

**CORAZON MINING LIMITED**  
**ACN 112 898 825**

---

**ENTITLEMENT ISSUE PROSPECTUS**

---

For a pro-rata non-renounceable entitlement issue of one Share for every one Share held by those Shareholders registered at the Record Date at an issue price of \$0.03 per Share to raise up to \$10,690,030 (based on the number of Shares on issue as at the date of this Prospectus) (**Offer**).

**IMPORTANT NOTICE**

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

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

---

## IMPORTANT NOTICE

---

This Prospectus is dated 8 March 2022 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

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

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

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

### No Investment Advice

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

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

### Forward-looking statements

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

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

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

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

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

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

### Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or

to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

For further information on overseas Shareholders please refer to Section 2.9.

### Continuous disclosure obligations

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

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

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

Please refer to Section 6.2 for further details.

### Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at [www.corazon.com.au](http://www.corazon.com.au).

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 6166

6361 during office hours or by emailing the Company at info@corazon.com.au.

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

#### **Company Website**

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

#### **Financial forecasts**

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

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

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

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

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

#### **Photographs and Diagrams**

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

#### **Definitions and Time**

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

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

#### **Privacy statement**

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

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

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

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

#### **Enquiries**

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult

with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offer or how to accept the Offer please call the Company Secretary on +61 8 6166 6361.

---

## CORPORATE DIRECTORY

---

### Directors

Terry Streeter  
Non-Executive Chairman

Brett Smith  
Managing Director

Jonathan Downes  
Non-Executive Director

Mark Qiu  
Non-Executive Director

### Company Secretary

Robert Orr

### Registered Office

Level 3, 33 Ord Street  
WEST PERTH WA 6005

Telephone: + 61 8 6166 6361

Email: [info@corazon.com.au](mailto:info@corazon.com.au)

Website: [www.corazon.com.au](http://www.corazon.com.au)

### Share Registry\*

Advanced Share Registry Services  
110 Stirling Highway  
NEDLANDS WA 6009

Telephone: +61 8 9389 8033

Facsimile: +61 8 9262 3723

### Auditor

PKF Perth  
Level 5, 35 Havelock Street  
WEST PERTH WA 6005

### Legal Advisers

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

\*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

---

## TABLE OF CONTENTS

---

1.	KEY OFFER INFORMATION.....	1
2.	DETAILS OF THE OFFER.....	6
3.	PURPOSE AND EFFECT OF THE OFFER.....	14
4.	RIGHTS AND LIABILITIES ATTACHING TO SHARES .....	18
5.	RISK FACTORS .....	21
6.	ADDITIONAL INFORMATION .....	30
7.	DIRECTORS' AUTHORISATION .....	36
8.	GLOSSARY .....	37

---

## 1. KEY OFFER INFORMATION

### 1.1 Timetable

Lodgement of Prospectus with the ASIC	Tuesday, 8 March 2022
Lodgement of Prospectus and Appendix 3B with ASX	Wednesday, 9 March 2022 (pre-market open)
Ex date	Friday, 11 March 2022
Record Date for determining Entitlements	Monday, 14 March 2022
Offer opening date, Prospectus sent out to Shareholders and Company announces this has been completed	Thursday, 17 March 2022
Last day to extend the Closing Date	Wednesday, 30 March 2022
Closing Date as at 5:00pm*	Monday, 4 April 2022
Securities quoted on a deferred settlement basis	Tuesday, 5 April 2022
ASX notified of under subscriptions	Thursday, 7 April 2022
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Shares	Monday, 11 April 2022
Quotation of Shares issued under the Offer*	Tuesday, 12 April 2022

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

### 1.2 Key statistics of the Offer

	<b>Full Subscription (\$10,690,030)<sup>1</sup></b>
Offer Price per Share	\$0.03
Entitlement Ratio (based on existing Shares)	1:1
Shares currently on issue <sup>1</sup>	356,334,345
Shares to be issued under the Offer	356,334,345
Gross proceeds of the issue of Shares under the Offer	\$10,690,030
<b>Shares on issue following completion of the Offer</b>	<b>712,668,690</b>

**Notes:**

1. Includes 51,016,778 Shares which were issued under the Placement on 4 March 2022.
2. Refer to Section 4.1 for the terms of the Shares.

### 1.3 Background to the Offer

As announced on 3 March 2022, the Company is intending to conduct a placement and non-renounceable entitlement offer in order to raise up to \$12,730,701 (before costs).

## Placement

The Company received a firm commitment from Blackstone Minerals Limited to raise \$2,040,671 via the issue of 51,016,778 Shares at an issue price of \$0.04 per Share (**Placement Shares**). The Placement Shares were issued on 4 March 2022 pursuant to the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A.

Further details in respect of the Placement are set out in the ASX announcement released by the Company on 3 March 2022.

## Entitlement Offer

The Offer is being made as a pro-rata non-renounceable entitlement offer of one Share for every Share held by Eligible Shareholders registered at the Record Date at an issue price of \$0.03 per Share to raise up to \$10,690,030.

Further details in respect of the Offer are set out in Section 3.

### 1.4 Directors' Interests in Securities

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

Director	Shares	Options	Performance Rights	Entitlement	\$
Mr Terry Streeter	600,000	1,250,000 <sup>1</sup>	500,000 <sup>2</sup>	600,000	\$18,000
Mr Brett Smith <sup>3</sup>	859,353	4,611,112 <sup>4</sup>	0	859,353	\$25,781
Mr Jonathan Downes <sup>5</sup>	1,204,296	500,000 <sup>6</sup>	0	1,204,296	\$36,129
Dr Mark Qiu <sup>7</sup>	645,777	500,000 <sup>6</sup>	0	645,777	\$19,373

#### Notes:

1. Comprising 250,000 unquoted Options exercisable at \$0.14 each on or before 10 July 2022 and 1,000,000 Options exercisable at \$0.10 each on or before 20 May 2024.
2. The Performance Rights will vest upon the volume weighted average price of the Company's shares on the ASX being equal to or greater than \$0.20 for twenty consecutive trading days within three years from the date of grant.
3. Held by New Generation Exploration Pty Ltd <Smith Super Fund> (New Generation), Feliz (WA) Pty Ltd <Casero Family A/C> (an entity of which Mr Smith's spouse, Mrs Jacinta Louise Smith, is a director) (**Feliz**) and Topaz Corporate Pty Ltd (an entity of which Mr Smith is the sole director and a controlling shareholder) (**Topaz**).
4. Comprising 55,556 Options exercisable at \$0.14 each on or before 10 July 2022, 4,500,000 Options exercisable at \$0.10 each on or before 20 May 2024, and 55,556 Options exercisable at \$0.14 each on or before 10 July 2022.
5. Held by Mr Downes, Mrs Katrina Downes (the spouse of Mr Downes), Mr Jonathan Downes and Mrs Katrina Downes <J&K Downes Superfund A/C> and by Kiandra Nominees Pty Ltd (an entity of which Mrs Katrina Downes is the sole director and Mr Downes is the sole shareholder).
6. Comprising 500,000 Options to acquire fully paid ordinary shares exercisable at \$0.10 each on or before 20 May 2024.
7. Held by Qiu Family Super Pty Ltd <Qiu Family Super Fund>, of which Mr Qiu is a beneficiary and a director of the corporate trustee and Golden Resource Investment Pty Ltd (a company in which Mr Qiu has a relevant interest).
8. Comprising of 500,000 Options exercisable at \$0.10 each on or before 20 May 2024.

The Board recommends all Shareholders take up their Entitlements. Directors Terry Streeeter and Dr Mark Qiu intend to take up their respective Entitlement in full. Directors, Brett Smith and Jonathan Downes reserve the right to take up their respective Entitlement in whole or in part at their discretion.

## 1.5 Details of Substantial Holders

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

Shareholder	Shares	%
DELPHI Unternehmensberatung Aktiengesellschaft	61,022,000	17.12%
Blackstone Minerals Ltd	51,016,778	14.32%

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

The effect on the control of the Company in the event that Shareholders do not participate in the Offer is further described in Section 1.6 below.

## 1.6 Effect of the Offer on control and voting power in the Company

The potential effect the Offer will have on the control of each of DELPHI Unternehmensberatung Aktiengesellschaft (**Delphi**) and Blackstone Minerals Ltd (**Blackstone**), and the consequences of that effect will depend on a number of factors including the number of new Shares taken up by Eligible Shareholders and the issue of new Shares under the Shortfall Offer. It is noted that Delphi and Blackstone are not associates.

Each of Delphi and Blackstone have indicated that they will take up their full Entitlement. The potential increase to the voting power of each of Delphi and Blackstone is set out in the table below.

Event	Delphi		Blackstone	
	Shares	Voting Power	Shares	Voting Power
As at the Record Date <sup>1</sup>	61,022,000	17.12%	51,016,778	14.32%
<b>Completion of the Entitlement Offer:</b>				
<i>Participation by Shareholders other than Delphi, Blackstone, Mr Terry Streeeter and Dr Mark Qiu</i>				
100% participation <sup>2</sup>	122,044,000	17.12%	102,033,556	14.32%
75% participation <sup>3</sup>	122,044,000	18.72%	102,033,556	15.65%
50% participation <sup>4</sup>	122,044,000	20.65%	102,033,556	17.26%
25% participation <sup>5</sup>	122,044,000	23.01%	102,033,556	19.24%
0% participation <sup>6</sup>	122,044,000	25.99%	102,033,556	21.73%

### Notes:

- This is based on a share capital of 356,334,345 Shares as at the date of the Prospectus and assumes no other Shares are issued including on exercise or conversion of Options or Performance Rights.

2. Assumes that each of Delphi, Blackstone, Mr Terry Streeter and Dr Mark Qiu (**Intending Parties**) take up their full Entitlements under the Offer and either 100% of the other Eligible Shareholders (**Other Eligible Shareholders**) take up their Entitlements or those Entitlements are placed under the Shortfall Offer.
3. Assumes that each of the Intending Parties take up their full Entitlements under the Offer and 75% of the other Shares offered under the Offers are issued (either as a result of Other Eligible Shareholders accepting their Entitlements or participation by parties other than in the Intending Parties in the Shortfall). In this scenario, each of Delphi and Blackstone could also seek to apply for Shortfall, subject to compliance with the Corporations Act.
4. Assumes that each of the Intending Parties take up their full Entitlements under the Offer and 50% of the other Shares offered under the Offers are issued (either as a result of Other Eligible Shareholders accepting their Entitlements or participation by parties other than in the Intending Parties in the Shortfall). In this scenario, Blackstone could also seek to apply for Shortfall, subject to compliance with the Corporations Act.
5. Assumes that each of the Intending Parties take up their full Entitlements under the Offer and 25% of the other Shares offered under the Offers are issued (either as a result of Other Eligible Shareholders accepting their Entitlements or participation by parties other than in the Intending Parties in the Shortfall). In this scenario, Blackstone could also seek to apply for Shortfall, subject to compliance with the Corporations Act.
6. Assumes that each of the Intending Parties take up their full Entitlements under the Offer and no other Shares are issued under the Offer including under the Shortfall. The Company notes that this is not a likely outcome.

Notwithstanding the potential increase in voting power of Delphi and Blackstone, the Company understands that, other than as disclosed in this Prospectus and previously announced by the Company, neither Delphi nor Blackstone have a present intention of making any significant changes to the current business plan or management of the Company.

These intentions are based on information concerning the Company, its business and the business environment which is known to Delphi and Blackstone at the date of this Prospectus.

These present intentions may change as new information becomes available, as circumstances change or in the light of all material information at the relevant time.

As set out in Section 2.6, on the basis of the allocation policy, no person will acquire, through participation in the Shortfall Offer:

- (a) a holding of Shares of; or
- (b) increase their holding to,

an amount in excess of 19.9% of all the Shares on issue on completion of the Offer.

## **1.7 Potential dilution on non-participating Shareholders**

In addition to potential control impacts set out in Section 1.6, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 50% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

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

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken Up	% post Offer
Shareholder 1	10,000,000	2.81%	10,000,000	10,000,000	1.40%
Shareholder 2	5,000,000	1.40%	5,000,000	5,000,000	0.70%
Shareholder 3	1,500,000	0.42%	1,500,000	1,500,000	0.21%
Shareholder 4	400,000	0.11%	400,000	400,000	0.06%
Shareholder 5	50,000	0.01%	50,000	50,000	0.01%

**Notes:**

1. This is based on a share capital of 356,334,345 Shares as at the date of the Prospectus and assumes no other Shares are issued including on exercise or conversion of Options or Performance Rights.
2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

---

## 2. DETAILS OF THE OFFER

### 2.1 The Offer

The Offer is being made as a pro-rata non-renounceable entitlement issue of one Share for every one Share held by Shareholders registered at the Record Date at an issue price of \$0.03 per Share.

Based on the capital structure of the Company as at the date of this Prospectus, (and assuming Shares are issued prior to the Record Date including on exercise or conversion of securities on issue) approximately 356,334,345 Shares may be issued under the Offer to raise up to \$10,690,030.

As at the date of this Prospectus the Company has 46,271,560 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 3.3 for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to the Shares.

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

### 2.2 What Eligible Shareholders may do

The number of Securities to which Eligible Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which can be accessed at [www.advancedshare.com.au/Investor-Login](http://www.advancedshare.com.au/Investor-Login). Eligible Shareholders may choose any of the options set out in the table below.

Option	Key Considerations	For more information
<b>Take up all of your Entitlement</b>	<p>(a) Should you wish to accept all of your Entitlement, then your application for Securities under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which can be accessed at <a href="http://www.advancedshare.com.au/Investor-Login">www.advancedshare.com.au/Investor-Login</a>. Please read the instructions carefully.</p> <p>(b) Payment can be made by the methods set out in Section 2.3. As set out in Section 2.3, if you pay by BPAY, you do not need to return the Entitlement and Acceptance Form.</p>	Sections 2.3 and 2.4
<b>Take up all of your Entitlement and also apply for Shortfall Securities</b>	<p>(a) Should you wish to accept all of your Entitlement and apply for Shortfall Securities, then your application for your Entitlement and additional Shortfall Securities under this Prospectus must be made by following the instructions on your personalised Entitlement and Acceptance Form which can be accessed at <a href="http://www.advancedshare.com.au/Investor-Login">www.advancedshare.com.au/Investor-Login</a>. Please read the instructions carefully.</p>	Sections 2.3, 2.4 and 2.6.

Option	Key Considerations	For more information
	<p>(b) Payment can be made by the methods set out in Section 2.3. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying.</p> <p>(c) If you apply for Shortfall Securities beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Securities is at the Company's absolute discretion as per the allocation policy set out in Section 2.6. Accordingly, your application for additional Shortfall Securities may be scaled-back.</p> <p>(d) The Company's decision on the number of Shortfall Securities to be allocated to you will be final.</p>	
<p><b>Take up a proportion of your Entitlement and allow the balance to lapse</b></p>	<p>(a) If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Entitlement and Acceptance Form which can be accessed at <a href="http://www.advancedshare.com.au/Investor-Login">www.advancedshare.com.au/Investor-Login</a> for the number of Securities you wish to take up and making payment using the methods set out in Section 2.3 below. As set out in Section 2.3, if you pay by BPAY, you do not need to return the Entitlement and Acceptance Form.</p>	<p>Sections 2.3 and 2.4</p>
<p><b>Allow all or part of your Entitlement to lapse</b></p>	<p>(a) If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the Offer to you will lapse.</p>	<p>N/A</p>

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

## 2.3 Payment options

### (a) By BPAY®

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

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

- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

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

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

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

#### **(b) By Electronic Funds Transfer (overseas applicants)**

For payment by Electronic Funds Transfer (**EFT**) for overseas Eligible Shareholders, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

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

## **2.4 Implications of an acceptance**

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

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

## 2.5 Minimum subscription

There is no minimum subscription.

## 2.6 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer (**Shortfall Securities**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.03 being the price at which Shares have been offered under the Offer.

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

Eligible Shareholders who wish to subscribe for Securities above their Entitlement are invited to apply for Shortfall Securities under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Securities in accordance with Section 2.3.

The Board presently intends to allocate Shortfall Securities as follows:

- (a) to Eligible Shareholders who apply for an excess of their full Entitlement, so long as the issue of Shortfall Securities to that Eligible Shareholder would not take their voting power to in excess of 19.99%; and then
- (b) to other parties identified by the Directors, which may include parties who are not currently Shareholders.

Depending on the level of demand for Shortfall, the Company may also engage with brokers in order to seek to place the Shortfall Securities.

No Shares will be issued to a party under the Shortfall Offer if the effect would be to increase that party's voting power in the Company to an amount greater than 19.99%.

The Company reserves the right to issue an Eligible Shareholder a lesser number of Shortfall Securities than applied for or no Shortfall Securities at all. If the number of Shortfall Securities applied for by Eligible Shareholders exceeds the total Shortfall, the Shortfall Securities will be allocated among applying Eligible Shareholders proportionate to their existing holdings.

All decisions regarding the allocation of Shortfall Securities will be made by the Directors and will be final and binding on all applicants under the Shortfall Offer; as such there is no guarantee that any Shortfall Securities applied for will be issued to Eligible Shareholders.

The Company will have no liability to any Applicant who receives less than the number of Shortfall Securities they applied for under the Shortfall Offer. If the Company scales back any applications for Shortfall Securities under the Shortfall Offer any Application monies will be returned (without interest) as soon as practicable.

## **2.7 ASX listing**

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out at Section 1. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

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

## **2.8 Issue of Shares**

Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1.

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

Pending the issue of the Shares 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 Shares issued under the Offer will be mailed as soon as practicable after the issue of Shares and for Shortfall Securities issued under the Shortfall Offer as soon as practicable after their issue.

## **2.9 Overseas shareholders**

This Prospectus does not constitute an offer of new Shares in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the new Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

### **2.9.1 New Zealand**

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

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

## 2.9.2 Canada

This document constitutes an offering of the new Shares in the Canadian provinces of Alberta, British Columbia and Manitoba (the **Provinces**) where existing shareholders of the Company are resident. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces.

No securities commission or other authority in the Provinces has reviewed or in any way passed upon this document, the merits of the new Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of new Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Provinces.

Any resale of the new Shares in Canada must be made in accordance with applicable Canadian securities laws, which may require resales to be made in accordance with an exemption from prospectus requirements. Such resale restrictions do not apply to a first trade in a security (such as new Shares) of a foreign issuer (such as the Company) that is not a reporting issuer in Canada and that is made through an exchange or market outside of Canada (such as ASX).

The Company as well as its Directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its Directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

## 2.9.3 European Union

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in any member state of the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4) of the Prospectus Regulation, an offer of New Shares in each member state of the European Union is limited:

- (a) to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);
- (b) to fewer than 150 natural or legal persons (other than qualified investors); or
- (c) in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

#### **2.9.4 Hong Kong**

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

#### **2.9.5 Japan**

The new Shares have not been, and will not be, registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the **FIEL**) pursuant to an exemption from the registration requirements applicable to a private placement of securities to a small number of investors. This document is for the exclusive use of existing shareholders of the Company in connection with the Offer. This document is confidential to the person to whom it is addressed and must not be distributed, reproduced or disclosed (in whole or in part) to any other person in Japan other than by the Company to its Shareholders.

#### **2.9.6 Singapore**

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

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

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

#### **2.9.7 United Kingdom**

Neither this document nor any other document relating to the Offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the new Shares.

The new Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

---

### 3. PURPOSE AND EFFECT OF THE OFFER

#### 3.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$10,690,030 before costs.

The funds raised from the Offer are intended to be applied in accordance with the table set out below:

Item	Proceeds of the Offer	Full Subscription (\$)	%
1.	Lynn Lake Exploration <sup>1</sup>	\$6,093,318	57.00%
2.	Mt Gilmore Exploration	\$855,202	8.00%
3.	Miriam Exploration <sup>2</sup>	\$1,924,205	18.00%
4.	Working capital	\$1,753,664	16.40%
5.	Expenses of the Offer <sup>3</sup>	\$63,641	0.60%
	<b>Total</b>	<b>\$10,690,030</b>	<b>100.00%</b>

**Notes:**

1. The funds are intended to be applied to exploration activities, including drilling and geophysics, at the Lynn Lake Project, engineering and processing studies for the Lynn Lake Mining Centre and resource definition drilling within the Lynn Lake Mining Centre.
2. The funds are intended to be applied towards initial exploration of the Miriam Nickel Project, including geophysical surveys and drilling.
3. Refer to Section 6.7 for further details relating to the estimated expenses of the Offer.

On completion of the Offer and taking into account existing cash reserves, the Board believes the Company will have sufficient working capital to achieve its stated objectives. Corazon's primary focus is the exploration and development of the Lynn Lake Nickel-Copper-Cobalt Sulphide Project in Canada. Secondary activities include the initial testing of the Miriam Nickel Sulphide Project (subsequent to completing acquisition of the asset) and advancing the understanding of the large copper-cobalt-silver geochemical anomaly within the Mt Gilmore Project. In the event the Offer is not fully subscribed, operational objectives are likely to be modified, which may result in delay or substantial changes to the Company's future plans. In this event (and after accounting for associated Offer costs) it is likely that the Company will appropriate scale back funds available for project work (Items 1 to 3).

In addition, it should be noted that the Company's budgets and forecasts will be subject to modification on an ongoing basis depending on the results achieved from its business activities and operations.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

The Board has been cautious to only raise sufficient funds so as to undertake critical exploration programs designed to advance the potential development of the Lynn Lake Project towards resource definition drilling. The Company will

need to raise significantly more funds to complete other essential studies in support of pre-feasibility level studies or specific environmental or regulatory approval documents.

The Board is also of the opinion that the control effect of the Offer does not exceed what is reasonably necessary given the Company's financial position and its need for funds. The size of the Offer is, in the opinion of the Board, consistent with and does not exceed the Company's funding requirement and is necessary in order to support the information and data requirements of resource definition drilling.

### 3.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted, and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, will be to:

- (a) increase the cash reserves by \$10,626,389 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 356,334,345 as at the date of this Prospectus to 712,668,690 Shares.

### 3.3 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted, and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, is set out below.

#### Shares

	Number
Shares currently on issue	356,334,345
Shares offered pursuant to the Offer	356,334,345
<b>Total Shares on issue after completion of the Offer</b>	<b>712,668,690</b>

#### Options

	Number
Options currently on issue:	
Quoted Options exercisable at \$0.14 each on or before 10 July 2022	26,481,560
Unquoted Options exercisable at \$0.14 each on or before 10 July 2022	250,000
Unquoted Options exercisable at \$0.10 each on or before 20 May 2024	19,540,000
Options offered pursuant to the Offer	-
<b>Total Options on issue after completion of the Offer</b>	<b>46,271,560</b>

## Performance Rights

	Number
Performance Rights currently on issue <sup>1</sup>	500,000
Performance Rights offered pursuant to the Offer	-
<b>Total Performance Rights on issue after completion of the Offer</b>	<b>500,000</b>

### Note:

- The Performance Rights vest upon the Company's Share price on the ASX trading at \$0.20 or greater for a period of 20 consecutive trading days or more.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 403,105,905 Shares and on completion of the Offer (assuming all Entitlements are accepted, and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date) would be 759,440,250 Shares.

No Shares, Options or Performance Rights on issue are subject to escrow restrictions, either voluntary or ASX imposed.

### 3.4 Pro-forma balance sheet

The audit-reviewed balance sheet as at 31 December 2021 and the unaudited pro-forma balance sheet as at 31 December 2021 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date and including expenses of the Offer.

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

	UNAUDITED 31 December 2021	PROFORMA Full Subscription
	\$	\$
<b>CURRENT ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	1,320,296	14,050,997
Other current assets	135,539	135,539
<b>TOTAL CURRENT ASSETS</b>	<b>1,455,835</b>	<b>14,186,536</b>
<b>NON-CURRENT ASSETS</b>		
Property, plant and equipment	-	-

	UNAUDITED 31 December 2021	PROFORMA Full Subscription
	\$	\$
Exploration and development expenditure <sup>1</sup>	8,234,779	8,234,779
Other non current assets	61,453	61,453
<b>TOTAL NON-CURRENT ASSETS</b>	<b>8,296,232</b>	<b>8,296,232</b>
<b>TOTAL ASSETS</b>	<b>9,752,067</b>	<b>22,482,768</b>
<b>CURRENT LIABILITIES</b>		
Creditors and other liabilities	676,586	676,586
Provisions	32,219	-
<b>TOTAL CURRENT LIABILITIES</b>	<b>708,805</b>	<b>676,586</b>
<b>TOTAL LIABILITIES</b>	<b>708,805</b>	<b>676,586</b>
<b>NET ASSETS (LIABILITIES)</b>	<b>9,043,262</b>	<b>21,806,182</b>
<b>EQUITY</b>		
Share capital	47,713,198	60,443,899
Reserve	326,104	326,104
Accumulated losses	(38,996,040)	(38,996,040)
<b>TOTAL EQUITY</b>	<b>9,043,262</b>	<b>21,773,963</b>

**Notes:**

1. Pro- Forma balance sheet includes adjustment to reflect \$2,040,671 to increase Cash and Share Capital equity resulting from the March Placement.
2. Pro-Forma balance sheet includes adjustment to reflect \$10,690,030 to increase Cash and Share Capital equity resulting from 100% acceptance of the Offer.

---

## **4. RIGHTS AND LIABILITIES ATTACHING TO SHARES**

### **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 offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

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

#### **(a) General meetings**

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

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

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

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

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

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

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

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

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

(d) **Winding-up**

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

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of constitution**

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

---

## 5. RISK FACTORS

### 5.1 Introduction

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

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

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

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

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

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

### 5.2 Company specific

Risk Category	Risk
<b>Potential for dilution</b>	<p>Upon implementation of the Offer, assuming all Entitlements are accepted, no other Shares are issued including on exercise or conversion of Options or Performance Rights prior to the Record Date the number of Shares in the Company will increase from 356,334,345 Shares currently on issue to 712,668,690 Shares and the number of Options in the Company will remain unchanged. This means that immediately after the Offer each Share will represent a significantly lower proportion of the ownership of the Company.</p> <p>It is not possible to predict what the value of the Company, a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.</p> <p>The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.035 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.</p>
<b>Control risk</b>	<p>Delphi and Blackstone are currently the largest Shareholders of the Company and have a relevant interest in approximately 17.12% and 14.32% of the Shares in the Company respectively. Each of these Shareholders has indicated that they intend to take up their full Entitlement. Assuming each of Delphi and Blackstone take up their full Entitlement, no other Shareholders (other than Directors Terry Streeter and Dr Mark Qiu) accept their Entitlements and there</p>

Risk Category	Risk
	<p>is no participation in the Shortfall, the voting power of each of Delphi and Blackstone the Company could be as high as 25.99% and 21.73% respectively.</p> <p>This significant interest means that these Shareholders may be in a position to potentially influence the financial decisions of the Company, and their interests may not align with those of all other Shareholders.</p> <p>In particular, if Delphi has a relevant interest in more than 25% of the Company, it will have the potential to prevent a special resolution from being passed by the Company (such resolution requiring at least 75% of the votes cast by members entitled to vote on the resolution). Special resolutions are required in relation to approve certain Company matters including potentially seeking the delisting of the Company, amending the Constitution, approving the voluntary winding up of the Company and, if at any time the share capital of the Company is divided into different classes of Shares, approving the variation of the rights attached to any such class.</p>
<p><b>Going Concern</b></p>	<p>The Company's annual report for the half year ended 31 December 2021 (<b>Financial Report</b>) included a note on the financial condition of the Company and the possible existence of a material uncertainty about the Company's ability to continue as a going concern.</p> <p>The Financial Report was prepared on a going concern basis which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the normal course of business. The Group incurred a net loss after tax of \$1,026,475 for the period ended 31 December 2021 (31 December 2020: \$293,900). As at 31 December 2021 the Group had net assets of \$9,043,262 (30 June 2021: \$6,874,448) and continues to incur expenditure on its exploration tenements drawing on its cash balances. The Company is able to reduce its discretionary exploration expenditure depending on its cash position and its access to funding. As at 31 December 2021 the Group had \$1,320,296 (30 June 2021: \$638,109) in cash and cash equivalents.</p> <p>The Financial Report notes that the ultimate recoupment of costs carried forward for exploration and evaluation is dependent on the successful development and commercial exploitation or sale of the respective areas of interest. Ultimate exploitation of the assets will depend on raising necessary funding in the future. Should the Group be unable to raise additional funds, there is a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern. As at 31 December 2021 there has been no adjustment in the financial report relating to the recoverability and classification of the asset carrying amounts, or the amounts and classification of liabilities that might be necessary, should the Group be unable to raise capital as and when required, and the exploitation of the areas of interest not be successful, or the Group not continue as a going concern.</p> <p>Notwithstanding the 'going concern' emphasis of matter included in the Financial Report, the Directors believe that upon the successful completion of the Offer, the Company will have sufficient funds to adequately meet the Company's current exploration commitments and short term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long term working capital costs of the Company.</p> <p>In the event that the Offer is not completed successfully there is significant uncertainty as to whether the Company can continue as a going concern which is likely to have a material adverse effect on the Company's activities.</p>

Risk Category	Risk
<b>Additional requirements for capital</b>	<p>The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p>
<b>Exploration risks</b>	<p>No assurance can be given that exploration will be successful or that a commercial mining operation will eventuate. The ultimate success and financial viability of the Company depends on the discovery and delineation of economically recoverable ore reserves, design and construction of efficient mining and processing facilities, and competent operational and managerial performance.</p> <p>There is no assurance that exploration and development of the mineral interests held by the Company (which are all at an exploration stage), or any other projects that may be acquired by the Company in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited.</p> <p>Development of a commercial mining operation is also dependent on the Company's ability to obtain necessary governmental and other regulatory approvals</p>
<b>Acquisition and divestment projects</b>	<p>The Company has to date and will continue to actively pursue and assess other new business opportunities. This may involve the divestment of non-core assets, the acquisition of other projects or assets or other new business opportunities such as joint ventures, farm-ins, or direct equity participation. The Company intends to complete the acquisition of the Miriam Project in April 2022 (pursuant to the agreement announced on 26 July 2021 and 15 October 2021).</p> <p>The acquisition of projects or other assets (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or successful. If the proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company.</p> <p>If a non-core asset is divested or an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current projects and new projects or assets, which may result in the Company reallocating funds from other projects and/or the raising of 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.</p> <p>Furthermore, if a new investment or acquisition by the Company is completed, ASX may require the Company to seek Shareholder approval and to meet the admission requirements under Chapters 1 and 2 of the ASX Listing Rules as if the Company were a new listing. There would be costs associated in re-complying with the admission requirements. The Company may be required to incur these costs in any event, were it to proceed to seek to acquire a new project which is considered to result in a significant</p>

Risk Category	Risk
	<p>change to the nature or scale of its existing operations.</p> <p>If a new investment or acquisition is not completed, then the Company may not be in a position to comply with the ongoing ASX Listing Rules, which includes but is not limited to, maintaining a sufficient level of operations and financial position. Given the nature of resource exploration, this may also occur if the Company abandons and/or relinquishes a project which is no longer considered viable. Any divestment of non-core assets or new project or business acquisition may change the risk profile of the Company, particularly if any new project acquired is located in another jurisdiction, involving a new commodity and/or changes to the Company's capital/funding requirements. Should the Company propose or complete a divestment of non-core assets or the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the Company's changed circumstances.</p>
<p><b>Project and Joint Venture risks</b></p>	<p>The Company is subject to the risk that changes in the status of any of the Company's joint ventures may adversely affect the operations and performance of the Company.</p> <p>There is also a risk of financial failure or default under the joint venture arrangements by a participant in any joint venture to which the Company is, or may become, a party. Any withdrawal by a joint venture party or any issues with their ability to perform the obligations due under the joint venture arrangements could have a material adverse impact on the financial position of the Company. There is also the risk of disputes arising with the Company's joint venture partners, the resolution of which could lead to delays in the Company's proposed development activities or financial loss.</p> <p>The Company has an 80% equity ownership of exploration licence 8379, which forms part of the Mt Gilmore Project. Details of the Mt Gilmore Project are set out in the ASX announcement released on 16 June 2016.</p> <p>The Company is responsible for compliance with the terms and conditions of the Mt Gilmore Project and any other applicable legislation. Any failure to comply with these obligations may result in the Company losing its interest in the Mt Gilmore Project, which may have a material adverse effect on the Company's operations and the performance and value of the Securities. The Company has no current reason to believe it will not meet and satisfy its respective obligations under the relevant agreement, the Mt Gilmore Project conditions and other applicable legislation.</p>
<p><b>Estimation of Mineral Resources and Ore Reserves</b></p>	<p>The Company currently has a Measured, Indicated and Inferred Resource Estimate at its Lynn Lake Project (as announced on 25 October 2021).</p> <p>Mineral resource and reserve estimates are necessarily imprecise and involve subjective judgements regarding the presence and grade of mineralisation and the ability to economically extract and process the mineralisation, including future copper, cobalt, gold, silver and nickel prices, operating costs, transport costs, capital expenditures and other costs.</p> <p>Fluctuations in the price of minerals, results of additional drilling, metallurgical testing and the evaluation of mine plans subsequent to the date of any mineral resource or reserve estimate may require revision of such estimate. Any material reductions in estimates of mineral resources or reserves, could have a material adverse effect on the Company's financial position.</p> <p>Investors should not assume that resource estimates are capable of being directly reclassified as reserves under the JORC code. The inclusion of resource estimates should not be regarded as</p>

Risk Category	Risk
	representation that these amounts can be economically exploited, and investors are cautioned not to place reliance on resource estimates.
<b>Exploration success</b>	<p>The Company's tenements are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.</p> <p>There can be no assurance that exploration of the Company's tenements, or any other licenses that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.</p>
<b>Tenement applications and license renewal</b>	The Company cannot guarantee additional applications for tenements made by the Company will ultimately be granted, in whole or in part. Further the Company cannot guarantee that renewals of valid tenements will be granted on a timely basis, or at all.
<b>Related party risk</b>	<p>The Company has a number of key contractual relationships with related parties. If these relationships breakdown and the related party agreements are terminated, there is a risk that the Company may not be able to find a satisfactory replacement.</p> <p>Further, the operations of the Company will require involvement of related parties and other third parties. With respect to these persons and despite applying best practice in terms of pre-contracting due diligence, the Company is unable to completely avoid the risk of:</p> <ul style="list-style-type: none"> <li>(a) financial failure or default by a participant in any agreement to which the Company may become a party; and/or</li> <li>(b) insolvency, default on performance or delivery by any operators, contractors or service providers.</li> </ul> <p>There is also a risk that where the Company has engaged a contractor who is a related party, the contract between the contractor and the Company may terminate for reasons outside of the control of the Company. This may then result in the termination of the contract between the Company and the contractor and the impact the Company's position, performance and reputation.</p>

### 5.3 Industry specific

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

Risk Category	Risk
	<p>environmental damage caused by previous operations or non-compliance with environmental laws or regulations.</p> <p>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.</p> <p>Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.</p>
<b>Mine development</b>	<p>Possible future development of a mining operation at any of the Company's projects 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.</p> <p>If the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement of hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of its projects and treatment of ore.</p>
<b>Native title and Aboriginal Heritage</b>	<p>In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of indigenous people exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.</p>
<b>Operations</b>	<p>The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.</p> <p>No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.</p>
<b>Climate risk</b>	<p>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:</p> <p>(a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by</p>

Risk Category	Risk
	<p>specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and</p> <p>(b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.</p>
<b>Access</b>	The Company's access to the tenements may be affected by landholder and pastoralist approvals, native title rights and/or the terms of native title agreements. While the Company intends to do those things necessary to minimise these risks, it cannot guarantee that the access it has to tenements in which it has an interest will remain unfettered in the future.
<b>Commodity price risk</b>	<p>Changes in commodity prices of base and precious metals, which in the past have fluctuated widely, will affect the profitability of the Company's operations and its financial condition in the future, if and when the Company enters production. The Company's revenues, profitability and viability would depend on the market price of base and precious metals produced from the Company's projects. The market prices of base and precious metals is set in the world market and is affected by numerous industry factors beyond the Company's control including the demand, expectations with respect to the rate of inflation, interest rates, currency exchange rates, the demand for base and precious metals and industrial products containing metals, base and precious metals production levels, inventories, cost of substitutes, changes in global or regional investment or consumption patterns, and sales by central banks and other holders, speculators and procedures of base and precious metals in response to any of the above factors, and global and regional political and economic factors.</p> <p>Should the Company eventually enter a production phase, a decline in the market price of base and precious metals below the Company's production costs for any sustained period would have a material adverse impact on the profit, cash flow and results of operations of the Company's projects and anticipated future operations. Such a decline also could have a material adverse impact on the ability of the Company to finance the exploration and development of its existing and future mineral projects. A decline in the market price of base and precious metals may also require the Company to write-down its material reserves which would have a material adverse effect on the value of the Company's securities. Further, if future revenue from any future base and precious metal sales decline, the Company may experience liquidity difficulties. The Company will also have to assess the economic impact of any sustained lower prices on recoverability and therefore, on cut-off grades and the level of any future mineral reserves and resources.</p>

#### 5.4 General risks

Risk Category	Risk
<b>Coronavirus</b>	The impact of the coronavirus pandemic ( <b>COVID-19</b> ) is ongoing.

Risk Category	Risk
	<p>The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 (such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be implemented) may impact the Company's operations is are likely to be beyond the control of the Company. The Company confirms that it has not been materially affected by the COVID-19 pandemic to date.</p> <p>In compliance with its continuous disclosure obligations, the Company will continue to update the market in regard to the impact of COVID-19 on the Company. If any of these impacts appear material prior to close of the Offer, the Company will notify investors under a supplementary prospectus.</p>
<b>Ukraine Conflict</b>	<p>The current evolving conflict between Ukraine and Russia (<b>Ukraine Conflict</b>) is impacting global economic markets. The nature and extent of the effect of the Ukraine Conflict on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Ukraine Conflict.</p> <p>The Directors are continuing to closely monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to the Ukraine Conflict, including limitations on travel and changes to import/export restrictions and arrangements involving Russia, may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Company is monitoring the situation closely and considers the impact of the Ukraine Conflict on the Company's business and financial performance to, at this stage, be limited. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.</p>
<b>Economic</b>	<p>General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration activities, as well as on its ability to fund those activities.</p>
<b>Market conditions</b>	<p>Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> <li>(a) general economic outlook;</li> <li>(b) introduction of tax reform or other new legislation;</li> <li>(c) interest rates and inflation rates;</li> <li>(d) changes in investor sentiment toward particular market sectors;</li> <li>(e) the demand for, and supply of, capital; and</li> <li>(f) terrorism or other hostilities.</li> </ul> <p>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.</p> <p>In addition, the extent of the effects of COVID-19 is at this stage uncertain and continuing to evolve. The COVID-19 pandemic is</p>

<b>Risk Category</b>	<b>Risk</b>
	having, and is expected to continue to have, a significant influence on the volatility of equity markets generally and may continue to impact and influence the value of the Company's quoted securities.
<b>Force majeure</b>	The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.
<b>Litigation risks</b>	The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.
<b>Dividends</b>	Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.
<b>Taxation</b>	<p>The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.</p>
<b>Reliance on key personnel</b>	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

## 5.5 Speculative investment

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

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

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

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

---

## 6. ADDITIONAL INFORMATION

### 6.1 Litigation

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

### 6.2 Continuous disclosure obligations

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

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

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

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

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

Date	Description of Announcement
8/03/2022	Notice of change of interests of substantial holder
8/03/2022	Notice of initial substantial holder from BSX
4/03/2022	Cleansing Notice

Date	Description of Announcement
4/03/2022	Application for quotation of securities - CZN
4/03/2022	Half Yearly Report and Accounts
3/03/2022	Strategic Investment in Corazon Adds to Manitoba Footprint
3/03/2022	Capital Raising
3/03/2022	Proposed issue of securities - CZN
15/02/2022	RIU Explorers Conference Presentation
31/01/2022	Quarterly Activities Report
31/01/2022	Quarterly Appendix 5B Cash Flow Report
17/01/2022	Lynn Lake 2022 exploration program commences
24/12/2021	Change in substantial holding
23/12/2021	Section 708 notice
23/12/2021	Application for quotation of securities - CZN
21/12/2021	Proposed issue of securities - CZN
21/12/2021	Placement
14/12/2021	Change in substantial holding
14/12/2021	Company Presentation
10/12/2021	Major New Target at Lynn Lake
30/11/2021	Change in substantial holding
17/11/2021	Becoming a substantial holder
16/11/2021	Cleansing Notice
16/11/2021	Notification regarding unquoted securities - CZN
16/11/2021	Application for quotation of securities - CZN
8/11/2021	Results of Meeting
29/10/2021	Quarterly Activities Report
29/10/2021	Appendix 5B Cash Flow Report
27/10/2021	South-West Connect Presentation
25/10/2021	Lynn Lake Resource Upgrade
15/10/2021	Exercises option to acquire Miriam Nickel Project
13/10/2021	Lynn Lake drilling commences
7/10/2021	AGM letter to shareholders
7/10/2021	Notice of Annual General Meeting
4/10/2021	AGM date and nominations
24/09/2021	Appendix 4G and Corporate Governance Statement
24/09/2021	Annual Report to shareholders

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

The announcements are also available through the Company's website <https://corazon.com.au/investor-centre/asx-announcements/>.

### 6.3 Market price of Shares

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

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

	(\$)	Date
Highest	\$0.049	17 January 2022
Lowest	\$0.030	27 January 2022, 28 February 2022
Last	\$0.035	8 March 2022

### 6.4 Interests of Directors

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

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

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

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

#### **Security holdings**

The relevant interest of each of the Directors in the Securities as at the date of this Prospectus, together with their respective Entitlement, is set in Section 1.3.

#### **Remuneration**

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the

Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$400,000 per annum.

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

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors as disclosed in the Company's 2021 and 2020 Annual Report.

Director	Proposed Remuneration for FY ending 30 June 2022 <sup>5</sup>	FY ended 30 June 2021	FY ended 30 June 2020
Terry Streeter <sup>1</sup>	\$80,000	\$97,165	\$66,388
Brett Smith <sup>2</sup>	\$240,000	\$317,210	\$240,000
Jonathan Downes <sup>3</sup>	\$45,000	\$31,079	\$45,000
Mark Qiu <sup>4</sup>	\$45,000	\$46,079	\$45,000

**Notes:**

1. Comprising of \$80,007 in short term employee benefits (cash & salary) and \$17,158 in share-based payments (non-performance) for FY2021, and \$63,005 in short term employee benefits (cash & salary) and \$3,383 in share-based payments (performance) for FY2020. Mr Streeter did not receive any post-employment benefits (superannuation).
2. Comprising of \$240,000 in short term employee benefits (cash & salary) and \$77,210 in share-based payments (non-performance) for FY 2021, and \$230,000 in short term employee benefits (cash & salary) and \$10,000 in share-based payments (non-performance) for FY 2020. Mr Smith did not receive any post-employment benefits (superannuation).
3. Comprising of \$18,596 in short term employee benefits (cash & salary), \$3,904 in post-employment benefits (superannuation) and \$8,579 in share-based payments (non-performance) for FY 2021 and \$30,822 in short term employee benefits (cash & salary), \$2,928 in post-employment benefits (superannuation) and \$11,250 in share-based payments (non-performance) for FY 2020.
4. Comprising of \$37,500 in short term employee benefits (cash & salary) and \$8,579 in share-based payments (non-performance) for FY 2021, and \$33,750 in short term employee benefits (cash & salary) and \$11,250 in share-based payments (non-performance) for FY 2020. Mr Qiu did not receive any post-employment benefits (superannuation).
5. The proposed remuneration for FY22 as set out in the table above does not include any share-based payments.

## 6.5 Interests of experts and advisers

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

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

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

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

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

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

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$15,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$82,681 (excluding GST and disbursements) for legal services provided to the Company.

PKF Perth has been paid \$8,750 for reviewing the Company's 31 December 2021 balance sheet. During the 24 months preceding lodgement of this Prospectus with the ASIC, PKF Perth has received \$88,250 (excluding GST) in fees from the Company for other services provided to the Company.

## 6.6 Consents

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

parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

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

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

PKF Perth given its written consent to being named as auditor to the Company in this Prospectus and the inclusion of the reviewed balance sheet of the Company in Section 3.4. PKF Perth has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

## 6.7 Expenses of the Offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$63,641 (excluding GST) and are expected to be applied towards the items set out in the table below:

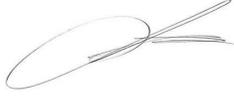
	\$
ASIC fees	3,206
ASX fees	23,173
Legal fees	15,000
Printing and distribution	22,262
<b>Total</b>	<b>63,641</b>

---

**7. DIRECTORS' AUTHORISATION**

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

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



---

**Terry Streeter**  
**Non-Executive Chairman**  
**For and on behalf of**  
**CORAZON MINING LIMITED**

---

## 8. GLOSSARY

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

**Application Form** means an Entitlement and Acceptance Form or Shortfall 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 Section 1 (unless extended).

**Company** means Corazon Mining Limited (ACN 112 898 825).

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

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

**CRN** means Customer Reference Number in relation to BPAY®.

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

**Eligible Shareholder** means a Shareholder as at the Record Date.

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

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

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

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

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

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

**Performance Right** means a right to acquire a Share subject to satisfaction of a performance milestone.

**Prospectus** means this prospectus.

**Record Date** means the date specified in the timetable set out at Section 1.

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

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

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

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

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

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

**Shortfall Offer** means the offer of the Shortfall Securities on the terms and conditions set out in Section 2.6.

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

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