eligible Shareholder is shown on the accompanying personalised Entitlement and Acceptance Form. Please refer to Section 1.4 for details on how to apply for Loyalty Options under the Loyalty Offer.

## 1.2 Minimum Subscription

There is no minimum subscription under the Loyalty Offer.

## 1.3 Opening and Closing Dates

The Loyalty Offer will open for receipt of acceptances on **Thursday, 11 May 2023**.

The Loyalty Offer will close at **5:00pm (WST) on Monday, 22 May 2023**, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives ASX notice of the change at least 3 Business Days prior to the Closing Date.

## 1.4 How to Accept the Loyalty Offer

Your acceptance of any of the Loyalty Offer must be made by completing the online Entitlement and Acceptance Form available at one of the three links set out below and paying the application monies electronically by BPAY or EFT in accordance with the instructions set out in the Entitlement and Acceptance Form. You will need to provide your SRN or HIN and postcode to access the online application system.

(a) **How to access the Entitlement and Acceptance Form**

<b>If you already have an online account with Automic share registry</b>	<a href="https://investor.automic.com.au">https://investor.automic.com.au</a> <ul style="list-style-type: none"><li>• Select: “Existing Users Sign In”</li><li>• Once you have successfully signed in, click on “Documents and Statements” &gt; “Other Documents”</li><li>• Download the Prospectus and Entitlement and Acceptance Form</li></ul>
<b>If you don’t have an online account with Automic share registry but wish to register for one</b>	<a href="https://investor.automic.com.au/#/signup">https://investor.automic.com.au/#/signup</a> <ul style="list-style-type: none"><li>• Select: <b>High-Tech Metals Limited</b> from the dropdown list in the <b>ISSUER</b> field</li><li>• Enter your holder number SRN / HIN (from your latest Holding Statement)</li><li>• Enter Postcode (Aust only) or Country of Residence (if not Australia)</li><li>• Tick box “I am not a robot”, then <b>Next</b></li><li>• Complete prompts</li><li>• Once you have successfully signed in, click on “Documents and Statements” &gt; “Other Documents”</li><li>• Download the Prospectus and Entitlement and Acceptance Form</li></ul>
<b>If you don’t have an online account with Automic share registry but want to use Automic for this Loyalty Offer only</b>	<a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> <ul style="list-style-type: none"><li>• Select: <b>High-Tech Metals Limited</b> from the dropdown list in the <b>ISSUER</b> field</li><li>• Enter your holder number SRN / HIN (from your latest Holding Statement)</li><li>• Enter Postcode (Aust only) or Country of Residence (if not Australia)</li><li>• Tick box “I am not a robot”, then <b>Access</b></li><li>• Once you have successfully signed in, click on “Documents and Statements” &gt; “Other Documents”</li><li>• Download the Prospectus and Entitlement and Acceptance Form</li></ul>

(b) **What Eligible Shareholders may do**

The Entitlement and Acceptance Form sets out the number of Loyalty Options you are entitled to subscribe for. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Loyalty Offer as follows:

- (i) if you wish to accept your **full** Entitlement:
  - (A) take up all of your Entitlement in accordance with the instructions on the accompanying Entitlement and Acceptance Form; and
  - (B) pay the application monies for the amount indicated on your Entitlement and Acceptance Form (in full) by BPAY or EFT, so that it is received by no later than 5.00pm WST on the Closing Date; or
- (ii) if you only wish to accept **part** of your Entitlement:
  - (A) fill in the number of Loyalty Options you wish to accept in the space provided on the Entitlement and Acceptance Form; and



- (B) pay the appropriate application monies, by BPAY or EFT so that is received no later than 5.00pm WST on the Closing Date; or
- (iii) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

(c) **Payment options**

(i) **BPAY®**

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

- (A) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (B) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Loyalty Options which is covered in full by your application monies.

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the unique customer reference number (**CRN**) specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same CRN for more than one of your Shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any application in respect of your remaining Shareholdings will not be valid).

(ii) **Electronic Funds Transfer**

For payment by Electronic Funds Transfer (**EFT**), please follow the instructions on the Entitlement and Acceptance Form. Multiple acceptances must be paid separately. You should be aware of your financial institution's cut-off time and any associated fees with processing an EFT. It is your responsibility to ensure funds are submitted correctly by the Closing Date and time. Please note that should you choose to pay by EFT:

- (A) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (B) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Loyalty Options which is covered in full by your Application monies.

Please ensure you use your unique payment reference number located on the Entitlement and Acceptance Form. This will ensure your payment is processed correctly. Failure to do so may result in your funds not being allocated to your application and your Entitlement subsequently not being issued.

**It is your responsibility to ensure that your completed Entitlement and Acceptance Form and payment of application monies is received by the share registry by no later**

than 5:00 pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Loyalty Options will be refunded. No interest will be paid on any application monies received or refunded.

## **1.5 Shortfall Offer**

Any Entitlement to Loyalty Options not taken up pursuant to the Loyalty Offer will form part of the Shortfall Offer (**Shortfall Options**).

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date of the Loyalty Options Offer. The issue price for each Shortfall Option to be issued under the Shortfall Offer shall be \$0.001 being the price at which Loyalty Options have been offered under the Loyalty Offer.

Applications for Shortfall Options must be made by completing the Shortfall Offer Application Form and providing the Company with payment for those Shortfall Options in accordance with the instructions on the Shortfall Offer Application Form. A Shortfall Application Form may be provided, together with a copy of this Prospectus, to other investors who are not currently Shareholders who are invited to participate in the Shortfall Offer. The Directors reserve the right to issue Shortfall Options at their absolute discretion, subject to any restrictions imposed by the Corporations Act and the Listing Rules. Accordingly, do not complete a Shortfall Offer Application Form unless directed to do so by the Company.

There is no guarantee that Applicants under the Shortfall Offer will receive any Shortfall Options applied for under the Shortfall Offer. The Directors reserve the right to issue to an Applicant a lesser number of Shortfall Options than the number for which the Applicant applies, or to reject or scale back an Application for Shortfall Options, or to not proceed with placing the Shortfall Options. In that event, Application Monies will be refunded by the Company (without interest) in accordance with the provisions of the Corporations Act. The Company will have no liability to any Applicant who receives less than the number of Shortfall Options they applied for under the Shortfall Offer.

## **1.6 Non-renounceable**

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

## **1.7 Underwriting**

The Loyalty Offer is not underwritten and no lead manager has been appointed in connection with the Loyalty Offer.

## **1.8 ASX Listing**

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

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

## **1.9 Issue of Loyalty Options**

Loyalty Options issued pursuant to the Loyalty Offer will be allotted in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus. Loyalty Options issued pursuant to the Shortfall Offer will be issued on a progressive basis.

Where the number of Loyalty Options issued is less than the number applied for, or where no allotment is made surplus application monies will be refunded without an interest to the Applicant as soon as practicable.

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

Holding statements for Loyalty Options issued under the Loyalty Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus and for Shortfall Options issued (if any) as soon as practicable after their issue.

## **1.10 CHESS and Issuer Sponsorship**

The Company will not be issuing option certificates. The Company is a participant in Clearing House Electronic Sub-Register System (**CHESS**), for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Loyalty Options allotted 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 CHESS and issuer sponsorship.

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.

## **1.11 Risks**

As with any securities investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Loyalty Options on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

## **1.12 Overseas Shareholders**

The Loyalty Offer and Shortfall Offer do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Loyalty Options these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Loyalty Offer is not

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

In relation to the Shortfall Offer, the distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. No action has been taken to register or qualify the Shortfall Offer or the Shortfall Options, or to otherwise permit a public offering of the Shortfall Options under the Shortfall Offer in any jurisdiction outside Australia.

### ***New Zealand***

The Loyalty Offer (and Shortfall Offer) is not being made to the public in New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the Offer is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document 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.

### ***Nominees and custodians***

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident in other jurisdictions are responsible for ensuring that applying for Loyalty Options under the Loyalty Offer (or Shortfall Offer) does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form (or Shortfall Offer Application Form) will be taken by the Company to constitute a representation that there has been no breach of those regulations.

## **1.13 Representations**

The return of the Application Form or otherwise applying for Loyalty Options under the Loyalty Offer (or Shortfall Offer) will be taken by the Company to constitute a representation by the Applicant that it:

- (a) has received a printed or electronic copy of this Prospectus accompanying the form and has read it in full;
- (b) agrees to be bound by the terms of this Prospectus and the Constitution;
- (c) has obtained all necessary approvals and complied with all relevant laws and regulations for the purposes of Section 1.12 (to the extent that they are applicable) and confirms its eligibility in respect of an offer of securities under the applicable Offer;
- (d) declares that all details and statements in the Application Form are complete and accurate;
- (e) declares that it is over 18 years of age and has full legal capacity and power to perform all of its rights and obligations under the Application Form;
- (f) acknowledges that once the Application Form is returned or payment is made its acceptance may not be varied or withdrawn;

- (g) agrees to being issued the number of new securities that it applies for (or such other number issued in accordance with this Prospectus);
- (h) authorises the Company to register it as the holder(s) of the Loyalty Options issued to it under the applicable Offer;
- (i) acknowledges that the information contained in this Prospectus is not investment advice or a recommendation that the Loyalty Options are suitable for it, given its investment objectives, financial situation or particular needs; and
- (j) authorises the Company and its officers or agents to do anything on its behalf necessary for the new securities to be issued to it, including correcting any errors in its Application Form or other form provided by it and acting on instructions received by the share registry using the contact details in the Application Form.

#### **1.14 Taxation**

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the securities of the Company.

#### **1.15 Privacy Disclosure**

If you complete an application for Loyalty Options, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, 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 Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

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

#### **1.16 Enquiries**

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

If you have any questions regarding your Entitlement or the Loyalty Offer, please contact the Company Secretary on +61 8 9388 0051, from 8.30am (WST) to 5.00pm (WST), Monday to Friday.

## 2. RISK FACTORS

---

### 2.1 Introduction

The Loyalty Options offered under this Prospectus should be considered speculative because of the nature of the Company's business.

Whilst the Directors recommend that Shareholders take up their entitlement to Loyalty Options, there are however numerous risk factors involved. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which the Loyalty Options will trade (subject to satisfying ASX of the quotation requirements) or the underlying Shares.

The following is a summary of the more material matters to be considered and should be read in conjunction with specific matters referred to in the Company's announcements and reports. However, the summary is not exhaustive and potential investors should examine the contents of this Prospectus in its entirety and consult their professional advisors before deciding whether to apply for the Loyalty Options.

### 2.2 Company specific

#### (a) Limited history

The prospects of the Company must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly in the mineral exploration sector, which has a high level of inherent uncertainty. Having been incorporated on 11 February 2022, the Company has limited operational and financial history on which to evaluate its business and prospects.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of the Project. Until the Company is able to realise value from the Project, it is likely to incur ongoing operating losses.

#### (b) Exploration and operations

Prospective investors should understand that mineral exploration and development are speculative and high-risk undertakings that may be impeded by circumstances 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 discovery and project development phases;
- (iii) securing and maintaining title to mineral projects;
- (iv) obtaining required development approvals, authorisations, consents, licences and permits necessary for the 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.

There can be no assurance that future exploration and development of the Project, or any other mineral projects that may be acquired by the Company in the future, will result in the discovery of an economic resource, notwithstanding that a Mineral Resource Estimate has been reported on the area of the Project as outlined in the Company's IPO Prospectus. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

The future exploration and development activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process and Indigenous rights and title, including First Nations and Métis peoples, and related consultation issues, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company being able to maintain title to the Properties forming the Project, or any other mineral projects that may be acquired by the Company in the future, and obtaining all required approvals for their contemplated activities. In the event that exploration programs prove to be unsuccessful this could lead to a diminution in the value of the Project, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the Properties forming the Project.

(c) **Title to mineral properties**

The acquisition of title to mineral properties is a very detailed and time-consuming process. The Properties and other mineral properties that may be acquired in the future and the Company's ownership interests may be affected by unregistered transfers, assignments, agreements, encumbrances or other interests or undetected defects in title. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify.

A successful claim that the Company does not have title to any of its mineral properties could result in the Company losing any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to that property, or might require the Company to compensate other third-parties. In addition, in any such case, the investigation and resolution of title issues would likely divert management's time from ongoing exploration and development programs.

The Company has taken all reasonable steps to attempt to ensure that good and proper title to the Properties has been ascertained and that all grants of such rights thereunder, if any, have been registered with the appropriate public offices. However, despite the due diligence undertaken by the Company, there is no guarantee that title to the Properties, or other mineral properties acquired in the future, will not be challenged or impugned.

Maintenance of the Company's interests in the Properties is subject to ongoing compliance with the terms of the Properties and the provisions of the applicable statutes and regulations governing the Properties. Failure to comply with the terms of the Properties or a provision of the applicable statutes or regulations may render the Properties subject to forfeiture and the Company may lose its rights to the properties underlying the Properties. Please refer to the Company's IPO Prospectus for further details.

(d) **Approvals, authorisations, licences and permits**

Many of the mineral rights and interests to be held by the Company are subject to the need for a variety of governmental approvals, authorisations, licences and permits, including work permits and environmental approvals, at various stages of exploration and development. These requirements will change as the Company's operations develop.

There can be no assurance that the various approvals, authorisations, licences and permits required for the Company to carry out exploration, development and mining operations on the Project will be obtained on reasonable terms or at all or, if obtained, will not be cancelled or renewed upon expiry in the future. In addition, there is no assurance that such approvals, authorisations, licences and permits will not contain terms and provisions which may adversely affect the Company's exploration and development activities and mining operations.

Delays may occur in obtaining necessary renewals or modifications of authorisations, approvals, licences and permits for existing or future activities and operations, or additional or amended approvals, authorisations, licences and permits associated with new legislation. Such approvals, authorisations, licences and permits are subject to changes in regulations and in various operating circumstances.

Delay or a failure to obtain required approvals, authorisations, licences and permits may materially affect the Company's business and prospects.

(e) **Tenure and land access**

Land access is critical for exploration and/or exploitation to succeed. It requires both access to the mineral rights and access to the surface rights. Minerals rights may be negotiated and acquired. In all cases the acquisition of prospective exploration and mining claims is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential. The Company may not be successful in acquiring or obtaining the necessary mining claims and access to surface rights required to conduct exploration or evaluation activities outside of the Properties.

As set out in the Company's IPO Prospectus, a number of the Properties grant mining rights only (and exclude the surface rights). Where surface rights are excluded from the grant of rights in a patented mining claim or a mining lease, the holder has a claim to the utilisation of the surface of the patented mining claim or mining lease for the purposes of accessing the minerals, but will be required to negotiate surface access rights with the surface rights holder, and may be required to compensate the surface rights holder for any damage caused by his or her actions. Where the surface rights are held by the Crown, the holder may apply for a disposition of the surface rights.

Accordingly, to the extent that the Company intends to undertake activities on the areas of those Properties which exclude the grant of surface rights, the Company will be required to obtain further rights from the surface rights holders to access those surface rights and secure entry and use or alternatively, apply to the Crown for dispositions of the surface rights for any surface rights held by the Crown. The owners of the surface rights may also have the right to compensation and additional amounts may have to be paid to the owners of the surface rights in connection with any development of mining activity.



(f) **New projects and acquisitions**

Although the Company's immediate focus will be on the Project, as with most exploration entities, it will pursue and assess other new acquisition and investment opportunities in the resource sector over time that are complementary to its business.

These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/mineral properties/permits and/or direct equity participation.

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

If an acquisition is completed, the Directors will need to reassess at that time, the funding allocated to the Project and new projects, which may result in the Company reallocating funds from the Project and/or raising additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

(g) **Royalties**

Upon completion of the Acquisition Agreement, HTM Canada Ltd. and Commerce Capital Inc. became parties to the Royalty Agreement, as summarised in the Company's IPO Prospectus, pursuant to which HTM Canada Ltd. has granted Commerce Capital Inc. a royalty of 2% of the net smelter return from the future sale of minerals from the Werner Lake Project.

As a result, there is a possibility that HTM Canada Ltd. will be required to pay royalties on a percentage of minerals derived from the Werner Lake Project upon the commencement of production on the Properties. However, as at the date of this Prospectus, the Werner Lake Project is not in the production phase and accordingly, there is no production on which any royalties may be payable.

In addition, where HTM Canada Ltd. exercises its option to acquire the Almo Lake Claims pursuant to the Lake Almo Option Agreement, as summarised in the Company's IPO Prospectus, HTM Canada Ltd. will grant William C. Hood a 1% net smelter royalty from the future production of minerals from the Almo Lake Claims.

(h) **Agents and contractors**

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

## 2.3 Industry specific risks

### (a) Climate risks

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 business viability. 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.

### (b) Sovereign risk

The Company's Project is located in Canada and is subject to the risks associated with operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, labour relations as well as government control over natural resources or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

Any future material adverse changes in government policies or legislation in foreign jurisdictions in which the Company has projects that affect foreign ownership, exploration, development or activities of companies involved in mineral exploration and production, may affect the viability and financial performance of the Company.

### (c) Indigenous rights and title and consultation issues

In relation to the Properties which the Company has an interest in or mineral properties which the Company may acquire an interest in the future, there may be areas over which certain native title, Indigenous heritage or culture rights exist pursuant to treaties or otherwise. Native title, Indigenous heritage and culture rights have the potential to adversely affect the Company's exploration and development activities, including adversely affecting the Company's ability to obtain permits, licences or other approvals or the terms of those approvals, cause delays in activities or result in the inability to explore and develop.

The Project may now or in the future be the subject of First Nations and Métis peoples claims. First Nations and Métis peoples title claims as well as related consultation

issues may impact the Company's ability to pursue exploration, development and mining of the Properties. The impact of any such claims on the area of the Project cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of the rights of First Nations and other Indigenous groups in the areas in which the Project is located, by way of negotiated settlements or judicial pronouncements, would not have an adverse effect on the Company's activities and operations. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of First Nations and other Indigenous groups interests in order to facilitate exploration and development work on the Company's mineral properties. There is no assurance that the Company will be able to establish practical working relationships with the First Nations and other Indigenous groups in the area which would allow the Company to ultimately develop its mineral properties.

There can be no assurance that Indigenous title claims and related consultation issues will not arise on or with respect to the Properties or other mineral properties acquired in the future.

The legal requirements associated with Indigenous peoples and treaty rights in Canada, including Indigenous title and land claims, are complex and constantly evolving and there remains considerable uncertainty about how Indigenous title claims will be reconciled with other interests in land.

The Directors will closely monitor the potential effect of native title, Indigenous heritage and culture matters relevant to the Properties and any other mineral properties which the Company may acquire in the future.

(d) **Heritage and sociological risk**

Some of the Properties which the Company proposes to explore and mine may be of significance from a heritage or sociological perspective. Some sites of significance may be identified within the Properties and, as a result, the Company may be hindered by legal and cultural restrictions on exploring and mining those Properties.

(e) **Exploration costs**

The exploration costs of the Company as summarised in the Company's IPO Prospectus are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Company's viability and financial performance.

(f) **Rehabilitation**

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. In addition, certain Properties being acquired by the Company have pre-existing environmental and rehabilitation costs associated with previous workings on those Properties that the Company will become responsible for on completion of the Acquisition Agreement.

Investors should note that under the Mining Act (Ontario), a holder of a patent or mining lease is responsible for all mine hazards located on said patent or lease unless a contrary intention can be shown. The Director of Mine Rehabilitation from the Ministry of Northern Development, Mines, Natural Resources and Forestry (**Director**) may, at any point in time after the acquisition of the Project by HTM Canada Ltd., require HTM Canada Ltd. to file a mine hazard closure plan and begin to remediate such mine hazards. If the Director does not order HTM Canada Ltd. to file a mine hazard closure plan, HTM Canada Ltd. will not need to put together a closure plan in respect of any existing mine hazard unless either it plans on undertaking advanced exploration where it may alter or affect those hazards (in which case it will need to prepare and file an advanced exploration closure plan in respect of such hazards) or mining (in which case it will need to prepare a mine closure plan in respect of all hazards).

(g) **Mineral Resources and Reserves Estimation**

As set out in the Company's IPO Prospectus, a Mineral Resource Estimate has been reported on the area of the Werner Lake Project. While the Company intends to undertake additional exploration and development works with the aim of improving confidence in the Mineral Resource Estimate, expanding the resources and assessing potential development options, no assurance can be provided that this can be economically extracted or that additional resources will be identified.

The Company has also identified a number of geological targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploration works with the aim of defining an exploration target or mineral resource, no assurances can be given that additional exploration will result in the delineation of an exploration target, mineral resource or ore reserve on any of the geological targets identified. Even if a mineral resource is identified no assurance can be provided that this can be economically extracted.

Mineral resource and ore reserve estimates are expressions of judgment based on analysis of drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors and by their nature resource and reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Estimates which are valid when initially calculated may change significantly when new information or techniques become available. In addition, reserve and resource estimation is an interpretive process based on available data and interpretations and accordingly, estimations may prove to be inaccurate.

The actual quality and characteristics of ore deposits cannot be known until mining takes place and may differ from the assumptions used to develop resources.

Further, Ore Reserves are valued based on future costs and future prices and, consequently, the actual Mineral Resources and Ore Reserves may differ from those estimated, which may result in either a positive or negative effect on operations.

(h) **Metallurgy**

Metal and/or mineral recoveries are dependent upon the metallurgical process that is required to liberate economic minerals and produce a saleable product and by nature contain elements of significant risk such as:

- (i) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- (ii) developing an economic process route to produce a metal and/or concentrate; and
- (iii) changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

(i) **Grant of future authorisations to explore and mine**

If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, authorisations, licences and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, authorisations, licenses and permits. To the extent that required approvals, authorisations, licences and permits are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.

(j) **Mine development**

Possible future development of mining operations at the Project 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 the Project, 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 Project.

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

(k) **Environmental risks**

The operations and proposed activities of the Company are subject to substantial laws and regulations (specifically, under Canadian federal, provincial and local laws) concerning environmental matters. 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 or failure to obtain such approvals can result in the delay to anticipated exploration programs or mining activities or could have a material adverse impact on the Company exploring and developing a project.

The cost and complexity of complying with the applicable environmental laws and regulations and future permitting as may be required may limit the Company from being able to develop potentially economically viable mineral deposits.

(l) **Regulatory Compliance**

The Company's operations and proposed activities are subject to extensive laws and regulations (specifically, under Canadian federal, provincial and local laws) relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, climate change and greenhouse emissions, protection of the environment, native title and Indigenous peoples, culture and heritage matters, protection of endangered and protected species and other matters. The Company requires approvals, authorisations, licences and permits from various regulatory authorities to authorise the Company's operations. These approvals, authorisations, licences and permits relate to exploration, development, production and rehabilitation activities.

While the Company believes that it will operate in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing approvals, authorisations, licences and permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned activities.

Obtaining necessary approvals, authorisations, licences and permits can be a time-consuming process and there is a risk that Company will not obtain these approvals, authorisations, licences and permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary approvals, authorisations, licences and permits and complying with these approvals, authorisations, licences and permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the development or operation of a mine. Any failure to comply with applicable laws and regulations or approvals, authorisations, licences 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 Properties (or any other mineral properties the Company may acquire in the future).

## 2.4 General risks

### (a) **Future funding requirements and ability to access debt and equity markets**

The Company's capital requirements depend on numerous factors and the Company may require additional debt or equity financing in the future to maintain or grow its business in addition to funds raised under the Offer.

There can be no assurance that the Company will be able to secure additional capital from debt or equity financing on favourable terms or at all. The Company may also seek to raise funds through earn-in and joint ventures, production sharing arrangements or other means.

If the Company is unable to raise additional capital if and when required, this could delay, suspend or reduce the scope of the Company's business operations (including scaling back exploration programs) and could have a material adverse effect on the Company's operating and financial performance.

Any additional equity financing may result in dilution for some or all Shareholders, and debt financing, if available, may involve restrictive covenants which limit operations and business strategy.

### (b) **Fluctuations in market price of the Shares**

The price at which the Shares trade on ASX following the Company's listing may be higher or lower than the Offer Price. There is no guarantee that the Shares will appreciate in value or maintain the same level as the Offer Price.

The price at which the Shares trade following the Company's listing on ASX could be subject to fluctuations and will be affected by a number of factors relevant to the Company's business and its overall performance and other external factors. Some of the factors which may affect the price at which the Shares trade on ASX include fluctuations in the domestic and international market for listed stocks, general economic conditions, including interest rates, inflation rates, exchange rates, changes to government fiscal, monetary or regulatory policies, legislation or regulation, the nature of the markets in which the Company operates (including movements in mineral prices) and general operational and business risks.

### (c) **Trading in Shares may not be liquid**

There is currently no public market on which the Shares may be sold. There can be no assurance that an active market for the Shares will develop or continue following the Company's listing on ASX.

There may be relatively few potential buyers or sellers of the Shares on the ASX at any time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. Accordingly, Shareholders may receive a market price for their Shares that is less or more than the price that Shareholders paid to acquire their Shares.

### (d) **Economic conditions and other global or national issues**

General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including

fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.

General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.

Specifically, it should be noted that the current evolving conflict between Ukraine and Russia is impacting global macroeconomics and markets generally. The nature and extent of the effect of this conflict on the performance of the Company and the value of the Shares remains unknown. The trading price of the Shares may be adversely affected in the short to medium term by the economic uncertainty caused by the conflict between Ukraine and Russia and overall impacts on global macroeconomics. Given the situation is continually evolving, the outcomes and consequences are inevitably uncertain.

(e) **COVID-19**

Coronavirus disease (SARS-CoV-2 (severe acute respiratory syndrome coronavirus 2), coronavirus disease 2019 or COVID 19, including any future resurgence or evolutions or mutations thereof or any related or associated epidemic, pandemic or disease outbreak) (**COVID-19**) is continuing to impact global economic markets. The nature and extent of the effect of COVID-19 on the performance of the Company remains unknown. The market price of Shares 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.

In addition, the effects of COVID-19 on the market price of the Shares and global financial markets generally may also affect the Company's ability to raise equity or debt if and when required or require the Company to issue capital at a discount, which may result in dilution for some or all Shareholders.

(f) **Market conditions**

Share market conditions may affect the value of the 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) global health epidemics or pandemics;
- (v) currency fluctuations;
- (vi) changes in investor sentiment toward particular market sectors;
- (vii) the demand for, and supply of, capital;
- (viii) political tensions; and
- (ix) terrorism or other hostilities.



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

Prospective investors should be aware that there are risks associated with any securities investment. Securities listed on a 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.

In addition, after the end of the relevant restriction arrangements applying to certain Securities, a significant sale of then tradeable Shares (or the market perception that such a sale might occur) could have an adverse effect on the market price of the Shares. Please refer to the Company's IPO Prospectus for further details.

**(g) Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of the Company's senior management and key personnel terminated service with the Company.

The Company may not be able to replace its senior management or key personnel with persons of equivalent expertise and experience within a reasonable period of time or at all and the Company may incur additional expenses to recruit, train and retain personnel. Loss of such personnel may also have an adverse effect on the performance of the Company.

**(h) 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.

Some of the Company's competitors have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out refining operations and other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

**(i) 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. Consequently, any future earnings of the Company are likely to be closely related to the price of base metals and the terms of any off-take agreements that the Company enters into.

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, production cost levels in major mineral-producing regions and other macroeconomic factors, such as general global economic conditions and expectations regarding inflation and interest rates.

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

The Company may undertake measures, where deemed necessary by the Board to mitigate such risks.

(j) **Government policy changes**

Adverse changes in government policies or legislation that affect ownership of mineral interests, taxation, royalties, land access, native title, environmental protection, carbon emissions, labour and mining, could have an adverse impact on the Company's operations.

It is possible that the current system of exploration and mine permitting in Ontario, Canada (and other jurisdictions in which the Company may acquire projects and operate) may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

(k) **Insurance**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

(l) **Unforeseen expenditure risk**

The Company may be subject to significant unforeseen expenses or actions, which may include unplanned operating expenses, future legal actions or expenses in relation to future unforeseen events. The Directors expect that the Company will have adequate working capital to carry out its stated objectives however, there is the risk that additional funds may be required to fund the Company's future objectives.

(m) **Force Majeure**

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

(n) **Dilution**

In the future, the Company may elect to issue Shares or engage in capital raisings to fund operations and growth, for investments or acquisitions that the Company may

decide to undertake, to repay debt or for any other reason the Board may determine at the relevant time.

While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within a 12 month period (other than where exceptions apply), Shareholder interests may be diluted as a result of such issues of Shares or other securities.

**(o) Taxation and Taxation Changes**

Taxation law is complex and frequently changing, both prospectively and retrospectively. Changes in taxation laws (including employment tax, GST, stamp duty and the ability to claim offsets) and changes in the way taxation laws are interpreted or administered, create a degree of uncertainty and may impact the tax liabilities or future financial results of the Company. In particular, both the level and basis of taxation may change.

An investment in the Shares involves tax considerations which may differ for each Shareholder. Each prospective investor is encouraged to seek professional taxation and financial advice in connection with any investment in the Company and the consequences of acquiring and disposing of Shares.

**(p) Litigation and other proceedings**

The Company is exposed to potential legal and other claims or disputes in the course of its business, including (without limitation) 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 costs involved in defending or settling legal and other claims or disputes that may arise, or where a claim or dispute is proven, could be costly and may impact adversely on the Company's operations, financial performance and financial position and/or cause damage to its reputation.

## **2.5 Speculative Investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Loyalty Options offered under this Prospectus.

The Loyalty Options offered under this Prospectus carry no guarantee in respect of value, profitability, dividends, return of capital or the price at which the Loyalty Options (subject to satisfying ASX of the quotation requirements set out in Chapter 2 of the ASX Listing Rules) may trade on the ASX or the underlying Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Loyalty Options pursuant to this Prospectus.

### **3. PURPOSE AND EFFECT OF THE OFFERS**

---

#### **3.1 Purpose of the Loyalty Offer**

The purpose of the Loyalty Offer is to recognise the support and loyalty the Company has received from its Shareholders to date, many of them having committed their capital at or before the Company's initial public offer. The Loyalty Offer will also serve to help maintain Shareholder loyalty for Eligible Shareholders who have purchased Shares since the Company's Shares commenced quotation on the ASX on 23 January 2023.

In addition, the Loyalty Offer will raise a nominal amount of approximately \$16,420 (before costs). The funds raised from the Loyalty Offer will be applied towards expenses of the Loyalty Offer. Refer to Section 5.8 for details of the estimated expenses of the Loyalty Offer.

The Loyalty Options will also provide the Company with a potential source of additional capital if the Loyalty Options are exercised. The Company will receive \$0.25 for each Loyalty Option exercised. If all Loyalty Options are issued and exercised, the Company will receive approximately \$4,105,001. However, there is no certainty that any Loyalty Options will be exercised, and the proportion exercised will depend on the Share price relative to the exercise price during the exercise period. It is anticipated that any funds raised by the exercise of Loyalty Options will be used toward continued development of the Company's existing projects and for working capital. The application of funds will depend on when the Loyalty Options are exercised and the status of the Company's projects and requirements at the relevant time.

The above is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events (such as project and general market risk factors affecting the Company) and new circumstances have the potential to affect the ultimate way funds will be applied. The Directors reserve the right to alter the way funds are applied on this basis.

On completion of the Loyalty Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives.

#### **3.2 Effect of the Loyalty Offer**

The principal effect of the Loyalty Offer (assuming all Loyalty Options offered under this Prospectus are issued) will be to:

- (a) decrease the cash reserves by \$18,314 (after deducting the estimated cash costs of the Loyalty Offer) immediately after completion of the Loyalty Offer; and
- (b) increase the number of Options on issue from 9,500,000 as at the date of this Prospectus to 25,920,005 Options (subject to rounding of fractional Entitlements).

#### **3.3 Effect on balance sheet**

The Loyalty Options to be issued pursuant to this Prospectus will only raise funds of approximately \$16,420 (before costs) and as such, the immediate effect on the Company's balance sheet will be minimal, limited to a decrease to the Company's existing cash reserves, with a corresponding adjustment to the Company's issued capital. Additional capital will be raised if the Loyalty Options are exercised. This will affect the Company's balance sheet.

If the maximum number of Loyalty Options are issued and then exercised, the Company will receive approximately \$4,105,001. However, the Company is not able to specify with any certainty the extent of any change to the balance sheet given the uncertainty around the number of Loyalty Options to be ultimately issued and whether and when any of the Loyalty Options will be exercised.

### 3.4 Effect on capital structure

The effect of the Loyalty Offer on the capital structure of the Company, assuming all Loyalty Options offered under the Prospectus are issued (ignoring the effects of rounding of fractional Entitlements, and assuming no further Shares are issued prior to the Record Date), is set out below.

<b>Security</b>	<b>Number</b>
<b>Shares<sup>1</sup></b>	
Shares on issue as at the date of this Prospectus <sup>2</sup>	32,840,010
Shares to be issue pursuant to the Loyalty Offer	-
<b>Total Shares on issue on completion of the Offer</b>	<b>32,840,010</b>
<b>Options</b>	
Unlisted Options on issue as at the date of this Prospectus <sup>3</sup>	9,500,000
Loyalty Options to be issued pursuant to the Loyalty Offer <sup>4</sup>	16,420,005
<b>Total Options on issue on completion of the Offer</b>	<b>25,920,005</b>

**Notes:**

- 1 The rights and liabilities attaching to the Shares are summarised in Section 4.1.
- 2 90,000 Shares are subject to ASX imposed escrow until 21 September 2023, and 8,088,522 Shares are subject to ASX imposed escrow until 23 January 2025. Holders of escrowed Shares will receive an Entitlement in respect of the escrowed Shares. Loyalty Options issued in respect of such Entitlement will be issued on the same terms and the other Loyalty Options issued under the Loyalty Offer and will not be subject to escrow requirements.
- 3 Comprising:
  - (a) 9,225,000 Options exercisable at \$0.25 each on or before 19 January 2026 (ASX: HTMAF), which are subject to ASX imposed escrow until 23 January 2025;
  - (b) 95,000 Options exercisable at \$0.25 each on or before 19 January 2026 (ASX: HTMAD); and
  - (c) 180,000 Options exercisable at \$0.25 each on or before 19 January 2026 (ASX: HTMAE), which are subject to ASX imposed escrow until 21 September 2023.
- 4 Exercisable at \$0.25 and expiring 19 January 2026. Subject to compliance with the regulations of the ASX Listing Rules, application for Official Quotation of the Loyalty Options offered pursuant to the Loyalty Offer will be made in accordance with the timetable set out at the commencement of this Prospectus. The full terms and conditions of the Loyalty Options are set out in Section 4.2.

### 3.5 Effect on control of the Company

The Company is of the view that the Loyalty Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company as only Options are being issued. No investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Loyalty Offer.

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

### 3.6 Potential dilution

No immediate dilution will occur as a result of the issue of Loyalty Options under this Prospectus. However, Shareholders should note that if they do not participate in the Loyalty Offer, their holdings are likely to be diluted if Loyalty Options are issued and subsequently exercised (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution from the Loyalty Offer may impact Shareholders is set out in the table below:

Holder	Holding as at Record date	% at Record Date	Entitlement	% if full Entitlement taken up	% if no Entitlement taken up
Shareholder 1	5,000,000	15.23%	2,500,000	15.23%	10.15%
Shareholder 2	1,000,000	3.05%	500,000	3.05%	2.03%
Shareholder 3	500,000	1.52%	250,000	1.52%	1.02%
Shareholder 4	100,000	0.30%	50,000	0.30%	0.20%
Shareholder 5	50,000	0.15%	25,000	0.15%	0.10%

**Notes:**

- 1 The table assumes that all Loyalty Options are issued and exercised and that no other Shares are issued, including on exercise of existing unquoted Options.
- 2 The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some of the resulting Shortfall Options are not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage. Percentages post-Offer have been calculated on the basis of there being 49,260,015 Shares (assuming that all Loyalty Options are issued and exercised and that no other Shares are issued, including on exercise of existing unquoted Options) on completion of the Offer. Refer to Section 3.4 for further details of the Company's capital structure.

### 3.7 Details of substantial holders

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

Shareholder	Shares	%
Patric Michael Glovac	3,653,317	11.12%
Christopher Ntoumenopoulos	2,646,650	8.06%
Global Energy Metals Corporation	2,500,000	7.61%
Simwise Developments Pty Ltd	2,500,000	7.61%
Tribeca Nominees Pty Ltd	1,994,167	6.07%
Syracuse Capital Pty Ltd	1,929,397	5.88%

The Loyalty Offer will have no effect on the quantity of Shares held by these substantial holders.

## **4. RIGHTS ATTACHING TO SECURITIES**

---

### **4.1 Rights and liabilities attaching to Shares**

The following is a summary of the more significant rights and liabilities attaching to the Shares being the underlying securities of the Loyalty Options to be issued 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. The Company's constitution permits the use of technology at general meetings of shareholders (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

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

#### **(b) Voting rights**

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

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

#### **(c) Dividend rights**

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

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may

determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

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

(d) **Winding-up**

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

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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



(i) **Alteration of constitution**

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

## 4.2 Terms and conditions of Loyalty Options

(a) **Entitlement**

Each Loyalty Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Loyalty Option is \$0.25 (**Exercise Price**).

(c) **Expiry Date**

Each Loyalty Option will expire at 5:00 pm (WST) on 19 January 2026. A Loyalty Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Loyalty Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Loyalty 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 Loyalty Option being exercised in cleared funds (**Exercise Date**).

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

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Loyalty 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 Loyalty Options.

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

(h) **Quotation of Options**

The Company will seek quotation of the Loyalty Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules. In the event that quotation of the Loyalty Options cannot be obtained, the Loyalty Options will remain unquoted.

(i) **Shares issued on exercise**

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

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

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

## 5. ADDITIONAL INFORMATION

---

### 5.1 Continuous Reporting and Disclosure Obligations

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

Investors are encouraged to check and monitor any further announcements made by the Company to ASX prior to securities being issued under the Loyalty Offer. To do so, please refer to the Company’s ASX announcements platform via <https://www2.asx.com.au/markets/company/htm>.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Loyalty Offer.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report of the Company for the financial year ended 30 June 2022;
  - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC; and
  - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
  - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Loyalty Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with ASX in respect of the Company since the Company lodged its annual financial report for the financial year ended 30 June 2022 on 19 January 2023.

Date	Title
27/04/2023	Quarterly Activities/Appendix 5B Cash Flow Report
20/04/2023	HTM TO COMMENCE GROUND GEOPHYSICAL SURVEY - WERNER LAKE COBA
06/04/2023	Appendix 3Y
30/03/2023	Investor Presentation – March 2023
29/03/2023	Application for quotation of securities – HTM
15/03/2023	Appendix 3Y
15/03/2023	Appendix 3Y
15/03/2023	Becoming a Substantial Holder
13/03/2023	Release of Escrow Securities
08/03/2023	Half-Year Report 31 December 2022
16/02/2023	High-Tech Metals Appoints Experienced Geological Team
03/02/2023	Becoming a Substantial Holder
30/01/2023	Becoming a Substantial Holder
30/01/2023	Becoming a Substantial Holder
30/01/2023	Becoming a Substantial Holder
30/01/2023	Becoming a Substantial Holder

Date	Title
25/01/2023	Appendix 3Y x3
24/01/2023	Appendix 3Y
23/01/2023	High-Tech Metals (HTM) Commences Trading on ASX
23/01/2023	Appendix 3X x3
19/01/2023	Pre-Quotation Disclosure
19/01/2023	Top 20 Holders
19/01/2023	Distribution Schedule
19/01/2023	Securities Trading Policy
19/01/2023	Corporate Governance Statement
19/01/2023	Employee Securities Incentive Plan
19/01/2023	Financial Report 30 June 2022

## 5.2 Market Price of Shares

The highest and lowest closing prices of Shares on the ASX during the 3 months preceding the date of this Prospectus, and the closing price on the trading day before the date of this Prospectus, are set out below.

	Price	Date
Highest	\$0.2125	02/03/2023
Lowest	\$0.195	15/03/2023
Last	\$0.210	01/05/2023

Whilst it is intended that the Loyalty Options will be quoted there is no current market or trading history for the Loyalty Options. It is not possible to predict what the value of Loyalty Options or Shares will be following the Loyalty Offer and the Directors do not make any representations as to such matters.

The last trading price of Shares on ASX prior to the Prospectus being lodged is not a reliable indicator as to the potential trading price of the Loyalty Options or Shares after implementation of the Loyalty Offer.

## 5.3 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.

## 5.4 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given to any Director:

- (a) to induce him to become, or to qualify him as, a Director; or
- (b) for services rendered by him in connection with the formation or promotion of the Company or the Offer.

### **Remuneration**

The remuneration (excluding superannuation unless stated otherwise) paid or due to be paid to the Directors for the two financial years prior to the date of this Prospectus, and proposed to be paid to the Directors for the current financial year (on an annualised basis), is set out below.

Director	FY 2021 <sup>4</sup>	FY 2022 <sup>4</sup>	FY 2023 <sup>5</sup>
Charles Thomas <sup>1</sup>	Nil	Nil	\$43,366
Sonu Cheema <sup>2</sup>	Nil	Nil	\$89,653
Mitchell Smith <sup>3</sup>	Nil	Nil	\$34,258

#### **Notes:**

- 1 Mr Thomas was appointed as Non-Executive Chairman on 11 February 2022. During FY2022 (from 11 February 2022 to 30 June 2022), Mr Thomas accrued fees totalling \$8,786 (plus superannuation). For FY2023, Mr Thomas is entitled to receive \$34,580 (plus superannuation) per annum.
- 2 Mr Cheema was appointed as Executive Director on 11 February 2022. During FY2022 (from 11 February 2022 to 30 June 2022), Mr Cheema accrued fees totalling \$16,473 (plus superannuation). For FY2023, Mr Cheema is entitled to receive \$73,180 (plus superannuation) per annum.
- 3 Mr Smith was appointed as Non-Executive Director on 11 February 2022. During FY2022 (from 11 February 2022 to 30 June 2022), Mr Smith accrued fees totalling \$6,589 (plus superannuation). For FY2023, Mr Smith is entitled to receive \$27,669 (plus superannuation) per annum.
- 4 The Company was incorporated on 11 February 2022. The Directors agreed to accrue all base salaries and directors' fees from the date of the Company's incorporation until the date of the Company's admission to the Official List, at which time all accrued base salaries and directors' fees will be paid.
- 5 The figures for directors' fees for FY2023 include the respective fees accrued during FY2022.

Further information relating to the remuneration of Directors can be found in the Company's annual financial report for the financial year ended 30 June 2022, which was announced to ASX on 19 January 2023.

## Securities

The securities in which the Directors and their associates have or are proposed to have relevant interests in at the date of this Prospectus are set out below.

Director	Shares	Options	Entitlement to Loyalty Options
Charles Thomas <sup>1</sup>	215,000	500,000	107,500
Sonu Cheema <sup>2</sup>	200,000	1,045,000	100,000
Mitchell Smith <sup>3</sup>	43,000	1,000,000	21,500

### Notes:

- 1 10,000 Shares held indirectly via Mounts Bay Investments Pty Ltd <Calver Capital A/C>, an entity associated with Mr Thomas. 205,000 Shares and 500,000 unquoted Options (exercisable at \$0.25 and expiring on 19 January 2026) held indirectly via Mounts Bay Investments Pty Ltd <CT Super Fund A/C>, an entity associated with Mr Thomas. 215,000 Shares and 500,000 unquoted Options are subject to ASX imposed escrow until 19 January 2026.
- 2 200,000 Shares and 1,045,000 unquoted Options (exercisable at \$0.25 and expiring on 19 January 2026) held indirectly via Cheema Holding Pty Ltd, an entity associated with Mr Cheema. 45,010 Shares are subject to ASX imposed escrow until 19 January 2026 and 1,045,000 unquoted Options are subject to ASX imposed escrow until 19 January 2026.
- 3 43,000 Shares and 1,000,000 unquoted Options (exercisable at \$0.25 and expiring on 19 January 2026) held directly. 1,000,000 unquoted Options are subject to ASX imposed escrow until 19 January 2026.

As at the date of this Prospectus, all Directors have indicated that they (or their respective nominees) intend to subscribe for their full Entitlement under this Prospectus.

## 5.5 Related party transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

## 5.6 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:

- (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 any of these persons for services provided in connection with:

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

(b) the Offer.

Nova Legal has acted as solicitors to the Company in relation to the Loyalty Offer. The Company estimates it will pay Nova Legal \$10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, Nova Legal has not received fees from the Company for any other services.

Automic Pty Ltd has been appointed to conduct the Company's share registry functions and to provide administrative services in respect of the procession of Entitlement and Acceptance Forms receive pursuant to this Prospectus, and will be paid for these services on standard industry terms and conditions.

## **5.7 Consents**

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

Each of the parties referred to in this Section:

(a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;

(b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and

(c) has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

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

Automic Pty Ltd has given its written consent to being named as the share registry to the Company in this Prospectus.



## 5.8 Estimated expenses of the Loyalty Offer

The estimated cash costs of the Loyalty Offer (exclusive of GST) are set out below:

<b>Item</b>	<b>Amount (\$)</b>
ASIC lodgement fee	\$3,206
ASX quotation fee	\$12,908
Legal fees	\$10,000
Printing, registry and other expenses	\$8,620
<b>Total</b>	<b>\$34,734</b>

## 5.9 Electronic Prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on the number set out in the Corporate Directory to this Prospectus and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website as set out in the Corporate Directory to this Prospectus.

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

## 6. 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.



---

**Sonu Cheema**  
**Executive Director**  
**For and on behalf of High-Tech Metals Limited**

## 7. DEFINITIONS

---

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

**Acquisition Agreement** has the meaning given in the Company's IPO Prospectus.

**Applicant** means a Shareholder who applies for Loyalty Options pursuant to the Loyalty Offer or a Shareholder or other party who applies for Shortfall Options pursuant to the Shortfall Offer.

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

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

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

**ASX Listing Rules** means the listing rules of the ASX.

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

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

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

**Closing Date** means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).

**Commerce Capital Inc.** has the meaning given in the Company's IPO Prospectus.

**Company** means High-Tech Metals Limited (ACN 657 249 995)

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

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

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

**Eligible Shareholders** means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date and have a registered address in Australia or New Zealand.

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

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

**HTM Canada Ltd** has the meaning given in the Company's IPO Prospectus.

**IPO Prospectus** means the Company's replacement prospectus dated 8 November 2022.

**Loyalty Offer** means the non-renounceable offer of Loyalty Options, the subject of this Prospectus.

**Loyalty Option** means an Option issued on the terms and conditions set out in Section 4.2.

**Official Quotation** means official quotation on ASX.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Project** means the Werner Lake Project, as defined in the Company's IPO Prospectus.

**Properties** has the meaning given in the Company's IPO Prospectus.

**Prospectus** means this prospectus.

**Record Date** means the date specified in the timetable set out at the commencement of this Prospectus.

**Royalty Agreement** has the meaning given in the Company's IPO Prospectus.

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

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

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

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

**Shortfall** means the Loyalty Options not applied for under the Loyalty Offer (if any).

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

**Shortfall Offer** means the offer of the Shortfall on the terms and conditions set out in Section 1.5.

**Shortfall Options** means those Loyalty Options issued pursuant to the Shortfall.

**Werner Lake Project** has the meaning given in the Company's IPO Prospectus.

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