



ACN 124 444 122

## PROSPECTUS

THIS PROSPECTUS IS BEING ISSUED FOR A NON-RENOUNCEABLE PRO-RATA OFFER TO ELIGIBLE SHAREHOLDERS ON THE BASIS OF ONE NEW SHARE FOR EVERY FOUR SHARES HELD ON THE RECORD DATE AT AN ISSUE PRICE OF \$0.012 EACH TO RAISE UP TO APPROXIMATELY \$1,321,258.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

THE SECURITIES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

## IMPORTANT INFORMATION

This Prospectus is dated 7 August 2019 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No Securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the registered office of the Company at Suite 8, 8 Clive Street, West Perth, Western Australia, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 5.4).

The Securities offered by this Prospectus should be considered speculative. Please refer to Section 4 for details relating to investment risks.

Applications for Securities under the Offer can only be submitted on an original Application Form sent with a copy of this Prospectus by the Company. If the application is by BPAY there is no need to return the original Application Form.

Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed. No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

No action has been taken to permit the offer of Securities under this Prospectus in any jurisdiction other than Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This document is important and should be read in its entirety before deciding to participate in the Offer. This does not take into account the investment objectives, financial or taxation, or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult his/her stockbroker, solicitor, accountant or other professional adviser without delay. Some of the risk factors that should be considered by potential investors are outlined in Section 4. Definitions of certain terms used in this Prospectus are contained in Section 7. All references to currency are to Australian dollars and all references to time are to WST unless otherwise indicated.

## **CORPORATE DIRECTORY**

### **Directors**

Mr Lindsay Dudfield	Non-Executive Chairman
Mr Leigh Ryan	Managing Director
Ms Liza Carpene	Non-Executive Director
Mr Anthony Ho	Non-Executive Director

### **Share Registry**

Security Transfer Australia Pty Ltd  
PO Box 52  
Collins Street West VIC 8007

### **Company Secretary**

Mr Bernard Crawford

### **Lawyers**

Bellanhouse  
Level 19, Alluvion, 58 Mounts Bay Road  
Perth WA 6000

### **Registered Office**

Suite 8  
8 Clive Street  
West Perth WA 6005  
Telephone: +61 (8) 9481 4400

Fax: +61 (8) 9481 4404  
Email: [admin@alchemyresources.com.au](mailto:admin@alchemyresources.com.au)

### **ASX Code: ALY**

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

## PROPOSED TIMETABLE FOR ENTITLEMENT OFFER

Lodgement of Prospectus with ASIC and ASX Lodgement of Appendix 3B with ASX Notice of Entitlement Offer sent to Option holders	7 August 2019
Notice of Entitlement Offer sent to Shareholders	8 August 2019
Shares quoted on an “EX” basis	9 August 2019
Record Date for determining Entitlements	12 August 2019
Prospectus and Application Form dispatched to Eligible Shareholders	15 August 2019
Last day to extend Closing Date	28 August 2019
Closing Date (5pm WST)*	2 September 2019
Shares quoted on a deferred settlement basis	3 September 2019
Notification of shortfall	5 September 2019
Issue date of new Shares Deferred settlement trading ends	9 September 2019
Anticipated date for commencement of new Shares trading on a normal settlement basis	10 September 2019

\* The Directors may extend the Closing Date by giving at least 3 Business Days’ notice to ASX prior to the Closing Date. As such, the date the Shares issued under the Offer are expected to commence trading on ASX may vary.

**TABLE OF CONTENTS**

**Important Information ..... i**

**Corporate Directory ..... ii**

**Proposed Timetable for Entitlement Offer..... iii**

**Letter from the Chairman ..... v**

**Investment Overview..... viii**

**1. Details of the Offer..... 1**

**2. Action required by Shareholders ..... 9**

**3. Effect of the Offer ..... 12**

**4. Risk Factors..... 15**

**5. Additional information ..... 20**

**6. Directors' authorisation ..... 28**

**7. Glossary of Terms ..... 29**

## LETTER FROM THE CHAIRMAN

Dear Shareholder

On behalf of your Directors, I am pleased to invite you to participate in this non-renounceable pro-rata 1-for-4 Entitlement Offer at an issue price of \$0.012 per Share to raise up to approximately \$1,321,258 (before payment of costs).

The issue price represents a discount of approximately 14.9% per cent to the 15-day VWAP of the Shares prior to the date of this Prospectus, providing Eligible Shareholders with an opportunity to increase their holdings at an attractive price.

Eligible Shareholders also have the opportunity to subscribe for any Shares that are not subscribed for under the Entitlement Offer pursuant to the Shortfall Offer under this Prospectus, with Eligible Shareholders who currently hold less than Marketable Parcels of Shares to receive priority under the Shortfall Offer.

The Company has been successful in its application to participate in the Junior Mineral Exploration Incentive Scheme (JMEI) for 2019/2020. The Company has been allocated up to \$330,000 in JMEI credits by the Australian Tax Office (ATO). Eligible Shareholders who participate in the Offer may therefore be eligible to be issued with JMEI credits. Refer to Sections 1.4 and 4.1(b) for additional information.

### Use of Funds

Subject to the satisfactory completion of the Offer, funds raised are intended to be primarily used to fund exploration drilling at the Karonie Gold Project (WA), to fund further drilling at the Overflow Gold-Base Metal Project (NSW), to undertake additional metallurgical test work on mineralised samples from the West Lynn nickel-cobalt resource and the Summervale alumina resource, as well as for general working capital and the costs of the Offer.

Proceeds from the Offer will be used to drill test several highly prospective gold targets within Alchemy's licences immediately along strike of Silver Lake Resources Ltd's (ASX: SLR) Aldiss Mining Centre (total Mineral Resource estimate of 593,000oz @ 2.0g/t Au including a total Ore Reserve estimate of 201,000oz @ 2.2g/t Au)<sup>1</sup>. The Company plans to conduct aircore, Reverse Circulation (RC), and diamond drilling at several high-grade gold targets including KZ5, Taupo, Parmelia, Gilmore, Aldiss, Challenger, and Esplanade prospects. Targeted RAB drilling will also be conducted across the Claypan Shear Zone along strike from Breaker Resources NL's (ASX: BRB) Bombora deposit (Indicated and Inferred Mineral Resource estimate of 24.6Mt @ 1.4g/t Au for 1.1Moz)<sup>2</sup> in areas of magnetic highs that potentially represent the preferred host rock to gold mineralisation, and across structural jogs interpreted from aeromagnetic images that can be preferred sites for hydrothermal gold mineralisation (*Figure 1*).

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<sup>1</sup> Refer to the ASX announcement of Silver Lake Resources dated 24 August 2018 titled '*Mineral Resource and Ore Reserve Statement*' for details.

<sup>2</sup> Refer to the ASX announcement of Breaker Resources NL dated 6 September 2018 titled "*Bombora Gold Resource jumps 74% to 1.1Moz including high-grade core of 808,000oz at 2.0g/t Au*" for details.

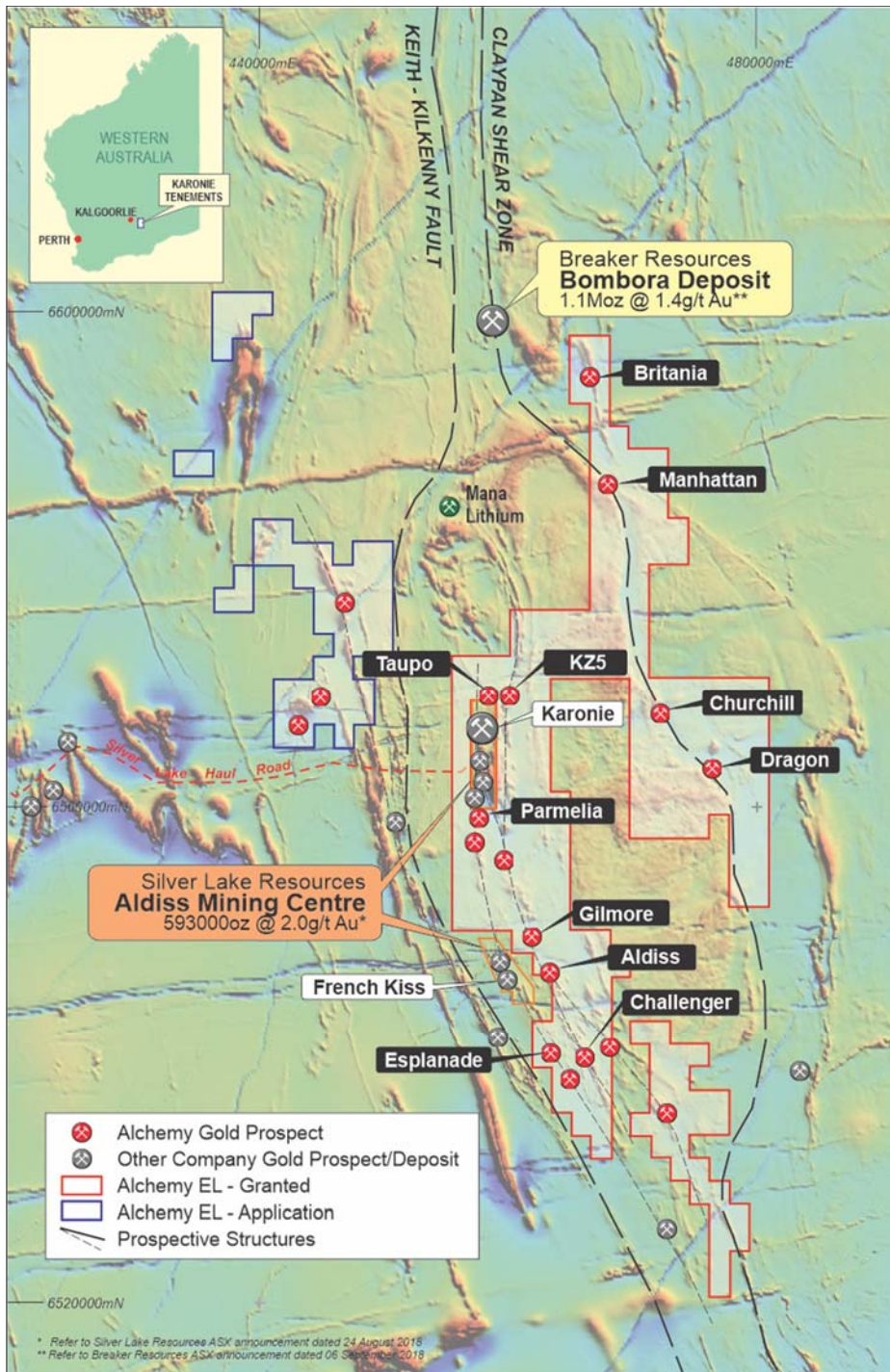


Figure 1: Karonie Project tenements, major deposits, prospects and interpreted major structures over aeromagnetic image

Alchemy will also be focussing on the Overflow Gold-Base Metal Project in the Cobar Basin of NSW where Alchemy has earned a 51% interest from Heron Resources Ltd (ASX: HRR), and can earn a further 29% interest by spending \$0.5M before 30 May 2021. Overflow is close to operating mines and emerging deposits in the Cobar Basin including Hera, Nymagee, Federation (Aurelia Metals Ltd - ASX: AMI), and Mallee Bull, Wagga Tank, Southern Nights (Peel Mining Ltd - ASX: PEX). Diamond drilling targeting the down plunge extension of gold-silver-zinc-lead mineralisation intercepted by the Company and previous explorers is planned (Figure 2).



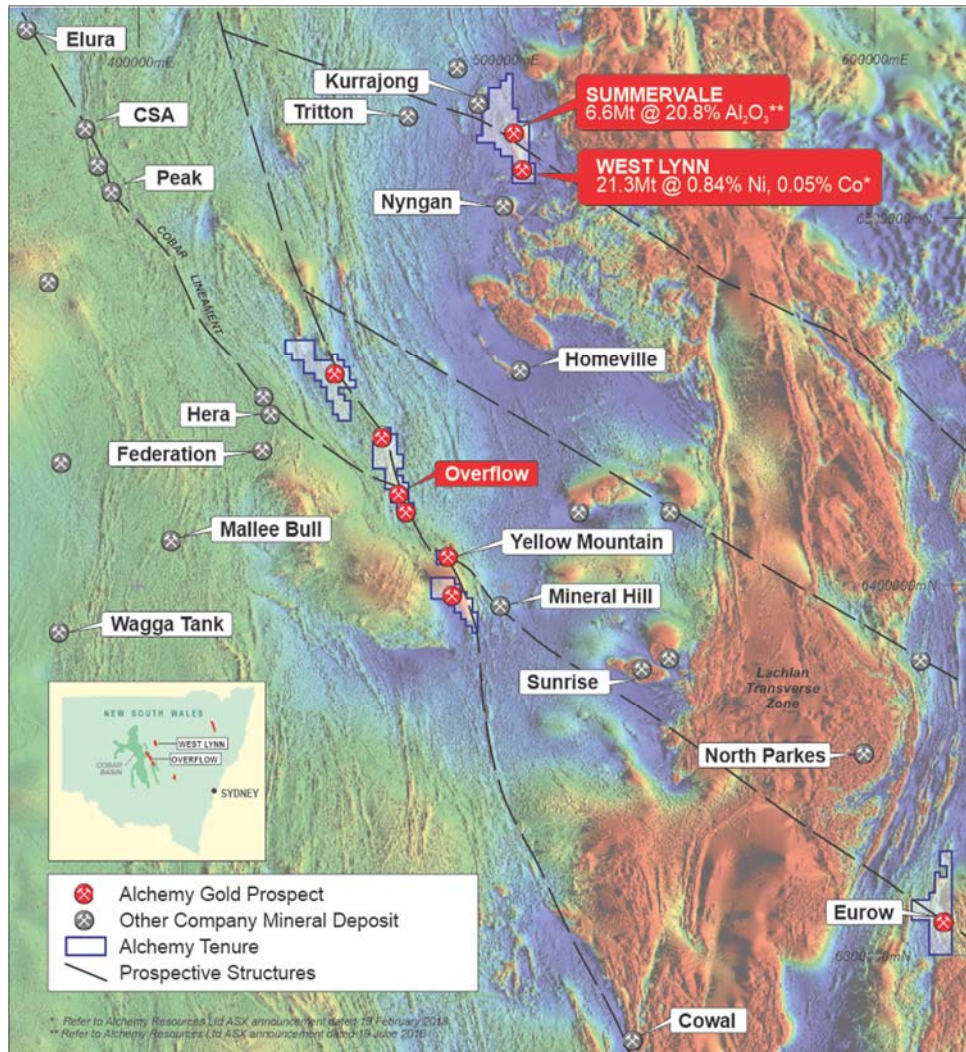


Figure 2: NSW Alchemy / Heron Resources Farm-in / Joint Venture Agreement Projects (Refer to Section 5.11 for further details regarding the Mineral Resource estimates for the Company's Summervale and West Lynn deposits)

The Board recommends that you take up your Entitlement under the Offer after reading this Prospectus in its entirety including the risks outlined in Section 4.

I intend to take up my entitlements under the Offer in respect of Shares I control, as do the other Directors.

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on the ASX or otherwise transferable. Full details of the Offer are set out in this Prospectus.

I look forward to your continued support and updating you on our exploration progress during this exciting phase of the Company's development.

Yours faithfully

*Lindsay Dudfield*

Lindsay Dudfield  
Non-Executive Chairman



## INVESTMENT OVERVIEW

This Section is intended to highlight key information for potential investors. It is an overview only, and is not intended to replace the Prospectus. Potential investors should read the Prospectus in full before deciding to invest in Shares.

Key Information	Further Information
<p><b>Transaction specific prospectus</b></p> <p>This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. 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.</p>	Section 5.2
<p><b>Risk factors</b></p> <p>Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 4, including (but not limited to) risks in respect of:</p> <ul style="list-style-type: none"><li>• <b>Exploration risks</b> - Whilst exploration by the Company and others justifies further exploration, the Company's tenements carry exploration risk.</li><li>• <b>Future capital needs and additional funding</b> - The Company's future capital needs and additional funding may be required to complete the proposed exploration program.</li><li>• <b>Securities investments and share market conditions</b> - As a junior explorer with no production or income, the Company is exposed to general market and economic condition risks.</li></ul>	Section 4
<p><b>Entitlement Offer</b></p> <p>This Prospectus is for a non-renounceable entitlement issue of one new Share for every four existing Shares held by Eligible Shareholders on the Record Date at an issue price of \$0.012 per new Share to raise up to approximately \$1,321,258 (before costs).</p>	Section 1.1

Key Information	Further Information
<p><b>Shortfall Offer</b></p> <p>Any Entitlement not taken up pursuant to the Entitlement Offer will form the Shortfall Offer.</p> <p>Eligible Shareholders may apply for Shares under the Shortfall Offer subject to such applications being received by the Closing Date.</p> <p>The issue price for each new Share to be issued under the Shortfall Offer shall be \$0.012 being the price at which new Shares have been offered under the Entitlement Offer.</p> <p>The allocation policy for the Shortfall Offer is outlined in Section 1.2. There is no guarantee that Eligible Shareholders will receive new Shares applied for under the Shortfall Offer.</p>	Section 1.2
<p><b>Eligible Shareholders</b></p> <p>The Offer is made to Eligible Shareholders only. Eligible Shareholders are those Shareholders who:</p> <ul style="list-style-type: none"> <li>• are the registered holder of Shares as at 5.00pm (WST) on the Record Date; and</li> <li>• have a registered address in Australia or, subject to the offer restrictions in Section 1.17, New Zealand.</li> </ul>	Sections 1.16, 1.17 and 1.18
<p><b>Underwriting</b></p> <p>The Offer is not underwritten.</p>	Section 1.7
<p><b>Use of funds</b></p> <p>Funds raised under the Offer are intended to be used primarily to fund exploration drilling at the Karonie Gold Project (WA), to fund further drilling at the Overflow Gold-Base Metal Project (NSW), to undertake additional metallurgical test work on mineralised samples from the West Lynn nickel-cobalt resource and the Summervale alumina resource, as well as for general working capital and the costs of the Offer.</p>	Section 1.3
<p><b>Junior Mineral Exploration Incentive Scheme</b></p> <p>The Company applied to be a participant in the Federal Government's Junior Mineral Exploration Incentive (JMEI) scheme for the tax year ending 30 June 2020.</p> <p>On 2 July 2019, the Company received a notification from the Australian Tax Office (ATO) that its application has been accepted and that it has been allocated up to \$330,000 of JMEI credits.</p> <p>The JMEI scheme allows entities who are required to lodge a tax return in Australia and who apply for and are issued Shares as part of the Company's capital raising activities between 1 July 2019 and 30 June 2020 (<b>JMEI Eligible Shareholders</b>) to receive JMEI credits from the ATO. JMEI credits entitle JMEI Eligible Shareholders to refundable tax offsets (for individual shareholders or superannuation funds) or franking credits (for companies).</p> <p>The JMEI credits will be issued after the lodgement of the Company's</p>	Sections 1.4 and 4.1(b)

Key Information	Further Information												
<p>30 June 2020 tax return. JMEI Eligible Shareholders are expected to be notified by the Company of their JMEI credit entitlement in the approved form by 30 September 2020, and the JMEI credits will apply to their income tax assessment for the year ended 30 June 2020.</p> <p>Receiving a JMEI credit could have tax consequences and JMEI Eligible Shareholders should obtain independent tax advice specific to their personal circumstances.</p> <p>Please refer to Section 4.1(b) for disclosure regarding the risks.</p>													
<p><b>Effect on control of the Company</b></p> <p>The Company is of the view that the Offer will not affect the control of the Company.</p> <p>No investor or existing Shareholder will hold a voting power greater than 20% as a result of the Offer.</p> <p>Shareholders should note that if they do not participate in the Offer, their holdings will be diluted. Examples of how the dilution may impact Shareholders are set out in a table in Section 1.9.</p>	<p>Sections 1.8 and 1.9</p>												
<p><b>Indicative capital structure and pro-forma balance sheet</b></p> <p>The indicative capital structure upon completion of the Offer is set out below:</p> <table border="1" data-bbox="212 1070 1163 1375"> <thead> <tr> <th></th> <th>Shares</th> <th>Options</th> </tr> </thead> <tbody> <tr> <td>Balance at the date of this Prospectus</td> <td>440,419,481</td> <td>22,000,000</td> </tr> <tr> <td>To be issued pursuant to the Offer</td> <td>110,104,870</td> <td>Nil</td> </tr> <tr> <td><b>Total</b></td> <td><b>550,524,351</b></td> <td><b>22,000,000</b></td> </tr> </tbody> </table> <p>The indicative pro-forma balance sheet showing the effect of the Offer is in Section 3.2.</p>		Shares	Options	Balance at the date of this Prospectus	440,419,481	22,000,000	To be issued pursuant to the Offer	110,104,870	Nil	<b>Total</b>	<b>550,524,351</b>	<b>22,000,000</b>	<p>Sections 3.1 and 3.2</p>
	Shares	Options											
Balance at the date of this Prospectus	440,419,481	22,000,000											
To be issued pursuant to the Offer	110,104,870	Nil											
<b>Total</b>	<b>550,524,351</b>	<b>22,000,000</b>											

Key Information	Further Information															
<p><b>Directors' interests in Shares and Entitlements</b></p> <p>The relevant interest of each of the Directors in Shares as at the date of this Prospectus, together with their respective Entitlement is set out in the table below:</p> <table border="1" data-bbox="213 434 1169 768"> <thead> <tr> <th data-bbox="213 434 533 501">Name</th> <th data-bbox="533 434 852 501">Existing Shares</th> <th data-bbox="852 434 1169 501">Entitlement</th> </tr> </thead> <tbody> <tr> <td data-bbox="213 501 533 568">Mr Leigh Ryan</td> <td data-bbox="533 501 852 568">1,000,000</td> <td data-bbox="852 501 1169 568">250,000</td> </tr> <tr> <td data-bbox="213 568 533 636">Ms Liza Carpene</td> <td data-bbox="533 568 852 636">-</td> <td data-bbox="852 568 1169 636">-</td> </tr> <tr> <td data-bbox="213 636 533 703">Mr Lindsay Dudfield*</td> <td data-bbox="533 636 852 703">55,422,510</td> <td data-bbox="852 636 1169 703">13,855,628</td> </tr> <tr> <td data-bbox="213 703 533 768">Mr Anthony Ho</td> <td data-bbox="533 703 852 768">-</td> <td data-bbox="852 703 1169 768">-</td> </tr> </tbody> </table> <p>It is the intention of Mr Ryan to take up his Entitlement specified above under the Entitlement Offer.</p> <p>It is the intention of Mr Dudfield to take up all of his Entitlement, excluding his interests held indirectly through Jindalee Resources Limited. Mr Dudfield has an interest in 17,469,759 Shares held by Jindalee Resources Limited (of which Mr Dudfield is an executive director). Investment decisions made in relation to those 17,469,759 Shares are made by the board of Jindalee Resources Limited without Mr Dudfield. Mr Dudfield makes no representation as to whether the Entitlement attaching those 17,469,759 Shares (that is 4,367,440 Shares) will be taken up.</p>	Name	Existing Shares	Entitlement	Mr Leigh Ryan	1,000,000	250,000	Ms Liza Carpene	-	-	Mr Lindsay Dudfield*	55,422,510	13,855,628	Mr Anthony Ho	-	-	<p>Section 5.7(b)</p>
Name	Existing Shares	Entitlement														
Mr Leigh Ryan	1,000,000	250,000														
Ms Liza Carpene	-	-														
Mr Lindsay Dudfield*	55,422,510	13,855,628														
Mr Anthony Ho	-	-														
<p><b>Forward looking statements</b></p> <p>This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.</p> <p>These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are considered reasonable.</p> <p>Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the management.</p> <p>The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.</p> <p>The Directors have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.</p>	<p>Key Information and Section 4</p>															

Key Information	Further Information
These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.	

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# 1. Details of the Offer

## 1.1 Entitlement Offer

The Company is making a non-renounceable pro-rata offer of ordinary fully paid Shares at an issue price of \$0.012 each to Eligible Shareholders on the basis of one Share for every four Shares held at 5:00pm (WST) on the Record Date (**Entitlement Offer**).

The market price of Shares at the date of this Prospectus is such that it is unlikely that any of the existing Options will be exercised before the Record Date. On the basis that no existing Options are exercised prior to the Record Date, the Entitlement Offer is for a maximum of 110,104,870 Shares, to raise up to approximately \$1,321,258 (before costs).

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

Further details on the rights and liabilities attaching to the Shares under the Offer are contained in Section 5.1.

## 1.2 Shortfall Offer

Any Entitlements not taken up pursuant to the Entitlement Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus. The issue price of any Shortfall Shares will be \$0.012 each, which is the issue price at which Shares have been offered to Eligible Shareholders under the Entitlement Offer. Shortfall Shares will only be issued if the Entitlement Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions.

The allocation policy for the issuance of Shortfall will be as follows:

- (a) To the extent there is a Shortfall (**First Shortfall**), each Eligible Shareholder with a less than Marketable Parcel who has validly applied for Shortfall Shares before the Closing Date will be allocated the number of Shortfall Shares necessary to bring their shareholding to a Marketable Parcel. If an Eligible Shareholder has made a valid application for Shortfall Shares but has applied for a lower number of Shortfall Shares than the amount of Shares which that Shareholder would otherwise be allocated under this process, that Shareholder will be allocated the lower amount.
- (b) If, following the allocation of the First Shortfall, there remains a Shortfall between the allocated new Shares and the total number of new Shares proposed to be issued under the Entitlement Offer (**Second Shortfall**), then each Eligible Shareholder who has validly applied for Shortfall Shares before the Closing Date will be allocated their proportionate share of the Second Shortfall in proportion to their Shareholding as at the Record Date. If an Eligible Shareholder has made a valid application for Shortfall Shares but has applied for a lower number of Shortfall Shares than the amount of Shares which that shareholder would otherwise be allocated under this process, that Shareholder will be allocated the lower amount.
- (c) If, following the allocation of the Second Shortfall, there remains a Shortfall between the allocated new Shares and the total number of new Shares



proposed to be issued under the Entitlement Offer (**Third Shortfall**), the above allocation process will be repeated in respect of the Third Shortfall and any subsequent shortfalls until either all the new Shares proposed to be issued under the Entitlement Offer have been allocated or all valid applications for Shortfall Shares have been satisfied in full.

- (d) If, following allocation of the Third Shortfall and any subsequent shortfalls in accordance with the above, there remains a Shortfall between the allocated new Shares and the total number of new Shares proposed to be issued under the Entitlement Offer (**Remaining Shortfall**), that Remaining Shortfall may be allocated at the discretion of the Directors within the three month period following the closing date of the Entitlement Offer.

Notwithstanding the above, no Shortfall Shares will be allocated or issued to any related party of the Company (including Directors and their associates) or to any person to the extent that the Company is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law, including without limitation, a breach of section 606 of the Corporations Act.

Applications by Eligible Shareholders for Shortfall Shares are to be made by completing the appropriate section on their Application Form or by making payment for such Shares using BPAY® (refer to Section 2.3).

Excess Application Monies for the Shortfall Offer will be refunded without interest.

It is a term of the Shortfall Offer that, should the Company scale back applications for Shortfall Shares in accordance with the allocation policy described above, the Applicant will be bound to accept such lesser number allocated to them.

Subject to the above, Directors reserve the right to issue the Shortfall at their discretion.

Shares issued under the Shortfall Offer will be issued as fully paid ordinary shares and will rank equally in all respects with the existing Shares on issue. Further details on the rights and liabilities attaching to the Shares proposed to be issued under the Shortfall Offer are contained in Section 5.1.

### 1.3 Use of funds

Completion of the Offer will result in an increase in cash at hand of approximately \$1,321,258 (before payment of costs).

The following indicative table sets out the proposed use of funds raised under the Entitlement Offer:

Proposed use	\$	%
Karonie Gold Project exploration activities	600,000	45.41%
Overflow Project exploration activities	185,000	14.00%
West Lynn Ni-Co-Al Project exploration activities	40,000	3.03%
Costs of the Offer	34,916	2.64%
General working capital <sup>1</sup>	461,342	34.92%

Proposed use	\$	%
Total	1,321,258	100.00

**Notes:**

- Working capital includes but is not limited to corporate office, administration, staff and operating costs, directors' fees, executive fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs.

The above is a statement of current intentions at the date of this Prospectus. 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 the funds are applied on this basis.

The amounts and timing of the actual expenditures and investments may vary significantly and will depend on numerous factors including the success of exploration activities, access conditions, weather and any changes in the business and economic environment.

#### 1.4 Junior Mineral Exploration Incentive Scheme

The Company has applied to be a participant in the Federal Government's Junior Mineral Exploration Incentive (JMEI) scheme for the tax year ending 30 June 2020.

On 2 July 2019, the Company received a notification from the Australian Tax Office (ATO) that its application has been accepted and that it has been allocated up to \$330,000 of JMEI credits.

The JMEI scheme allows people who are required to lodge a tax return in Australia and who apply for and are issued Shares as part of the Company's capital raising activities between 1 July 2019 and 30 June 2020 (**JMEI Eligible Shareholders**) to receive JMEI credits from the ATO. JMEI credits entitle JMEI Eligible Shareholders to refundable tax offsets (for individual shareholders or superannuation funds) or franking credits (for companies).

The JMEI credits will be issued after the lodgement of the Company's 30 June 2020 tax return. JMEI Eligible Shareholders are expected to be notified by the Company of their JMEI credit entitlement in the approved form by 30 September 2020, and the JMEI credits will apply to their income tax assessment for the year ended 30 June 2020.

Receiving a JMEI credit could have tax consequences and JMEI Eligible Shareholders should obtain independent tax advice specific to their personal circumstances.

Please refer to Section 4.1(b) for disclosure regarding the risks.

#### 1.5 Opening and Closing Dates

For the Entitlement Offer, the Company will accept Application Forms from the date it dispatches the Prospectus until 5:00pm (WST) on 2 September 2019 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules (**Closing Date**).

The Shortfall Offer will remain open for a period of up to three months from the Closing Date (or such shorter period as determined by the Directors), however Eligible Shareholders who wish to participate in the Shortfall Offer must submit their Applications to the Company by no later than the Closing Date.

## **1.6 Minimum subscription**

There is no minimum subscription for the Offer.

## **1.7 Underwriting**

The Offer is not underwritten.

## **1.8 Effect on control of the Company**

### **(a) Summary**

The total number of Shares proposed to be issued under the Offer is 110,104,870 which will constitute 20% of the Shares on issue following completion of the Offer (assuming no other Shares are issued or Securities exercised or converted to Shares prior to the Record Date).

The Company is of the view that the Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company.

No nominee has been appointed for Ineligible Foreign Shareholders under section 615 of the Corporations Act and, as such, Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of their Entitlement, they must have regard to section 606 of the Corporations Act. Eligible Shareholders who may be at risk of exceeding the 20% voting power threshold in section 606 as a result of acceptance of their Entitlement should seek professional advice before completing and returning their Application Form.

### **(b) Majority Shareholder**

The Company's largest Shareholder is Northern Star Resources Limited (ASX: NST), which currently has a voting power in the Company of 14.19%. In the unlikely event that NST is the only participant in the Entitlement Offer and it subscribes for its full Entitlement of 15,625,000 Shares, that is, \$187,500, its voting power would increase to 17.13%. The Company will not issue Shares to NST under the Shortfall if it may result in NST acquiring a voting power in excess of the 20% threshold in section 606 of the Corporations Act.

### **(c) Other Shareholders**

No other Shareholder's voting power in the Company may increase to 20% or above as a result of the Offer.

## **1.9 Potential dilution**

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders are set out in the table below:

Holder	Holding as at Record Date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken up	% post Offer
Shareholder 1	45,000,000	10.22	11,250,000	45,000,000	8.17
Shareholder 2	22,500,000	5.11	5,625,000	22,500,000	4.09
Shareholder 3	11,250,000	2.55	2,812,500	11,250,000	2.04
Shareholder 4	5,500,000	1.25	1,375,000	5,500,000	1.00
Shareholder 5	2,000,000	0.45	500,000	2,000,000	0.36

The dilution effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall is not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

### 1.10 Substantial Shareholders

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

Substantial Shareholder	Number of Shares	Voting power %
Northern Star Resources Limited	62,500,000	14.19
Lindsay Dudfield <sup>1</sup>	55,422,510	12.58
Neil Watson	38,119,334	8.66%

**Notes:**

1. See Section 5.7(b) for further details of Mr Dudfield's security holdings.
2. Held through Rossdale Superannuation Pty Ltd and TBB NSW Pty Ltd.

### 1.11 No rights trading

The rights to Shares under the Entitlement Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your Entitlement to any other party. If you do not take up your Entitlement under the Entitlement Offer by the Closing Date, the Entitlement Offer to you will lapse.

### 1.12 Issue Date and dispatch

All Shares under the Offer are expected to be issued on or before the date specified in the proposed timetable in this Prospectus.

Security holder statements will be dispatched at the end of the calendar month following the issue of the Shares under the Offer.

It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statements do so at their own risk.

### **1.13 Application Monies held on trust**

All Application Monies received for the Shares under the Offer will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued.

### **1.14 ASX quotation**

Application has been or will be made for the official quotation of the Shares offered by this Prospectus. If permission is not granted by ASX for the official quotation of the Shares offered by this Prospectus within three months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

### **1.15 CHESS**

The Company participates in the Clearing House Electronic Sub-Register System, known as CHESS. ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will specify the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares, including a notice to exercise the Shares.

If you are registered on the Issuer Sponsored sub-register, your statement will be dispatched by Security Transfer Australia Pty Ltd and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHESS 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.

### **1.16 Ineligible Foreign Shareholders**

This Prospectus, and any accompanying Application Form, do not, and is not intended to, constitute an offer of Shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Shares under the Offer.

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and 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.

The Company believes that it is unreasonable to extend the Offer to Ineligible Foreign Shareholders. The Company has formed this view having considered:

- (a) the number and value of the Shares that would be offered to those Shareholders; and
- (b) the cost of complying with the legal requirements and the requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, Ineligible Foreign Shareholders will not be entitled to participate in the Offer.

### **1.17 New Zealand offer restrictions**

The Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand at the Record Date.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

### **1.18 Notice to nominees and custodians**

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

### **1.19 Risk factors**

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are certain specific risks associated with an investment in the Company which are detailed in Section 4.

### **1.20 Taxation implications**

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Shares under this Prospectus.

### **1.21 Major activities and financial information**

A summary of the major activities and financial information relating to the Company, for the financial year ended 30 June 2018, can be found in the Company's Annual Report announced on ASX on 19 September 2018 and, for the half-year ended



31 December 2018, the Half Year Accounts announced on ASX on 13 March 2019. The Company's continuous disclosure notices (i.e. ASX announcements) since 31 December 2018 are listed in Section 5.4. Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

## **1.22 Privacy**

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's Shareholding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your application (as applicable).

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

## **1.23 Enquiries concerning Prospectus**

For enquiries concerning the Application Form and the Prospectus, please contact Alchemy Resources Limited on +61 8 9481 4400.

For general shareholder enquiries, please contact Security Transfer Australia Pty Ltd on 1300 992 916 (within Australia) or +61 3 9628 200 (outside Australia).

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## 2. Action required by Shareholders

### 2.1 Acceptance of Entitlement in full

Should you wish to accept all of your Entitlement under the Entitlement Offer and you are not paying by BPAY, then applications for Shares under this Prospectus must be made on the Application Form which accompanies this Prospectus, in accordance with the instructions referred to in this Prospectus and on the Application Form. Please read the instructions carefully.

Please complete the Application Form by filling in the details in the spaces provided and attach a cheque, bank draft or money order for the amount indicated on the Application Form.

Completed Application Forms must be accompanied by a cheque, bank draft or money order in Australian dollars, crossed "Not Negotiable" and made payable to "Alchemy Resources Limited" and lodged at any time after the issue of this Prospectus and on or before the Closing Date at the Company's share registry (by delivery or by post) at:

Security Transfer Australia Pty Ltd  
PO Box 52  
Collins Street West VICTORIA 8007

Applications will be deemed not to have been received until the Company is in receipt of cleared funds.

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the Closing Date. **If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Application Form and you will not need to return the Application Form.**

### 2.2 If you wish to take up only part of your Entitlement

Should you wish to only take up part of your Entitlement under the Entitlement Offer and you are not paying by BPAY, then applications for Shares under the Entitlement Offer must be made on the Application Form which accompanies this Prospectus in accordance with the instructions referred to in this Prospectus and on the Application Form. Please read the instructions carefully.

Please complete the Application Form by filling in the details in the spaces provided, including the number of Shares you wish to accept and the amount payable (calculated at \$0.012 per Share accepted), and attach a cheque, bank draft or money order for the appropriate Application Monies.

Completed Application Forms must be accompanied by a cheque, bank draft or money order in Australian dollars, crossed "Not Negotiable" and made payable to "Alchemy Resources Limited" and lodged at any time after the issue of this Prospectus and on or before the Closing Date at the Company's share registry (by delivery or by post) at the address indicated at Section 2.1.

Applications will be deemed not to have been received until the Company is in receipt of cleared funds.

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the Closing Date. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Application Form and you will not need to return the Application Form.

### **2.3 If you wish to apply for Shortfall Shares**

If you are an Eligible Shareholder and you wish to apply for Shares in excess of your Entitlement under the Entitlement Offer by applying for Shortfall Shares, you may do so by completing the relevant separate section of the Application Form relating to the Shortfall Offer and which accompanies this Prospectus, in accordance with the instructions referred to in this Prospectus and on the Application Form. Any Shares applied for in excess of your Entitlement will be applied for under the Shortfall Offer and will be issued in accordance with the allocation policy described in Section 1.2.

Completed Application Forms must be accompanied by a cheque, bank draft or money order in Australian dollars, crossed "Not Negotiable" and made payable to "Alchemy Resources Limited" and lodged at any time after the issue of this Prospectus and on or before the Closing Date at the Company's share registry (by delivery or by post) at the address indicated at Section 2.1.

Applications will be deemed not to have been received until the Company is in receipt of cleared funds.

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the date and time mentioned above. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Application Form and you will not need to return the Application Form.

The Company may also provide application forms to other investors who are invited to subscribe for Shortfall in accordance with the allocation policy described in Section 1.2.

### **2.4 Entitlements not taken up**

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. The number of Shares you hold and the rights attached to those Shares will not be affected should you choose not to accept any of your Entitlement.

### **2.5 Application Form**

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted by the Company. The Application Form does not need to be signed to be a binding application of Shares.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the Application Form as valid and how to construe, amend or complete the Application Form, is final.

The Company will send this Prospectus, together with an Application Form, to all Eligible Shareholders.

By completing and returning your Application Form with the requisite Application Monies, or making a payment via BPAY, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the Shares to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Application Form;
- (e) declare that you are the current registered holder of Shares as at the Record Date and have a registered address in Australia or subject to the offer restrictions in Section 1.17, New Zealand;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia.

## **2.6 Enquiries concerning your Entitlement**

For all enquiries concerning the Prospectus, please contact Alchemy Resources Limited on +61 8 9481 4400.

For all general shareholder enquiries, please contact Security Transfer Australia Pty Ltd on 1300 992 916 (within Australia) or +61 3 9628 2200 (outside Australia).

### 3. Effect of the Offer

#### 3.1 Capital structure on completion of the Offer

	Number of Shares	Number of Options
Balance at the date of this Prospectus	440,419,481	22,000,000 <sup>2</sup>
Maximum number of Shares to be issued under the Offer <sup>1</sup>	110,104,870	Nil
<b>TOTAL</b>	<b>550,524,351</b>	<b>22,000,000<sup>2</sup></b>

**Notes:**

1. This assumes that all Shares offered under the Offer will be issued. The actual number of Shares to be issued will vary based on the Shares subscribed for and issued pursuant to the Offer. This number is also subject to rounding.
2. Comprising:
  - (a) 4,000,000 Options exercisable at \$0.04 each on or before 8 January 2021;
  - (b) 4,000,000 Options exercisable at \$0.08 on or before 8 January 2021;
  - (c) 4,000,000 Options exercisable at \$0.12 on or before 8 January 2021; and
  - (d) 10,000,000 Options exercisable at \$0.05 each on or before 15 April 2021.

#### 3.2 Pro forma consolidated statement of financial position

Set out below is:

- (a) the reviewed consolidated statement of financial position of the Company as at 31 December 2018;
- (b) the unaudited consolidated statement of financial position of the Company as at 30 June 2019 (**Balance Date**);
- (c) the unaudited effects of the Offer (assuming it is fully subscribed); and
- (d) the unaudited pro forma statement of financial position of the Company at the Balance Date adjusted to reflect paragraph 3.2(c) and the Offer, assuming the Offer is fully subscribed.

The statements of financial position have been prepared to provide Shareholders with information on the assets and liabilities of the Company and the pro forma assets and liabilities of the Company as noted below. The historical and pro forma information is presented in abbreviated form and does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

	Reviewed 31-Dec-18 \$	Unaudited 30-June-19 \$	Pro Forma Adjustment \$	Pro Forma 30-Jun-19 \$
<b>Current Assets</b>				
Cash and cash equivalents	1,020,537	533,886	1,286,342	1,820,228
Trade and other receivables	70,103	13,524	-	13,524
Other current assets	28,013	6,241	-	6,241
<b>Total Current assets</b>	<b>1,118,653</b>	<b>553,651</b>	<b>1,286,342</b>	<b>1,839,993</b>
<b>Non-Current Assets</b>				
Exploration and evaluation	14,801,146	14,988,063	-	14,988,063
Property, plant and equipment	2,963	2,592	-	2,592
<b>Total Non-Current Assets</b>	<b>14,804,109</b>	<b>14,990,655</b>	<b>-</b>	<b>14,990,655</b>
<b>TOTAL ASSETS</b>	<b>15,922,762</b>	<b>15,544,306</b>	<b>1,286,342</b>	<b>16,830,648</b>
<b>Current Liabilities</b>				
Trade and other payables	317,251	150,318	-	150,318
Provisions	29,607	35,999	-	35,999
<b>Total Current Liabilities</b>	<b>346,858</b>	<b>186,317</b>	<b>-</b>	<b>186,317</b>
<b>TOTAL LIABILITIES</b>	<b>346,858</b>	<b>186,317</b>	<b>-</b>	<b>186,317</b>
<b>NET ASSETS</b>	<b>15,575,904</b>	<b>15,357,989</b>	<b>1,286,342</b>	<b>16,644,331</b>
<b>EQUITY</b>				
Contributed equity	32,404,105	32,404,105	1,286,342	33,690,447
Reserves	190,695	134,452	-	134,452
Accumulated losses	(17,018,896)	(17,180,568)	-	(17,180,568)
<b>TOTAL EQUITY</b>	<b>15,575,904</b>	<b>15,357,989</b>	<b>1,286,342</b>	<b>16,644,331</b>

### Basis of Preparation

The pro forma balance sheets have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro forma statement of financial position is based on the unaudited financial position as at 30 June 2019 and is adjusted to reflect the following assumptions:

- (a) the Offer is fully subscribed and \$1,321,258 is raised by the issue of 110,104,870 Shares at \$0.012 per Share; and
- (b) the costs of the Offer are approximately \$34,916.



Other than in the ordinary course of business or as described above, there have been no other material transactions between 30 June 2019 and the date of this Prospectus.

### **3.3 Market price of Shares**

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

Highest:               \$0.0170 on 29 July 2019

Lowest:               \$0.0110 on 12, 13, 17, 18, 19, 21 and 28 June 2019 and  
2 July 2019.

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.0141 per Share on 6 August 2019.

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## 4. Risk Factors

Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company. Shareholders should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

### 4.1 Risks specific to the Offer

#### (a) Tax

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

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Shares under this Prospectus.

#### (b) JMEI Credits

The Company has been accepted as a participant in the Federal Government's Junior Mineral Exploration Incentive (JMEI) scheme for the tax year ending 30 June 2020. The Company has been allocated up to \$330,000 in JMEI credits by the Australian Tax Office (ATO).

The JMEI scheme allows JMEI Eligible Shareholders who applied for, and are issued, Shares in the Company's capital raising activities between 1 July 2019 and 30 June 2020 to receive JMEI credits on a pro rata basis from the ATO. JMEI credits entitle JMEI Eligible Shareholders to refundable tax offsets (for individual shareholders or superannuation funds) or franking credits (for companies).

The issuance of JMEI credits is dependent on the Company completing the issue of Shares under the Offer before 30 June 2020. Further, JMEI credits cannot be created or issued to JMEI Eligible Shareholders until the Company lodges its 2020 income tax return. If the Company does not lodge its 2020 income tax return in accordance with the applicable tax law, the JMEI credits cannot be created or issued and there is a risk that JMEI Eligible Shareholders will not receive any JMEI credits.

## 4.2 Risks specific to the Company

### (a) Exploration

Whilst exploration by the Company and others justifies further exploration, the Company's tenements carry exploration risk.

Exploration is a high risk undertaking. The Company does not give any assurance that exploration of its current projects or any future projects will result in the delineation or discovery of a significant mineral resource. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

### (b) Resource estimates

The Company has previously announced mineral resource estimates for the West Lynn, Summervale and Hermes South deposit. Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates that were valid when originally made may alter significantly when new information becomes available. In addition, by their very nature, reserve and resource estimates are imprecise and depend on interpretations which may prove to be inaccurate, and whilst the Company employs industry-standard techniques including compliance with the JORC Code 2012 to reduce the reserve and resource estimation risk, there is no assurance that this approach will alter the risk. As further information becomes available through additional fieldwork and analysis, reserve and resource estimates may change. This may result in alterations to mining and development plans which may in turn adversely affect the Company.

### (c) Future capital needs and additional funding

The funds raised by the Offer will primarily be used to fund exploration on the Company's projects. There is a risk that these funds will not be sufficient to complete the proposed exploration and that further funding will be required.

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 according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

### (d) Joint venture

The Company is currently, and may in the future, become a party to joint venture agreements governing the exploration and development of its projects. There is a risk that one of the Company's joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture. There is also the potential for a dispute to arise regarding matters of contractual interpretation of the parties' respective

rights and obligations. This may have an adverse effect on the interests and prospects of the Company.

**(e) Title risk**

The Company's granted tenements permit the Company to undertake exploration. Each tenement carries with its annual 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 the conditions are not met or if there are insufficient funds available to meet expenditure commitments.

The Company also has tenement applications. There is no guarantee that these tenements will be granted and as such they should not be considered as current assets or projects of the Company. Various conditions may also be imposed as a condition of grant of any of these tenements.

**(f) Exploitation, exploration and mining licences**

The tenements that have been granted only permit the Company to undertake exploration on the tenements. In the event that the Company successfully delineates economic deposits on any of the tenements, it will need to apply for a mining lease to undertake development and mining on the tenement. There is no guarantee that the Company will be granted a mining lease if one is applied for.

Potential investors should understand that mineral exploration is a high-risk undertaking. There can be no assurance that exploration of the Company's exploration tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

**(g) Commodity prices**

Commodities prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

**(h) Environmental**

The Company's projects are subject to rules and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws but may still be subject to accidents or other unforeseen events which may compromise

its environmental performance and which may have adverse financial implications.

(i) **Key personnel**

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

(j) **Native Title and Aboriginal heritage**

Non-freehold land within the Cobar Basin / Lachlan Gold Project is subject to a native title determination claim, and the southern part of the Karonie Gold Project is located within the Ngadju People non-exclusive native title claim area (WCD2014/004). *The Native Title Act 1993* (Cth) and related State native title legislation and aboriginal heritage legislation may affect the Company's ability to obtain access to certain exploration areas or to obtain mining production titles. Settling any such claims will incur costs to the Company. The degree to which this may impact on the Company's activities will depend on a number of factors, including the status of particular tenements and their locations. At this stage, the Company is not able to quantify the impact, if any, of such matters on its operations.

### **4.3 General Risks**

(a) **Securities investments and share market conditions**

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) **Liquidity risk**

The market for the Company's Shares may be illiquid. As a consequence, investors may be unable to readily exit or realise their investment.

(c) **Economic risk**

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

### **4.4 Investment speculative**

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

performance of the Company and the value of the Shares offered under this Prospectus.

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

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

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## **5. Additional information**

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

A summary of the rights attaching to Shares in the Company is provided below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

**(a) Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per share on a poll. Voting may be in person or by proxy, attorney or representative.

**(b) Dividends**

Subject to the rights of holders of shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share bears to the total issue price of the share. All shares currently on issue and the Shares to be issued under this Prospectus are fully paid ordinary shares.

**(c) Future issues of securities**

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

**(d) Transfer of Shares**

A shareholder may transfer shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in shares or by an instrument in writing in a form approved by ASX or the Board.

**(e) Meetings and notices**

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules. Shareholders may requisition meetings in accordance with the Corporations Act.

(f) **Liquidation rights**

The Company has one class of shares on issue, ordinary shares, which rank equally in liquidation.

(g) **Variation of rights**

Subject to the Listing Rules, the rights attached to the Shares may be varied with the consent in writing of shareholders holding three-quarters of the Shares or by a special resolution passed at a separate meeting of the holders of the Shares in accordance with the Corporations Act.

(h) **Election of directors**

There must be a minimum of 3 but not more than 10 Directors. At every annual general meeting one third of the Directors (rounded to the nearest whole number) must retire from office. Any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting must retire. These retirement rules do not apply to certain appointments including the managing director.

(i) **Indemnities**

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(j) **Winding up**

Subject to the Corporations Act, the Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company.

(k) **Shareholder liability**

The Shares offered under this Prospectus are fully paid ordinary Shares. The Shares will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(l) **Alteration to the Constitution**

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. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

(m) **Listing Rules**

The Company has been admitted to trading on the official list of the ASX. Accordingly, despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a



provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

## **5.2 Company is a disclosing entity**

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.4 below). Copies of all documents announced to the ASX can be found at <http://www.alchemyresources.com.au/asx-releases/>.

## **5.3 Dividend Policy**

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

## **5.4 Copies of documents**

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Entitlement Offer a copy of:

- (a) the financial statements of the Company for the financial year ended 30 June 2018, being the last financial statements for a financial year of the Company lodged with ASIC before the issue of this Prospectus;
- (b) the financial statements of the Company for the half year ended 31 December 2018;
- (c) the annual report of the Company for the financial year ended 30 June 2018, being the last annual report of the Company lodged with ASIC after lodgement of the financial statements referred to in paragraph 5.4(a) above and before the issue of this Prospectus; and
- (d) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the financial statements referred to in paragraph (b) above until the date of this Prospectus:

<b>Date lodged</b>	<b>Subject of Announcement</b>
31 July 2019	Quarterly Activities Report
31 July 2019	Quarterly Cashflow Report
16 July 2019	Investor Presentation
8 July 2019	Bryah Basin Exploration Update Addendum
8 July 2019	Bryah Basin Exploration Update
2 July 2019	Junior Minerals Exploration Incentive for 2019/2020
19 June 2019	Maiden Alumina Resource Estimate - Summervale Prospect
3 June 2019	Expiry of Unlisted Options
8 May 2019	Hermes South Resource Upgrade
30 April 2019	Quarterly Activities Report
30 April 2019	Quarterly Cashflow Report
30 April 2019	Nitric Acid Leach Testwork Results Addendum
29 April 2019	West Lynn Nitric Acid Leach Testwork Results
16 April 2019	Sandfire Commences Major Drilling Project at Bryah Basin
29 March 2019	Change in substantial holding
21 March 2019	Lithium and Battery Metals Conference - Company Presentation
13 March 2019	Half Year Accounts
4 March 2019	Appendix 3Y - Lindsay Dudfield
19 February 2019	Investor Presentation - February 2019
19 February 2019	West Lynn Maiden Mineral Resource Estimate
31 January 2019	Quarterly Activities Report
31 January 2019	Quarterly Cashflow Report
30 January 2019	Exploration update Overflow Prospect NSW

The following documents are available for inspection throughout the period of the Offer during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 5.10 and the consents provided by the Directors to the issue of this Prospectus.

## **5.5 Information excluded from continuous disclosure notices**

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

## **5.6 Determination by ASIC**

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in offering and issuing the Shares under this Prospectus.

## **5.7 Interests of Directors**

### **(a) Information disclosed in this Prospectus**

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

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

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

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

(b) **Security holdings**

The relevant interests of each of the Directors in Securities as at the date of this Prospectus is set out below.

<b>Director</b>	<b>Shares</b>	<b>Options</b>
Mr Leigh Ryan <sup>1</sup>	1,000,000	12,000,000
Ms Liza Carpene	Nil	Nil
Mr Lindsay Dudfield <sup>2</sup>	55,422,510 <sup>2</sup>	Nil
Mr Anthony Ho	Nil	Nil

**Notes:**

1. Mr Leigh Ryan's Shares and Options are held indirectly by Mr Leigh Ronald Ryan and Mrs Sandra Kay Ryan as trustees for the Ryan Super Fund. Mr Ryan has been granted the following Options as part of his remuneration and as approved by Shareholders on 23 November 2017:
  - (a) 4,000,000 Options exercisable at \$0.04 (vested 8 January 2018) and expiring 8 January 2021;
  - (b) 4,000,000 Options exercisable at \$0.08 (vested 8 January 2019) and expiring 8 January 2021; and
  - (c) 4,000,000 Options exercisable at \$0.12 vesting 8 January 2020 and expiring 8 January 2021.
2. Mr Lindsay Dudfield's interests are held as follows:
  - (a) 40,000 Shares are directly held by Mr Dudfield;
  - (b) 17,469,759 Shares are held indirectly through Jindalee Resources Limited (of which Mr Dudfield is an executive director);
  - (c) 706,669 Shares are held indirectly through Mrs Yvonne Dudfield (being Mr Dudfield's spouse);
  - (d) 1,337,211 Shares are held indirectly through Jopan Management Pty Ltd (of which Mr Dudfield's spouse is the sole director and beneficiary); and
  - (e) 35,868,871 Shares are held indirectly through the LG Dudfield Pension Fund.

It is the intention of Mr Ryan to take up all of his Entitlement under the Entitlement Offer. It is the intention of Mr Dudfield to take up all of his Entitlement, excluding his interests held indirectly through Jindalee Resources Limited. Mr Dudfield has an interest in 17,469,759 Shares held by Jindalee Resources Limited (of which Mr Dudfield is an executive director). Investment decisions made in relation to those 17,469,759 Shares are made by the board of Jindalee Resources Limited without Mr Dudfield. Mr Dudfield makes no representation to whether the Entitlement attaching those 17,469,759 Shares (that is 4,367,440 Shares) will be taken up.

(c) **Remuneration**

The Constitution provides that the Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Shareholders in general meetings, to be divided among the Directors as the Directors shall determine, and in default of agreement then in equal Shares. The remuneration of the Directors shall not be increased except pursuant to a resolution passed at a general meeting of the Company where notice of the suggested increase shall have been given to Shareholders in the notice convening the meeting. No Non-Executive

Director shall be paid as part or whole of his or her remuneration a commission on or a percentage of profits or a commission on or a percentage of operating revenue, and no Executive Director shall be paid as whole or part of his or her remuneration a commission on or percentage of operating revenue. The aggregate amount of compensation for non-executive directors is \$250,000 approved by Shareholders at the Company's annual general meeting held on 22 July 2008. There has been no change to these levels since 2008.

The remuneration of executive directors is to be fixed by the Board. The Company currently has one Executive Director, Mr Leigh Ryan. Mr Ryan's base salary is comprised of a base salary of \$150,000 per year (exclusive of superannuation).

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

Directors received the following remuneration for the year to 30 June 2019:

Director	Directors' fees, and salary (\$)	Super-annuation (\$)	Share based payments (\$)	Total (\$)
Mr Leigh Ryan	150,000	15,200	11,295	176,495
Ms Liza Carpene	-	-	-	-
Mr Lindsay Dudfield	20,000	-	-	20,000
Mr Anthony Ho	19,998	-	-	19,998

Directors received the following remuneration for the year to 30 June 2018:

Director	Directors' fees, and salary (\$)	Super-annuation (\$)	Share based payments (\$)	Total (\$)
Mr Leigh Ryan <sup>1</sup>	200,000 <sup>1</sup>	14,250	32,244	246,494
Ms Liza Carpene	-	-	-	-
Mr Lindsay Dudfield	20,000	-	-	20,000
Mr Anthony Ho	19,998	-	-	19,998

**Note to 2018 remuneration:**

1. Comprising \$150,000 salary and director fees and \$50,000 cash bonus for completion of twelve months' service in January 2018.

## 5.8 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Shares offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Shares offered under this Prospectus.

## 5.9 Expenses of Offer

The estimated expenses of the Offer are as follows:

	\$
ASIC fees	3,206
ASX quotation fee	6,710
Legal and preparation expenses	15,000
Printing, mailing and other expenses	10,000
<b>Total</b>	<b>34,916</b>

## 5.10 Consents

- (a) Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Shares under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.
- (b) Each of the parties referred to in this Section:
  - (i) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
  - (ii) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.
- (c) Bellanhouse has given its written consent to being named as the Australian corporate solicitors to the Company in this Prospectus. Bellanhouse has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

- (d) Security Transfer Australia Pty Ltd has given its written consent to being named as the share registry to the Company in this Prospectus. Security Transfer Australia Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

## 5.11 Mineral Resource estimates

- (a) Summervale deposit Mineral Resource estimate

Category	Cut-off (Al <sub>2</sub> O <sub>3</sub> )	Tonnes (M)	Al <sub>2</sub> O <sub>3</sub> %	Fe <sub>2</sub> O <sub>3</sub> %	K <sub>2</sub> O%	Na <sub>2</sub> O%	TiO <sub>2</sub> %	SiO <sub>2</sub> %
Inferred	18%	6.55	20.8	2.8	1.79	0.43	1.15	64.2

The Company first reported the above Mineral Resource estimate for the Summervale deposit in its ASX announcement of 19 June 2019 titled '*Maiden Alumina Resource Estimate Summervale Prospect, NSW*'. The Company confirms that it is not aware of any new information or data that materially affects the information included in its announcement of 19 June 2019 and that all material assumptions and technical parameters underpinning the estimates in its announcement of 19 June 2019 continue to apply and have not materially changed.

- (b) West Lynn deposit Mineral Resource estimate

Category	Cut Off (Ni %)	Tonnes (Mt)	Ni%	Co%	Al%	Fe%
Inferred	0.6	14.70	0.85	0.05	2.4	20.2

The Company first reported the above Mineral Resource estimate for the West Lynn deposit in its ASX announcement of 19 February 2019 titled '*Maiden Mineral Resource Estimate West Lynn Project, NSW*'. The Company confirms that it is not aware of any new information or data that materially affects the information included in its announcement of 19 February 2019 and that all material assumptions and technical parameters underpinning the estimates in its announcement of 19 February 2019 continue to apply and have not materially changed.

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## 6. Directors' authorisation

The issue of this Prospectus has been authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:

Leigh Ryan  
Managing Director

Dated: 7 August 2019

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## 7. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

**\$** means Australian dollars.

**Applicant** means a person who submits an Application Form.

**Application** means a valid application for Shares made on an Application Form.

**Application Form** means the application form provided by the Company with a copy of this Prospectus that describes the entitlement of Eligible Shareholders to subscribe for Shares pursuant to the Entitlement Offer and the Shortfall Offer.

**Application Monies** means application monies for Shares received by the Company.

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

**ASX** means ASX Limited (ACN 008 624 691) and where the context permits the Australian Shares Exchange operated by ASX Limited.

**ATO** means Australian Taxation office.

**Board** means the Directors meeting as a board.

**Business Day** means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

**CHESS** means ASX Clearing House Electronic Subregistry System.

**Closing Date** has the meaning given to it in Section 1.4.

**Company** means Alchemy Resources Limited (ACN 124 444 122).

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

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

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

**Eligible Shareholder** means a person registered as the holder of Shares on the Record Date whose registered address is in Australia or New Zealand.

**Entitlement** means the number of new Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer, being one new Share for every existing four Shares held on the Record Date.

**Entitlement Offer** means the offer under this Prospectus of up to approximately 110,104,870 new Shares to Eligible Shareholders in the proportion of one new Share for every four Shares held on the Record Date.

**Ineligible Foreign Shareholder** means a person registered as the holder of Shares on the Record Date whose registered address is not in Australia or New Zealand.



**Issuer Sponsored** means Shares issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

**JMEI Eligible Shareholders** means persons who are required to lodge a tax return in Australia and who apply for and are issued Shares as part of the Company's capital raising activities between 1 July 2019 and 30 June 2020.

**JMEI** means the Junior Minerals Exploration Incentive scheme introduced by the Federal Government on 1 July 2017.

**JORC Code** means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 edition).

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

**Marketable Parcel** means, for the purpose of this Prospectus, a parcel of at least 50,000 Shares as at the Record Date.

**Offer** means an offer under this Prospectus to subscribe for Shares, namely, the Entitlement Offer and the Shortfall Offer.

**Option** means the right to acquire one Share in the capital of the Company.

**Prospectus** means this prospectus dated 7 August 2019.

**Record Date** means 5:00pm (WST) on the date identified in the Timetable as the record date.

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

**Securities** mean any securities including Shares or Options issued or granted by the Company.

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

**Shareholder** means a holder of Shares.

**Shortfall** or **Shortfall Shares** means Entitlements not subscribed for under the Entitlement Offer.

**Shortfall Offer** means the offer of the Shortfall under this Prospectus, which includes the offer in relation to the Shortfall Shares.

**Timetable** means the timetable on page iii.

**VWAP** means volume weighted average price.

**WST** means Western Standard Time.