

## SHARE PURCHASE PLAN OPEN

Carnaby Resources Limited (ASX: CNB) (**Carnaby** or the **Company**) is pleased to announce that its Share Purchase Plan (**SPP**) opens today. Attached to this announcement is a copy of the SPP offer letter and the terms and conditions of the SPP (**SPP Offer Letter**).

The SPP follows the settlement this week of the strongly oversubscribed Tranche 1 Placement of \$2.65 million to sophisticated and professional investors at an issue price of \$0.30 per share.

The Tranche 2 Placement of \$0.35 million to directors of the Company (at an issue price of \$0.30 per share) is subject to receiving shareholder approval at a general meeting expected to be held at the end of October 2020.

For further details regarding the Placement, please refer ASX announcement dated 9 September 2020.

### Details of the SPP

The Company is undertaking an SPP raising up to \$1 million before costs which will be available to all eligible shareholders (being shareholders registered as at 5:00pm (AWST) on Tuesday, 8 September 2020 with a registered address in Australia and New Zealand).

Eligible shareholders can subscribe for up to \$30,000 worth of fully paid ordinary shares at the Placement issue price of \$0.30 per share, irrespective of the size of their shareholding, without incurring brokerage or transaction costs.

Depending on applications received, the Company may, in its absolute discretion, undertake a scale back so that not more than \$1 million is raised under the Plan. Scale back decisions are made by the Board and are final.

The SPP is scheduled to close at 5:00pm (AWST) on Wednesday, 7 October 2020. The Company may close the SPP early and accordingly shareholders are encouraged to submit their Application Forms as early as possible. Participation in the SPP is optional.

### ASX Announcement

17 September 2020

#### Fast Facts

Shares on Issue 107M

Market Cap (@ 33 cents) \$35.2M

Cash \$5.4M<sup>1</sup>

<sup>1</sup>As of 30 June 2020 plus \$1.25M received first cash instalment for Tick Hill Tailings Stockpile Sale (excludes remaining ~\$4.75M cash receipts from Tailings Sale & NSR Royalty Agreement, refer ASX release 3 August 2020) and Tranche 1 Placement proceeds of \$2.65M (Refer ASX release 9 September 2020)

#### Board and Management

Peter Bowler, Non-Exec Chairman

Rob Watkins, Managing Director

Greg Barrett, Non-Exec Director

Paul Payne, Non-Exec Director

Ben Larkin, Company Secretary

#### Company Highlights

- Proven and highly credentialed management team
- Tight capital structure and strong cash position
- Commencing exploration at the Mallina Basin in the Pilbara of WA
- Projects near to De Grey's Hemi gold discovery on 254 km<sup>2</sup> of highly prospective tenure
- 100% ownership of the Tick Hill Gold Project (granted ML's) in Qld, historically one of Australia highest grade and most profitable gold mines
- Past production of 511 koz at 22 g/t gold
- Indicated and Inferred Mineral Resource of 845,000 t @ 2.47 g/t gold for 67,100 ounces<sup>2</sup>
- Proven and Probable Ore Reserves of 459,900 t @ 1.89 g/t gold for 28,000 ounces<sup>2</sup>
- 323 km<sup>2</sup> surrounding exploration package containing numerous gold and copper targets

<sup>2</sup>Refer ASX release 5 June 2020, to be adjusted following Tailings Sale & NSR Royalty Agreement, refer ASX release 3 August 2020

#### Registered Office

78 Churchill Avenue Subiaco Western Australia 6008

T: +61 8 9320 2320

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

If you are an eligible shareholder, and wish to participate in the SPP, you can apply using the information provided on your personalised Application Form.

The SPP Offer Letter, which includes a personalised Application Form will be made available to eligible shareholders by the following methods:

- Shareholders who have registered to receive Company correspondence electronically should receive an email later today with links to retrieve their documents electronically.
- Hard copy documents will be sent by post today to all eligible shareholders who have not previously registered to receive correspondence from the Company electronically.

Further information regarding the Company can be found on the Company's website [www.carnabyresources.com.au](http://www.carnabyresources.com.au)

**For further information please contact:  
Robert Watkins, Managing Director  
+61 8 9320 2320**

17 September 2020

Dear Shareholder,

### **Invitation to Participate in Share Purchase Plan**

On 9 September 2020, Carnaby Resources Limited (ACN 610 855 064) (**Carnaby** or the **Company**) announced that it has received firm commitments for a placement of 10,000,000 fully paid ordinary shares (**Shares**) at a price of \$0.30 per Share to sophisticated, institutional and professional investors, raising approximately \$3 million (**Placement**).

The Shares to be issued under the Placement will be issued in two tranches. The first tranche of 8,844,420 Shares will be issued under the Company's placement capacity pursuant to ASX Listing Rule 7.1 on or around 15 September 2020 (**Tranche 1 Placement**). The second tranche of 1,155,580 Shares will be issued to directors of the Company, subject to completion of the Tranche 1 Placement and obtaining shareholder approval at a shareholders meeting expected to be held at the end of October 2020 (**Tranche 2 Placement**).

In order to provide Eligible Shareholders (defined below) with the ability to participate in the Company's capital raising activities, the Company is pleased to provide details of a Share Purchase Plan (**Plan**).

Under the Plan, Eligible Shareholders will have the opportunity to purchase up to \$30,000 worth of Shares at the same price as the Placement, irrespective of the size of their shareholding, without incurring brokerage or transaction costs.

The offer under the Plan (**Offer**) is intending to raise a maximum of \$1 million on the terms and conditions (**Terms and Conditions**) contained in this letter. The Company may elect to accept additional subscriptions or alternatively close the Offer early and/or scale back applications.

### **Shareholders Eligible to Participate in the Plan**

Participation under the Plan is optional and is available exclusively to shareholders of the Company who are registered as holders of Shares at 5:00 pm (AWST) on 8 September 2020 (**Record Date**) and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

### **Share Purchase Plan**

The Plan entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase up to \$30,000 worth of Shares at an issue price of \$0.30 (**Price**) being the same price as the Shares offered to sophisticated and professional investors under the Placement. The Price represents a discount of 11.8% to \$0.34 (being the volume weighted average market price (**VWAP**)) of the Shares over the last 5 trading days on which sales in the Shares were recorded before the day on which the Plan was announced.

Whilst the Company intends to raise \$1 million under the Plan, the Company reserves the right to accept additional applications subject to shareholder demand and compliance with the ASX Listing Rules.

In accordance with the ASX Listing Rules, the maximum number of Shares that can be issued under a share purchase plan is that amount equal to 30% of the Company's existing issued share capital. Accordingly, as at the date of this document the maximum number of Shares which will be issued under this Plan will be 29,346,399.

Depending on applications received, the Company may, in its absolute discretion, undertake a scale back so that not more than \$1 million is raised under the Plan. Scale back decisions are made by the Board and are final.

The Plan will not be underwritten.

The directors of the Company who are Eligible Shareholders may participate under the Plan.

A personalised application form for the Plan (**Application Form**) accompanies this document.

### **Current Activities**

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX platform (ASX:CNB), or the Company's website at [www.carnabyresources.com.au](http://www.carnabyresources.com.au).

### **Use of Funds**

The proceeds raised under the Plan and the Placement will be used to fund:

1. Accelerated exploration and development plans of the Company's exploration and development projects; and
2. Corporate overheads and general working capital.

The Company confirms that Canaccord Genuity (Australia) Limited will act as lead manager to the share purchase plan Offer and will receive a 2% management fee on all funds raised under the Offer.

### **How much can you invest?**

Eligible Shareholders may each apply for a maximum of \$30,000 worth of Shares and a minimum of \$2,000 worth of Shares under the Plan.

### How to accept this Offer

To apply for Shares under the Plan, please follow the instructions on the enclosed personalised Application Form.

Eligible Shareholders may participate by selecting only one of the following offers to purchase Shares under the Plan:

	Total amount payable	Number of Shares which may be purchased
Offer A	\$30,000	100,000
Offer B	\$25,000	83,333
Offer C	\$20,000	66,666
Offer D	\$15,000	50,000
Offer E	\$10,000	33,333
Offer F	\$5,000	16,666
Offer G	\$2,000	6,666

The number of Shares to which you are entitled will be calculated by dividing the subscription amount you have selected by the Price, rounded down.

All payments in accordance with the options set out in your Application Form (**Application**) must be received by the **Closing Date of 5:00pm (AWST) 7 October 2020**. If the exact amount of money is not tendered with your Application, the Company reserves the right to either:

- (a) return your application monies and not issue any Shares to you; or
- (b) issue to you the number of Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund the excess application money to you by cheque as soon as possible, without interest.

The Company confirms that if the amount to be refunded is less than the issue price of one Share, being \$0.30, it will not be refunded and will be retained by the Company.

Once an Application has been made it cannot be revoked.

### Multiple Holdings

The maximum investment any Eligible Shareholder may apply for will remain \$30,000 even if an Eligible Shareholder receives more than one Offer (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account). It is the responsibility of the applicant to ensure that the aggregate of the application amount paid for the Shares the subject of the Application and any other shares and interests in the class applied for by you under the Plan or any similar arrangement in the 12 months prior to the date of submission does not exceed \$30,000.

## **Custodians and Nominees**

Eligible Shareholders who hold Shares as Custodian or Nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for up to a maximum amount of \$30,000 worth of Shares in respect of each Beneficiary who is resident in Australia or New Zealand, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions enclosed with this letter. Please refer to the Terms and Conditions for more details.

## **Relationship of Issue Price with Market Price**

On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on ASX was \$0.365. The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your Application under this Offer.

By making an Application under this Offer and applying for Shares under the Plan, each Eligible Shareholder will be acknowledging that although the Price is at a discount, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Plan may rise or fall accordingly.

The Board recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares in the Company prior to making an Application under this Offer.

## **Additional Information and Important Dates**

The offer of Shares under the Plan is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Offer cannot be transferred, and the Directors of the Company reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any Application. Shares issued under the Plan will be issued no later than 7 business days after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

The maximum amount proposed to be raised under the Offer is \$1 million. The Company, however, reserves absolute discretion regarding the final amount raised under the Offer, subject to the ASX Listing Rules.

In the event of oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back applications on an equitable basis. Scale-back for Shares held by Custodians will be applied at the level of the underlying Beneficiary. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions.

If the Company rejects or scales-back an Application or purported Application, the Company will promptly return to the shareholder the relevant application monies, without interest.

### Foreign offer restrictions

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country.

In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

### New Zealand Shareholders

The Shares offered under the Plan 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 and to whom the Offer is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (as amended)* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This document 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.

### Shortfall Placement

In the event that less than \$1 million is applied for under the Plan, the full amount of the shortfall may be placed at the discretion of the Board subject to compliance with all necessary legal requirements. The Company confirms that any issue of shortfall will be placed subject to the Company's compliance with ASX Listing Rule 7.1 and/or 7.1A at the time of issue. As at the date of this document, assuming that all Shares subscribed for under the Placement are issued, the Company will have the capacity to issue 3,715,079 Shares under its ASX Listing Rule 7.1 capacity and 9,598,333 Shares under its ASX Listing Rule 7.1A capacity. Where the shortfall exceeds the Company's available placement capacity, the shortfall will only be placed if shareholder approval is obtained.

### Indicative Timetable

Record Date for Share Purchase Plan	8 September 2020
Announce Share Purchase Plan and Placement and Lodge Appendix 3B	9 September 2020
Issue of Shares under Tranche 1 Placement and lodge Appendix 2A and Cleansing Notice with ASX	15 September 2020
Dispatch Share Purchase Plan booklet to shareholders and release on the ASX platform Opening date for Share Purchase Plan	17 September 2020
Closing date for Share Purchase Plan	7 October 2020

Announcement of result of Share Purchase Plan	12 October 2020
Issue of new Shares under the Share Purchase Plan and lodgement of Appendix 2A	14 October 2020

The issue of Shares under the Tranche 2 Placement is expected to occur following a shareholder meeting to be held at the end of October 2020.

**These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Application as early as possible.**

Should you wish to discuss any information contained in this letter further, do not hesitate to contact Carnaby's Company Secretary, Ben Larkin on +61 8 9320 2320 or email [info@carnabyresources.com.au](mailto:info@carnabyresources.com.au).

Yours faithfully

**Ben Larkin**  
**Company Secretary**  
**CARNABY RESOURCES LIMITED**





## **Carnaby Resources Limited ACN 610 855 064 Share Purchase Plan - Terms and Conditions**

### **Purpose**

The purpose of the Share Purchase Plan (**the Plan**), which will be conducted in conjunction with the Placement, is to offer shareholders of Carnaby Resources Limited (**Carnaby or the Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**Shares**) up to a maximum of \$30,000 and a minimum of \$2,000 worth of Shares.

The issue price of \$0.30 under the Plan will be at a discount of 11.8% to the volume weighted average market price of the Shares over the last 5 trading days on which sales in the Shares were recorded prior to the date the Plan was announced.

The Company is intending to raise of \$1 million under the Plan. The Shares will not attract brokerage costs and will be issued without the need for the Company to issue a prospectus. The Plan is governed upon such terms and conditions as the board of directors of the Company, in its absolute discretion, sees fit.

### **No Financial Advice**

This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Plan having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

### **Shareholders Eligible to Participate**

Holders of Shares that are registered with an Australian or New Zealand address at the Record Date are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan, unless such registered shareholder holds Shares on behalf of another person who resides outside Australia or New Zealand. Due to foreign securities laws, it is not practical for shareholders (or beneficial shareholders) resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these Terms and Conditions. Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the Plan). Eligible Shareholders who wish to take up Shares issued under the Plan agree to be bound by the Company's constitution in respect of Shares issued under the Plan.

An offer may, at the discretion of the directors of the Company (**Directors**), be made under the Plan once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12-month period is \$30,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the offer is available to Eligible Shareholders.

## **Custodians, trustees and nominees**

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC CI 2019/547**) (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to \$30,000 worth of new Shares for each beneficiary for whom you act as custodian provided you complete and submit, together with an Application, a certificate (**Custodian Certificate**) with the following information:

- (a) that you held Shares on behalf of:
  - (i) one or more other persons that are not custodians; and/or
  - (ii) another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons who are resident in Australia or New Zealand, to which those beneficial interests relate,  
  
(each a **Participating Beneficiary**) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the Plan on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the number or dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (e) that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$30,000;
- (f) that a copy of the written offer document was given to each Participating Beneficiary; and
- (g) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.



For the purposes of ASIC CI 2019/547 you are a '**Custodian**' if you provide a custodial or depository service in relation to shares of a body or interests in a registered scheme and you:

- (a) hold an Australian financial services licence covering the provision of a custodial or depository service;
- (b) are exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) hold an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) are a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) are a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an Application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company during the Offer period.

The Company reserves the right to reject any Application to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements. The Company reserves the right to reject Applications in accordance with these Terms and Conditions.

### **Price of Shares**

The price of Shares to be issued under the Plan is \$0.30 which represents a discount of 11.8% of the volume weighted average market price for the Shares over the last 5 trading days on which sales in the Shares were recorded prior to the date the Plan was announced, being \$0.34.

### **Applications and Notices**

At the discretion of the Directors, the Company will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the Plan, and accompanied by these Terms and Conditions of the Plan and an Application Form. Applications will not be accepted after the Closing Date of the Offer being 5:00 pm (AWST) on 7 October 2020. Over subscriptions to an offer may be refunded without interest.

Notices and statements made by the Company to participants may be given in any manner prescribed by its Constitution.

## Acknowledgement

By completing an Application and making the associated payment in accordance with the options on your Application Form, you:

- (a) irrevocably and unconditionally agree to the terms and conditions of the Plan and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the Plan;
- (b) warrant that all details and statements in your Application are true and complete and not misleading;
- (c) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of the Shares is less than the Price);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the Plan;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of Shares under the Plan or subsequently refunded to you for any reason;
- (f) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) acknowledge and agree that if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent these Terms and Conditions, an Offer Document, or any materials relating to the Plan, to any person outside Australia and New Zealand;
- (h) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
  - (i) you are not applying for Shares with an application price of more than \$30,000 under the Plan (including by instructing a Custodian to acquire Shares on your behalf under the Plan); and
  - (ii) the total of the application price for the following does not exceed \$30,000:
    - (A) the Shares the subject of the Application;
    - (B) any other Shares issued to you under the Plan or any similar arrangement in the 12 months before the Application (excluding Shares applied for but not issued);
    - (C) any other Shares which you have instructed a Custodian to acquire on your behalf under the Plan; and
    - (D) any other Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Plan.

- (i) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
  - (i) you are a Custodian (defined above);
  - (ii) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
  - (iii) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the Plan;
  - (iv) each Participating Beneficiary on whose behalf you are applying for Shares has been given a copy of this document;
  - (v) the application price for the Shares applied for on behalf of the Participating Beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding shares applied for but not issued), does not exceed \$30,000; and
  - (vi) the information in the Custodian Certificate submitted with your Application is true, correct and not misleading;
- (j) agree to be bound by the constitution of the Company (as amended from time to time);
- (k) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the Plan, or has any obligation to provide such advice; and
- (l) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application including the Application Form and to complete the Application by the insertion of any missing detail.

### **Placement of Shortfall**

Any shortfall from the Offer may be placed at the discretion of the Directors. The Company confirms that any issue of shortfall will be placed subject to the Company's compliance with ASX Listing Rule 7.1 and 7.1A at the time of issue. As at the date of this document and assuming all Shares under the Placement as issued, the Company will have capacity to issue 3,715,079 Shares under its ASX Listing Rule 7.1 capacity and 9,598,333 Shares under its ASX Listing Rule 7.1A capacity.

### **Issue of Shares**

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the Closing Date and in any event within 7 business days of the Closing Date and will rank equally in all respects with all other fully paid ordinary shares in the capital of the Company from the date of issue.

Shareholding statements or CHES notification will be issued in respect of all Shares issued under the Plan. The Company will, promptly after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the official list of ASX.



### **Modification and Termination of the Plan**

The Company may modify or terminate the Plan at any time. The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any person fewer Shares than the person applied for under the Plan if the issue of Shares applied for would contravene any applicable law or the Listing Rules of ASX.

### **Raising Amount and Scale back**

The Company is seeking to raise a maximum of \$1 million under the Plan. However, the Company reserves its absolute discretion regarding the final amount raised under the Plan subject to compliance with the ASX Listing Rules.

In accordance with the ASX Listing Rules, the maximum number of Shares that can be issued as at the date of this document is 29,346,399.

In the event of an oversubscriptions, the Directors may, in their absolute discretion, accept oversubscriptions (in accordance with the ASX Listing Rule parameters) or alternatively scale-back all Applications on an equitable basis. If the Company rejects or scales-back an Application or purported Application, the Company will promptly return to the shareholder the relevant application monies, without interest.

### **Dispute Resolution**

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, Application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

### **Questions and Contact Details**

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser or Mr Ben Larkin, Company Secretary on +61 8 9320 2320.