EV RESOURCES LIMITED
ACN 009 144 503

OPTIONS PROSPECTUS

For the offers of:

(a) up to approximately 200,000,000 New Options to Placement Participants on the basis of one (1) New Option for every one (1) Placement Share subscribed for and issued under the Placement (**Placement Offer**); and

(b) up to 15,000,000 New Options to the Brokers and the Participating Broker (**Broker Offer**),

(together, the **Offers**).

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

No 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 Application Form.

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

The Offers do not, and are not intended to, constitute offers in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such offers or to issue this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia and Malaysia may be restricted by law and persons who come into possession of this Prospectus should observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia and Malaysia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

No action or formality has been taken to register or qualify the Securities or the Offers, or to otherwise permit a public offering of Securities in any jurisdiction outside Australia or Malaysia.

This Prospectus has been prepared for publication in Australia or Malaysia and may not be distributed outside Australia, except to institutional and professional investors in transactions exempt from local prospectus or registration requirements or investors who can participate in compliance with applicable securities laws.

For further information on overseas investors and 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.evresources.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

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 2 8823 3179 during office hours or by emailing the Company at info@EVResources.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.

Risk Factors

Prospective investors and Shareholders should be aware that there are a number of risk factors that may influence the performance of the Company and the value of its Securities. The key risk factors of which prospective investors and Shareholders should be aware are set out in Section 5. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. Prospective investors and Shareholders should consider consulting their professional advisers in relation to the issue of Securities pursuant to this Prospectus.

Taxation implications

The Directors do not consider it appropriate to give investors advice regarding the taxation consequences in relation to the issue of Securities under this Prospectus.

The Company, its officers and its advisers do not accept any responsibility or liability for any taxation consequences to investors.

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 (CHESS) and Issuer Sponsorship

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

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 CHESS 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 0.

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 your application, the Company may not be able to accept or process your application.

Enquiries

If you are unclear in relation to any matters raised in this Prospectus or are in doubt as to how to deal with it, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary on +61 2 8823 3179.

CORPORATE DIRECTORY

Directors

Mr Adrian Paul
Executive Director

Mr Navinderjeet Singh
Executive Director

Mr Hugh Callaghan
Managing Director

Mr Luke Martino
Non-Executive Chairman

Ms Lynette Suppiah
Non-Executive Director

Company Secretary

Louisa Martino

Registered Office

311-313 Hay Street
SUBIACO WA 6008

Telephone: +61 2 8823 3179

Email: info@evresources.com.au

Website: www.evresources.com.au

ASX Code

EVR

Australian legal adviser

Steinepreis Paganin
Lawyers and Consultants
Level 6,
99 William Street
MELBOURNE VIC 3000

Auditor*

Grant Thornton Audit Pty Ltd
Level 43, Central Park
152-158 St Georges Terrace
PERTH WA 6000

Share Registry*

Advance Share Registry
110 Stirling Highway
NEDLANDS WA 6909

Within Australia: +61 (8) 9389 8033

Email: admin@advancedshare.com.au

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

TABLE OF CONTENTS

1. KEY OFFER INFORMATION....1

2. DETAILS OF THE OFFERS....3

3. PURPOSE AND EFFECT OF THE OFFERS....7

4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES....10

5. RISK FACTORS....15

6. ADDITIONAL INFORMATION....29

7. DIRECTORS' AUTHORISATION....37

GLOSSARY....38

1. KEY OFFER INFORMATION

1.1 Indicative Timetable

Action	Date
Lodgement of Prospectus with the ASIC and ASX	15 February 2024
Opening Date of the Offers	15 February 2024
Issue of New Options under the Offers	15 February 2024
Closing Date of the Offers	5:00 pm (WST) on 16 February 2024
Official Quotation of the New Options issued under the Offers	19 February 2024

Dates may change

The above dates are indicative only and subject to change. The Company reserves the right to amend any or all of these dates and times without notice. The commencement of quotation of the New Options is subject to confirmation from ASX. Any extension of the Closing Date of an Offer may have a consequential effect on the issue date of the respective Securities under that Offer. The Company also reserves the right not to proceed with any of the Offers at any time.

1.2 Background to the Offers

1.2.1 The Placement Offer

As announced on 4 December 2023 and 13 December 2023, the Company secured funding of $2,000,000 (before associated costs) by a placement of 200,000,000 Shares (**Placement Shares**) to sophisticated and professional investors at an issue price of $0.01 per Placement Share (**Placement**).

The Company has agreed to issue one (1) free attaching New Option for every one (1) Placement Share subscribed for and issued under the Placement.

The purpose of the Placement Offer being made under this Prospectus is to make the offer of approximately 200,000,000 New Options (subject to rounding of allocations under the Placement) to the participants that subscribed for and were allocated Placement Shares under the Placement (**Placement Participants**).

1.2.2 The Broker Offer

The Company engaged Cadmon Advisory Pty Ltd (ACN 616 484 756), Sequoia Corporate Finance Pty Limited (ACN 602 219 072) (together, the **Brokers**) to act as brokers to the Placement and Shaw and Partners Limited (ACN 003 221 583) (**Participating Broker**) to act as a participating broker to the Placement. In consideration for broker and participating broker services provided in relation to the Placement, the Company has agreed to:

(a) pay each of the Brokers and the Participating Broker a capital raising fee of 6% plus GST on the total gross proceeds raised under the Placement; and

(b) issue 15,000,000 New Options to the Brokers and the Participating Broker (and/or their nominees).

The purpose of the Broker Offer being made under this Prospectus is to make the offer of 15,000,000 New Options to the Brokers and the Participating Broker (**Broker Options**).

Further information in relation to the Placement is set out in the Company's ASX announcement released on 4 December 2023.

1.3 Use of funds

The funds raised under the Placement are intended to be applied towards the Company's drill program in Peru and general working capital.

2. DETAILS OF THE OFFERS

2.1 The Placement Offer

The Placement Offer is for approximately 215,000,000 New Options (subject to rounding of allocations under the Placement) and is available for application by Placement Participants only on the basis of one (1) New Option for every one (1) Placement Share subscribed for and issued under the Placement.

The maximum number of New Options to be issued under the Placement Offer is 200,000,000 New Options, being the same number of Placement Shares issued under the Placement.

An aggregate of 145,000,000 Placement Shares were issued to non-related party Investors in two tranches as follows:

(a) 49,541,167 Placement Shares were issued on 8 December 2023 pursuant to the Company's Listing Rule 7.1 placement capacity; and

(b) 95,458,833 Placement Shares were issued on 8 December 2023 pursuant to the Company's Listing Rule 7.1A placement capacity.

An aggregate of 55,000,000 Placement Shares were issued to the Company's directors and related parties including:

(a) 25,000,000 Shares to Mr Adrian Paul as director;

(b) 10,000,000 Shares to Mr Zachary Paul a related party of Mr Adrian Paul;

(c) 10,000,000 Shares to Mr Luke Martino as director; and

(d) 10,000,000 Shares to Mr Navin Sidhu as director,

(together the **Related Parties**).

Each of the Related Parties named above will receive a corresponding number of free New Options for a total of 55,000,000 New Options.

The Company obtained Shareholder approval at the general meeting held on 31 January 2024 (**General Meeting**) to:

(a) ratify the issue of the Placement Shares;

(b) approve the issue of the New Options to Placement Participants;

(c) approve the Related Parties participation in the Placement; and

(d) approve the issue of 15,000,000 New Options to the Brokers and the Participating Broker.

The New Options offered under the Placement Offer pursuant to this Prospectus will be exercisable at $0.02 each on or before 5:00pm (WST) on 30 November 2026 and otherwise on the terms set out in Section 4.1.

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

No funds will be raised pursuant to the Placement Offer as the New Options are being issued free attaching at a nil issue price in accordance with the terms of the Placement.

Entitlements to New Options under the Placement Offer are non-renounceable.

2.2 The Broker Offer

This Prospectus includes an offer of up to 15,000,000 New Options to the Brokers and the Participating Broker.

The Broker Offer is extended to the Brokers and the Participating Broker (and/or their nominees) only. Accordingly, Application Forms in relation to the Broker Offer will only be provided by the Company to the Brokers and the Participating Broker (and/or their nominees).

The New Options offered under the Broker Offer pursuant to this Prospectus will be exercisable at $0.02 each on or before 5:00pm (WST) on 30 November 2026 and otherwise on the terms set out in Section 4.1.

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

No funds will be raised pursuant to the Broker Offer as the New Options are being issued at a nil issue price in consideration for broker services provided to the Company in relation to the Placement.

Entitlements to New Options under the Broker Offer are non-renounceable.

2.3 Minimum subscription

There is no minimum subscription to the Offers.

2.4 Not underwritten

The Offers are not underwritten.

2.5 Oversubscriptions

No oversubscriptions will be accepted by the Company under the Offers.

2.6 Applications under the Offers

2.6.1 Applications under the Placement Offer

Applications for New Options under the Placement Offer must only be made by Placement Participants using the Application Form attached to or accompanying this Prospectus.

Applicants under the Placement Offer must lodge their Application Form as directed.

No payment is required to subscribe for New Options under the Placement Offer.

All applications under the Placement Offer, once received, are irrevocable.

The Company reserves all discretions in relation to applications in the Placement Offer.

2.6.2 Applications under the Broker Offer

Applications for New Options under the Broker Offer must only be made by the Brokers and the Participating Broker (and/or their nominees) using the Application Form attached to or accompanying this Prospectus.

Applicants under the Broker Offer must lodge their Application Form as directed.

No payment is required to subscribe for New Options under the Broker Offer.

All applications under the Broker Offer, once received, are irrevocable.

The Company reserves all discretions in relation to applications in the Broker Offer.

2.6.3 Implications of an application

By completing an Application Form, applicants will be taken to have declared that all details and statements made by them are complete and accurate and that they have personally received the Application Form together with a complete and unaltered copy of this Prospectus.

Completed Application Forms must be mailed or delivered to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by no later than 5.00pm (WST) on the Closing Date.

2.7 ASX listing

Application for Official Quotation by ASX of the New Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the New Options offered pursuant to this Prospectus before the expiration of 3 months after the date of this Prospectus, or such period as varied by the ASIC, the Company will not issue any New Options. No application monies will be repayable if the New Options are not issued within this time period given that the New Options are being issued under both of the Offers for nil consideration.

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

2.8 Issue

The issue of New Options under the Offers is anticipated to take place in accordance with the ASX Listing Rules and the indicative timetable set out at Section 1.1.

Holding statements for the New Options issued under the Offers will be mailed as soon as practicable after the date of issue.

2.9 Overseas Shareholders

The Offers do not, and are not intended to, constitute offers in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such offers or to issue this Prospectus.

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

Malaysia

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to any offer of New Options. The New Options may not be offered, sold or issued in Malaysia except pursuant to, and to persons prescribed under, Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007.

3. PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose and effect of the Placement Offer

The purpose of the Placement Offer is to remove any trading restrictions attaching to the New Options issued under the Placement Offer and any Shares issued on exercise of these New Options, given that the New Options offered under the Placement Offer are being issued with disclosure under this Prospectus.

Subject to ASX granting Official Quotation of the New Options, this will allow holders to trade the New Options on the ASX and ensure that any Shares issued on exercise of the New Options can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

No funds will be raised directly under the Placement Offer as the New Options are being issued free attaching at a nil issue price in accordance with the terms of the Placement. However, if all of the New Options are exercised, the Company will receive approximately $4,000,000 in aggregate, by virtue of payment of the exercise price.

The principal effect of the Placement Offer, assuming all New Options offered under the Placement Offer are issued, will be to increase the total number of Options on issue by 200,000,000 New Options on completion of the Placement Offer.

3.2 Purpose and effect of the Broker Offer

The purpose of the Broker Offer is to remove any trading restrictions attaching to the New Options issued under the Broker Offer and any Shares issued on exercise of these New Options, given that the New Options offered under the Broker Offer are being issued with disclosure under this Prospectus.

Subject to ASX granting Official Quotation of the New Options, this will allow holders to trade the New Options on the ASX and ensure that any Shares issued on exercise of the New Options can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

No funds will be raised directly under the Broker Offer as the New Options are being issued in consideration for broker services provided by the Brokers and the Participating Broker in relation to the Placement. However, if all of the New Options are exercised, the Company will receive approximately $300,000 in aggregate, by virtue of payment of the exercise price.

The principal effect of the Broker Offer, assuming all New Options offered under the Broker Offer are issued, will be to increase the total number of Options on issue by 15,000,000 New Options on completion of the Broker Offer.

3.3 Financial effects of the Offers

The New Options to be issued pursuant to the Offers will be issued at a nil issue price. Accordingly, there will be no immediate effect on the Company's balance sheet. However, capital will be raised if the New Options are exercised, which will affect the Company's balance sheet.

The Company is unable to specify with any certainty the extent of any change to the balance sheet, given that there is no certainty if or when any of the New Options will be exercised.

The expenses of the Offers will be met from the Company's existing cash reserves.

Accordingly, the Offers will have an effect on the Company's financial position, being the decrease in the Company's existing cash reserves.

3.4 Effect of the Offers on capital structure

The effect of the Offers on the capital structure of the Company, assuming all Securities offered under this Prospectus are issued and that no Options are exercised, is set out below:

Shares

	Number
Shares currently on issue[1]	1,154,588,331
Total Shares on issue on completion of the Offers	1,154,588,331

Notes:

1. Includes 200,000,000 Placement Shares issued under the Placement.

Performance Shares

	Number
Unquoted Performance Shares currently on issue[1]	86,000,000
Total Performance Shares on issue on completion of the Offers	86,000,000

Notes:

1. Securities issued under an employee incentive scheme that are unquoted.

Options

	Number
Quoted Options currently on issue[1]	108,333,332
Unquoted Options currently on issue	Nil
New Options offered pursuant to the Placement Offer[2]	200,000,000
New Options offered pursuant to the Broker Offer[3]	15,000,000
Total Options on issue on completion of the Offers	323,333,332

Notes:

1. Listed Options exercisable at $0.045 each on or before 31 August 2024.
2. The actual number of New Options issued under the Placement Offer may vary due to rounding of allocations under the Placement. The New Options offered under the Placement Options Offer pursuant to this Prospectus will be exercisable at $0.02 each on or before 5:00pm (WST) on 30 November 2026 and otherwise on the terms set out in Section 4.1. The Company intends to apply for quotation of the New Options issued pursuant to this Prospectus.
3. The New Options offered under the Broker Offer pursuant to this Prospectus will be exercisable at $0.02 each on or before 5:00pm (WST) on 30 November 2026 and otherwise on the terms set out in Section 4.1. The Company intends to apply for quotation of the New Options issued pursuant to this Prospectus.

The capital structure of the Company on a fully diluted basis as at the date of this Prospectus is 1,348,921,663 Shares and on completion of the Offers (assuming all Securities offered under this Prospectus are issued) would be 1,563,921,663 Shares.

3.5 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, the persons who (together with their associates) have a relevant interest in 5% or more of the Shares on issue on a non-diluted basis are as follows:

(a) Valens International Pty Ltd which holds 74,000,000 Shares, representing an interest of 6.41%;

(b) Sunshore Holdings Pty Ltd which holds 89,210,683 Shares, representing an interest of 7.73%; and

(c) Ya Hua International Investment and Development Co. Ltd which holds 80,000,000 Shares, representing an interest of 6.93%.

4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

4.1 Terms and conditions of New Options

The terms and conditions of the New Options, which includes the Placement Options and the Broker Options, are set out below:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph 4.1(i), the amount payable upon exercise of each New Option will be $0.02 (**Exercise Price**).

(c) **Expiry Date**

Each New Option will expire at 5:00 pm (WST) on 30 November 2026 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

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

(i) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to

ensure that an offer for sale of the Shares does not require disclosure to investors; and

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

If a notice delivered under Section 4.1(g)(i)(i) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

4.2 Rights and liabilities attaching to Shares

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

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

(b) **Voting rights**

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

(i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

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

(c) **Dividend rights**

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

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

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

pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

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

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of constitution**

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

5. RISK FACTORS

5.1 Introduction

The Securities 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 risk 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 Securities. 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
Potential for dilution	Upon completion of the Offers, assuming all New Options offered under this Prospectus are issued, the number of Options on issue in the Company will increase from 108,333,332 Options to 323,333,332 Options noting that this includes the 215,000,000 New Options that will be of a different class. If the Options are exercised, each Share will represent a lower proportion of the ownership of the Company. The likelihood of Options being exercised is dependent on a range of factors, mainly the price of Shares from time to time until the Options expire and the financial capacity of Optionholders to exercise their Options.
Exploration and operations	The claims forming the Company's projects are at an early-stage of exploration, and prospective investors should understand that mineral exploration and development are speculative and high-risk undertakings that may be impeded by circumstances beyond the control of the Company.

Risk Category	Risk
	Success in this process involves, among other things: • discovery and proving-up, or acquiring, an economically recoverable resource or reserve; • access to adequate capital throughout the discovery and project development phases; • securing and maintaining title to mineral projects; • obtaining required development consents and approvals necessary for the mineral exploration, development and production phases; and • accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees. There can be no assurance that future exploration and development of the Company's projects, or any other mineral projects that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited. The future exploration and development activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process and Aboriginal rights and title, including those of local communities, and related consultation issues, changing government regulations and many other factors beyond the control of the Company. The success of the Company will also depend upon the Company being able to maintain title to the claims forming the Company's projects, or any other mineral projects that may be acquired in the future, and obtaining all required approvals for their contemplated activities. In the event that exploration programs prove to be unsuccessful this could lead to a diminution in the value of the projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the claims forming the projects.
Title to mineral properties	The acquisition of title to mineral properties is a very detailed and time-consuming process. The claims forming the Company's projects and other mineral

Risk Category	Risk
	properties that may be acquired in the future and the Company's ownership interests may be affected by prior unregistered agreements or interests or undetected defects in title, such as the reduction in size of the mineral titles and other third party claims. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have title to any of its mineral properties could result in the Company losing any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property, or might require the Company to compensate other third-parties. In addition, in any such case, the investigation and resolution of title issues would likely divert management's time from ongoing exploration and development programs. Although the Company is satisfied that it has taken reasonable measures to ensure good and proper title to the claims forming its projects, this should not be construed as a guarantee of title or that title to the claims or other mineral properties acquired in the future will not be challenged or impaired. Maintenance of the Company's interests in the claims forming its projects is subject to ongoing compliance with the terms of the claims and the provisions of the applicable statutes and regulations governing the claims.
Permits, leases, licences, and approvals	Permits, leases, licences and approvals are required from a variety of governmental and non-governmental authorities at various stages of exploration and development. There can be no assurance that the various permits, leases, licences and approvals required for the Company to carry out exploration, development and mining operations on its projects will be obtained on reasonable terms or at all or, if obtained, will not be cancelled or renewed upon expiry in the future. In addition, there is no assurance that such permits, leases, licences and approvals will not contain terms and provisions which may adversely affect the Company's exploration and development activities. Delays may occur in obtaining necessary renewals or modifications of permits, leases, licences and approvals for existing or future operations and activities, or additional or amended permits, leases, licences and approvals associated with new legislation. Such permits, leases, licences and approvals are subject to changes in regulations and in various operating circumstances.

Risk Category	Risk
	Delay or a failure to obtain required permits, leases, licences and approvals may materially affect the Company's business and prospects.
Renewal and surface access	**Renewal** The Company's claims are subject to periodic renewal. The renewal of the term of the claims is subject to compliance with applicable mining legislation and regulations and the discretion of the relevant mining authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the claims. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company. The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in Australia, Austria, Peru, Mexico and the United States and the ongoing expenditure budgeted for by the Company. However, the consequence of forfeiture or involuntary surrender of a granted mineral claim for reasons beyond the control of the Company could be significant.
Future funding requirements and ability to access debt and equity markets	The Company's capital requirements depend on numerous factors and the Company may require additional debt or equity financing in the future to maintain or grow its business. There can be no assurance that the Company will be able to secure additional capital from debt or equity financing on favourable terms or at all. The Company may also seek to raise funds through joint ventures, production sharing arrangements or other means. If the Company is unable to raise additional capital if and when required, this could delay, suspend or reduce the scope of the Company's business operations (including scaling back exploration programs) and could have a material adverse effect on the Company's operating and financial performance. Any additional equity financing may result in dilution for some or all Shareholders, and debt financing, if available, may involve restrictive covenants which limit operations and business strategy.
Agents and contractors	The Company intends to outsource substantial parts of its exploration activities to third party contractors. The Directors are unable to predict the risk of financial failure or insolvency of, default by, or other managerial failure by any of the contractors that are used by the Company in any of its activities. Contractors may also underperform their obligations, and in the event that their contract is terminated, the Company may not be

Risk Category	Risk
	able to find a suitable replacement in a timely manner or on satisfactory terms.
Commodity price volatility and exchange rate risk	If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macroeconomic factors. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities. Furthermore, international prices of various commodities are denominated in United States dollars, whereas expenditures of the Company are and will be taken into account in Australian, Austrian, Peruvian, Serbian and Mexican currency, as well as United States dollars, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and other currencies as determined in international markets. As a result, any significant and/or sustained fluctuations in exchange rates could have a materially adverse effect on the Company's operations, financial position (including revenue and profitability) and performance. The Company may undertake measures, where deemed necessary by the Board, to mitigate such risks.

5.3 Industry specific

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

Risk Category	Risk
	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 (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.
Aboriginal title and consultation issues	In relation to the claims which the Company has an interest in or mineral properties which the Company may acquire an interest in the future, there may be areas over which certain native title, Aboriginal heritage or culture rights exist pursuant to treaties or otherwise. Native title, Aboriginal heritage or culture rights have the potential to adversely affect the Company's exploration and development activities, including adversely affecting the Company's ability to obtain permits, leases, licences or other approvals or the terms of those approvals, cause delays in activities or result in the inability to explore and develop. The Directors will closely monitor the potential effect of native title, Aboriginal heritage and culture matters relevant to the Company's claims and any other mineral properties which the Company may acquire in the future.
Exploration costs	The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Company's viability.
Unforeseen expenditure	The Company may be subject to significant unforeseen expenses or actions, which may include unplanned operating expenses, future legal actions or expenses in relation to future unforeseen events.
Resource and reserves and exploration targets	The Company has identified a number of geological targets based on geological interpretations and limited geophysical data, geochemical sampling and drilling. Insufficient data however, exists to provide certainty over the extent of the

Risk Category	Risk
	mineralisation. Whilst the Company intends to undertake additional exploration works with the aim of defining an exploration target or mineral resource, no assurances can be given that additional exploration will result in the delineation of an exploration target, mineral resource or ore reserve on any of the geological targets identified. Even if a mineral resource is identified no assurance can be provided that this can be economically extracted. Mineral resource and ore reserve estimates are expressions of judgment based on analysis of drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors and by their nature resource and reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Estimates which are valid when initially calculated may change significantly when new information or techniques become available. In addition, reserve and resource estimation is an interpretive process based on available data and interpretations and accordingly, estimations may prove to be inaccurate. The actual quality and characteristics of ore deposits cannot be known until mining takes place and may differ from the assumptions used to develop resources. Further, ore reserves are valued based on future costs and future prices and, consequently, the actual mineral resources and ore reserves may differ from those estimated, which may result in either a positive or negative effect on operations.
Grant of future authorisations to explore and mine	If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various permits, leases, licences and approvals before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required permits, leases, licences and approvals. To the extent that required permits, leases, licences and approvals are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.

Risk Category	Risk
Mine development	Possible future development of mining operations at 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 permits, leases, licences and approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. If the Company commences production on one of its projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of any of its projects. The risks associated with the development of a mine will be considered in full should any of the Company's projects reach that stage and will be managed with ongoing consideration of stakeholder interests.
Environmental risks	The operations and proposed activities of the Company are subject to substantial laws and regulations concerning environmental matters. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more

Risk Category	Risk
	onerous making the Company's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining or failure to obtain such approvals can result in the delay to anticipated exploration programs or mining activities or could have a material adverse impact on the Company exploring and developing a project. The cost and complexity of complying with the applicable environmental laws and regulations and future permitting as may be required may limit the Company from being able to develop potentially economically viable mineral deposits.
Regulatory compliance	The Company's operations and proposed activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, climate change and greenhouse emissions, protection of the environment, native title, culture and heritage matters, protection of endangered and protected species and other matters. The Company requires permits, leases, licences and approvals from various regulatory authorities to authorise the Company's operations. These permits, leases, licences and approvals relate to exploration, development, production and rehabilitation activities. While the Company believes that it will operate in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits, leases, licences and approvals and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned activities. Obtaining necessary permits, leases, licences and approvals can be a time-consuming process and there is a risk that Company will not obtain these permits, leases, licences and approvals on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits, leases, licences and approvals and complying with these permits, leases, licences and approvals and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, leases, licences or approvals, even if

Risk Category	Risk
	inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Company's claims (or any other mineral properties the Company may acquire in the future).

5.4 General risks

Risk Category	Risk
Economic conditions and other global or national issues	General economic conditions, laws relating to taxation, royalties, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities. General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance. Specifically, it should be noted that the evolving conflicts in Eastern Europe and the Middle East is impacting global macroeconomics and markets generally. The nature and extent of the effect of this conflict on the performance of the Company and the value of the Securities remains unknown. The trading price of the Securities may be adversely affected in the short to medium term by the economic uncertainty caused by the conflict between Ukraine and Russia and overall impacts on global macroeconomics. Given the situation is continually evolving, the outcomes and consequences are inevitably uncertain.
Market conditions	Share market conditions may affect the value of the Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) global health epidemics or pandemics;

Risk Category	Risk
	(e) currency fluctuations; (f) changes in investor sentiment toward particular market sectors; (g) the demand for, and supply of, capital; (h) political tensions; and (i) terrorism or other hostilities. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. Prospective investors should be aware that there are risks associated with any securities investment. Securities listed on a stock market, and in particular securities of exploration companies, experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the Securities regardless of the Company's performance.
Risk of international operations generally	International sales and operations are subject to a number of risks, including: (a) potential difficulties in enforcing agreements (including joint venture agreements) and collecting receivables through foreign local systems; (b) potential difficulties in protecting intellectual property; (c) increases in costs for transportation and shipping; and (d) restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes. Any of these factors could materially and adversely affect the Company's business, results of operations and financial condition.
Bribery, corruption, or other improper acts	The Company may incur fines or penalties, damage to its reputation or suffer other adverse consequences if its Directors, officers, employees, consultants, agents, service providers or business partners violate, or are alleged to have violated, anti-bribery and corruption laws in Australia, Austria, Mexico, Peru, United States or any of the jurisdictions in which it operates.
Foreign Government influence	The Company has projects/tenements located in various foreign government jurisdictions. As a result, the

Risk Category	Risk
	Company is subject to significant political and other uncertainties, including but not limited to, changes in politics or the personnel administering them or expropriation of property, cancellation or modification of contractual rights, foreign exchange restrictions, currency fluctuations, royalty and tax increases and other risks arising out of foreign governmental sovereignty over the areas in which the Company's investments are conducted.
COVID-19	The outbreak of the coronavirus disease (**COVID-19**) may continue to impact global economic markets. While COVID-19 is not currently materially affecting the Company's operations, with the potential for further outbreaks and new strains of the virus, the ongoing nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by further outbreaks and new strains of COVID-19. Further, any new governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. In addition, the effects of COVID-19 on the market price of the Securities and global financial markets generally may also affect the Company's ability to raise equity or debt if and when required or require the Company to issue capital at a discount, which may result in dilution for some or all Shareholders.
Reliance on key personnel	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of the Company's senior management and key personnel terminated service with the Company. The Company may not be able to replace its senior management or key personnel with persons of equivalent expertise and experience within a reasonable period of time or at all and the Company may incur additional expenses to recruit, train and retain personnel. Loss of such personnel may also have an adverse effect on the performance of the Company.
Competition risk	The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities

Risk Category	Risk
	or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.
Government policy changes	Any changes in government policies or legislation may affect ownership of mineral interests, mining policies, monetary policies, taxations, rates of exchange, royalties, land access, labour relations, environmental regulations and return of capital. Any such changes may affect both the Company's ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, and its ability to continue to explore, develop and operate those properties in which it has an interest (or which it may acquire an interest in the future).
Insurance	The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.
Force Majeure	The Company's existing projects or projects acquired in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, political hostilities, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics, pandemics or quarantine restrictions.
Dilution	In the future, the Company may elect to issue Shares or engage in capital raisings to fund operations and growth, for investments or acquisitions that the Company may decide to undertake, to repay debt or for any other reason the Board may determine at the relevant time. While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within a 12 month period (other than where exceptions apply), Shareholder interests may be diluted as a result of such issues of Shares or other securities.
Taxation and Taxation Changes	Taxation law is complex and frequently changing, both prospectively and retrospectively. Changes in taxation laws (including employment tax, GST, stamp duty and the ability to claim offsets) and changes in the way taxation laws are interpreted or administered, create a degree of uncertainty and may impact the

Risk Category	Risk
	tax liabilities or future financial results of the Company. In particular, both the level and basis of taxation may change. An investment in the Securities involves tax considerations which may differ for each Shareholder. Each prospective investor is encouraged to seek professional taxation and financial advice in connection with any investment in the Company and the consequences of acquiring and disposing of Securities.
Litigation and other proceedings	The Company is exposed to potential legal and other claims or disputes in the course of its business, including (without limitation) native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any costs involved in defending or settling legal and other claims or disputes that may arise, or where a claim or dispute is proven, could be costly and may impact adversely on the Company's operations, financial performance and financial position and/or cause damage to its reputation.
Cyber security	Cyber security risks are increasing in the external environment. Cyber security risks include computer viruses targeting IT systems, unauthorised access, cyber-attack (either targeted at the Company for financial gain or due to geopolitical matters), social media disinformation campaigns, penetration of The Company's systems (including through attacks on the Company's suppliers) and other similar matters. A cyber event may lead to adverse impacts on the Group's operations and financial performance.

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 Securities.

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

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

Before deciding whether to subscribe for Securities 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 Notice 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
15 February 2024	Drilling Update for the Parag Project, Peru
12 February 2024	Section 708A Cleansing Notice
12 February 2024	Application for quotation of securities - EVR
12 February 2024	Director On Market Purchase

Date	Description of Announcement
6 February 2024	Update on the Parag Project Drill Programme Presentation
6 February 2024	Hole APG-001 finished at 479.4m at Parag, Peru
2 February 2024	Notification regarding unquoted securities – EVR
31 January 2024	Results of Meeting
31 January 2024	Quarterly Activities Cash Flow Report
25 January 2024	Drilling Commences at Parag, Peru
17 January 2024	Drilling Mobilisation at Parag Project
2 January 2024	Presentation – Drill Programme Update
28 December 2023	Notice of General Meeting/Proxy Form
27 December 2023	High Grade Parag Project Receives Drill Permits
22 December 2023	Change of Director's Interest Notice x 5
22 December 2023	Notification regarding unquoted securities – EVR
21 December 2023	Notification of cessation of securities – EVR
13 December 2023	Section 708A Cleansing Notice
13 December 2023	Application for quotation of securities – EVR
13 December 2023	Director Loan to Redeem Convertible Notes
4 December 2023	Proposed issue of securities – EVR
4 December 2023	A$2.0M Placement to Advance Copper Exploration
30 November 2023	Trading Halt
29 November 2023	Results of Annual General Meeting
24 November 2023	Presentation to 'Hidden Gems' Webinar
23 November 2023	Investor Webinar Presentation
20 November 2023	Application for quotation of securities – EVR
1 November 2023	Don Enrique Project Drilling Permit Granted
31 October 2023	Copper Projects Update – Peru
27 October 2023	Proposed issue of securities – EVR
27 October 2023	Notice of Annual General Meeting/Proxy Form
26 October 2023	Quarterly Activities and Cash Flow Report
17 October 2023	Results of Meeting
12 October 2023	Application for quotation of securities – EVR
10 October 2023	Copper Projects Update
5 October 2023	2023 Annual General Meeting

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

The announcements are also available through the Company's website at www.evresources.com.au/asx-announcements/.

6.3 Market price of Securities

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	$0.0140	12 January 2024, 12 and 13 February 2024
Lowest	$0.0090	12 December 2023
Last	$0.0130	14 February 2024

The highest, lowest and last market sale prices of the current Options (Class: EVRO) 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	$0.002	11 and 16 January 2024
Lowest	$0.001	6 December 2023 - 9 January 2024, 17 January 2024 – 14 February 2024
Last	$0.001	14 February 2024

It is not possible to predict what the value of the Shares, current Options or New Options will be following completion of the Offers and the Directors do not make any representations as to such matters.

The last trading prices of the Shares and Options (Class: EVRO) on ASX prior to the Prospectus being lodged as set out above is not a reliable indicator as to the potential trading prices of Shares and/or Options after completion of the Offers.

The New Options are a new class of Options and as such there has been no trading in this class of New Options to date.

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 Offers; or

(c) the Offers,

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

(d) as an inducement to become, or to qualify as, a Director; or

(e) for services provided in connection with:

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

(ii) the Offers.

Security holdings held prior to the Placement

The relevant interest of each of the Directors in the Securities as at the date immediately prior to the Placement is set out below:

Director	Shares	Performance Shares	Listed Options
Luke Martino	12,159,640	10,000,000	1,000,000[1]
Adrian Paul	64,210,683	10,000,000	Nil
Navinderjeet Singh (Navin Sidhu)	64,000,000	10,000,000	1,000,000[2]
Lynette Suppiah	Nil	2,500,000	Nil
Hugh Callaghan	3,500,000	10,000,000	Nil

Notes:

1. Options with an exercise price of $0.045 and expiring on 31 August 2024.
2. Options with an exercise price of $0.045 and expiring on 31 August 2024.

Security holdings held after the Placement

The relevant interest of each of the Directors in the Securities held following the Offer is set out below:

Director	Shares	Performance Shares	Listed Options	New Options [4]
Luke Martino	22,159,640[1]	10,000,000	1,000,000[1]	10,000,000
Adrian Paul	89,210,683[2]	10,000,000	Nil	25,000,000
Navinderjeet Singh (Navin Sidhu)	74,000,000[3]	10,000,000	1,000,000[2]	10,000,000
Lynette Suppiah	Nil	2,500,000	Nil	-
Hugh Callaghan	3,500,000	10,000,000	Nil	-

Notes:

1. This includes 10,000,000 Placement Shares that Luke Martino subscribed for.
2. This includes 25,000,000 Placement Shares that Adrian Paul subscribed for.
3. This includes 10,000,000 Placement Shares that Navin Sidhu subscribed for.
4. This column is the subject of this Prospectus and the directors received shareholder approval to issue these New Options in the General Meeting dated 31 January 2024.

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 $350,000 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 be paid) to both executive and non-executive Directors:

Director	Proposed remuneration for current financial year ending 30 June 2024 ($)	Remuneration for previous financial year ended 30 June 2023 ($)
Luke Martino	$148,000[1]	$48,000[2]
Adrian Paul	$220,000[3]	$(159,616)[4]
Navinderjeet Singh (Navin Sidhu)	$220,000[5]	$(159,616)[6]

Lynette Suppiah	$73,000[7]	$48,000[8]
Hugh Callaghan	$340,000[9]	230,000[10]

Notes:

1. Comprising Directors' fees of $48,000 and share-based payments of $100,000 (including an increase of $100,000, being the value of Incentive Performance Shares).
2. Comprising base salary and fees of $48,000 (including superannuation).
3. Comprising Directors' fees of $120,000 and share-based payments of $100,000 (including an increase of $100,000, being the value of Incentive Performance Shares).
4. Comprising base salary and fees of $120,000 and $(279,616) being the write-back of the share based payment expense recognised in previous years in respect of performance rights that lapsed.
5. Comprising Directors' fees of $120,000 and share-based payments of $100,000 (including an increase of $100,000, being the value of Incentive Performance Shares).
6. Comprising base salary and fees of $120,000 and $(279,616) being the write-back of the share based payment expense recognised in previous years in respect of performance rights that lapsed.
7. Comprising Directors' fees of $48,000 and share-based payments of $25,000 (including an increase of $25,000, being the value of Incentive Performance Shares).
8. Comprising base salary and fees of $48,000 (including superannuation).
9. Comprising Directors' fees of $240,000 and share-based payments of $100,000 (including an increase of $100,000, being the value of Incentive Performance Shares).
10. Hugh Callaghan was appointed a director on 5 July 2023. This amount is comprised of consultant fees of $230,000.

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 two 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 Offers; or

(f) the Offers,

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 Offers.

Steinepreis Paganin has acted as the Australian legal adviser to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin $5,000 (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 $ $39,440 (excluding GST and disbursements) for legal services provided to the Company.

Cadmon Advisory Pty Ltd (ACN 616 484 756) (**Cadmon**) and Sequoia Corporate Finance Pty Limited (ACN 602 219 072) (**Sequoia**) acted as Brokers to the Placement and Shaw and Partners Limited (ACN 003 221 583) (**Shaw and Partners**) acted as a participating broker to the Placement. The Brokers and the Participating Broker have each received a capital raising fee of 6% plus GST on the total gross proceeds raised under the Placement and will be issued up to 15,000,000 New Options (subject to, and pursuant to, the Broker Offer) in consideration for these services as detailed in Section 1.2. During the 24 months preceding lodgement of this Prospectus with the ASIC, Cadmon has been paid fees totalling $20,000 (excluding GST and disbursements) for services provided to the Company. Sequoia and Shaw and Partners have not received any other fees in the 24 months preceding lodgement of this Prospectus.

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 disclaims and takes 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.

Cadmon Advisory Pty Ltd and Sequoia Corporate Finance Pty Limited have each given its written consent to being named as the Brokers to the Placement in this Prospectus.

Shaw and Partners Limited has given its written consent to being named as the Participating Broker to the Placement in this Prospectus.

6.7 Expenses of the Offers

The total expenses of the Offers are estimated to be approximately $24,420 (excluding GST and disbursements) and are expected to be applied towards the items set out in the table below:

	$
ASIC fees	$3,206
ASX fees	$14,214
Legal fees	$5,000
Miscellaneous (including printing and distribution)	$2,000
Total	**$24,420**

As noted at Section 3.3, the expenses of the Offers will be met from the Company's existing cash reserves.

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.

GLOSSARY

$ means the lawful currency of the Commonwealth of Australia.

Application Form means the application form attached to or accompanying this Prospectus for each of the Placement Offer and the Broker Offer, or any one of them, 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.

Broker Offer means the offer of New Options to the Brokers and the Participating Broker as detailed in Section 2.2.

Broker Options has the meaning given to it in Section 1.2.

Brokers means as defined in 1.2.2 of this Prospectus.

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 closing date specified in the indicative timetable set out in Section 1.1 (subject to the Company reserving the right to extend the Closing Date of any of the Offers or close any of the Offers early, as applicable).

Company means EV Resources Limited (ACN 009 144 503).

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

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

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

General Meeting has the meaning given to it in Section 1.2.

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

Offers means together the Placement Offer and the Broker Offer.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share, including a New Option.

Optionholder means a holder of an Option.

Participating Broker means as defined in 1.2.2 of this Prospectus.

Placement has the meaning given at Section 1.2, being the capital raising undertaken by the Company as announced on 4 December 2023.

Placement Offer means the offer of New Options to Placement Participants as detailed in Section 2.1.

Placement Participants has the meaning given at Section 1.2, being the investors who participated in the Placement.

Placement Shares has the meaning given at Section 1.2, being the Shares issued to Placement Participants pursuant to the Placement.

Prospectus means this prospectus.

Section means a section of this Prospectus.

Securities means Shares and/or New Option as the context requires.

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

Shareholder means a holder of a Share.

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