



## Terrain Minerals Limited

ACN 116 153 514

# PROSPECTUS

### Entitlement Offer

For a non-renounceable pro rata offer of 1 (one) New Share for every 8 (eight) Shares held by Eligible Shareholders registered at 5.00pm (WST) on the Record Date, at an issue price of \$0.005 per New Share, to raise up to approximately \$786,027 before costs, together with 1 (one) attaching share for every nine (9) New Shares subscribed for and 1 (one) attaching option for every 2 (two) New Shares subscribed for, split between 50% of the options exercisable at \$0.009 each and expiring on 20 January 2024 and 50% of the options exercisable at \$0.015 each and expiring on 20 May 2024 (**Entitlement Offer**).

### Shortfall Offer

For an offer to the public (including Eligible Shareholders) to subscribe for the New Shares comprising the shortfall to the Entitlement Offer at \$0.005 per New Share, together with 1 (one) attaching share for every nine (9) New Shares subscribed for and 1 (one) attaching option for every 2 (two) New Shares subscribed for, split between 50% of the options exercisable at \$0.009 each and expiring on 20 January 2024 and 50% of the options exercisable at \$0.015 each and expiring on 20 May 2024 (**Shortfall Offer**).

**The Entitlement Offer opens on Tuesday, 3 October 2023 and closes at 5.00pm (Perth time) on Tuesday, 24 October 2023 (unless extended).**

### Important Notice

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This document contains important information about the Offers. You should read the entire document. Please read the instructions in this document and the accompanying Entitlement and Acceptance Form regarding your Entitlement. If you have any questions about the Offers or this Prospectus, you should speak to your professional adviser.

The Securities offered by this Prospectus should be considered speculative.

# Important information

## Prospectus

This Prospectus is dated 22 September 2023 and was lodged with ASIC on that date. Neither ASIC, ASX nor their officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is a transaction specific prospectus for the offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

No Securities will be issued on the basis of this Prospectus later than 13 months after the Prospectus Date. Application for quotation of the New Shares will be made to ASX within 7 days after the Prospectus Date.

## Electronic prospectus

This Prospectus may be viewed in electronic form at [www.terrainminerals.com.au](http://www.terrainminerals.com.au) by Australian and New Zealand investors only. The electronic version of this Prospectus is provided for information purposes only. A paper copy of the Prospectus may be obtained free of charge on request during the Offer Period by contacting the Company. The information on the Company's website does not form part of this Prospectus.

## Risk factors

Investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors are set out in Sections 1.7 and 6 of this Prospectus. These risks together with other general risks applicable to all investments in quoted securities not specifically referred to, may affect the value of the Securities in the future. An investment in the Company should be considered speculative. Investors should consider these risk factors in light of personal circumstances and should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

## Overseas Shareholders

This Prospectus is not, and is not intended to constitute, an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue. By applying for New Securities, including by submitting an Entitlement and Acceptance Form, a Shortfall Application Form or making a payment using BPay® or EFT you represent and warrant that there has been no breach of such laws.

The distribution of this Prospectus and accompanying Entitlement and Acceptance Form (including electronic copies) outside Australia and New Zealand may be restricted by laws and persons who come into possession of it should observe any such restrictions. Any failure to comply with such restrictions may contravene applicable securities laws. The Company disclaims all liability to such persons.

No action has been taken to register or qualify this Prospectus, the New Securities or the Offers, or otherwise to permit a public offering of the New Securities, in any jurisdiction outside Australia and New Zealand.

Please refer to Sections 2.3 and 3.10 for further details of requirements applicable to certain countries in which Shareholders may reside.

## Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website

[www.asx.com.au](http://www.asx.com.au)). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offers. 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. 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 in New Securities of the Company.

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

## Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website [www.terrainminerals.com.au](http://www.terrainminerals.com.au). By making an application under the Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

## Forward-looking statements

This Prospectus may contain forward-looking statements that have been based on current expectations about future acts, events and circumstances. Any forward-looking statements are subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward-looking statements.

## Accepting the Offers

Applications for New Securities may only be made pursuant to an original application form as sent with this Prospectus. The Entitlement and Acceptance Form sets out the Entitlement of an Eligible Shareholder to participate in the Entitlement Offer. Please read the instructions in this Prospectus and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement. Applications for New Securities under the Shortfall Offer must be made in accordance with the Entitlement and Acceptance Form if you are an Eligible Shareholder, or on a Shortfall Application Form if you are a new investor in the Company.

By returning an acceptance or application form or lodging an acceptance form with your stockbroker or otherwise arranging for payment for your New Securities in accordance with the instructions on an acceptance or application form, you acknowledge that you have received and read this Prospectus, you have acted in accordance with the terms of the Offers detailed in this Prospectus and you agree to all of the terms and conditions as detailed in this Prospectus.

## Defined terms

Certain capitalised terms and other terms used in this Prospectus are defined in the Glossary of defined terms in Section 10.

## Currency

All references in this Prospectus to "\$", "AUD" or "dollar" are references to Australian currency unless otherwise indicated.

## Reference to time

All references in this document to time relate to Western Standard Time in Perth, Western Australia.

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## Key Information

### Indicative Timetable

Event	Date
Announcement of Entitlement Offer to ASX.	Wednesday, 13 September 2023
Lodgement of Prospectus with ASIC and ASX.	Friday, 22 September 2023
Ex date	Thursday, 28 September 2023
Record Date (the date for identifying Shareholders entitled to participate in the Entitlement Offer).	Friday, 29 September 2023
Prospectus with Entitlement and Acceptance Forms sent to Eligible Shareholders, announcement of the same.	Tuesday, 3 October 2023
Entitlement Offer Opening Date.	Tuesday, 3 October 2023
Last day to extend Closing Date.	Thursday, 19 October 2023
Entitlement Offer Closing Date (the last day for receipt of acceptances under the Entitlement Offer).	Tuesday, 24 October 2023
Shortfall Offer Closing Date	Tuesday, 24 October 2023
Announcement to ASX of the results of the Entitlement Offer and any Shortfall to the offer.	Friday, 27 October 2023
Issue date (New Securities issued under the Entitlement Offer entered into the Share register).	Monday, 30 October 2023
New Securities issued under Offers expected to commence normal trading on ASX.	Thursday, 2 November 2023

The above events, dates and times are indicative only and may be subject to change. The Company reserves the right to amend any of these events, dates and times without notice, subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the Closing Date and to accept late applications. The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX before the Closing Date. The commencement of trading of New Securities on ASX is subject to confirmation by ASX.

### Key Details of Entitlement Offer

<b>Ratio</b>	1 (one) New Share for every 8 (eight) Shares held at the Record Date together with 1 (one) attaching share for every nine (9) New Shares subscribed for and 1 (one) attaching option for every 2 (two) New Shares issued, split between 50% of the options exercisable at \$0.009 each and expiring on 20 January 2024 and 50% of the options exercisable at \$0.015 each and expiring on 20 May 2024
<b>Offer Price</b>	\$0.005 per New Share
<b>Maximum number of New Shares to be issued</b>	157,205,470 Shares (estimated)
<b>Maximum number of Free Attaching Shares to be issued</b>	17,467,274 Shares (estimated)
<b>Maximum funds to be raised (before costs)</b>	\$786,027 (estimated)
<b>Minimum subscription</b>	There is no minimum subscription to the Entitlement Offer

### Delivery of Prospectus and Entitlement and Acceptance Forms

Shareholders who wish to participate in the Entitlement Offer, are encouraged to provide their email address to the Company's share registry to permit electronic delivery of their Entitlement and Acceptance forms for participation in the Entitlement Offer. If you have not provided your email address to the share registry, Computershare Investor

Services Pty Ltd, or if you are unsure, please contact the Company's Company Secretaries via [cath@bellatrixcorp.com](mailto:cath@bellatrixcorp.com) or [mel@bellatrixcorp.com.au](mailto:mel@bellatrixcorp.com.au) before the Closing Date noted above to receive a copy of the Prospectus and a personalised Entitlement and Acceptance form.

# Corporate Directory

## Directors

Justin Virgin  
(Executive Director)

Xavier Braud  
(Non-Executive Director)

Johannes Lin  
(Non-Executive Director)

## Company Secretaries

Melissa Chapman

Catherine Grant-Edwards

## Registered Office

Suite 2, 28 Outram Street  
West Perth, Western Australia 6005

Telephone: +61 8 9381 5558  
Facsimile: +61 8 6141 3599

## ASX Code: TMX

## Website

[www.terrainminerals.com.au](http://www.terrainminerals.com.au)

## Share Registry\*

Computershare Investor Services Pty Ltd  
Level 17, 221 St Georges Terrace  
Perth, Western Australia, 6000

## Auditor\*

BDO Audit (WA) Pt Ltd  
Level 9, Mia Yellagonga Tower 2  
5 Spring Street  
Perth, Western Australia, 6000

## Solicitors

Steinepreis Paganin  
Level 4, The Read Building  
16 Milligan Street  
Perth, Western Australia 6000

\*Included for information purposes only. This entity has not been involved in the preparation of this Prospectus.

## 1. Investment overview

### 1.1 Entitlement Offer

Under this Prospectus the Company is making a non-renounceable pro rata offer of Shares (**New Shares**) to Eligible Shareholders to raise up to approximately \$786,027 before costs (**Entitlement Offer**).

Eligible Shareholders will be entitled to apply for 1 (one) New Share for every 8 (eight) Shares held at 5.00pm (WST) on the Record Date, at an issue price of \$0.005 per New Share.

Each 9 (nine) New Shares subscribed for under the Entitlement Offer will be issued with 1 attaching share (**Free Attaching Shares**) and each 2 (two) New Share subscribed for under the Entitlement Offer will be issued with 1 (one) attaching option, split between 50% of the options exercisable at \$0.009 each and expiring on 20 January 2024 and 50% of the options exercisable at \$0.015 each and expiring on 20 May 2024 (collectively **New Options**).

Based on the capital structure of the Company as at the date of this Prospectus, (and assuming no Shares are issued prior to the Record Date including on exercise or conversion of securities on issue) approximately 157,205,470 New Shares, 17,467,274 Free Attaching Shares and 78,602,735 New Options may be issued under the Entitlement Offer. No funds will be raised from the issue of the Free Attaching Shares or the New Options.

As at the date of this Prospectus, the Company has 1,22,222,231 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Entitlement Offer. Please refer to Section 4.2 for information on the exercise price and expiry date of the Options on issue.

Refer to Sections 2 and 3 of this Prospectus for information about how to apply for New Securities under the Entitlement Offer.

### 1.2 Shortfall Offer

Eligible Shareholders and other eligible investors are also offered the opportunity to apply for the Shortfall to the Entitlement Offer, at an issue price of \$0.005 per New Share, together with an entitlement to 1 (one) attaching share for every nine (9) New Shares subscribed for and 1 (one) attaching option, split between 50% of the options exercisable at \$0.009 each and expiring on 20 January 2024 and 50% of the options exercisable at \$0.015 each and expiring on 20 May 2024, for every 2 (two) New Shares subscribed for (**Shortfall Offer**). Refer to Section 2.5 for further details of the Shortfall Offer.

### 1.3 Purpose of the Entitlement Offer and Shortfall Offer

The purpose of the Entitlement Offer and Shortfall Offer is to provide funds to be used towards additional drilling at the Company's Smokebush and Lort River projects, advancing exploration activities across the Company's other projects and for general working capital requirements.

### 1.4 Company's activities

The principal activities of the Company is exploration for gold, base metals as well as other mineral resources.

## 1.5 Use of funds

The Entitlement Offer will raise funds of:

- approximately \$786,027 at full subscription to the Entitlement Offer and before costs of the Entitlement Offer; and
- approximately \$393,014 at 50% subscription to the Entitlement Offer and before costs of the Entitlement Offer.

The Company proposes to apply the funds raised from the Entitlement Offer towards exploration activities and general working capital requirements as set out below.

Proceeds of the Offer	Full Subscription (\$)	Percentage (%)
<b>Allocation of funds</b>		
Exploration activities at the Smokebush project	\$300,000	38%
Exploration activities at the Lord River project	\$150,000	19%
Exploration activities at the Company's other projects	\$106,027	13%
Working Capital <sup>1</sup>	\$177,364	23%
Expenses of the Entitlement Offer <sup>2</sup>	\$52,636	7%
<b>Total</b>	<b>\$786,027</b>	<b>100%</b>

**Notes:**

1. Includes the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees and salaries, rent and other associated costs as well as for general working capital.
2. Refer to Section 8.6 for further details relating to the estimated expenses of the Entitlement Offer.

On completion of the Entitlement Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives. In the event the Entitlement Offer is not fully subscribed, operational objectives are likely to be modified with the above allocations being scaled back on a proportional basis, which may result in delay or substantial changes to the Company's future plans and any stated objectives detailed in this Prospectus.

It should be noted that an investment in the Company is speculative and prospective investors are encouraged to read the risk factors set out in this Prospectus.

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

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



The Company intends to apply any funds raised from the exercise of the New Options issued under the Entitlement Offer towards general working capital requirements at that time.

## 1.6 Market prices of Shares on ASX

Information about the closing market price of Shares quoted on ASX during the 3-month period prior to Prospectus Date is set out in the table below.

	Price	Date(s)
Highest	\$0.007	27 June 2023, 29 June 2023, 30 June 2023
Lowest	\$0.004	19 September 2023
Latest	\$0.005	21 September 2023

The above trading data has been sourced from ASX, which has not consented to its use in this Prospectus.

## 1.7 Key risks

The risks set out below have been identified as being key risks specific to an investment in the Company. These risks may adversely affect the Company's financial position and prospects and the market price of Shares.

Further details of these key risks are described in in Section 6, together with other risks associated with mining industry and general investment risks.

Risk	Description
<b>Capital and funding requirements</b>	At 30 June 2023, the Company had \$1,309,307 in cash and cash equivalents. In light of the Company's current and proposed activities, it is highly likely that further funding (in addition to the funds raised under the Entitlement Offer) will be required to meet the ongoing working capital costs of the Company.
<b>Commodity Price Volatility</b>	It is anticipated that any revenues derived from mining will primarily be derived from the sale of precious and base metals. Consequently, any future earnings are likely to be closely related to the price of these commodities and the terms of any offtake agreements that it enters into
<b>Staffing and reliance on key management</b>	The Company relies on the experience and knowledge of key members of its staff. In the event that key personnel leave and the Company is unable to recruit suitable replacements, such loss could have a materially adverse effect on the Company.

Risk	Description
<b>Operational risks</b>	The operations of the Company may be affected by various factors including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration or mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company.
<b>Exploration and development risks</b>	Whilst the Company intends to undertake exploration activities with the aim of defining a resource, no assurances can be given that the exploration will result in the determination of a resource. Even if a resource is identified, no assurance can be provided that this can be economically extracted. Mineral exploration and development involve substantial expenses related to locating and establishing mineral reserves, developing metallurgical processes, and constructing mining and processing facilities at a particular site. Until a deposit is actually mined and processed, the quantity of mineral resources and grades must be considered as estimates only, and are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry best practices.

## 1.8 Board and management

### Justin Virgin – Executive Director

Mr Virgin has over 12 years' experience as a ASX Director of listed exploration companies as well as Sixteen years of experience in the financial services and Securities industry with expertise in providing a wide range of financial services which includes capital raisings, promotion, providing general corporate advice listed small cap companies and other investment advice involved in negotiations, mergers, acquisitions and valuations. Mr Virgin also has over ten years of onsite mining experience operating in remote and isolated sites throughout WA and NT on site. His experience covers project acquisition and sale negotiations, mine closures and rehabilitation work as well as extensive preventative maintenance planning and execution on onsite mobile fleet and of exploration program.

Mr Virgin holds a Graduate Diploma Marketing (Business) and Masters of Business Administration (MBA).

Justin Virgin does not have any directorships on any other listed companies, nor has he held such positions in the past 3 years.

### Xavier Braud – Non-Executive Director

Mr Braud is an experienced geologist, executive and mining analyst with 20 years of professional experience. His geological experience spans a broad range of deposits styles and commodities and covers the whole spectrum of exploration geology from greenfields exploration to resources definition and extension.

Up until January 2023, Mr Braud was the CEO of TSXV and ASX dual-listed Benz Mining, spearheading the discovery of multiple new high grade gold zones at the Eastmain Project in Quebec, which led to the delineation of 1Moz at 6.1g/t gold resource. During the same period, he also served on the board of ASX-listed Riversgold Limited where he contributed to the restructure of the company into a successful explorer.

For the three years prior, Mr Braud a Resources/Mining analyst at Patersons Securities and Canaccord Genuity covering ASX listed junior resources companies. This role involved research at both technical and financial level with an emphasis on identifying small capitalisation companies with technical merit and discovery potential.

Mr Braud is a member of the Australian Institute of Geoscientists. Mr Braud holds a Masters of Science (MSc), and a Bachelors of Science (BSc (Hon)).

Mr Braud was Director of Riversgold Limited (ASX: RGL) from 10 June 2020 to 23 November 2022.

### **Johannes Lin – Non-Executive Director**

Mr Lin has over 12 years of management experience as an entrepreneur and presently manages as Finance Director of Windsor Capital Pte Ltd, and Managing Director of both Windsor F&B Pte Ltd and Oprian Investments Pte Ltd which collectively owns and manages a diversified portfolio in Commercial Leasing in Manila, Philippines, a duo of Japanese Restaurants in Sentosa, Singapore, a Confectionery chain with franchisees and Automated Central Kitchen in Nanjing, China, a joint-development project for Hotel Development in Boracay, Philippines and a software development company in Singapore.

Past experience includes serving as a member of advisory team in the restructuring of a Singapore SGX listed Enzer Holdings Limited where series of debt negotiations, debt buy-out, capital raising by placements, right issues, debt to equity conversion and eventual takeover by a marine Company successfully. He has also overseen the development of Pasir Ria Apartments in Singapore, and a key investment team member in the development of Monarch Parksuites Condominium Manila, Philippines.

Mr Lin holds a Bachelor of Commerce, Accounting and Finance from the University of Western Australia.

Mr Lin held no other directorships of ASX listed companies during the last three years.

## 2. Details of the Offers

### 2.1 Entitlement Offer

The Entitlement Offer is a pro rata offer of New Shares to Eligible Shareholders.

Eligible Shareholders will be entitled to apply for 1 (one) New Share for every 8 (eight) Shares held at 5.00pm (WST) on the Record Date, at an issue price of \$0.005 per New Share (**Offer Price**). The Offer Price is payable in full on application.

Each 9 (nine) New Shares subscribed for under the Entitlement Offer will be issued with 1 attaching share (**Free Attaching Shares**) and each 2 (two) New Shares subscribed for under the Entitlement Offer will be issued with 1 (one) attaching option, split between 50% of the options exercisable at \$0.009 each and expiring on 20 January 2024 and 50% of the options exercisable at \$0.015 each and expiring on 20 May 2024 (collectively **New Options**).

As at the Prospectus Date the Company has 1,257,643,758 Shares and 122,222,231 unlisted Options on issue.

Based on the number of Shares expected to be on issue on the Record Date, a total of up to approximately 157,205,470 New Shares will be offered under the Entitlement Offer, raising up to \$786,027 before costs of the Entitlement Offer.

The purpose of the Entitlement Offer and the intended use of the funds raised is set out in Sections 1.2 and 1.4.

Information about how to accept your Entitlement and apply for the New Securities is set out in Section 3.

### 2.2 Non-renounceable offer

The Entitlement Offer is non-renounceable which means that Eligible Shareholders cannot transfer their right to subscribe for New Securities under the Entitlement Offer to anyone else. Any New Shares that are not taken up by the Closing Date will automatically lapse and will form part of the Shortfall.

### 2.3 Entitlement and eligibility to the Entitlement Offer

The Entitlement Offer is made to Eligible Shareholders only.

All Shareholders with a registered address in Australia or New Zealand and who are registered as the holder of Shares at 5.00pm (WST) on Friday, 29 September 2023 (**Record Date**) are Eligible Shareholders. The Entitlement Offer is not extended to Shareholders who do not meet these criteria.

The number of New Securities to which you are entitled is shown on your Entitlement and Acceptance Form accompanying this Prospectus.

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a New Share, such fraction will be rounded up to the next whole New Share.

To apply for New Securities under the Entitlement Offer, you must make a payment by the BPay® facility or electronic funds transfer (**EFT**) in accordance with your Entitlement and Acceptance Form by no later than 5.00pm (WST) on the Closing Date. Please see Section 3 for further information about accepting the Entitlement Offer.

Your rights to participate in the Entitlement Offer will lapse if you do not accept your Entitlement by the Closing Date.

The Company reserves the right (in its sole discretion) to:

- (a) reject any application that it believes comes from a person who is not an Eligible Shareholder; and
- (b) reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claim to be entitled to participate in the Entitlement Offer proves to be false, exaggerated or unsubstantiated.

The Directors reserve the right not to proceed with the whole or any part of the Entitlement Offer at any time prior to the allotment of New Securities. In that event, relevant Application Monies will be refunded without interest.

## **2.4 Excluded Shareholders**

Shareholders who do not meet the criteria to participate in the Entitlement Offer are Excluded Shareholders. Excluded Shareholders are not entitled to participate in the Entitlement Offer to subscribe for New Securities.

Refer to Section 3.10 for further details.

## **2.5 Shortfall Offer**

Any New Shares not subscribed for under the Entitlement Offer will form the Shortfall and will be offered under the Shortfall Offer.

The Shortfall Offer is a separate offer under this Prospectus. The issue price of the New Shares under the Shortfall Offer is \$0.005 (i.e., the Offer Price under the Entitlement Offer).

For each 9 (nine) New Shares subscribed for under the Entitlement Offer, Applicants will be issued with 1 (one) attaching share and for each 2 (two) New Shares subscribed for under the Entitlement Offer, Applicants will be issued with 1 (one) attaching option, split between 50% of the options exercisable at \$0.009 each and expiring on 20 January 2024 and 50% of the options exercisable at \$0.015 each and expiring on 20 May 2024.

An individual, including an Eligible Shareholder, may apply for New Shares under the Shortfall Offer provided they are eligible under all applicable securities laws to receive an offer under the Shortfall Offer.

If after the close of the Offers, any Shortfall has not been subscribed for under the Entitlement Offer or the Shortfall Offer, the Directors will have the discretion to place any Shortfall within 3 months of the close of the Entitlement Offer.

The Company cannot guarantee that you will receive the number of Shortfall Shares you apply for. If you do not receive any or all of the Shortfall Securities you applied for, the excess Application Monies will be returned to you without interest.

## **2.6 Opening Date and Closing Date**

The Offers will open for receipt of Applications on Tuesday, 3 October 2023 (**Opening Date**) and:

- (a) the Entitlement Offer will close at 5.00pm (WST) on Tuesday, 24 October 2023 (**Entitlement Offer Closing Date**); and
- (b) the Shortfall Offer will close at 5.00pm (WST) on Tuesday, 24 October 2023 (**Shortfall Offer Closing Date**).

Subject to compliance with the ASX Listing Rules (as relevant), the Company reserves the right to extend the Closing Date of an Offer.

## **2.7 Shortfall allocation**

The Directors will have discretion as to how to allocate the Shortfall to Applicants.

In exercising their discretion to allocate the Shortfall:

- (a) the Directors propose to allocate the Shortfall to both new investors and Eligible Shareholders in a manner considered appropriate to Applicants having regard to the best interests of the Company and the Company's desire to maximise the amount of funds raised from the Offers;
- (b) Eligible Shareholders are encouraged to apply for the Shortfall but in allocating the Shortfall, preference will not necessarily be conferred on Eligible Shareholders;
- (c) where the Directors consider it is in the best interests of the Company to allocate any portion of the Shortfall to a particular Applicant or to particular Applicants in order to maximise the total funds raised from the Offers, the Directors may do so; this may result in preference being given to an Application from a new investor who is not an Eligible Shareholder;
- (d) subject to the above, to the extent that Applications for the Shortfall are made by Eligible Shareholders, as between those Eligible Shareholders the Directors will generally endeavour to allocate the Shortfall in a manner which is considered fair to those Applicants, having regard to their existing shareholding interests; and
- (e) the Directors will not allocate New Shares and Free Attaching Shares under the Shortfall Offer to the extent that an Applicant's voting power in the Company would, together with the Applicant's Associates, exceed the takeover thresholds in the Corporations Act (i.e. acquiring a controlling interest in 20% or more of the issued Shares), subject to certain exceptions permitted by law.

The Directors reserve the right to place any New Shares not applied for under the Entitlement Offer or the Shortfall Offer in its discretion to sophisticated and professional investors as defined in sections 708(8), 708(10) and 708(11) of the Corporations Act, subject to the Listing Rules and any restrictions under applicable law, within 3 months of the close of the Entitlement Offer (**Shortfall Placement**).

## **2.8 No minimum subscription**

There is no minimum subscription to the Entitlement Offer or the Shortfall Offer.

## **2.9 Rights and liabilities attaching to New Securities**

New Shares and Free Attaching Shares issued under this Prospectus will be fully paid and will rank equally in all respects with Existing Shares. A summary of the rights and liabilities attaching to the New Shares and Free Attaching Shares is set out in Section 5.1.

50% of the New Options issued under this Prospectus will have an exercise price of \$0.009 each and expiring on 20 January 2024 with the remaining 50% having an exercise price of \$0.015 each and expiring on 20 May 2024. A summary of the terms and conditions of the New Options is set out in Section 5.2.

### **3. Accepting the Entitlement Offer**

#### **3.1 Action Eligible Shareholders may take**

If you are an Eligible Shareholder the number of New Shares to which you are entitled is shown on the personalised Entitlement and Acceptance Form accompanying this Prospectus. If you are an Eligible Shareholder you may:

- (a) accept your Entitlement in full;
- (b) accept your Entitlement in full and apply for additional New Securities under the Shortfall;
- (c) accept part of your Entitlement and allow the balance to lapse; or
- (d) allow all of your Entitlement to lapse.

#### **3.2 Accepting your Entitlement in full or in part**

If you wish to accept your Entitlement in full or in part, make a payment through the BPay® facility or EFT for the number of New Shares you wish to apply for in accordance with the instructions on the Entitlement and Acceptance Form – see Section 3.5.

Your BPay® payment or EFT payment must be received by no later than 5.00pm (WST) on the Entitlement Offer Closing Date.

If you do not accept all of your Entitlement then the balance of your Entitlement will lapse and the New Shares that are not subscribed for will form part of the Shortfall.

If you do not take up all of your Entitlement then your percentage shareholding in the Company will reduce.

#### **3.3 Accepting your Entitlement in full and applying for additional New Shares under the Shortfall Offer**

If you wish to accept your Entitlement in full and apply for New Shares under the Shortfall Offer, make a payment through the BPay® facility or EFT payment for all of your Entitlement and the number of additional New Shares you wish to apply for in accordance with the instructions on the Entitlement and Acceptance Form.

Your BPay® payment or EFT payment must be received by no later than 5.00pm (WST) on the Entitlement Offer Closing Date.

The allocation and issue of New Shares under the Shortfall Offer will be determined by the Directors in their discretion. The allocation policy in relation to the Shortfall Offer is set out in Section 2.7. The Directors reserve the right to allocate and issue New Securities not applied for under the Entitlement Offer or the Shortfall Offer.

#### **3.4 Allowing your Entitlement to lapse**

If you do not wish to accept any of your Entitlement, you are not required to take any action. If you do nothing, then your Entitlement will lapse. The New Shares not subscribed for will form part of the Shortfall.

If you do not take up all of your Entitlement, then your percentage shareholding in the Company will reduce.



### **3.5 Payment by BPay® or electronic funds transfer (EFT)**

Payment by BPay® should be made according to the instructions set out on the Entitlement and Acceptance Form using the BPay® Biller Code and Customer Reference Number shown on the form. You can only make a payment via BPay® if you are a holder of an account with an Australian financial institution that supports BPay® transactions.

Payment by electronic funds transfer (**EFT**) should be made according to the instructions set out on the Entitlement and Acceptance Form using the unique payment reference number shown on the form.

The reference number shown on each Entitlement and Acceptance Form (**Reference Number**) is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number to pay for each holding separately. Failure to do so may result in an underpayment. If you pay by BPay® or EFT and do not pay for your full Entitlement, the remaining Entitlement will form part of the Shortfall.

If you pay by BPay® or EFT:

- (a) you do not need to return the Entitlement and Acceptance Form but are taken to have made the declarations on that form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered by your Application Monies.

You must ensure that your payment by BPay® or EFT is received by 5.00pm (WST) on the Closing Date. Your financial institution may implement cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. The Company is not responsible for any delay in the receipt of BPay® or EFT payment.

### **3.6 Applications for Shortfall Shares by Applicants who are not Eligible Shareholders**

If you are not an Eligible Shareholder and wish to apply for Shortfall Shares under the Shortfall Offer, you should complete a Shortfall Application Form accompanying this Prospectus and return your completed Shortfall Application Form with payment of Application Monies in accordance with the instructions on the Shortfall Application Form.

### **3.7 ASX quotation of New Shares**

New Securities under the Offers are expected to be issued and holding statements despatched as soon as practicable after the Closing Date, in accordance with the ASX Listing Rules and the timetable set out on page iii. No issue of New Securities will be made until ASX grants permission for quotation of the New Shares.

Application for official quotation on ASX of the New Shares issued pursuant to this Prospectus will be made within 7 days after the Prospectus Date. The fact that ASX may agree to grant official quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the Securities. If permission for quotation is not granted by ASX within 3 months after the Prospectus Date, the Securities will not be allotted and Application Monies will be refunded (without interest) as soon as practicable.

It is your responsibility to determine your holdings before trading in Securities. Any person who sells Securities before receiving confirmation of their holding will do so at their own risk.

The Directors reserve the right not to proceed with the whole or any part of the Entitlement Offer at any time before the allotment of New Securities. In that event, relevant Application Monies will be refunded without interest.

### **3.8 No brokerage**

No investor will pay brokerage as a subscriber for New Securities under the Offers.

### **3.9 Holding of Application Monies**

Application Monies will be held in a trust account until the New Securities are issued.

The trust account established by the Company for this purpose will be solely used for handling Application Monies.

Any interest earned on Application Monies will be for the benefit of, and will remain the sole property of, the Company, and will be retained by the Company whether or not the allotment and issue of New Securities takes place.

Applications and Application Monies may not be withdrawn once they have been received by the Company.

### **3.10 Excluded Shareholders**

The Entitlement Offer is not made to Shareholders who on the Record Date have a registered address outside Australia or New Zealand (**Excluded Shareholders**). Neither the Prospectus nor the Entitlement and Acceptance Form constitutes an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

In making the decision to not extend the Entitlement Offer to Excluded Shareholders the Company has taken into account the fact that all of the Company's Shareholders reside in Australia or New Zealand.

The Entitlement Offer is made to all Eligible Shareholders. The Company is not required to determine whether or not any registered Eligible Shareholder is holding Shares on behalf of persons who are resident outside Australia or New Zealand (including nominees, custodians and trustees) or the identity or residence of any beneficial owners of Shares. Any Eligible Shareholders holding Shares on behalf of persons who are resident outside Australia and New Zealand are responsible for ensuring that any dealing with New Securities issued under the Entitlement Offer do not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions relating to the taking up of Entitlements or the distribution of this Prospectus or the Entitlement and Acceptance Form.

The distribution of this Prospectus and accompanying application (including electronic copies) outside Australia or New Zealand may be restricted by law and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

### 3.11 New Zealand Investors

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of a financial advice provider.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

### 3.12 CHESS

The Company participates in the Clearing House Electronic Sub-register System (**CHESS**). ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Securities (**CHESS Statement** or **Holding Statement**).

If you are broker sponsored, ASX Settlement will send you a CHESS Statement.

The CHESSE Statement will set out the number of New Securities issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub-register, your statement will be dispatched by the Company's Share Register and will contain the number of New Securities issued to you under this Prospectus and your security holder reference number.

A CHESSE Statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

### **3.13 Privacy**

If you apply for New Securities you will be providing personal information to the Company and the Share Registry. The Company and the Share Registry collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request, carry out appropriate administration 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, 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.

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act (as amended), the Corporations Act and certain rules of ASX. If you do not provide the information required on the Entitlement and Acceptance Form or Shortfall Application Form (as applicable), the Company may not be able to accept or process your Application.

Under the Privacy Act, you may request access to your personal information held by, or on behalf of, the Company or the Share Registry. You can request access to your personal information by writing to the Company through the Share Registry at:

Terrain Minerals Limited  
C/- Computershare Investor Services Pty Ltd  
Level 17, 221 St Georges Terrace  
Perth, Western Australia, 6000  
T: 1300 787 272

### **3.14 Taxation implications**

The Directors do not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for New Securities under this Prospectus as it is not possible to provide a comprehensive summary of the possible taxation positions of potential Applicants. The Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to potential Applicants in relation to the Offers. Potential Applicants should, therefore, consult their own tax adviser in connection with the taxation implications of the Offers.

## 4. Effect of the Offers

### 4.1 Principal effect of the Entitlement Offer on the Company

The principal effects of the Entitlement Offer, assuming the Entitlement Offer is fully subscribed, will be to:

- (a) increase the number of Shares on issue from 1,257,643,758 Shares as at the Prospectus Date to 1,432,316,502 Shares; and
- (b) increase cash reserves by up to approximately \$786,027 immediately after completion of the Offers (less payment of the costs and expenses of the Offers set out in Section 8.6).

### 4.2 Effect on capital structure

The capital structure of the Company following completion of the Offers is set out below:

- (a) assuming 87,336,392 Shares are issued under the Entitlement Offer and the Shortfall Offer, representing approximately 50% of the Entitlement Offer; and
- (b) assuming 174,672,744 Shares are issued under the Offers, being full (100%) subscription to the Entitlement Offer and the Shortfall Offer:

<b>Securities</b>	<b>Partial subscription to Offers at 50% subscription</b>	<b>Full subscription (100%) to Offers</b>
<b>Shares</b>		
Shares on issue at the Prospectus Date	1,257,643,758	1,257,643,758
New Shares issued under the Entitlement Offer and Shortfall Offer (approximately)	78,602,735	157,205,470
Free Attaching Shares issued under the Entitlement Offer and Shortfall Offer (approximately)	8,733,637	17,467,274
<b>Total expected number of Shares on issue at completion of the Offers<sup>1</sup></b>	<b>1,344,980,130</b>	<b>1,432,316,502</b>
<b>Options</b>		
Options on issue at the Prospectus Date <sup>2</sup>	122,222,231	122,222,231
Options to be issued pursuant to the Placement <sup>3</sup>	5,000,000	5,000,000
New Options issued under the Entitlement Offer and Shortfall Offer	39,301,368	78,602,735
<b>Total Options on issue at completion of the Offers<sup>1</sup></b>	<b>166,523,599</b>	<b>205,824,966</b>

Notes:

1. Total numbers of Shares and Options assume no Options are exercised before completion of the Offers.
2. The Options comprise the following classes of unquoted securities:
  - 43,611,124 Options exercisable at \$0.009 and expiring 20/01/2024
  - 43,611,107 Options exercisable at \$0.015 and expiring 20/05/2024
  - 4,000,000 Options exercisable at \$0.0108 and expiring 24/02/2028
  - 3,000,000 Options exercisable at \$0.0085 and expiring 22/11/2023
  - 6,000,000 Options exercisable at \$0.0065 and expiring 20/11/2024
  - 16,000,000 Options exercisable at \$0.0214 and expiring 25/11/2025
  - 6,000,000 Options exercisable at \$0.0150 and expiring 7/12/2026
3. Being the Placement Options to be issued to brokers to the Placement (refer ASX Announcement 13 September 2023). These Options include:
  - 2,500,000 Options exercisable at \$0.009 and expiring 20/01/2024
  - 2,500,000 Options exercisable at \$0.015 and expiring 20/05/2024

### **4.3 Details of substantial Shareholders**

As at the Prospectus Date, the Company has two substantial Shareholders (being persons who have a relevant interest in 5% or more of the Shares in the Company):

- GERARD C TOSCAN MANAGEMENT PTY LIMITED <GERARD C TOSCAN FAM NO 2 A/C> has a relevant interest in 7.40% of the total Shares as at the Prospectus Date (based on a holding of 93,100,000 shares per most recent notice); and
- MR JONATHAN LIM has a relevant interest in 5.38% of the total Shares as at the Prospectus Date (based on a holding of 67,648,712 shares per most recent notice).

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

### **4.4 Effect of Entitlement Offer on control of the Company**

As at the Prospectus Date the Company does not anticipate that Shares issued under the Entitlement Offer will have any effect on control of the Company.

If all of the Eligible Shareholders under the Entitlement Offer accept their Entitlements in full, Eligible Shareholders will maintain their percentage shareholding interest in the Company.

### **4.5 Effect of Offers on Existing Shareholders' interests**

As at the Prospectus Date the Company has 1,257,643,758 Shares and 122,222,231 unlisted Options on issue.

If all Eligible Shareholders subscribe for their Entitlements in full, each Eligible Shareholder's percentage shareholding should remain substantially the same as at the Record Date. Accordingly, the Offers should not have a material effect on control of the Company.

The table below sets out the estimated maximum dilutive effect of the Entitlement Offer on Existing Shareholders, assuming various subscription scenarios and that other

Shares are not issued (including on the exercise of Options) prior to the close of the Entitlement Offer.

Scenario	New Shares and Free Attaching Shares to Eligible Shareholders under Entitlement Offer	Maximum Shortfall Shares issued	Dilution to Existing Shareholders as a result of any Shortfall <sup>1</sup>
100% subscription under Entitlement Offer	174,672,744	Nil	0.00%
75% subscription to Entitlement Offer	131,004,558	43,668,186	3.05%
50% subscription to Entitlement Offer	87,336,372	87,336,372	6.10%

**Notes:**

- The dilution percentages assume that all Shortfall Shares are issued to Applicants other than Eligible Shareholders. The dilution represents a percentage of the total maximum Shares on issue on completion of the Entitlement Offer (1,432,316,502 Shares) that are held by persons other than Eligible Shareholders.

The Company will not allocate New Shares and Free Attaching Shares under the Shortfall Offer to the extent that an Applicant's voting power in the Company would, together with the Applicant's Associates, exceed the takeover thresholds in the Corporations Act (i.e. acquiring a controlling interest in 20% or more of the issued Shares, or increasing an existing controlling interest of more than 20%), subject to certain exceptions permitted by law.

#### 4.6 Potential dilutive effect of New Options

The table below sets out the potential dilutive effect on Shareholders if Shares are issued on the exercise of all existing Options and all proposed New Options following completion of the Offers assuming full (100%) subscription to the Entitlement Offer:

Event	Number of Shares or Options	Shares issued on Option exercise	Number of Shares post-issue	Dilution (rounded)
Shares on issue on completion of Entitlement Offer	1,432,316,502	-	-	-
Exercise of existing Options <sup>1</sup>	127,222,231	127,222,231	1,559,538,733	8.16%
Exercise of New Options issued under the Options Offer	78,602,735	78,602,735	1,638,141,468	4.80%

**Notes:**

The interests shown in the table above assume that:

- includes the 5,000,000 Placement Options
- the existing Options do not lapse prior to exercise or conversion;
- Options are exercised in the sequence as shown above; and
- no other Shares are issued prior to exercise of Options.

#### 4.7 Pro forma statement of financial position

Set out below is:

- (a) the audited consolidated statement of financial position of the Company as at 30 June 2023; and
- (b) the unaudited pro forma consolidated statement of financial position of the Company as at 30 June 2023 incorporating the effect of the Offers.

The unaudited pro forma consolidated statement of financial position has been derived from the financial statements of the Company and adjusted to reflect pro forma assets and liabilities of the Company as if completion of the Offers had occurred by 30 June 2023. The historical and pro-forma information is presented in an abbreviated form. It does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

The pro forma statement of financial position has been prepared on the basis that there are no material movements in the assets and liabilities of the Company. No allowance has been made for expenditure incurred from 30 June 2023 to completion of the Offers, except for the following items:

- at 100% subscription to the Entitlement Offer, the issue of 157,205,470 New Shares and 17,467,274 Free Attaching Shares under the Offers raising \$786,027 (before costs and expenses of the Offers); and
- at approximately 50% subscription to the Offers, the issue of 78,602,735 New Shares and 8,733,637 Free Attaching Shares under the Offers raising \$393,014 (before costs and expenses of the Offers); and
- costs of the Offers will be approximately \$52,636 (at 100% subscription to the Offers) and \$50,945 (at 50% subscription to the Offers).



## Consolidated Pro Forma Statement of Financial Position

### 100% Subscription

	Audited 30-June-2023	Entitlement Offer Proceeds (100% Subscription)	Costs of the Offer	Pro-forma after Entitlement Offer Proceeds and Costs of the Offer
	\$	\$	\$	\$
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	1,309,307	786,027	(52,636)	2,042,698
Trade and other receivables	80,640	0	0	80,640
Prepayments	10,095	0	0	10,095
<b>TOTAL CURRENT ASSETS</b>	<b>1,400,042</b>	<b>786,027</b>	<b>(52,636)</b>	<b>2,133,433</b>
<b>NON-CURRENT ASSETS</b>				
Other receivables	20,000	0	0	20,000
Exploration expenditure	2,638,236	0	0	2,638,236
<b>TOTAL NON-CURRENT ASSETS</b>	<b>2,658,236</b>	<b>0</b>	<b>0</b>	<b>2,658,236</b>
<b>TOTAL ASSETS</b>	<b>4,058,278</b>	<b>786,027</b>	<b>(52,636)</b>	<b>4,791,669</b>
<b>CURRENT LIABILITIES</b>				
Trade and other payables	489,642	0	0	489,642
<b>TOTAL CURRENT LIABILITIES</b>	<b>489,642</b>	<b>0</b>	<b>0</b>	<b>489,642</b>
<b>TOTAL LIABILITIES</b>	<b>489,642</b>	<b>0</b>	<b>0</b>	<b>489,642</b>
<b>NET ASSETS</b>	<b>3,568,636</b>	<b>786,027</b>	<b>(52,636)</b>	<b>4,302,027</b>
<b>EQUITY</b>				
Issued capital	23,123,664	786,027	0	23,909,691
Reserves	1,844,588	0	0	1,844,588
Accumulated losses	(21,399,616)	0	(52,636)	(21,452,252)
<b>TOTAL EQUITY</b>	<b>3,568,636</b>	<b>786,027</b>	<b>(52,636)</b>	<b>4,302,027</b>

**50% Subscription**

	<b>Audited 30-June-2023</b>	<b>Entitlement Offer Proceeds (50% Subscription)</b>	<b>Costs of the Offer</b>	<b>Pro-forma after Entitlement Offer Proceeds and Costs of the Offer<sup>^</sup></b>
	\$	\$	\$	\$
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	1,309,307	393,014	(50,945)	1,651,376
Trade and other receivables	80,640	0	0	80,640
Prepayments	10,095	0	0	10,095
<b>TOTAL CURRENT ASSETS</b>	<b>1,400,042</b>	<b>393,014</b>	<b>(50,945)</b>	<b>1,742,111</b>
<b>NON-CURRENT ASSETS</b>				
Other receivables	20,000	0	0	20,000
Exploration expenditure	2,638,236	0	0	2,638,236
<b>TOTAL NON-CURRENT ASSETS</b>	<b>2,658,236</b>	<b>0</b>	<b>0</b>	<b>2,658,236</b>
<b>TOTAL ASSETS</b>	<b>4,058,278</b>	<b>393,014</b>	<b>(50,945)</b>	<b>4,400,347</b>
<b>CURRENT LIABILITIES</b>				
Trade and other payables	489,642	0	0	489,642
<b>TOTAL CURRENT LIABILITIES</b>	<b>489,642</b>	<b>0</b>	<b>0</b>	<b>489,642</b>
<b>TOTAL LIABILITIES</b>	<b>489,642</b>	<b>0</b>	<b>0</b>	<b>489,642</b>
<b>NET ASSETS</b>	<b>3,568,636</b>	<b>393,014</b>	<b>(50,945)</b>	<b>3,910,705</b>
<b>EQUITY</b>				
Issued capital	23,123,664	393,014	0	23,516,678
Reserves	1,844,588	0	0	1,844,588
Accumulated losses	(21,399,616)	0	(50,945)	(21,450,561)
<b>TOTAL EQUITY</b>	<b>3,568,636</b>	<b>393,014</b>	<b>(50,945)</b>	<b>3,910,705</b>

<sup>^</sup>Excludes the impact of any Shortfall Placement shares which may be issued.

## **5. Rights and liabilities attaching to New Securities**

### **5.1 Rights and liabilities attaching to New Shares and Free Attaching Shares**

The New Shares and Free Attaching Shares issued under this Prospectus will be fully-paid ordinary shares in the capital of the Company and will rank equally with the Shares on issue at the Prospectus Date.

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to Shares. Full details of the rights and liabilities attaching to the Shares are contained in the Constitution and, in certain circumstances, are regulated by the Corporations Act, the Listing Rules, the ASX Settlement Rules, and the common law. The Constitution is available for inspection free of charge at the Company's registered office.

#### **(a) Voting**

At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every fully paid up Share held by them. In the case of a partly paid share, a fraction of a vote equivalent to the proportion which the amount paid up on that member's share bears to the total amounts paid and payable (excluding amounts credited) on that share.

#### **(b) Dividends**

Subject to law and any special rights and restrictions attached to any Shares:

- (i) the directors may declare and pay dividends as appear to them to be justified by the profits of the Company; and
- (ii) the person entitled to a dividend on a Share is entitled to:
  - A. if the Share is fully paid (whether the issue price of the Share was paid or credited or both), the entire dividend; or
  - B. if the Share is partly paid, a proportion of that dividend equal to the proportion which the amount paid on that Share bears to the total issue price of that Share. Any amounts credited without payment in money or other consideration being made to the Company and any amounts paid up in advance of the applicable due date for payment are ignored when calculating the proportion.

#### **(c) Winding up**

If the Company is wound up and after payment of all debts and satisfaction of liabilities a surplus remains, it may be distributed amongst Shareholders entitled to it in proportion to the number of Shares held by each of them regardless of the amounts paid up on the Shares.

#### **(d) Further increases in capital**

Subject to restrictions on the issue or grant of securities contained in the Listing Rules, ASX Settlement Operating 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 have the right to issue

shares or grant options over unissued shares to any person and they may do so at such times as they think fit and on the conditions they think fit.

Such shares may have preferred, deferred or other special rights or special restrictions about dividends, voting, return of capital, participation in the property of the Company on a winding up or otherwise, as the directors think fit.

(e) **Variation of rights**

The rights attached to any class of shares may, unless their terms of issue state otherwise, be varied:

- (i) with the written consent of the holders of 75% of the shares of the class; or
- (ii) by a special resolution passed at a separate meeting of the holders of shares of the class.

(f) **Transfer of securities**

Generally, the shares and options in the Company will be freely transferable, subject to satisfying the usual requirements of security transfers on the ASX. The Directors may decline to register any transfer of shares but only where permitted to do so under its Constitution or the Listing Rules.

(g) **Sale of small holdings**

The Company may take steps in respect of non-marketable holdings of shares in the Company to effect an orderly sale of those shares in the event that holders do not take steps to retain their holdings.

The Company may only take steps to eliminate non-marketable holdings in accordance with the Constitution and the Listing Rules.

(h) **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.

## 5.2 Terms and conditions of New Options

The terms and conditions of the New Options are as follows:

	<b>Options exercisable at \$0.009 each and expiring on 20 January 2024</b>	<b>Options exercisable at \$0.015 each and expiring on 20 May 2024</b>
<b>a</b>	<b>Entitlement:</b> Each New Option entitles the holder ( <b>Option Holder</b> ) to subscribe for one fully paid ordinary Share in the Company	<b>Entitlement:</b> Each New Option entitles the holder ( <b>Option Holder</b> ) to subscribe for one fully paid ordinary Share in the Company
<b>b</b>	<b>No payment on grant:</b> The Option Holder is not required to pay any amount on the grant of an Option	<b>No payment on grant:</b> The Option Holder is not required to pay any amount on the grant of an Option

c	<b>Exercise price:</b> The exercise price of each New Option is \$0.009 ( <b>Exercise Price</b> ).	<b>Exercise price:</b> The exercise price of each New Option is \$0.015 ( <b>Exercise Price</b> ).
d	<b>Expiry date:</b> Each New Option may be exercised at any time before 5.00pm (WST) on or before 20 January 2024 ( <b>Expiry Date</b> ). Any New Option not exercised by the Expiry Date will automatically expire	<b>Expiry date:</b> Each New Option may be exercised at any time before 5.00pm (WST) on or before 20 May 2024 ( <b>Expiry Date</b> ). Any New Option not exercised by the Expiry Date will automatically expire
e	<b>Exercise Period:</b> Each New Option are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> )	<b>Exercise Period:</b> Each New Option are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> )
f	<b>Notice of Exercise:</b> Each New Option may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Notice of Exercise</b> ) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company	<b>Notice of Exercise:</b> Each New Option may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Notice of Exercise</b> ) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company
g	<b>Exercise Date:</b> 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 ( <b>Exercise Date</b> ).	<b>Exercise Date:</b> 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 ( <b>Exercise Date</b> ).
h	<b>Timing on Issue of Shares on Exercise:</b> Within 5 business days after the Exercise Date, the Company will:  (i) issue the number of Shares required under these terms and conditions in respect of the number of 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	<b>Timing on Issue of Shares on Exercise:</b> Within 5 business days after the Exercise Date, the Company will:  (i) issue the number of Shares required under these terms and conditions in respect of the number of 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

	<p>the Shares does not require disclosure to investors; and</p> <p>(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.</p> <p>If a notice delivered under (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors</p>	<p>the Shares does not require disclosure to investors; and</p> <p>(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.</p> <p>If a notice delivered under (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors</p>
i	<b>Shares issued on exercise:</b> Shares issued on exercise of the New Options rank equally with the then issued shares of the Company	<b>Shares issued on exercise:</b> Shares issued on exercise of the New Options rank equally with the then issued shares of the Company
k	<b>Reconstruction of capital:</b> If at any time the issued capital of the Company is reconstructed, all rights of a New Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction	<b>Reconstruction of capital:</b> If at any time the issued capital of the Company is reconstructed, all rights of a New Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction
l	<b>Participation in new issues:</b> 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	<b>Participation in new issues:</b> 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
m	<b>Change in exercise price:</b> 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 Option can be exercised	<b>Change in exercise price:</b> 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 Option can be exercised
n	<b>Transferability:</b> The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws	<b>Transferability:</b> The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws

## **6. Risk factors**

### **6.1 Introduction**

Activities in the Company and its controlled entities, as in any business, are subject to risks which may impact upon the Company's future performance. There can be no guarantee that the Company will achieve its stated objectives.

Potential investors should read the entire Prospectus and review announcements made by the Company to ASX (at [www.asx.com.au](http://www.asx.com.au) under the code "TMX") in order to gain an appreciation of the Company, its activities, operations, financial position, and prospects.

An investment in the Company's Securities should be considered speculative. Securities carry no guarantee with respect to the payment of any dividends, returns of capital or the market value of those Securities.

Potential investors should consider the risk factors set out in Sections 6.2 and 6.3 below which the Directors believe represent some of the general and specific risks that Shareholders should be aware of when evaluating the Company and deciding whether to acquire any Securities in the Company. The following risk factors are not intended to be an exhaustive list of all of the risk factors to which the Company is exposed.

### **6.2 Specific risks relating to the Company**

The following risks have been identified as being risks specific to an investment in the Company. These risks may adversely affect the Company's financial position, prospects and price of its listed securities.

#### **(a) Tenement Title**

Interests in tenements in Western Australia are governed by legislation and are evidenced by the granting of licences. Each licence is granted for a specific term and carries with it expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to, or its interest in, a Tenement if licence conditions are not met or if insufficient funds are available to meet expenditure commitments as and when they arise.

The Company's tenements (or tenements in which the Company may acquire an interest in the future), will be subject to applications for renewal or exemption from expenditure (as the case may be). The renewal or exemption from expenditure for a tenement is usually determined at the discretion of the relevant government authority. If a tenement is not renewed or granted an exemption from expenditure, the Company may suffer damage through loss of opportunity to develop and discover minerals on that tenement.

Although the Company has taken steps to verify the title to its projects, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title. Title to the Company's projects, and resource properties which the Company may acquire in the future, may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or other stakeholder rights.

Further, four (4) projects with multiple tenements per project are pending grant. These projects are Carlindie, Bassit Bore, and Mukka located in WA, and Biloela in QLD. Tenement details of these projects can be located in the Company's Quarterly Report released via ASX Announcement on 19 July 2023.

There is a risk that one or all of the applications for these tenements may not be granted in their entirety, not granted at all, granted with conditions unacceptable for the Company's proposed activities or granted following an extended period of delay due to matters outside of the control of the Company.

The Company is also aware of a number of concurrent interests which encroach on the projects, including licence applications affecting the tenements in Western Australia. These may affect the Company's access to, or rights to conduct exploration and/or mining activities on, the encroaching areas. Any encroaching interests which affect the Company's projects, or any resource properties which the Company acquires in the future, have the potential to materially adversely affect the Company's operations, outlook and financial condition.

**(b) Land Access**

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to gain access to land in Australia. Negotiations with both Traditional Owners and landowners/occupiers are generally required before the Company can access land for exploration or mining activities.

Land access is critical for exploration and mining operations. Access to land can be affected by land ownership, including private (freehold) land, Crown land, Crown leases, and regulatory requirements. The Company notes that certain tenements overlap with conflicting land uses, including private land (see Section 3.1(c) below), file notation areas, pastoral leases, petroleum titles, registered heritage sites and areas of Crown reserves and proposed reserve lands.

While access issues are faced by many mining exploration companies and are not considered unusual, the ability of the Company to explore its claims and exploit any deposits that may be discovered, may be affected by any ownership or land usage rights, and regulatory requirements.

**(c) Private Land**

Tenements held by the Company (comprising the Lort River Project tenements) are situated over private/freehold land. Applications awaiting grant for the Mukka project (WA) and Biloela project (QLD) are situated over private/freehold land.

Most grants of freehold that were made prior to 1 January 1899 in Western Australia included the grant of minerals other than gold, silver and precious minerals (referred to as 'the Royal Metals'), which were reserved to the Crown. This land is commonly referred to as 'minerals to owner' land as the landowner owns all other minerals and has the right to deal with those minerals as it sees fit. In such a situation, a mining tenement granted under the Mining Act 1978 (WA) will confer on the tenement holder the right to explore for, or mine gold, silver and precious metals only but will not give any rights to exploit any other mineral.

Preliminary enquiries made with Landgate have confirmed that the majority of the lots overlapped by the above tenements comprise (partially or in whole) land granted prior to 1 January 1899. It should be noted that the enquiries made with Landgate were made to identify the Crown allotment parcel only. The report obtained from Landgate does not constitute a full chain of title searches and does not capture all records within the chain of each land parcel. Further investigations would be required to trace the passage of mineral ownership over time.



As the Company defines exploration targets on these affected tenements and prior to commencing ground disturbing activities, the Company will conduct further investigations to confirm whether the relevant private land parcels are 'minerals to owner' land and whether it is necessary to obtain consent and/or agreement in relation to access and compensation from the owners of such land.

Approvals for mining gold, silver and precious metals on pre-1899 land have generally been granted by local government as an Extractive Industry Licence ("EIL"; Local Government Act 1995) or Development Approval ("DA"; Planning and Development Act 2005). A miner wishing to mine minerals other than the gold, silver and precious metals located on pre-1899 land will need to negotiate an access and compensation agreement with the owner of the land (and owner of the minerals) and obtain permission either through an EIL or DA. Any significant proposal may require assessment by the Environment Protection Authority and any mining activity will be subject to the Mines Safety and Inspection Act 1994.

**(d) Exploration**

The Company's projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Company's projects, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

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

**(e) Operating risks**

The operations of the Company may be affected by various factors including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration or mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

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

**(f) Native Title**

The Native Title Act recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is significant uncertainty associated with Native Title in Australia and this may impact on the Company's operations and future plans.

Native Title can be extinguished by valid grants of land (such as freehold title) or waters to people other than the Native Title holders or by valid use of land or waters. Native Title is not necessarily extinguished by the grant of mining leases, although a valid mining lease prevails over Native Title to the extent of any inconsistency for the duration of the title.

The existence of a Native Title claim is not an indication that Native Title in fact exists on the land covered by the claim, as this matter is ultimately determined by the Federal Court.

A number of the Company's tenements are affected by known Native Title claims and/or rights and interests. Accordingly, the ability of the Company to gain access to these tenements or to progress from the exploration phase to the development and mining phases of operation may be adversely affected. Certain of the Company's tenements are also subject to ILUAs, which may contain terms and conditions which are unfavourable for, or restrictive against, the Company.

If Native Title is found to exist in respect of the area of any of the Company's tenements, then any compensation liability payable to the holders of the Native Title rights in relation to the grant and activities conducted on the relevant tenements will lie with the Company. Compensation liability may be determined by the Federal Court or settled by agreement with native title holders, including through ILUAs (which have statutory force) and common law agreements (which do not have statutory force). At this stage, the Company is not able to quantify any potential compensation payments, if any.

**(g) Aboriginal Heritage**

The Company must comply with Aboriginal heritage legislation requirements which include the requirement to conduct heritage survey work prior to the commencement of operations.

The Company is aware of various areas of indigenous significance and Aboriginal heritage sites of considerable cultural value both to the local indigenous communities and the broader community generally which affect certain tenements held by the Company. It is also likely that additional Aboriginal sites may be identified on the land the subject of the Company's tenements.

The Company will comply with all relevant Aboriginal Heritage Acts and any applicable agreements that may be in place with the relevant Traditional Owners. Prior to commencing ground disturbing activities, including mining, the Company will need to consult with relevant Traditional Owners regarding the likely impact that the proposed activities may have on such areas. There is no guarantee that the Company will be able to deal with Aboriginal heritage issues in a satisfactory or timely manner and accordingly such issues may increase the proposed time periods for the conduct of the Company's proposed activities, lead to increased costs for such activities (in obtaining the required consents and/or approvals) and also limit the Company's ability to conduct its proposed activities on the relevant tenement.

The Company notes the recent enactment of the *Aboriginal Cultural Heritage Act 2021 (WA)* and the subsequent announcement in August 2023 by the State Government to repeal the new legislation and restore the *Aboriginal Heritage Act 1972 (WA)* which it replaced, with amendments, pursuant to the *Aboriginal Heritage*

*Legislation Amendment and Repeal Bill 2023 (WA)*. Until the current legislation is formally repealed and the Bill commences, there remains ongoing practical implementation issues for compliance and uncertainty regarding the final terms of the new laws. The Company will continue to monitor the situation closely however, there remains there is a risk that the Company's activities will be impacted while the uncertainty remains and depending on the requirements of the new laws adopted.

(h) **Government and regulatory risk**

The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and work safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise its operations. These permits relate to exploration, development, production and rehabilitation activities. While the Company believes that it is 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 and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects.

Obtaining necessary permits can be a time-consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even in 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 tenements.

(i) **No Defined Resources**

The Company, at this time, does not have any JORC Code 2012 compliant mineral resources or reserves on its projects, and previous exploration over the areas covered by the Company's projects is limited. There can be no assurance that future exploration and development activities on the Company's projects, or any other mineral permits that may be acquired in the future, will result in the identification of an economically viable mineral deposit.

(j) **Resource Estimates**

Whilst the Company intends to undertake exploration activities with the aim of defining a JORC Code 2012 compliant resources, no assurances can be given that exploration will result in the determination of a resource on any tenement. Even if a resource is identified, no assurance can be provided that this can be economically extracted.

In the event that the Company successfully delineates a resource or reserve on any of its mineral permits, that resource or reserve estimate will be an expression of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, estimates are likely to change. This may

result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(k) **Results of studies**

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

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

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

(l) **Metallurgy**

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

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

(m) **Commodity price volatility**

It is anticipated that any revenues derived from mining will primarily be derived from the sale of precious and base metals. Consequently, any future earnings are likely to be closely related to the price of these commodities and the terms of any offtake agreements that it enters into.

Metal prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for minerals and metals, forward selling by producers, and production cost levels in major mineral-producing regions.

Moreover, metal prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the metal as well as general global economic conditions. 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.

(n) **Environmental**

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration

projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to appropriate standards of environmental obligation, including compliance with all environmental laws.

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

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There are risks that the cost of compliance with environmental laws and regulations will increase for the Company's operations generally, also negatively impacting any future feasibility studies.

Approvals may be required for land clearing and for ground disturbance activities. Delays in obtaining such approvals can result in delays to planned exploration programmes or mining activities.

(o) **Key Management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. The Company may be detrimentally affected if one or more of the key management or other personnel cease their engagement with the Company.

(p) **Agents and contractors**

The Company intends to outsource substantial parts of its exploration activities pursuant to services contracts with third party contractors. The Directors are unable to predict the risk of financial failure, default or insolvency of any of the contractors. If these events occur in relation to a contractor, recovery by the Company of resulting financial losses may be limited. Contractors may also underperform their obligations of their contracts. If such contracts are terminated, the Company may not be able to find a suitable replacement on satisfactory terms.

(q) **Acquisitions**

The Company may make acquisitions of, or significant investments in, companies or assets that are complementary to its business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving mineral exploration success and retaining key staff.

(r) **Royalties**

Any future mining projects may be subject to State or Federal royalties, in addition to the royalties payable to third parties. Each royalty holder has an express right to lodge caveats against the relevant tenements to protect its interest in the relevant tenements. In the event that additional royalties are imposed or increased in the

future, the profitability and commercial viability of the Company's projects may be negatively impacted.

(s) **Climate change regulation**

Mining of mineral resources is relatively energy intensive and is dependent on the consumption of fossil fuels. Increase regulation and government policy designed to mitigate climate change may adversely affect the Company's cost of operations and adversely impact the financial performance of the Company.

(t) **Downturn in the resources industry**

The Company's revenue and growth are susceptible to a downturn in the resources industry. The resources industry is influenced by many economic and political factors which are outside the control of the Company, including but not limited to confidence in the global economy and global economic growth, continued international demand and commodities prices. Any prolonged decline in commodity prices, particularly gold or copper, or the demand for resources may have a materially adverse effect on the Company's financial performance and financial position.

(u) **Additional requirements for capital**

At 30 June 2023, the Company had \$1,309,307 in cash and cash equivalents. In light of the Company's current and proposed activities, it is highly likely that further funding will be required to meet the ongoing working capital costs of the Company. Further, as an exploration company, the Company's current exploration plans and budgets may change depending on a range of intervening events, including exploration success or failure, the granting or non-granting of pending tenement applications and new acquisitions, and new circumstances have the potential to affect the manner in which funds are applied and the level of funding required by the Company. The Company's capital requirements also depend on numerous factors which apply generally to all businesses in particular non-revenue making businesses, including for example inflation rates and the costs of goods and services procured.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary accordingly to a number of factors, including prospectivity of the Company's projects (existing and future), feasibility studies, stock market and industry conditions and the price of relevant commodities and exchange rates.

Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(v) **Future profitability**

The Company's profitability will be impacted by, among other things, the success of its exploration and mining activities, economic conditions in the markets in which it operates, competition factors and any regulatory developments. Accordingly, the extent of future profits (if any) and the time required to achieve sustained profitability are uncertain and cannot be reliably predicted.

(w) **Exploration costs**

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

(x) **Development risk**

If the Company identifies mineral deposits that subsequent studies confirm to be potentially economic, then the future development of a mining operation at any of the Company's projects will be subject to many risks, including:

- (i) *obtaining all necessary and requisite approvals from relevant authorities and third parties;*
- (ii) *access to necessary funding;*
- (iii) *geological and weather conditions causing delays and interference to operations;*
- (iv) *technical and operational difficulties associated with mining of minerals and production activities;*
- (v) *mechanical failure of plant and equipment;*
- (vi) *shortages or increases in price of consumables, and plant and equipment;*
- (vii) *environmental hazards, fires, explosions and other accidents;*
- (viii) *interference by environmental lobby groups;*
- (ix) *transportation facilities; and*
- (x) *cost overruns.*

There is no guarantee that the Company will achieve commercial viability for any of its projects.

(y) **Taxation and government regulations**

Changes in taxation and government legislation in a range of areas (for example, Corporations Act, accounting standards, and taxation law, or similar legislation in overseas jurisdictions) can have a significant influence on the outlook for all companies and the returns to investors.

The recoupment of taxation losses accrued by the Company from any future revenues is subject to the satisfaction of tests outlined in taxation legislation or regulations in the jurisdictions in which the Company operates. There is no guarantee that the Company will satisfy all of these requirements at the time it seeks to recoup its tax losses which may impact on the financial performance and cashflows of the Company.

(z) **Joint venture parties, agents and contractors**

The Directors are unable to predict the risk of financial failure or default by a participant in the earn-in agreements and joint ventures to which the Company is at present a party or may become a party or the insolvency or managerial failure by any of the contractors (or to be used in the future) by the Company in any of its

activities or the insolvency or other managerial failure by any of the other service providers used (or to be used in the future) by the Company for any activity.

**(aa) Rehabilitation of tenements**

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

**(bb) Contract risk**

The operations of the Company will require the involvement of a number of third parties, including suppliers, contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, the Directors are unable to completely avoid the risk of:

- (i) financial failure or default by a participant in any joint venture to which the Company or its subsidiaries may become a party;*
- (ii) insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by the Company or its subsidiaries in its exploration activities; or*
- (iii) insolvency, default on performance or delivery, or any managerial failure by any other service providers used by the Company or its subsidiaries or operators for any activity.*

Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on the Company's operations and performance. Whilst best practice pre-contracting due diligence is undertaken for all third parties engaged by the Company, it is not possible for the Company to predict or protect itself completely against all such contract risks.

**(cc) Payment obligations**

Under the exploration permits and licences and certain other contractual agreements to which the Company is or may in the future become party, the Company is or may become subject to payment and other obligations. In particular, the permit holders are required to expend the funds necessary to meet the minimum work commitments attaching to the permits and licences. Failure to meet these work commitments will render the permit liable to be cancelled. Further, if any contractual obligations are not complied with when due, in addition to any other remedies which may be available to other parties, this could result in dilution or forfeiture of interests held by the Company.

### **6.3 General risks**

The business activities of the Company are subject to various general economic and investment risks that may impact on the future performance of the Company. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. There are a number of general economic and investment risk factors that apply to companies generally and may include economic, financial, market or regulatory conditions. These risk factors include, but are not limited to, the following:

**(a) Changes in legislation or regulations**



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

**(b) Foreign Exchange Risks**

International prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined on international markets. If the Company achieves success leading to mineral production, the revenue it will derive through the sale of product may also expose the potential income of the Company to further exchange rate risks.

**(c) Economic**

General economic conditions, movements in interest and inflation rates and currency exchange rates, including the recent increases in interest rates within Australia and inflation rates within Australia and globally, may have an adverse effect on the general economic outlook and Company's exploration, development and production activities, as well as on its ability to fund those activities.

**(d) Share market**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The market price of the Company's quoted securities may be subject to fluctuation and may be affected by many factors including but not limited to the following:

- (i) the general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;
- (vi) terrorism and other hostilities; and
- (vii) other factors beyond the control of the Company.

**(e) Liquidity risk**

Liquidity risk is the risk that the Company may encounter difficulties raising funds to meet commitments and financial obligations as and when they fall due. It is the Company's aim in managing its liquidity to ensure that there are sufficient funds to meet its liabilities as and when they fall due. The Company manages liquidity risk by continuously monitoring its actual cash flows and forecast cash flows.

There is no guarantee that there will be an ongoing liquid market for Shares. Accordingly, there is a risk that, should the market for Shares become illiquid, Shareholders will be unable to realise their investment in the Company.

**(f) Safety**

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

**(g) Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

**(h) Litigation**

The Company may in the ordinary course of business become involved in litigation and disputes, for example with service providers, customers or third parties infringing the Company's intellectual property rights. Any such litigation or dispute could involve significant economic costs and damage to relationships with contractors, customers or other stakeholders. Such outcomes may have an adverse impact on the Company's business, reputation and financial performance.

**(i) Insurance coverage**

The Company intends to take insurance over its operations within the ranges that the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. However, the Company may not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

**(j) Competition risk**

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

**(k) Force Majeure risk**

Events may occur within or outside the markets in which the Company operates that could impact upon the global and Australian economies and the operations of the Company. These events include acts of terrorism, outbreaks of international hostilities, fires, pandemics, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease, and other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. Given the Company has only a limited ability to insure against some of these risks, its business, financial performance and operations may be materially adversely affected if any of the events described above occurs.

The Company's Share price may continue to be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any further 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.

The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain in addition to those impacts already noted above.

**(l) Taxation**

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

**(m) Speculative Nature of Investment**

The above list of risk factors should not be taken as exhaustive of the risks faced by the Company or by investors in the Company. Shareholders should consider that an investment in the Company is speculative and should consult their professional advisors before deciding whether to participate in the Offers.

Whether or not future income will result from the Company's operations is dependent on the successful implementation of the Company's business plan.

Factors including costs, consumer preferences and platform/marketing costs affect successful development. In particular, changes in global economic conditions (including changes in interest rates, inflation, foreign exchange rates and labour costs) as well as general trends in the Australian and overseas equity markets may affect the Company's operations and particularly the trading price of the Shares on the ASX.

Shareholders should consider that an investment in the Company is speculative and should consult their professional advisors. The New Securities to be issued pursuant to this Prospectus should be regarded as speculative in nature and carry no guarantee with respect to the payment of dividends, return of capital or their market value.

## 7. Continuous disclosure documents

### 7.1 Continuous disclosure obligations

This is a prospectus for the offer of continuously quoted securities (as defined in the Corporations Act) of the Company and is issued pursuant to section 713 of the Corporations Act as a transaction specific prospectus. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering prospectus.

The Company is a “disclosing entity” for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. As a listed company, the Company is subject to the Listing Rules which require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares, subject to certain exceptions.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the provisions of the Listing Rules as in force from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 12 months before the issue of this Prospectus.

The New Shares and Free Attaching Shares, and the underlying securities of the New Options to be issued under this Prospectus are in a class of securities that were quoted on the stock market of ASX at all times in the 12 months before the issue of this Prospectus.

### 7.2 Documents available for inspection

The Company has lodged the following announcements with ASX since the lodgement of the Company’s financial report for the financial year ended 30 June 2023 on 20 September 2023:

Date	Description of ASX announcement
20 September 2023	Appendix 4G and Corporate Governance Statement
20 September 2023	Issue of Securities
20 September 2023	Application for quotation of securities - TMX
20 September 2023	Notification regarding unquoted securities - TMX
21 September 2023	Ceasing to be a substantial holder

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

Copies of documents lodged with ASX, in relation to the Company, including the Company’s corporate governance policies, may be obtained from the Company’s website at [www.terrainminerals.com.au](http://www.terrainminerals.com.au) or at ASX’s website at [www.asx.com.au](http://www.asx.com.au).

The Company will provide a copy of each of the following documents, free of charge, to any person on request from the Prospectus Date until the Closing Date:

- (a) the financial report of the Company for the 12 month financial period ended 30 June 2023, being the financial report of the Company most recently lodged with ASIC before the issue of this Prospectus; and
- (b) any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report referred to in paragraph

(a) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

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

## 8. Additional information

### 8.1 Litigation

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

### 8.2 Security holding interests of Directors

At the date of this Prospectus the relevant interest of each of the Directors and in the Shares and Options of the Company are as follows:

Director	Shares	Options
Justin Virgin <sup>1</sup>	54,500,000	18,000,000
Xavier Braud	6,500,000	4,000,000
Johannes Lin	48,862,771	4,000,000

Notes:

1. Held as follows:

- Justin Anthony Virgin <J Virgin T/A Stockfeed A/C>: 31,000,000 Shares and 18,000,000 Options;
- Virgin Pty Ltd <VL S/F A/C>: 16,500,000 Shares; and
- Virgin Pty Ltd: 7,000,000 Shares.

### 8.3 Intentions of Directors with respect to Entitlement Offer

Directors or their associated entities who are registered as Shareholders on the Record Date may participate in the Entitlement Offer. However, Directors and their associated entities or other Related Parties of the Company may not subscribe for New Shares under the Shortfall Offer.

### 8.4 Remuneration of Directors

The Constitution provides that the Directors may be paid for their services as Directors, as determined by the Company prior to the first annual general meeting. Such payment, in relation to Non-Executive Directors, is to be paid by way of a fixed sum and not by a commission or percentage of operating revenue or Company profits. The sum fixed, which is currently \$600,000, may be divided amongst the Directors as they may from time to time agree or, in the absence of agreement, in equal shares.

Subject to the provisions of any contract between the Company and any Executive Director, the remuneration for Executive Directors may be fixed by the Directors from time to time.

A Director may be paid fees or other amounts as the Directors determine, where a Director performs duties or provides services outside the scope of their normal duties. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Details of remuneration provided to Directors and former Directors during the past two financial years and for the current financial year is as follows:

Director	Financial year to 30 June 2024	Financial year to 30 June 2023	Financial year to 30 June 2022
Justin Virgin (Executive Director)	\$199,800	\$198,900	\$233,564
Xavier Braud (Non-Executive Director) (appointed 22 February 2023)	\$44,400	\$14,733	-
Johannes Lin (Non-Executive Director)	\$33,300	\$33,150	\$33,000
Trevor Bradley (Non-Executive Director) (resigned 22 February 2023)	-	\$29,467	\$44,000

### 8.5 Director indemnity deeds

The Company has agreed to indemnify all of the Directors of the Company for any liabilities to another person (other than the Company or a related body corporate) that may arise from their position as Directors of the Company and its controlled entities, except where the liability arises out of conduct involving a lack of good faith.

The agreements otherwise contain terms and conditions considered standard for agreements of this nature.

### 8.6 Expenses of the Offers

The expenses of the Entitlement Offer is expected to comprise the following estimated costs and are exclusive of any GST payable by the Company. The expenses assume scenarios for 50% subscription and full subscription under the Entitlement Offer.

Expense	Estimated amount (50% subscription to Offers)	Estimated maximum (100% subscription to Offers)
ASIC fees	\$3,206	\$3,206
ASX listing fees	\$3,549	\$5,240
Legal fees	\$5,000	\$5,000
Fees associated with filing in New Zealand under the trans-Tasman mutual recognition scheme	\$3,000	\$3,000
Printing, distribution and Share Registry expenses	\$36,190	\$36,190
<b>Total</b>	<b>\$50,945</b>	<b>\$52,636</b>

### 8.7 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus:

- all other persons 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 do not have, and have not had in the 2 years before the Prospectus Date, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- the Offers; and
- amounts have not been paid or agreed to be paid (whether in cash, Securities or otherwise), and other benefit have not been given or agreed to be given, to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offers.



<b>Expert/advisor</b>	<b>Service or function</b>	<b>Amount paid or to be paid</b>
BDO Audit (WA) Pty Ltd	Auditor	BDO has been paid approximately \$84,825 (including GST) for the provision of auditing and other professional services to the Company in the period 2 years prior to the Prospectus Date.
Steinepreis Paganin	Solicitors to the Company	Steinepreis Paganin will be paid approximately \$5,000 (plus GST) for services related to this Prospectus, including in relation to the Offers and other general legal due diligence advisory services.  Steinepreis Paganin has been paid \$2,015 (including GST) for legal services provided to the Company in the period 2 years prior to the Prospectus Date.
Computershare Investor Services Pty Ltd	Share registry services	Computershare Investor Services Pty Ltd will be paid approximately \$36,190 (plus GST) for services to be provided in relation to receiving and managing Applications under the Offers.  Computershare Investor Services Pty Ltd has been paid or is entitled to be paid approximately \$17,892 (including GST) for the provision of share registry services to the Company in the period 2 years prior to the Prospectus Date.

## 8.8 Consents and liability statements

The following parties have given their written consent to be named in the Prospectus in the form and context in which they are named and to the inclusion of a statement or report in this Prospectus in the form and context in which it is included:

<b>Party</b>	<b>Capacity in which named</b>	<b>Statement or report in this Prospectus</b>
BDO Audit (WA) Pty Ltd	Auditor	Not applicable.
Steinepreis Paganin	Solicitors to the Company	Not applicable.
Computershare Investor Services Pty Ltd	Share Registry	Not applicable.

Each of the parties named above as providing their consent:

- does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in the table above; and
- to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and

a statement contained in this Prospectus with consent of that party as specified in the table above.

None of BDO Audit (WA) Pty Ltd, Steinepreis Paganin and Computershare Investor Services Pty Ltd authorised or caused the issue of this Prospectus.

## **9. Directors' responsibility statement and consent**

The Directors state that they have made all reasonable enquiries and that on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect of any other statements made in the Prospectus by persons other than the Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that the persons making the statement or statements were competent to make such statements; those persons have given their consent before lodgement of this Prospectus with ASIC or, to the Directors' knowledge, before any issue of New Securities pursuant to this Prospectus.

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board by:

**Justin Virgin**  
Executive Director

for and on behalf of the Company

Dated: 22 September 2023

## 10. Glossary of Terms

<b>Affiliate</b>	In relation to any body corporate: (a) a body corporate which is a subsidiary of that body corporate; (b) a body corporate which is a holding company of that body corporate; or (c) a body corporate which is a subsidiary of any holding company of that body corporate.
<b>Applicant</b>	A person who applies for New Securities in accordance with this Prospectus.
<b>Application</b>	A valid application for New Securities offered under this Prospectus.
<b>Application Monies</b>	The monies payable by Applicants to the Entitlement Offer.
<b>ASIC</b>	The Australian Securities and Investments Commission.
<b>Associate</b>	Has the meaning set out in the Listing Rules.
<b>ASX</b>	ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.
<b>ASX Listing Rules</b>	The listing rules of ASX.
<b>ASX Settlement</b>	ASX Settlement Pty Ltd ACN 008 504 532.
<b>ASX Settlement Rules</b>	The settlement rules of ASX Settlement.
<b>Board</b>	The board of Directors.
<b>Business Day</b>	A day: (a) that is a business day as defined in the Listing Rules; and (b) which is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia.
<b>CHESS</b>	Clearing House Electronic Sub-register System operated by ASX Settlement.
<b>CHESS Statement or Holding Statement</b>	A statement of shares registered in a CHESS account.
<b>Closing Date</b>	The Entitlement Offer Closing Date and the Shortfall Offer Closing Date, or either one of those dates as the context requires.
<b>Company or Terrain or TMX</b>	Terrain Minerals Limited ACN 116 153 514
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company as at the Prospectus Date.
<b>EFT</b>	Electronic funds transfer.
<b>Eligible Jurisdictions</b>	Australia and New Zealand.

<b>Eligible Shareholder</b>	A Shareholder who is: <ul style="list-style-type: none"> <li>(a) a registered holder of Shares on the Record Date;</li> <li>(b) has a registered address in Australia or New Zealand as shown in the Share Registry;</li> <li>(c) not in the United States or a U.S. Person or acting for the account of or benefit of a U.S. Person; and</li> <li>(d) eligible under all applicable securities laws to receive an offer under the Entitlement Offer.</li> </ul>
<b>Entitlement</b>	The number of New Shares that an Eligible Shareholder is entitled to apply for under the Entitlement Offer, as determined by the number of Existing Shares held by that Shareholder as at the Record Date.
<b>Entitlement and Acceptance Form</b>	The entitlement and acceptance form accompanying this Prospectus.
<b>Entitlement Offer</b>	The offer of New Securities under this Prospectus to Eligible Shareholders as described in Section 2.1.
<b>Entitlement Offer Closing Date</b>	The closing date for the Entitlement Offer as stated in Section 2.6.
<b>Excluded Shareholder</b>	A Shareholder as at the Record Date whose registered address is not situated in an Eligible Jurisdiction.
<b>Existing Share</b>	A share issued before the Prospectus Date.
<b>Existing Shareholder</b>	A holder of an Existing Share.
<b>Free Attaching Shares</b>	Has the meaning set out in Section 1.1.
<b>General Meeting</b>	A general meeting of Shareholders convened by the Company.
<b>Listing Rules</b>	The listing rules of ASX.
<b>Lodgement Date</b>	The date of lodgement of the Prospectus with ASIC as set out on page iii.
<b>New Options</b>	The Options offered under the Entitlement Offer, split between 50% of the options exercisable at \$0.009 and expiring 20 January 2024 and 50% of the options exercisable at \$0.015 and expiring 20 May 2024.
<b>New Securities</b>	The New Shares, Free Attaching Shares and New Options offered under this Prospectus.
<b>New Shares</b>	The Shares that may be issued under this Prospectus on the terms set out herein.
<b>Offer Period</b>	The period commencing on the Opening Date and ending on the Closing Date.
<b>Offer Price</b>	The issue price of New Shares under the Offers, being \$0.005 per New Share.
<b>Offers</b>	The Entitlement Offer and the Shortfall Offer, or either one of those offers as the context requires.
<b>Official List</b>	The official list of ASX.
<b>Official Quotation</b>	Official quotation by ASX.
<b>Opening Date</b>	The opening date of the Entitlement Offer as set out in Section 2.6

<b>Option</b>	An option to subscribe for a Share.
<b>Option Holder</b>	The holder of an Option.
<b>Placement</b>	Refers to the placement raising \$785,000 (before costs) to sophisticated and professional investors of 174,444,451 Shares ( <b>Placement Share</b> ) at an issue price of \$0.045 each, together with one free-attaching option for every two (2) Placement Shares subscribed for and issued, split between 50% of the options exercisable at \$0.009 and expiring 20 January 2024 and 50% of the options exercisable at \$0.015 and expiring 20 May 2024 ( <b>Placement Options</b> ). Refer ASX Announcements 13 September 2023 and 20 September 2023. The Placement Shares and Placement Options were issued on 20 September 2023.
<b>Privacy Act</b>	<i>Privacy Act 1988</i> (Cth).
<b>Prospectus</b>	This prospectus, including any electronic or online version of this prospectus.
<b>Prospectus Date</b>	The date of this Prospectus, being the date this Prospectus was lodged with ASIC.
<b>Related Body Corporate</b>	Has the meaning given to it in section 50 of the Corporations Act.
<b>Related Party</b>	A Director or other person who is a 'related party' of the Company within the meaning given to that in the Listing Rules.
<b>Section</b>	A section of this Prospectus.
<b>Securities</b>	Shares and/or Options.
<b>Share</b>	A fully paid ordinary share in the capital of the Company.
<b>Share Registry</b>	The Company's share registry, Computershare Investor Services Pty Ltd.
<b>Shareholder</b>	The holder of a Share.
<b>Shortfall</b>	The number of New Shares offered under this Prospectus for which valid Applications have not been received from Eligible Shareholders before the Closing Date.
<b>Shortfall Offer</b>	The offer of Shortfall Shares under this Prospectus.
<b>Shortfall Offer Closing Date</b>	The closing date for the Shortfall Offer as stated in Section 2.6.
<b>Shortfall Placement</b>	The placement of Shortfall Shares by the Directors.
<b>Shortfall Shares</b>	New Shares not subscribed for under the Entitlement Offer.
<b>U.S. Person</b>	Any person in the United States or any person that is, or is acting for the account or benefit of, a "U.S. person" (as defined in Regulation S under the United States Securities Act of 1933, as amended).
<b>WST</b>	Western Standard Time, being the time in Perth, Western Australia.

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