

## Share Purchase Plan – Letter to Eligible Shareholders

---

Dear Shareholder,

As announced on 26 March 2024, OD6 Metals Limited (**Company** or **OD6**) (ASX:OD6) is please to offer eligible shareholders the opportunity to participate in the Company's Share Purchase Plan (**SPP**) seeking to raise up to \$1,000,000. Eligible shareholders are those shareholders with a registered address in Australia or New Zealand who were on the Company's share register at 5.00pm (AWST) on Monday, 25 March 2024 (**Record Date**) (**Eligible Shareholders**).

The SPP will provide an opportunity for Eligible Shareholders to apply for up to \$30,000 worth of new Shares at an issue price of \$0.071 per Share, being the same issue price as Shares under the Placement announced on 26 March 2024.

The SPP offer period will open on Wednesday, 3 April 2024 and close at 5.00pm (AWST) on Tuesday, 23 April 2024, subject to the Company's discretion to amend these dates. Shares issued under the SPP will rank equally with the Company's existing shares with effect from their issue.

This letter is to notify you that the SPP is now open and provide you with instructions as to how to obtain a copy of the Offer Booklet and how you can make your application.

Capitalised terms used, but not defined, in this letter have the meaning given in the Offer Booklet.

### How to Apply

An offer booklet containing the terms and conditions of the SPP was lodged with ASX on 3 April 2024 (**Offer Booklet**). The Company will not be printing / dispatching hard copies of the Offer Booklet or Application Forms, except in response to a specific request by a Shareholder. Instead, an electronic copy of the Offer Booklet, along with instructions on how to apply under the SPP via BPAY® is available at [www.computersharecas.com.au/OD6SPP](http://www.computersharecas.com.au/OD6SPP) (using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is included near the top right of this page). For New Zealand Eligible Shareholders only, that are unable to pay by BPAY®, your personalised application form available at [www.computersharecas.com.au/OD6SPP](http://www.computersharecas.com.au/OD6SPP) contains instructions on how to apply via EFT. If a Shareholder specifically requests paper copies of the above items to be mailed to them, these will be sent free of charge.

You can apply for up to a maximum of \$30,000 worth of new Shares under the Offer. Eligible Shareholders can apply for new Shares in parcels valued at \$2,000, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000. The Company reserves the right to scale back any applications in accordance with the terms and conditions set out in the Offer Booklet. Applications under the SPP can only be made by Eligible Shareholders and an Eligible Shareholder's right to participate in the SPP is not transferable.

**The SPP is scheduled to close at 5:00pm (AWST) on Tuesday, 23 April 2024. Payment must be received before this time.**

You should read the Offer Booklet carefully and in its entirety before deciding whether to participate in the SPP.

### Key Dates

Event	Date
Record Date	5:00pm (AWST) on Monday, 25 March 2024
Placement and SPP Announcement Lodgement of Appendix 3B	Tuesday, 26 March 2024
Despatch of letters to Eligible Shareholders Release Offer Booklet on ASX	Wednesday, 3 April 2024
SPP Offer open	Wednesday, 3 April 2024
Settlement of Placement Shares	8:00AM (WST) Friday, 5 April 2024
Allotment of Placement Shares	Monday, 8 April 2024
SPP Offer closes	5:00pm (AWST) on Tuesday 23 April 2024
Announcement of Results of SPP	Friday, 26 April 2024
Issue of Shares under SPP Lodgement of Appendix 2A	Tuesday 30 April 2024

**Note:** This timetable is indicative only and subject to change. The commencement of trading and quotation of Shares under the Placement and SPP is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, OD6 reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice. Accordingly, shareholders are encouraged to submit their application forms as early as possible. All times are AWST.

### Further Information

If you have any questions on how to participate in the SPP, please call the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) any time between 8:30am and 5:00pm (Sydney time) Monday to Friday.

Joel Ives  
Company Secretary  
**OD6 Metals Limited**

OD6 Metals Limited  
ACN 654 839 602

## Share Purchase Plan

---

For an offer by the Company of up to \$30,000 worth of Shares to each Eligible Shareholder to raise, in total, a maximum of \$1,000,000.

Applications for Shares under the Offer must be received by 5:00pm (AWST) on 23 April 2024.

**Important:** This is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

This document is not a prospectus. It does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding the new Shares offered by this document. This document does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS**

# Contents

---

<b>Important Information</b>	<b>1</b>
<b>Key Numbers and Dates</b>	<b>2</b>
<b>Chairman's Letter</b>	<b>3</b>
<b>1 Offer Details</b>	<b>4</b>
<b>2 Risk Factors</b>	<b>9</b>
<b>3 Applications</b>	<b>17</b>
<b>4 Additional Information</b>	<b>20</b>
<b>5 Definitions</b>	<b>23</b>
<b>Corporate Directory</b>	<b>25</b>

# Important Information

---

## General

This Offer Booklet is issued by OD6 Metals Limited (ACN 654 839 602) (**Company**) and is dated 3 April 2024.

This Offer Booklet is not a prospectus under the Corporations Act or under any other law, and it has not been lodged with ASIC. Neither ASIC or ASX take responsibility for the contents of this Offer Booklet or the merits of the investment to which this Offer Booklet relates.

This Offer Booklet has been prepared in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, which allows a company to offer securities under a share purchase plan without the use of a prospectus, subject to certain requirements. The level of disclosure required in this Offer Booklet is significantly less than what would be required in a prospectus.

Any investment in the Company should be considered highly speculative and you must rely on your own knowledge of the Company and previous disclosures made by the Company to ASX. Shareholders who are in any doubt or have any questions about this Offer Booklet should promptly consult their stockbroker, accountant or other professional adviser before deciding to apply for Shares under the Offer.

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Offer Booklet. Any such information or representations may not be relied upon as having been authorised by the Company.

## Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including at [www.asx.com.au/markets/company/od6](http://www.asx.com.au/markets/company/od6)). The contents of any website, or ASIC or ASX filing by the Company are not incorporated into this Offer Booklet and do not constitute part of the Offer. This Offer Booklet is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Shareholders should therefore have regard to the other publicly available information in relation to the Company before making a decision on whether or not to invest in the Company or its Shares.

## Risk factors

Before deciding to invest in the Company, Shareholders should read the entire Offer Booklet and in particular, in

considering the prospects of the Company, Shareholders should consider the risk factors that could affect the financial performance and assets of the Company. Shareholders should carefully consider these factors in light of their personal circumstances (including financial and tax issues). See section 2 for further information.

## Applications

Eligible Shareholders wishing to apply for Shares under the Offer must do so using an Application Form obtained from the Share Registry (see section 3). Before applying for Shares, Shareholders should carefully read this Offer Booklet.

## Foreign restrictions

This Offer Booklet does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Offer Booklet or otherwise to permit the offering of securities in any jurisdiction outside Australia.

## Financial amounts

All references in this Offer Booklet to "\$", "A\$", "AUD", "dollars" or "cents" are references to Australian currency unless otherwise stated.

Any discrepancies between the totals and sums of components in tables contained in this Offer Booklet are due to rounding.

## Definitions and time

A number of terms and abbreviations used in this Offer Booklet have defined meanings which are set out in section 5.

All references to time relate to the time in Perth, Western Australia unless otherwise stated or implied.

## Governing law

This Offer Booklet and the contracts that arise from the acceptance of applications under this Offer Booklet are governed by the law applicable in Western Australia and each applicant submits to the exclusive jurisdiction of the courts of Western Australia.

## Key Numbers and Dates

---

Key Numbers	Amount
Issue Price per Share under the Offer	\$0.071
Maximum amount an Eligible Shareholder may invest under the Offer	\$30,000
Maximum funds to be raised under the Offer (before costs)	\$1,000,000
Issue price per Share under the Placement	\$0.071
Funds raised under the Placement (before costs)	\$1,500,000

Key Events	Date
Record Date for the Offer	5:00pm (AWST) on Monday, 25 March 2024
Announcement of Offer and Placement	Tuesday, 26 March 2024
Opening Date for the Offer	Wednesday, 3 April 2024
Despatch of letters to Eligible Shareholders	
Shares issued under the Placement	Monday, 8 April 2024
Closing Date for the Offer	5:00pm (AWST) on Tuesday, 23 April 2024
Results of the Offer announced to ASX	Friday, 26 April 2024
Shares issued under the Offer	Tuesday, 30 April 2024
Lodgement of Appendix 2A	
Shares issued commence trading on ASX	Thursday, 2 May 2024

**Note:** The above timetable is indicative only. The Company reserves the right, subject to the Corporations Act, the Listing Rules and other applicable laws, to vary the dates, including by extending the Closing Date of the Offer or accepting late acceptances, either generally or in particular cases, by lodging a revised notice with ASX.

New Shares issued under the Offer will be issued as soon as practicable after the Closing Date. Application for quotation on ASX of the Shares will be made immediately following the issue of those Shares.

## Chairman's Letter

---

3 April 2024

Dear Shareholder

On behalf of the Board of OD6 Metals Limited (**Company**), I am pleased to offer you the opportunity to apply for new Shares via the share purchase plan under this Offer Booklet.

Under the Offer, the Company is seeking to raise a maximum of \$1 million, subject to the requirements of the Listing Rules and Corporations Act 2001 (Cth). As announced to ASX on 26 March 2024, the Offer forms part of a broader capital raising initiated by the Company that includes a \$1.5 million placement to sophisticated and professional investors at \$0.071 per Share to raise, in aggregate, up to \$2.5 million (before costs).

The Company is inviting Eligible Shareholders to apply for up to \$30,000 worth of new Shares under the Offer, with each Share priced at \$0.071 (being the same issue price of Shares under the Placement).

The issue price per Share under the Offer therefore represents an 18.9% discount to the 5-day VWAP of Shares immediately before the capital raising was announced to ASX on 26 March 2024, being \$0.087.

The Company primarily intends to use funds raised to continue to advance the Splinter Rock Project towards development. Key activities include focused infill drilling primarily at the Inside Centre Prospect, plus extensional drilling targeting Mineral Resource Estimate (**MRE**) growth, as well as reconnaissance regional drilling. Proceeds will also be focussed on the ANSTO metallurgical program to optimise leach recovery and impurity removal with the aim to produce a Mixed Rare Earth Carbonate (**MREC**), which will enable completion of a Scoping Study, and for general working capital purposes.

Shareholders will be eligible to participate in the Offer if they have a registered address in Australia or New Zealand and were recorded as Shareholders at 5:00pm (AWST) on 25 March 2024. Applications under the Offer need to be made using an Application Form and received by 5:00pm (AWST) on 23 April 2024.

The Board urges you to read this Offer Booklet carefully, as well as announcements made by the Company to ASX, before deciding whether to participate in the Offer. In particular, please ensure that you read and understand section 2, which sets out certain risks associated with investing under the Offer.

Please refer to section 3 for details on how to apply for Shares under the Offer. General questions about Application Forms and how to apply under the Offer can also be directed to the Company's Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). Otherwise, if you have any doubts or questions about this Offer Booklet or whether or not to participate, please consult with your stockbroker, accountant or other professional adviser.

On behalf of the Board, I thank you for your continued support of the Company and invite you to consider participating in the Offer.

**Darren Holden**  
Non-Executive Chairman  
OD6 Metals Limited

# 1 Offer Details

---

## 1.1 Overview

The Company is offering each Eligible Shareholder the opportunity to apply for up to \$30,000 worth of Shares, on the terms of this Offer Booklet (**Offer**). The Company is seeking to raise, in total, a maximum of \$1,000,000 under the Offer (before costs).

As announced to ASX on Tuesday, 26 March 2024, the Offer follows the Company's \$1.5 million Placement to sophisticated and professional investors at \$0.071 per Share (**Placement**), which completed on 26 March 2024.

Participation in the Offer is entirely optional and subject to the terms set out in this Offer Booklet. Please refer to section 3 for details on how to apply for Shares under the Offer.

Shares issued under the Offer will rank equally with other Shares on issue.

## 1.2 Issue Price

The **Issue Price** per Share under the Offer will be \$0.071 per Share (being the same issue price under the Placement).

## 1.3 Purpose and use of funds

The Offer gives Eligible Shareholders the opportunity to invest in the Company at the same (or better) price as investors did under the Placement, and without incurring any brokerage, commission or other transaction costs.

Further, the Offer seeks to raise up to \$1,000,000 from Eligible Shareholders, on top of the \$1,500,000 raised under the Placement (before costs). The Company intends to use funds raised from the Placement and the Offer (together with existing cash reserves) to advance the Splinter Rock Project towards development.

Key activities include focused infill drilling primarily at the Inside Centre Prospect, plus extensional drilling targeting Mineral Resource Estimate (**MRE**) growth, as well as reconnaissance regional drilling. Proceeds will also be focussed on the ANSTO metallurgical program to optimise leach recovery and impurity removal with the aim to produce a Mixed Rare Earth Carbonate (**MREC**), which will enable completion of a Scoping Study, and for general working capital purposes.

As with any intended budget or use of funds, this is a statement of current intentions as at the date of this Offer Booklet. 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.

## 1.4 Eligible Shareholders

For the purposes of the Offer, **Eligible Shareholders** are those persons who:

- are registered as a holder of Shares at 5:00pm (AWST) on the Record Date; and
- have a registered address in Australia or New Zealand (unless such registered shareholder holds Shares on behalf of another person who resides outside Australia or New Zealand).

The Offer is not extended to Shareholders in other jurisdictions due to the costs of complying with the legal and regulatory requirements in the respective overseas jurisdictions, unless the Company expressly permits otherwise.

An offer may, at the discretion of the Directors, be made under a share purchase 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 this Offer Booklet and the period the offer is available to Eligible Shareholders.

## 1.5 Application amount

Subject to the terms applicable to Custodians, trustees and nominees outlined below, you can apply for up to a maximum of \$30,000 worth of new Shares under the Offer. Eligible Shareholders can select one of the following alternatives:

Option	Amount	New Shares
1	\$2,000	28,169
2	\$5,000	70,422
3	\$7,500	105,633
4	\$10,000	140,845
5	\$15,000	211,267
6	\$20,000	281,690
7	\$25,000	352,112
8	\$30,000	422,535

The above limitation applies if you receive more than one Offer under the Offer or if you hold Shares in the Company in more than one capacity as both a sole and joint holder. In this regard, please refer to the information in the table below.

Holder	Details
Single Holders	If you are the only registered holder of a holding of Shares, but you receive more than one Offer under the Offer (for example, due to multiple registered holdings in the same name), you may only apply for one maximum parcel of Shares.
Joint Holders	If you are recorded with one or more other persons as the joint holder of a holding of existing Shares, you are taken to be a single registered holder of existing Shares for the purposes of determining whether you are an Eligible Shareholder and joint holders are entitled to participate in the Offer in respect of that single holding only. If the same joint holders receive more than one Offer Booklet due to multiple registered joint holdings or single holdings in their respective names, such joint holders may only apply in aggregate for a maximum of \$30,000 of Shares.
Trustee or Nominee	If you are recorded as a trustee or nominee for one or more named beneficiaries but are not a Custodian (as defined below), you cannot participate for beneficiaries in the manner described for Custodians. In this case, the rules for multiple single holders above apply.
Custodians	If you are an Eligible Shareholder and hold Shares as a Custodian or in any more specific ASIC relief granted to the Company (in relation to the Offer), you may apply for up to \$30,000 worth of Shares for each beneficiary for whom you act as Custodian provided you complete and submit, together with

---

an Application Form, a certificate (**Custodian Certificate**) with the following information:

- that you held Shares on behalf of:
  - one or more other persons that are not Custodians; and/or
  - another Custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons 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 Offer on their behalf;
- the number of Participating Beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each Participating Beneficiary;
- 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;
- that the Issue Price for Shares applied for 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 Offer in the prior 12 months does not exceed \$30,000;
- that a copy of this Offer Booklet was given to each Participating Beneficiary; and
- 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.

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 Share Registry during business hours by calling 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or by emailing [custodians@computershare.com.au](mailto:custodians@computershare.com.au).

Custodians may not participate in the Offer on behalf of and may not distribute this Offer Booklet or any other document relating to the Offer to, any person that is outside Australia and New Zealand.

---

## 1.6 Scale back

The Company reserves the right to determine the amount it raises through the Offer, including the right to scale back applications, in its absolute discretion. If there is a scale back, you may not receive all the Shares for which you have applied. The Company will use its best endeavours to ensure that applicants have a reasonable opportunity to participate equitably in the Offer. Factors which the Directors may take into account in determining any scale back include, but are not limited to:

- the extent to which Eligible Shareholders have sold or bought additional Shares after the Record Date and the date the application was made;
- the total Application Monies received;

- the amount applied for by each Eligible Shareholder;
- the number of Shares held by each Eligible Shareholder at the Record Date;
- whether an Eligible Shareholder remains on the register on the Closing Date;
- the date the Company received the Application Monies from an Eligible Shareholder; and
- any other such criteria as determined by the Directors in their absolute discretion.

If a scale back produces a fractional number when applied to your parcel, the number of Shares you will be issued will be rounded down.

The Company will refund to you by direct credit deposit to your nominated bank account (where you have given your nomination to the Share Registry) or by cheque, the difference between your Application Money and the total value of Shares issued to you.

The Company reserves its right to reject or scale back any applications in whole or in part. The Company reserves absolute discretion regarding the final amount raised under the Offer (subject to the requirements of ASIC Instrument 2019/547 and the Listing Rules). If there is a rejection or scale back, your Application Monies may be greater than the value of Shares issued to you under the Offer, in which case the excess Application Monies will be refunded to you, without interest.

### **1.7 Offer period**

The Offer will open on the Opening Date and close on the Closing Date.

### **1.8 No rights trading**

Rights to participate in the Offer are non-renounceable, so they cannot be traded on the ASX or any other stock exchange, or privately transferred.

### **1.9 Minimum subscription**

There is no minimum subscription for the Offer.

### **1.10 Underwriting**

The Offer not underwritten.

### **1.11 Issue date and quotation**

An issue of Shares under this Offer Booklet is anticipated to occur as soon as reasonably practicable after the Closing Date (in accordance with the timetable set out in this Offer Booklet) and the Company will apply for quotation of the Shares on ASX. Following this, holding statements will be sent to investors as required by ASX. It is the responsibility of investors to determine their allocation prior to trading in the Shares. Investors who sell their securities before they receive their holding statement will do so at their own risk.

### **1.12 CHESS and issuer sponsorship**

The Company operates an electronic CHESS sub-register and an electronic issuer sponsored sub-register. These two sub-registers will make up the Company's register of Shares.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be sent to security holders as soon as practicable after the issue date. Holding statements will be sent either by CHESS (for security holders who elect to hold Shares on the CHESS sub-register) or by the Share Registry (for security holders who elect to hold Shares on the issuer sponsored sub-register). The statements will set out the number of securities issued under this Offer Booklet and the Holder Identification Number (for security holders who elect to hold Shares

on the CHESs sub register) or Shareholder Reference Number (for security holders who elect to hold Shares on the issuer sponsored sub-register). Updated holding statements will also be sent to a security holder following the month in which the balance of its security holding changes, and otherwise as required by the Listing Rules and the Corporations Act.

## 2 Risk Factors

---

### 2.1 Overview

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 Company considers that the matters summarised in this section 2, which are not exhaustive, represent 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 Offer Booklet.

### 2.2 Specific risks

#### 2.2.1 Limited operational history

The Company was incorporated on 27 October 2021 and therefore has limited operational and financial history on which to evaluate its business and prospects. The prospects of the Company must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stages of their development, particularly in the mineral exploration sector, which has a high level of inherent risk and uncertainty. No assurance can be given that the Company will achieve commercial viability through the successful exploration on, or mining development of, the Projects or any other mining assets it has an interest in. Until the Company is able to realise value from the Projects or such mining assets, it is likely to incur operational losses.

#### 2.2.2 Future capital requirements

The Company is an exploration company and currently has no operating revenue and is unlikely to generate any operational revenue unless the Company's Tenements are successfully developed and exploited. The future capital requirements of the Company will depend on many factors including its business development activities. Should the Company consider that its exploration results justify commencement of production on any of its Projects, additional funding will be required to implement the Company's development plans, the quantum of which remain unknown at the date of this Offer Booklet. The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Any additional equity financing may be dilutive to Shareholders and may be undertaken at lower prices than the market price. Any debt financing, if available, may involve restrictions on financing and operating activities. There can be no assurance that additional finance will be available when needed. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development, or production on the Company's Projects or even loss of interest in the Projects.

#### 2.2.3 Title risk

As at the date of this document, exploration licence applications E63/2153 and E74/693 have not yet been granted. There is a risk that the exploration licences may not be granted in their entirety or only granted on conditions deemed unacceptable to the Company or that such grant will be delayed.

#### 2.2.4 Private land, Reserve Land and Land Access Risk

The Company's interests in the Tenements are subject to Commonwealth and applicable state legislation and cannot be guaranteed. The Company may be required to obtain the consent of and / or compensate holders of third-party interests which overlay areas within the Tenements. The Tenements overlap certain third-party interests that may limit the Company's ability to conduct exploration activities including Crown land, proposed Crown reserves, pastoral leases and areas covered by native title determinations. The Grass Patch Project, comprising exploration licences

E63/2151, E63/2152, E63/2153, E63/2154, E63/2185 and E74/693 falls principally on private agricultural land that is intersected by multiple road reserves. The Company has applied for, and obtained, permits from the Shire of Esperance to conduct exploratory drilling within the road reserves and expects to be able to proceed with initial exploration on the Grass Patch Project without the need for private land access agreements. Should substantial discovery be made, however, the Company will need to obtain the consent of any relevant private land owners and occupiers. This typically involves negotiating land access agreements with those parties which will likely require the Company to pay compensation to those parties for any exploration activities undertaken on it. Once this consent is obtained, the Company can apply to the Minister for Mines and Petroleum to obtain the right to access the top 30 metres of its exploration licences which encroach on private land. Any delays in respect of conflicting third-party rights, obtaining necessary consents, or compensation obligations, may adversely impact the Company's ability to carry out exploration activities within the affected areas.

#### 2.2.5 Nature of mineral exploration

Mineral exploration and development is considered a high-risk undertaking. There is no guarantee that exploration of the Projects will result in the discovery of an economically viable resource. Even if an apparently viable resource is discovered, there is no guarantee that the resource can be economically exploited. Exploration on the Company's Projects may be unsuccessful, resulting in a reduction of the value of those Projects, diminution in the cash reserves of the Company and possible relinquishment of such Projects.

#### 2.2.6 Metallurgy

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

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

#### 2.2.7 Storage of available fresh water

The process plant is likely to be reliant on water for production. A potentially suitable source of water has not yet been identified. The total volume, extraction rate and quality of water is yet to be determined, which poses a risk to any project development and operation, and may incur additional costs in the sourcing, permitting and development of required bore fields.

#### 2.2.8 Resource estimates may be inaccurate

The Company has not published resource estimates for any prospects. There is no assurance that exploration or project studies by the Company will result in the definition of an economically viable mineral deposit. Furthermore, resource estimates are expressions of judgement based on knowledge, experience, and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or technologies become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate and require adjustment. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

#### 2.2.9 Development risk

The business of exploration, project development and mining contains risks by its very nature. To prosper, it depends on the successful exploration or acquisition of reserves, design and construction

of efficient production and processing facilities, competent operation and managerial performance and proficient marketing of the product. In particular, exploration is a speculative endeavour and force majeure circumstances, cost over runs, and other unforeseen events can hamper mining operations.

#### 2.2.10 Operational risk

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

#### 2.2.11 Potential acquisitions

The Company may acquire new projects or divest existing projects in the future. The Company may also assess and pursue other new business opportunities which complement its business (which may take the form of direct project acquisitions, joint ventures, farm-ins, tenement acquisitions and direct equity participation). There can be no guarantee that any transactions will eventuate from these pursuits, or that any transactions will result in a return for Shareholders. Such acquisitions may result in use of the Company's cash resources and issuances of equity securities, which might involve a dilution to Shareholders. The transactions may also result in the Company being subject to additional or heightened risks.

#### 2.2.12 Commodity price and exchange rate risk

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. The price of REEs fluctuate and are affected by numerous factors beyond the control of the Company, such as industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of metals by producers and speculators as well as other global or regional political, social or economic events.

Future serious price declines in the market values of minerals which the Company plans to explore for could cause the development of, and eventually the commercial production from, the Company's Projects to be rendered uneconomic. Depending on the prices of commodities, the Company could be forced to discontinue production or development and may lose its interest in, or may be forced to sell, some of its properties. There is no assurance that, even as commercial quantities of REEs are produced, a profitable market will exist for it.

In addition to revenue, certain components of future capital and operating costs for the Company's projects may be impacted by fluctuations in foreign exchange rates.

#### 2.2.13 Environmental risk

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most mining projects, the Company's activities are expected to have an impact on the environment. It is the Company's intention to conduct its activities to the required standard of environmental obligation, including compliance with all environmental laws. Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidents or other unforeseen circumstances, which could subject the Company to extensive liability.

Furthermore, under the Mining Rehabilitation Fund Act 2012 (WA), the Company is required to provide assessment information to DMIRS in respect of a mining rehabilitation levy payable for mining tenements granted under the Mining Act. The Company is required to contribute annually to the mining rehabilitation fund if its rehabilitation liability is above \$50,000.

#### 2.2.14 Tenure risk

The Company's Tenements are subject to the applicable mining acts and regulations in Western Australia, pursuant to which mining, and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements and/or applications for tenements will be approved. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the Tenements comprising the Projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company. The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in Western Australia and the ongoing expenditure budgeted for by the Company. However, the consequence of forfeiture or involuntary surrender of a granted tenements for reasons beyond the control of the Company could be significant.

Further, a number of the Tenements are pending applications. There is a risk that the applications for Tenements may not be granted in their entirety or only granted on conditions unacceptable to the Company.

#### 2.2.15 Native title and Aboriginal heritage

In relation to the Tenements or any tenements that the Company may in the future acquire an interest in, there may be areas over which legitimate common law Native Title rights may exist. If such Native Title rights do exist, the ability of the Company to gain access to such tenements (through obtaining consent of any relevant native title holders) or to progress from the exploration phase to the development and mining phase of operations may be adversely affected.

As at the date of this document, a number of the Tenements are subject to Native Title determinations and others are subject to Native Title claims. The grant of any future tenure to the Company over areas that are covered by registered claims or determinations will require engagement with the relevant claimants or native title holders (as relevant) in accordance with the Native Title Act. In addition, determined native title holders may seek compensation under the Native Title Act for the impacts of acts affecting native title rights and interests after the commencement of the Racial Discrimination Act 1975 (Cth) on 31 October 1975.

The State of Western Australia has passed liability for compensation for the impact of the grant of mining tenements under the Mining Act onto mining tenement holders pursuant to section 125A of the Mining Act. Outstanding compensation liability will lie with the current holder of the Tenements at the time of any award of compensation pursuant to section 125A of the Mining Act or, in the event there is no holder at that time, the immediate past holder of the relevant Tenements. Compensation liability may be determined by the Federal Court or settled by agreement with native title holders, including through ILUAs (which have statutory force) and common law agreements (which do not have statutory force).

At this stage, the Company is not able to quantify any potential compensation payments, if any. In addition, the Company must comply with Aboriginal heritage legislation requirements which include the requirement to conduct heritage survey work prior to the commencement of operations. The Company is aware of various areas of indigenous significance and Aboriginal heritage sites of considerable cultural value both to the local indigenous communities and the broader community which affect a number of Tenements. It is also likely that additional Aboriginal heritage sites may be identified on the land the subject of the Tenements. These Aboriginal heritage sites require the Company to comply with all relevant the Aboriginal Heritage Acts in respect of any ground disturbing activities and any applicable agreements that may be in place with the relevant Traditional Owners. The Company is a party to a standard form heritage agreement with the determined Native Title holders which covers a majority of the Tenements.

Prior to commencing significant ground disturbing activities, including exploration, the Company will need to consult with the relevant local Traditional Owners regarding the likely impact that the proposed activities may have on such areas. There is no guarantee that the Company will be able to deal with Aboriginal heritage issues in a satisfactory or timely manner and accordingly such issues may increase the proposed time periods for the conduct of the Company's proposed activities, lead



to increased costs for such activities (in obtaining the required consents and/or approvals) and also limit the Company's ability to conduct its proposed activities on the relevant Tenement.

Additionally, ongoing changes and developments to WA-based legislation, including the Aboriginal Heritage Act 1972 (WA) and associated legal issues, may impact the Company's reporting obligations in relation to Aboriginal sites and cultural heritage protection. 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.

#### 2.2.16 Crown land and pastoral lease risk

The land covered by the Tenements overlaps with Crown land. Under the terms of the Land Administration Act 1997 (WA) (**LAA**), the State has the ability to reserve, sell or lease Crown land. If that occurs, the Company may need to consider entering into a compensation and access agreement with the relevant holders of that Crown land to ensure the requirements of the Mining Act are satisfied and to avoid any disputes arising. As at the date of this Offer Booklet, the Crown land remains unallocated (other than the Reserved Land as noted above) and accordingly, the Company has not entered into Land Access Agreements with respect to any of the Tenements. In the absence of an agreement, the leaseholder or the Company itself can request that the Warden's Court determines the quantum of compensation payable to leaseholders if those activities have resulted in loss or damage to that leaseholder. The entry into these agreements may delay the undertaking of activities, including the development of any future mines, and may restrict the areas within which the Company can explore for mineral development.

#### 2.2.17 Sovereign risk

Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Western Australia may change, resulting in impairment of rights and possible expropriation of the Company's properties without adequate compensation. If the Company was to extend its activities into jurisdictions other than Western Australia and Australia in the future, the risks described in this paragraph may be considerably increased.

#### 2.2.18 Climate change risk

There are several climate-related factors that may affect the operations and proposed activities of the Company. One of the climate change risks particularly attributable to the Company is the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its potential future profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences.

Furthermore, climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

#### 2.2.19 Insurance risk

The Company intends to insure its operations in accordance with industry practice. In certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance against all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

## **2.3 General risks**

### **2.3.1 Unforeseen expenses**

The Company's cost estimates, and financial forecasts include appropriate provisions for material risks and uncertainties and are considered to be fit for purpose for the proposed activities of the Company. If risks and uncertainties prove to be greater than expected, or if new currently unforeseen material risks and uncertainties arise, the expenditure proposals of the Company are likely to be adversely affected.

### **2.3.2 Speculative investment**

The Securities to be issued should be considered highly speculative. There is no guarantee as to the payment of dividends, return of capital, the underlying market liquidity of the Company's Securities (i.e. the volume of Shares that may be able to be traded on ASX at any given price) or the market value of the Securities trading on ASX from time to time. Whilst the Directors commend the Offer, investors must make their own assessment of the risks, consult with professionals and determine whether an investment in the Company is appropriate in their own circumstances.

### **2.3.3 Economy risk**

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

### **2.3.4 Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as general economic outlook, introduction of tax reform or other new legislation, interest rates and inflation rates, changes in investor sentiment toward particular market sectors, the demand for, and supply of, capital, fear of global pandemics and terrorism or other hostilities.

The market price of Securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company or its Directors warrant the future performance of the Company or any return on an investment in the Company.

### **2.3.5 Global conflicts**

The ongoing Russian-Ukraine and Israel-Palestine conflicts have had and will continue to have a significant impact on global economic markets. Although the Company considers the current impact of the conflicts on the Company to be limited, given that the conflicts are ongoing and volatile in nature, the future effect of the conflicts on the Company is uncertain. The conflicts may have an adverse effect on the Company's share price or operations which will likely be out of the Company's control.

### **2.3.6 Securities investment risk**

Investors should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the price of the Company's Securities, regardless of its performance.

### **2.3.7 Force majeure**

Events may occur within or outside the markets in which the Company operates that could impact upon the global and Australian economies, the operations of the Company and the market price of its

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

#### 2.3.8 Government and regulatory risk

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

Obtaining necessary permits can be a time-consuming process and there is a risk that the Company will not obtain required permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a Project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Tenements.

The Company's capacity to undertake future mining operations may be affected by various factors such as:

- potential inability to obtain necessary consents and approvals to mine;
- delay to obtaining necessary consents and approvals to mine;
- increased costs in obtaining necessary consents and approvals to mine; and
- limited ground available for mining due to access restrictions and limitations.

#### 2.3.9 Litigation risk

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute, particularly if proven, may impact adversely on the Company's operations, financial performance and financial position. As at the date of this Offer Booklet, there are no legal proceedings affecting the Company and the Directors are not aware of any legal proceedings pending or threatened against or affecting the Company.

#### 2.3.10 Taxation

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

## **2.4 Other risks**

The above list of risk factors should not be taken as exhaustive of the risks faced by the Company or by investors in the Company. Investors should consider an investment in the Company as highly speculative and should consult their professional advisors before deciding whether to participate in the Offer. The securities offered under this Offer Booklet carry no guarantee with respect to the payment of dividends, return of capital or their market value.

## 3 Applications

---

### 3.1 Applications

This section 3 sets out the choices for an Eligible Shareholder with respect to applying for Shares under the Offer. Please refer to section 1.4 to determine who is an Eligible Shareholder.

If you would like to participate in the Offer, please follow the instructions set out below and on the Application Form.

You should note that the Company may elect to close the Offer at any time or extend the Closing Date. Accordingly, the Company encourages Eligible Shareholders to submit their applications as soon as practicable.

### 3.2 How to apply

Eligible Shareholders who wish to apply for Shares under the Offer must either:

- make a payment for the appropriate amount via BPAY® in accordance with the instructions on the Application Form so that payment is received prior to the Closing Date; or
- if you are an Eligible Shareholder with a registered address in New Zealand and cannot make your payment via BPAY®, you can make a payment for the appropriate amount via EFT,

in accordance with the instructions shown on the website at [www.computersharecas.com.au/OD6SPP](http://www.computersharecas.com.au/OD6SPP) and outlined in the Offer Booklet and Application Form and using your personalised customer reference number which is required to identify your holding as shown on your Application Form. Multiple acceptances must be paid separately.

You do not need to return your personalised Application Form as you will be deemed to have done so (including making the statements on that form and section 3.3) by making payment.

The Company will not accept any other payment methods including cash, cheque, bank draft or money order.

The Company reserves the right, but is not obligated, to accept applications for Shares that are received after the Closing Date.

Eligible Shareholders who receive more than one offer under the Offer (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply for new Shares under their various capacities but may not apply for Shares with an aggregate value of more than \$30,000.

Applicants need to ensure that their payment is received by the Share Registry by no later than 5:00pm (AWST) on the Closing Date. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds are submitted via BPAY® or EFT by the date and time mentioned above.

You will be taken to have applied for such number of Shares as your cleared funds will pay for. Alternatively, the Company may decide that your application will not be accepted. Application Forms and any payments received under the Offer may not be withdrawn once they have been received. Application money will not bear interest in any circumstances.

The market price of the Shares may vary at any time during the offer period and the Shares may trade at a price lower than the Issue Price. Accordingly, there is no relationship between the Issue Price and the market price of the Shares moving forward.

By accepting the Offer, you accept the risk that the market price of the Shares may fall below the Issue Price between the date of this Offer and the allotment date, which will affect the value of the Shares you receive (and you may have been able to buy the Shares at a lower price than the Issue Price).

### 3.3 Effect of making an application

By applying for Shares under the Offer (by making payment via BPAY® or EFT), that will be taken to constitute a representation by the applicant that:

- it irrevocably and unconditionally agrees to the terms set out in this Offer Booklet and the terms and conditions of the Application Form and agrees not to do any act or thing that would be contrary to the spirit, intention or purpose of the Offer;
- it warrants that all details and statements in the Application Form are true and complete and not misleading;
- it agrees that the application will be irrevocable and unconditional (even if the market price of Shares is less than the Issue Price);
- it warrants that it is an Eligible Shareholder (as defined in this Offer Booklet);
- it agrees to pay the Issue Price per Share up to the value of your payment via BPAY® or EFT;
- it acknowledges that no interest will be paid on any application monies held pending the issue of Shares under the Offer or subsequently refunded to you for any reason;
- it acknowledges 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 this Offer Booklet;
- if the applicant is applying on the applicant's own behalf (and not as a Custodian), it acknowledges and agrees that:
  - it is not applying for Shares with an application price of more than \$30,000 under the Offer (including by instructing a Custodian to acquire Shares on your behalf under the Offer); and
  - the total of the application price for the following does not exceed \$30,000:
    - the Shares the subject of the application;
    - any other Shares issued to the applicant under the Offer or any similar offer or arrangement in the 12 months before the application (excluding Shares applied for but not issued);
    - any other Shares which the applicant has instructed a Custodian to acquire on your behalf under the Offer; and
    - any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by the applicant to the Custodian to apply for Shares on the applicant's behalf under an arrangement similar to the Offer;
- if the applicant is a Custodian and is applying on behalf of a Participating Beneficiary on whose behalf the applicant holds Shares, the applicant acknowledges and agrees that:
  - it is a Custodian;

- it holds Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
  - it held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed the applicant to apply for Shares on their behalf under the Offer;
  - each Participating Beneficiary on whose behalf the applicant is applying for Shares has been given a copy of this Offer Booklet;
  - 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
  - the information in the Custodian Certificate submitted with the applicant's Application Form is true, correct and not misleading;
- it agrees to be bound by the constitution of the Company (as amended from time to time);
  - it acknowledges 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 Offer, or has any obligation to provide such advice;
  - it authorises the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail; and
  - it acknowledges and agrees that if the applicant is acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf the applicant is participating is resident in Australia or New Zealand, and the applicant has not sent this Offer Booklet, an Application Form, or any materials relating to the Offer, to any person outside Australia and New Zealand.

Failure to comply with these restrictions may result in violations of applicable securities laws.

### **3.4 Enquiries**

This is an important document that should be read in its entirety. Shareholders who are in any doubt or have any questions about this document should promptly consult their stockbroker, accountant or other professional adviser. Shareholders who:

- have questions on how to complete an Application Form or apply under the Offer; or
- have lost their Application Form and would like a replacement,

should contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) during business hours before the Closing Date.

## 4 Additional Information

---

### 4.1 Rights attaching to Shares

The rights and obligations of the Shares are contained in the Constitution of the Company (which is available for inspection at the registered office of the Company during the period of the Offer or on the ASX website here: <https://www.od6metals.com.au/about/corporate-governance/>).

### 4.2 Continuous disclosure

Being admitted to the official list of ASX, the Company is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

Investors are encouraged to check and monitor any further announcements made by the Company to ASX prior to securities being issued under the Offer. To do so, please refer to the Company's ASX announcements platform via [www.asx.com.au](http://www.asx.com.au).

### 4.3 ASIC prospectus relief

This Offer Booklet has been prepared in accordance with ASIC Instrument 2019/547, which allows a company to offer securities under a share purchase plan without the use of a prospectus, subject to certain requirements. The level of disclosure required in this Offer Booklet is significantly less than what would be required in a prospectus.

In accordance with the requirements of ASIC Instrument 2019/547, the Company notes the below.

- On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on the ASX was \$0.087 per Share. The Issue Price of Shares of \$0.071 is a 18.4% discount to that closing price.
- 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 the Offer and therefore the value of Shares applied for under the Offer may also rise or fall prior to the date the Shares are issued to you.
- By making an application under the Offer, each Eligible Shareholder will be acknowledging that Shares are a speculative investment and the price of Shares on ASX may change between the date you apply for Shares under the Offer and the date of issue of Shares under the Offer to you.
- The Issue Price is less than the market price of Shares during a 'specified period' in the 30 days before the date of the Offer (such specified period being the volume weighted average price during the 5 days in which trading in Shares occurred before the date of announcement of the Offer, being \$0.088).

### 4.4 ASX placement capacity exception

The total costs of new Shares purchased by each Eligible Shareholder (including through joint holding/s, multiple share accounts or any holding in which they have a beneficial interest/s) must not exceed A\$30,000.



In accordance with Listing Rule 7.2 Exception 5, the total number of new Shares under the Offer must not exceed 30% of the number of Shares currently on issue, being 102,450,745 Shares. The maximum number of Shares available under the Offer is approximately 14,084,507 Shares (being 13.75% of Shares currently on issue), to raise a maximum of \$1,000,000 (before costs).

In accordance with Listing Rule 7.2 Exception 5, the Issue Price is equal to or greater than 80% of the 5-day VWAP either before the date the Offer is announced or the date on which Shares are issued under the Offer.

The Company reserves the right to reject any application for Shares for whatever reason, including to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with the requirements set out in section 1.5. The Company also reserves the right to reject applications in accordance with this Offer Booklet.

No fractions of Shares will be issued.

## **4.5 Privacy**

Persons who apply for securities under this Offer Booklet are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for securities, to provide facilities and services to security holders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for securities will not be processed.

In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

## **4.6 Foreign restrictions**

### **4.6.1 General**

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful and has been prepared for distribution in Australia and New Zealand only and may not be released or distributed elsewhere.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein 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 or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

### **4.6.2 New Zealand**

The new 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 to whom the offer of Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*. This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## **4.7 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 Offer 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.

#### **4.8 Tax**

It is the responsibility of all investors to satisfy themselves of the particular tax treatment that applies to them in relation to the Offer, by consulting their own professional tax advisers. Neither Company or its Directors accept any liability or responsibility in respect of any tax consequences to an investor relating to this Offer Booklet.

#### **4.9 Amendments**

The Company may amend the terms and conditions of the Offer at any time. Any material amendments will be announced to the ASX.

#### **4.10 Termination**

The Company may terminate or otherwise withdraw the Offer at any time. Any termination or withdrawal will be announced to the ASX, and any Application Monies received will be refunded without interest.

#### **4.11 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 this Offer, whether generally or in relation to any participant, application or Shares. The Company's decision 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 this Offer Booklet. The Company's powers under this Offer Booklet may be exercised by the Directors of the Company or any delegate of the Directors of the Company.

#### **4.12 Interpretation**

The Company may act or omit to act in relation to the Offer in its absolute discretion. The Company may settle any difficulty of question of fact or interpretation in relation to the Offer in any matter it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be conclusive and binding. The Company reserves the right to waive strict compliance with the terms set out in this Offer Booklet. The Board or any delegate may exercise the powers of the Company under the terms set out in this Offer Booklet.

#### **4.13 Authorisation**

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

## 5 Definitions

---

**Application Form** means the personalised application form attached to or accompanying this Offer Booklet under which an Eligible Shareholder may apply for Shares under the Offer.

**Application Monies** means the monies payable by and received from Eligible Shareholders applying for Shares under the Offer.

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

**ASIC Instrument 2019/547** means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

**ASX** means ASX Limited ACN 008 624 691 or the Australian Shares Exchange, as the context requires.

**ASX Settlement** means ASX Settlement Pty Limited ACN 008 504 532.

**AWST** means Australian Western Standard Time, being the time in Perth, Western Australia.

**Board** means the board of Directors.

**CHESS** means the Clearing House Electronic Subregister System operated by ASX Settlement.

**Closing Date** means the date that the Offer closes being 5:00pm (AWST) on 23 April 2024, or such other time and date as the Company determines.

**Company** means OD6 Metals Limited (ACN 654 839 602).

**Constitution** means the constitution of the Company.

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

**Custodian** has the meaning in ASIC Instrument 2019/547, being a person who provides a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depository service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) holds an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is 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.

**Director** means a director of the Company.

**Eligible Shareholder** has the meaning given in section 1.4.

**Issue Price** means \$0.071 per Share.

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

**Offer Booklet** means this offer document dated 3 April 2024.

**Opening Date** means the first date for receipt of applications under the Offer being 8:00am (AWST) on 3 April 2024, or such other time and date as the Company determines.

**Participating Beneficiary** has the meaning given in Section 1.5.

**Projects** means the Splinter Rock Project and the Grass Patch Project (as applicable).

**Record Date** means the date for determining eligibility to participate in the Offer being 5.00pm (AWST) on Monday, 25 March 2024.

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

**Share Registry** means Computershare Investor Services Pty Limited (ACN 078 279 277).

**Shareholder** means a registered holder of one or more Shares.

**Tenement** means a mining tenement within a Project (as applicable).

**VWAP** has the meaning given in the Listing Rules.

# Corporate Directory

---

## Directors

Darren Holden  
Non-Executive Chairman

Brett Hazelden  
Managing Director

Piers Lewis  
Non-Executive Director

Mitch Loan  
Non-Executive Director

## Joint Company Secretary

Joel Ives  
Troy Cavanagh

## Registered Office

Level 1, 50 Kings Park Road  
West Perth WA 6005

Phone: +61 8 6189 8515

Email: [info@od6metals.com.au](mailto:info@od6metals.com.au)

## Website

[www.od6metals.com.au](http://www.od6metals.com.au)

## ASX Code

OD6

## Share Registry

Computershare Investor Services Pty Limited  
Level 11, 172 St Georges Terrace  
Perth WA 6000

## Auditor

Hall Chadwick WA Audit Pty Ltd  
283 Rokeby Road  
Subiaco WA 6008

## Legal Adviser

AGH Law  
Level 1, 50 Kings Park Road  
West Perth WA 6005