

Prospectus

Alara Resources Limited

ACN 122 892 719

For a renounceable pro rata offer to Eligible Shareholders of approximately 449 million New Shares at an issue price of \$0.034 per New Share on the basis of 5 New Shares for every 8 Existing Shares held, together with 1 free attaching New Option for every 2 New Shares issued, to raise up to approximately \$15.26 million before issue costs.

The Company has appointed Mahe Capital (AFSL 517246) to fully underwrite and lead manage the Offer.

ASX Code: AUQ

This Prospectus provides important information about the Company. You should read the entire document including the Entitlement and Acceptance Form. If you have any questions about the New Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the New Shares offered under this Prospectus is highly speculative.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the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 Prospectus 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.

Important Notice

This Prospectus is dated 1 November 2024 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the New Shares offered under this Prospectus within 7 days of this date.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Nature of this Prospectus

The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus. This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

Prospectus availability

Eligible Shareholders can obtain a copy of this Prospectus during the Offer period on the Company's website at www.alararesources.com or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

Eligible Shareholders may only accept the Offer by making payment using BPAY or EFT as set out in the personalised Entitlement and Acceptance Form that accompanies this Prospectus (refer to section 6.8 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on

and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Forward-looking statements

This Prospectus contains forward-looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 6 of this Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

Privacy

Please read the privacy information located in section 7.16 of this Prospectus. By making payment in accordance with the Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

Enquiries

If you have any questions please call the Alara Resources Limited Offer Information Line on + 61 9240 4211 at any time between 9.00am and 5.00pm (AWST) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.

Table of Contents

1	TIMETABLE TO THE OFFER	4
2	KEY OFFER TERMS AND CAPITAL STRUCTURE	4
3	INVESTMENT OVERVIEW AND KEY RISKS	5
4	PURPOSE AND EFFECT OF THE OFFER	9
5	RISK FACTORS	14
6	ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS	18
7	DETAILS OF THE OFFER	22
8	RIGHTS AND LIABILITIES ATTACHING TO SECURITIES	29
9	ADDITIONAL INFORMATION	32
10	DIRECTORS' RESPONSIBILITY AND CONSENT	38
11	GLOSSARY	39
12	PRO FORMA STATEMENT OF FINANCIAL POSITION.....	42

Corporate Directory

Directors

Mr Stephen Gethin	Non Exec. Chairman
Mr Atmavireshwar Sthapak	Managing Director
Mr Vikas Jain	Non Exec. Director
Mr Sanjeev Kumar	Non Exec. Director
Ms Devaki Khimji	Non Exec. Director
Mr Farrokh Masani	Alternate Director

Registered Office

Suite 1.02, 110 Erindale Road
Balcatta, Western Australia 6021
Tel: +61 9240 4211
Email: cosec@alararesources.com

Auditor*

InCorp Audit & Assurance Pty Limited

Underwriter and Lead Manager to the Offer

Mahe Capital Pty Limited

Company Secretary

Mr Dinesh Aggarwal

Website

www.alararesources.com

Share Registry*

Automic Group
Level 5, 126 Phillip Street
Sydney NSW 2000
Tel: 1300 288 664 (from within Australia)
+61 2 9698 5414

www.automicgroup.com.au

Solicitor to the Offer

Atkinson Corporate Lawyers

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

1 TIMETABLE TO THE OFFER

Ex date - Shares trade ex Entitlement (Ex Date)	6 November 2024
Rights trading commences	
Record date to determine Entitlement (Record Date)	7 November 2024
Prospectus with Entitlement and Acceptance Form dispatched	8 November 2024
Offer opens for receipt of Applications	
Rights trading ends	12 November 2024
Closing date for acceptances	19 November 2024
Announce results of the Offer	26 November 2024
Issue of New Shares	
Normal trading of New Shares expected to commence	27 November 2024
Last date to issue Shortfall Shares (see section 7.6)	19 February 2024

Note: The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date, subject to such date being no later than 3 months after the date of this Prospectus. As such the date the New Shares are expected to commence trading on ASX may vary.

2 KEY OFFER TERMS AND CAPITAL STRUCTURE

	Underwritten Amount
Shares currently on issue	718,087,541
Convertible securities currently on issue ¹	179,521,885
New Shares offered under this Prospectus, on a 5 for 8 basis ²	448,804,713
Options offered under this Prospectus, on the basis of 1 Option for every 2 New Shares issued	224,402,357
Issue price per New Share	\$0.034
Amount raised under this Prospectus (before costs)	\$15,259,360
Total Shares on issue following the Offer	1,166,892,254
Total Options on issue following the Offer	224,402,357

1 See section 4.4 for details.

2 This assumes no further Shares are issued prior to the Record Date.

3 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Shares.

Question	Response	Where to find more information												
What is the Offer?	<p>5 New Share for every 8 Existing Shares held on the Record Date at an issue price of \$0.034, with 1 attaching New Option (\$0.05 expiring 2 years from issue) for every 2 New Shares issued.</p> <p>The Offer seeks to issue up to approximately 449 million New Shares and 224 million New Options to raise approximately \$15.26 million (before costs). Up to a further \$11.2 million may be raised if all New Options are exercised.</p> <p>The Offer is fully underwritten by Mahe Capital and sub-underwritten by ATI.</p>	Section 8												
Am I an Eligible Shareholder?	<p>The Offer is made to Eligible Shareholders, being Shareholders who:</p> <p>(a) are the registered holder of Shares as at 7.00pm (AEDT) on the Record Date; and</p> <p>(b) have a registered address in Australia or New Zealand.</p> <p>Shareholders who are not eligible to participate in the Offer may participate in the Shortfall Offer.</p>	Section 8.5												
How will the proceeds of the Offer be used?	<p>The Company intends to use funds raised under the Offer as follows:</p> <table border="1"> <thead> <tr> <th>Use of funds</th> <th>Underwritten Amount</th> </tr> </thead> <tbody> <tr> <td>Install interim replacement tailing filter presses to make up the full capacity</td> <td>\$1,700,000</td> </tr> <tr> <td>Permanent tailings filter press</td> <td>\$3,600,000</td> </tr> <tr> <td>Deferred vendor payment</td> <td>\$2,554,500</td> </tr> <tr> <td>Trafigura loan repayment</td> <td>\$2,000,000</td> </tr> <tr> <td>Exploration (Block 8, Daris and Block 22)</td> <td>\$3,750,000</td> </tr> </tbody> </table>	Use of funds	Underwritten Amount	Install interim replacement tailing filter presses to make up the full capacity	\$1,700,000	Permanent tailings filter press	\$3,600,000	Deferred vendor payment	\$2,554,500	Trafigura loan repayment	\$2,000,000	Exploration (Block 8, Daris and Block 22)	\$3,750,000	Section 4.2
Use of funds	Underwritten Amount													
Install interim replacement tailing filter presses to make up the full capacity	\$1,700,000													
Permanent tailings filter press	\$3,600,000													
Deferred vendor payment	\$2,554,500													
Trafigura loan repayment	\$2,000,000													
Exploration (Block 8, Daris and Block 22)	\$3,750,000													

Question	Response	Where to find more information						
	<table border="1"> <tr> <td data-bbox="496 338 927 405">Working capital</td> <td data-bbox="927 338 1198 405">\$1,535,500</td> </tr> <tr> <td data-bbox="496 405 927 472">Costs of the Offer</td> <td data-bbox="927 405 1198 472">\$119,000</td> </tr> <tr> <td data-bbox="496 472 927 539">Total*</td> <td data-bbox="927 472 1198 539">\$15,259,000</td> </tr> </table>	Working capital	\$1,535,500	Costs of the Offer	\$119,000	Total*	\$15,259,000	
Working capital	\$1,535,500							
Costs of the Offer	\$119,000							
Total*	\$15,259,000							
<p>What are the key risks of a subscription under the Offer?</p>	<p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <ul style="list-style-type: none"> • Control - The Offer is fully sub-underwritten by ATI. ATI currently holds approximately 13.88% of the Company's issued Shares, and may acquire up to 45.31%, of the Company's issued Shares assuming only AHIS is issued Shares under this Prospectus; an outcome the Company considers unlikely. There is a risk that a controlling shareholder may not act in the interest of other shareholders. • Operating risks - The Company's Wash-hi Mine concentrator plant has not operated at capacity, resulting in reduced revenue and additional costs. Funds raised under the Offer will be used to purchase and instal temporary and new TFPs in the plant. • The Company's projects are early stage exploration projects, which carry significant exploration risk. • The Company has announced Mineral Resource Estimates in respect of its Wash-hi Majaza copper gold project (reported in compliance with the JORC Code 2012). <p>These are expressions of judgement based on knowledge, experience and industry practice (refer to the JORC Code for further information on resource estimation). Estimates that were valid when originally made may alter significantly when additional information obtained from further resource drilling and modelling becomes available.</p> <ul style="list-style-type: none"> • Future capital needs and additional funding - The Company recorded a net loss of \$10,625,229 and a net outflow from operating activities of \$12,000,778 for the year ending 30 June 2024. As at that date, it had approximately \$4,355,812 cash on hand. 	<p>Section 6</p>						

Question	Response	Where to find more information
	<ul style="list-style-type: none"> The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectively and commercialisation of projects (existing and future). <p>Please carefully consider these risks and the information contained in other sections of this Prospectus before deciding whether or not to apply for New Shares.</p>	
<p>Is the Offer subject to a minimum subscription?</p>	<p>The Offer is fully underwritten by Mahe Capital.</p>	<p>Section 7.2</p>
<p>What will be the effect of the Offer on control of the Company?</p>	<p>The effect of the Offer on control of the Company will vary with the level of Entitlements taken up by Eligible Shareholders and the number of Shortfall Shares placed in the Shortfall Offer to persons other than ATI.</p> <p>The Offer is fully underwritten by Mahe Capital, and sub-underwritten by Al Tasnim Infrastructure LLC (ATI). Al Hadeetha Investment Services has agreed to subscribe for 19.69 million Shares (the number of New Shares equal to the number which their Entitlement would be if they were an Eligible Shareholder). In the event no other Shares are issued (an outcome the Directors consider unlikely) following the Offer ATI will hold 528,767,280 Shares or 45.31% of the Company's issued Shares.</p> <p>The Company has taken a number of steps to reduce the potential increase in ATI's shareholding, including by making the Offer renounceable, pricing it at 31% discount to the last closing Share price of \$0.049 and offering Shareholders Shortfall in priority to ATI (see section 7.6 for further details).</p>	<p>Section 4.5</p>
<p>How do I apply for New Shares and Shortfall Shares under the Offer?</p>	<p>Applications for New Shares and Shortfall Shares can be made by Eligible Shareholders by following the instructions set out in the personalised Entitlement and Acceptance Form and making payment by BPAY or EFT in the amount of Entitlement and Shortfall Shares applied for.</p>	<p>Section 6.2</p>

Question	Response	Where to find more information
Can I sell my Entitlements under the Offer?	Yes, the Offer is renounceable and Entitlement can be transferred. The Company has, for the purposes of Listing Rule 7.7.1(c) appointed Mahe Capital as nominee to sell Ineligible Shareholders' Entitlements.	Section 6.1
How will the Shortfall Shares be allocated?	<p>Eligible Shareholders can apply for Shortfall Shares.</p> <p>The Directors reserve the right, in conjunction with Mahe Capital, to place any Shortfall Shares in accordance with the allocation policy set out in section 7.6, and otherwise at their discretion within 3 months of the Closing Date.</p> <p>Any Shortfall not placed by Mahe Capital or issued to Shareholders applying for Shortfall will be subscribed for by ATI.</p>	Section 7.6
How can I obtain further advice?	Contact the Alara Resources Limited Offer Information Line on +61 8 9240 4211 at any time between 9.00am and 5.00pm (AWST) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.	

4 PURPOSE AND EFFECT OF THE OFFER

4.1 Introduction

As previously announced by the Company, the production rate at the copper concentrator plant at the Wash-hi Majaza copper-gold mine (51% owned by the Company, through its interest in Al Hadeetha Resources LLC (**AHRL**), which owns the Wash-hi Majaza copper-gold mine) has been slower than its design capacity as a result of poor performance of a key component of the concentrator plant - the tailings filter press (**TFP**). Whilst sourced from a reputable European manufacturer, the TFP has not performed in accordance with its specifications. Problems with the TFP limited production at the plant to approximately 40% of its design capacity on commencement of operations. Engineers from the manufacturer have visited the site on two occasions to make improvements. Some improvements have resulted from these efforts however the TFP is still causing the plant operated below full capacity.

Alara has ordered two interim replacement TFPs from China, with a combined processing capacity of 75-80 tons of concentrate per hour, as an interim solution. Once installed these TFPs are expected to increase production at the plant to 80-85% of rated capacity. The interim TFPs are due to be installed and operational by February to March 2025. As a long-term solution AHRL has also ordered a state-of-the-art filter press from Italy which will serve as the permanent TFP for the plant once delivered. This unit has a longer lead time than the Chinese TFPs, thus the solution is being implemented in two stages. The permanent TFP will have a processing capacity of 137 tonnes of concentrate per hour, consistent with the plant's rated capacity, and has been ordered from a leading manufacturer. The vendor's proposed design has exceptional performance, including a short filtration cycle and a suite of modern capabilities including high-pressure, automatic filter-cloth rinsing, automatic plate shaking and an overhead robot to perform plate changeouts. AHRL is targeting October 2025 for the installation and commissioning of the permanent TFP. Once operational, this press will provide a robust and permanent solution to the current challenges with tailings management at the plant.

To fund its contribution towards the cost of the interim and permanent TFPs, fund ongoing exploration, pay down debt and provide working capital, the Company is seeking to raise up to approximately \$15.26 million before issue costs under the Offer at a price of \$0.034 per Share, on the basis of 5 New Share for every 8 Existing Shares held as at the Record Date, with 1 New Option for every 2 New Shares issued.

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall Shares.

The Offer is lead managed and fully underwritten by Mahe Capital.

ATI currently holds approximately 13.88% of the Company's issued Shares and also holds a 19% interest in AHRL directly. ATI has appointed Ms Devaki Khimji as its nominee Director on the Company's Board. ATI has agreed to fully sub-underwrite the Offer. See section 9.2 for details.

Al Hadeetha Investment Services LLC (**AHIS**) currently holds 30% of AHRL directly and 4.39% of the Company's issued Shares. AHIS is not an Eligible Shareholder as its registered address is Oman. AHIS has agreed to subscribe for 19,687,500 Shortfall Shares (equal to its Entitlement, had it had a registered address in Australia or New Zealand).

Assuming no applications for Entitlement or Shortfall are received from persons other than AHIS (which the Directors consider unlikely), the maximum voting power ATI may have following completion of the Offer is 45.31%.

4.2 Purpose of the Offer

The Directors intend to apply the proceeds from the Offer as follows:

Use of funds (approx.)	Underwritten Amount
Install interim replacement tailing filter presses to make up the full capacity	\$1,700,000
Permanent tailings filter press	\$3,600,000
Deferred vendor payments	\$2,554,500
Trafigura loan repayment	\$2,000,000
Exploration (Block 8, Daris and Block 22)	\$3,750,000
General working capital	\$1,535,500
Costs of the Offer	\$119,000
Total use of funds	\$15,259,000

Notes:

- 1 This table is a statement of the proposed application of the funds raised as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the Company's decisions. The Company reserves the right to vary the way funds are applied.
- 2 General working capital is intended to accelerate and/or extend/continue the above initiatives as required, and corporate administration and operating costs (including directors' fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs).
- 3 See section 9.5 for further details relating to the estimated expenses of the Offer.

4.3 Statement of financial position

Set out in section 12 is the reviewed Statement of Financial Position of the Company and the Pro-Forma Statement of Financial Position, as at 30 June 2024 and on the basis of the following assumptions:

- (a) Completion of the Offer, by way of contribution of the Underwritten Amount to the Company and the issue of 448,804,713 New Shares at an issue price of \$0.034 per New Share to raise up to \$15.259 million (before costs) together with 1 New Option for every 2 Shares issued.

- (b) The deferral of accounts payable of \$43,014,202 from current to non-current liabilities.
- (c) The Offer was effective on 30 June 2024.
- (d) No further Shares are issued other than under the Offer.
- (e) Cash costs of the Offer are \$119,000.

The pro-forma Statement of Financial Position has been prepared to provide investors with information on the assets and liabilities of the Company and the pro-forma assets and liabilities of the Company set out in section 12. The pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

4.4 Effect of the Offer on the Company's securities

Assuming that no further Shares are issued prior to the Record Date, at the close of the Offer the capital structure of the Company will be:

Shares	Underwritten Amount	
	Number	%
Existing Shares	718,087,541	61.54%
New Shares offered under this Prospectus	448,804,713	38.46%
Total Shares	1,166,892,254	100.00%

Assuming that no further Options are issued prior to the Record Date, at the close of the Offer, the number of Options on issue will be:

Options	Underwritten Amount	
	Number	%
Options to be offered under the Offer	224,402,357	100%
Total Options on issue	224,402,357	100%

The Company also has 107,713,131 convertible securities on issue (AUQAC). Under their terms, the exercise price is reduced in the event the Company undertakes a rights issue. The Company will announce the reduced exercise price following the issue of New Shares.

4.5 Effect on control

The effect on control of the Company will depend on the extent to which Eligible Shareholders take up their Entitlements and Rights are sold. There will be no effect on control if all Shareholders take up their Entitlements and all Rights are sold (and subsequently taken up).

The Offer is fully underwritten by Mahe Capital, with ATI fully sub-underwriting the Offer. ATI currently has a relevant interest in approximately 13.88% of the Company's issued Shares.

The Directors have taken various steps in mitigate any increase in ATI's voting power over 19.9%, including by making the Offer renounceable, obtaining a commitment from AHIS to subscribe for 19,687,500 Shortfall Shares (being the same number of New Shares as its Entitlement would be if AHIS was an Eligible Shareholder), pricing the Offer at a 11% discount to the 30 day VWAP for Shares of \$0.038, by offering Shortfall Shares to Eligible Shareholders and others in priority to ATI, and by appointing Mahe Capital to place Shortfall Shares to others in priority to ATI so that ATI's holding does not exceed 19.9%.

The effect of the Offer on control of the Company depends upon various factors, including the following:

- (a) The extent to which Eligible Shareholders take up their Entitlements and apply for additional New Shares (which has priority over Shortfall Shares being issued to ATI, to the extent ATI may go over 19.9%).
- (b) As at the date of this Prospectus approximately 51.36% of the Company's Shares are held by Shareholders with an address outside Australia or New Zealand. To comply with Listing Rule 7.7.1(c) the Company has appointed Mahe Capital as nominee to sell the Entitlements that would have been allocated to Ineligible Shareholders and to account to them for the net proceeds of the sale. The Company assumes that any rights sold will be taken up, thus reducing the Shortfall Shares available to ATI. There is no guarantee that all Rights will be sold.
- (c) The extent to which Eligible Shareholders, investors introduced by Mahe Capital and others apply for Shortfall Shares. The allocation policy for Shortfall Shares, which is set out in section 7.6, is structured to minimise the issue of Shortfall Shares to ATI.

Mahe Capital has agreed to use best efforts to place Shortfall to persons other than ATI, and will be paid 6% of Shortfall placed to persons other than ATI.

Assuming no Entitlement or Shortfall is taken up by persons other than AHIS (an outcome the Directors consider unlikely), the maximum number of Shortfall Shares that can be issued to ATI is 357,490,713, in which case its maximum voting power will increase from 13.88% to 45.31%.

ATI has informed the Company that, based on the facts and circumstances presently known to it, it does not currently intend to make any major changes to the direction or objectives of the Company if its shareholding percentage in the Company increases to a level where it is able to exercise control over it, and that ATI:

- (a) does not currently intend to make any significant changes to the existing business of the Company;
- (b) although it will continue to support the Company through shareholder loans if required, ATI does not currently intend to inject further capital into the Company other than through its sub-underwriting commitment;
- (c) intends to support the Company's decisions regarding the future employment of its present employees and contemplates that they will continue in the ordinary course of business;
- (d) does not currently intend to transfer any property between the Company and ATI or any of its associates;
- (e) does not currently intend to redeploy fixed assets of the Company; and

- (f) does not currently intend to change the Company's existing financial or dividend policies.

The intentions of ATI are based on information concerning the Company, its business and the business environment which is known to ATI at the date of this Prospectus. These present intentions may change as new information becomes available, as circumstances change or in the light of all material information, facts and circumstances necessary to assess the operational, commercial, taxation and financial implications of those decisions at the relevant time.

4.6 Dilution

Shareholders who do not participate in the Offer will have their holdings diluted by up to 38.46%, assuming Shares representing the full Underwritten Amount are issued under the Offer.

5 RISK FACTORS

This section identifies the major risks the Board has identified regarding an investment in the Company. The Company's business is subject to risk factors, both specific to its business activities and of a general nature. Individually or in combination these risks may affect the future operating performance of the Company and the value of an investment in it. There is no guarantee that the Company will achieve its stated objectives or that any forward-looking statements will be achieved. An investment in the Company should be considered in light of relevant risks, both general and specific. Each of the risks set out below may, if it eventuates, have a material adverse impact on the Company's prospects and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

Before deciding to invest in the Company, potential investors should:

- (a) read the entire Prospectus;
- (b) consider the assumptions underlying any forward looking statements;
- (c) review these factors in light of their personal circumstances; and
- (d) seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

5.2 Risk specific to the Offer

(a) Control

Assuming that only AHIS and ATI subscribe for Shares under this Prospectus, the maximum voting power ATI will have following the Offer is 45.31%. Whilst the Directors have sought to mitigate this risk through various dispersal methods (as set out in section 4.5 and 7.6), there is a risk that ATI will acquire effective control of the Company as a result of the Offer. Although the Corporations Act and Listing Rules contain mechanisms to protect minority shareholders, there is a risk that a controlling shareholder may not always act in the interests of minority shareholders.

(b) Operating risk

As set out in section 4.1, the Wash-hi Mine concentrator plant has not yet operated at full capacity, resulting in reduced revenue and additional costs. Funds raised under the Offer will be used to purchase and instal both the interim TFPs and a permanent TFP. Installing new TFPs itself carries some risk that they do not perform as expected. Given the performance issues with the initial TFP, however, the Company has taken additional steps to minimise this risk.

Furthermore, the Company is also exposed to the usual risks of an operating mine.

(c) Future funding and ability to continue as a going concern

Funds raised from the Offer will be used for the purposes mentioned under section 4.2 of the Prospectus. Whilst the Company believes that this amount will be sufficient to carry out the activities for which it is stated in section 4.2 that it will use the funds raised, additional funding will be required in future years to continue both existing and proposed activities before the Company commences to generate

sufficient cash from mining to fully fund its business. Raising additional capital in future may be dilutive to existing Shareholders.

(d) Exchange rate risk

Funds raised under the Offer are in Australian currency, however will be spent in foreign currencies (depending on the nature of the spend). There is a risk exchange rates may adversely fluctuate, increasing the Australian dollar cost of items.

(e) Dilution

Shareholders who do not take up their Entitlement will have their holding in the Company diluted. Details of dilution are set out in section 4.6 above.

5.3 Specific Investment Risks

(a) Exploration success

Some of the funds raised under the Offer will be used to undertake exploration on the Company's Block 8, Daris and Block 22 exploration projects. Whilst the Company believes that these projects are prospective for copper and other minerals, they are early stage exploration projects. Of these, only Daris has a small, announced, mineral resource estimate. There are significant risks with early stage exploration, including that proposed exploration activities do not achieve the required regulatory approvals, are delayed, exceed the proposed budgets, and/or are unsuccessful.

There is no assurance that exploration and development of the mineral interests held by the Company other than the Wash-hi Mine, or any other projects that may be acquired by the Company in the future, will result in the discovery of an economically mineable mineral resource or ore reserve. Even if an apparently economically viable mineral resource or ore reserve is identified, there is no guarantee that it can be profitably exploited. The development of a commercial mining operation is also dependent on the Company's ability to obtain necessary titles and governmental and other regulatory approvals.

(b) Mineral Resource estimates

The Company has announced a Mineral Resource Estimate and an Ore Reserve Estimate in respect of its Wash-hi Mine (reported in compliance with the JORC Code 2012).

These estimates are expressions of judgement based on knowledge, experience and industry practice and on data which is of necessity sample data only (refer to the JORC Code for further information on resource estimation). Estimates that were valid when originally made may alter significantly when additional information obtained from further resource drilling, mining and modelling becomes available.

In addition, by their very nature, mineral resource and or reserve estimates are imprecise and depend on interpretations which may prove to be inaccurate. Whilst the Company will employ industry-standard techniques, including compliance with the JORC Code, to reduce the mineral resource and ore reserve estimation risk, there is no assurance that this approach will eliminate the risk. As further information becomes available, mineral resource and or reserve estimates may change. This may

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

(c) Environmental risks

The operations and proposed activities of the Company are subject to Omani laws and regulations concerning the environment. As with most mining operations and exploration projects, the Company's activities are likely to have an impact on the environment, particularly as regards its current operating mine and any future mining operations which may be commenced as a result of success in any of the Company's exploration projects. To date the Company has conducted its exploration, mine development and mining operations in accordance with Omani environmental laws and good practice. It is the Company's intention to continue to conduct its activities to those standards.

Mining operations have inherent risks and liabilities associated with safety, damage to the environment and the disposal of waste products. The occurrence of any such safety or environmental incident could delay production or increase production costs.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous, making the Company's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in delay to anticipated exploration programs or any future mining activities which the company may propose as a result of the success of any exploration program.

(d) Commodity prices, including copper and gold

As a producer of explorer for copper, gold and other minerals, any earnings of the Company are expected to be closely related to the price of these commodities.

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

(e) Future capital needs and additional funding

The Company recorded a net loss of \$10,625,229 and a net outflow from operating activities of \$12,000,778 for the year ending 30 June 2024. As at 30 June 2024, it had approximately \$4,355,812 cash on hand.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including mine production and mineral sales, exploration success and market (equity and commodity) conditions.

If the Company is required, or chooses, to advance the Company's projects beyond the completion of the objectives stated in this Prospectus, the Company will require

additional funding to progress its projects beyond the work programs identified in it. There is no assurance that the Company will be able to access this funding on favourable terms or at all. If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

(f) Reliance on key personnel and consultants

The Company's success largely depends on the core competencies of its Directors, management and third-party consultants and their familiarity with, and ability to operate in, the mining and mineral exploration industry. The financial performance of the Company and the value of an investment in the Company partly depend on the ability of the Company to retain these key personnel and consultants.

(g) Insurance

The Company, where economically feasible, insures its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance, if obtained, may not be of the nature or level required to provide adequate cover for any loss. The occurrence of an event that is not covered or fully covered by insurance could have a negative effect on the financial performance of the Company and the value of an investment in the Company.

(h) Speculative Nature of Investment

Any potential investor should be aware that subscribing for Shares involves various risks. The Shares to be issued pursuant to the Offer carry no guarantees with respect to the payment of dividends, return of capital or market value. The success of the Company is dependent on or affected by its achieving and improvement in the performance of its mining operation in respect of the tailing filter press issue detailed above, future exploration success and the completion of technical studies that demonstrate the economic viability of its exploration assets. An investment in the Company should therefore be considered speculative in nature.

5.4 General Investment Risks

(a) Share Market Investments

It is important to recognise that the price of Shares may rise or fall, and they may trade at prices below or above the Offer Price. There can also be no assurance that a more active trading market will develop for the Shares.

Factors affecting the price at which the Shares are traded on ASX could include domestic and international economic conditions. In addition, the prices of many listed entities' securities are affected by factors that might be unrelated to the operating performance of the relevant company. Those fluctuations might adversely affect the price of the Shares.

(b) General Economic Conditions

The Company's operating and financial performance is influenced by a variety of general economic and business conditions including the level of inflation, interest rates and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions, including an increase in interest rates,

could be expected to have a corresponding adverse impact on the Company's operating and financial performance.

(c) **Taxation Risks**

Changes to the rate of taxes imposed on the Company (including in overseas jurisdictions in which the Company operates now or in the future) or tax legislation generally may affect the Company and its Shareholders. In addition, an interpretation of Australian taxation laws by the Australian Taxation Office that differs to the Company's interpretation may lead to an increase in the Company's taxation liabilities and a reduction in Shareholder returns.

Personal tax liabilities are the responsibility of each individual investor. the Company is not responsible either for taxation or penalties incurred by investors.

6 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

6.1 What you may do

As an Eligible Shareholder, you may:

- (a) subscribe for all or part of your Entitlement (see section 6.2);
- (b) subscribe for all of your Entitlement and apply for Shortfall Shares (see section 6.3);
- (c) sell all of your Entitlement (see section 7.4);
- (d) take up part of your Entitlement and sell the balance (see section 7.5);
- (e) take up part of your Entitlement and transfer the balance other than on ASX (see section 6.6); or
- (f) allow all or part of your Entitlement to lapse (see section 6.7).

6.2 Subscribe for all or part of your Entitlement

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Shares and attaching Options offered by this Prospectus before deciding to apply for New Shares. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

If you wish to subscribe for all or part of your Entitlement, make your application payment in accordance with the instructions set out on the Entitlement and Acceptance Form. The Entitlement and Acceptance Form sets out the number of New Shares you are entitled to subscribe for.

6.3 Subscribe for all of your Entitlement and apply for Shortfall Shares

Eligible Shareholders who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding by making your application payment for the number of Entitlement and Shortfall Shares you wish to apply for, in accordance with the instructions set out on the Entitlement and Acceptance Form. See section 7.6 for details of the manner in which Shortfall Shares will be allocated.

To pay by BPAY or EFT, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders must ensure that payment is received by no later than 5pm AWST on the Closing Date.

Any refund of application monies in excess of \$5 will be returned to Applicants as soon as practicable following the issue of all Shortfall Shares.

6.4 Sell all of your Entitlement

You may elect to sell your entitlement on ASX or transfer the balance to another person or party. In respect of the part of your Entitlement to be sold on ASX, you should instruct your stockbroker personally and provide them with details they request as set out in your personalised Entitlement and Application Form.

If you wish to transfer your Entitlement to another person or party other than on-market using ASX, you and the buyer must complete a standard renunciation and acceptance form (which you can obtain from the share registry).

Rights trading will commence (on a deferred settlement basis) on ASX on 6 November 2024. Sale of your Rights must be completed by 12 November 2024 when Rights trading is expected to cease.

6.5 Take up part of your Entitlement and sell the balance on ASX

Please complete your payment via BPAY or EFT as per the instructions in your Entitlement and Acceptance Form in respect of the New Shares accepted by 5pm AEDT on 19 November 2024. If you only take up part of your Entitlement, you may elect to sell the balance on ASX or transfer the balance to another person or party.

In respect of the part of your Entitlement to be sold on ASX, you should instruct your stockbroker personally and provide them with details they request as set out in your personalised Entitlement and Application Form.

Rights trading will commence (on a deferred settlement basis) on ASX on 6 November 2024. Sale of your Rights must be completed by 12 November 2024 when Rights trading is expected to cease.

6.6 Take up part of your Entitlement and transfer the balance other than on ASX

Please complete your payment via BPAY or EFT as per the instructions on your Entitlement and Acceptance Form in respect of the New Shares accepted by 5 pm AWST on 19 November 2024.

If you only take up part of your Entitlement, you may elect to sell the balance on ASX or transfer the balance to another person or party.

If you wish to transfer the balance of your Entitlement to another person or party other than on-market using ASX, you and the buyer must complete a standard renunciation and acceptance form (which you can obtain from the Company's share registry Automatic).

If you are a Shareholder and hold Existing Shares registered on CHESS, you should contact your sponsoring broker.

6.7 Allow all or part of your Entitlement to lapse

If you are an Eligible Shareholder and do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

If you take no action, your Entitlement will lapse. You will receive no benefit or New Shares and your Entitlement will become Shortfall Shares.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

6.8 Payment methods

BPAY

If you are paying by BPAY, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY do not need to complete and return the Entitlement and Acceptance Form; however must ensure that payment is received by no later than 5.00pm AWST on the Closing Date.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY are received by 5.00pm AWST on the Closing Date.

If you have more than one shareholding and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those shareholdings only use the Customer Reference Number specific to that shareholding as set out in the applicable Entitlement and Acceptance Form. **Do not** use the same Customer Reference Number for more than one of your shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

The Company is not responsible for any postal or delivery delays or delay in the receipt of the BPAY payment.

EFT

Eligible Shareholders can pay their Application by electronic funds transfer. Refer to your personalised instructions on your Entitlement and Acceptance Form or contact the Company Secretary. Shareholders do not need to complete and return the Entitlement and Acceptance Form; however must ensure that payment is received by no later than 5.00pm AWST on the Closing Date.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through EFT are received by 5.00pm AWST on the Closing Date.

If you have more than one shareholding and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those shareholdings only use the Unique Reference Number specific to that shareholding as set out in the applicable Entitlement and Acceptance Form. **Do not** use the same Unique Reference Number for more than one of your shareholdings. This can result in your application monies

being applied to your Entitlement in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

The Company is not responsible for any postal or delivery delays or delay in the receipt of the EFT payment.

6.9 Entitlement and Acceptance Form is binding

By making a payment in respect of an Application by BPAY or EFT, constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

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

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

The Entitlement and Acceptance Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon the issue of the New Shares.

If the payment of the application monies is for the wrong amount, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance

as valid is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the application monies received by the Company.

7 DETAILS OF THE OFFER

7.1 Shares offered for subscription

By this Prospectus the Company makes a renounceable pro rata offer to Eligible Shareholders on the basis of 5 New Shares for every 8 Existing Shares held as at the Record Date at a price of \$0.034 per New Share, with 1 New Option for every 2 New Shares issued, to raise up to approximately \$15.26 million before issue costs. Fractional entitlements will be rounded up to the nearest whole number.

The Offer is only open to Eligible Shareholders. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder.

Details of how to apply for New Shares are set out at section 6.

All New Shares offered under this Prospectus will rank equally with Existing Shares. The rights and liabilities of the New Shares offered under this Prospectus are summarised in section 8.

7.2 Minimum subscription

The Offer is not subject to a minimum subscription.

7.3 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period.

Instructions for accepting your Entitlement are set out in section 6 and on the Entitlement and Acceptance Form which accompanies this Prospectus.

7.4 Underwriting

The Underwriter has agreed to fully underwrite the Offer in accordance with an underwriting agreement dated 1 November 2024 (**Underwriting Agreement**). The Underwriter will be paid the following fees:

- (a) A lead manager's fee of \$60,000. The Underwriter may elect to have this fee satisfied through the issue of Shares on the same terms as under the Offer.
- (b) An underwriting fee of 5% of the underwritten amount. The Underwriter agrees to rebate this fee back to the Company in full on the amounts sub-underwritten by the Company's major Shareholders and their associates.
- (c) Placement fee of 6% on amounts settled through the Underwriter. All selling fees will be paid by the Underwriter.

The Underwriter will, in the event the Underwriting Agreement is terminated in certain circumstances be entitled to a termination fee of \$30,000. The Company will also be required to reimburse the Underwriter for all of the reasonable costs incurred by the Underwriter in relation to the Offer.

The underwriting of the Offer is conditional upon the satisfaction or waiver by the Underwriter of the certain conditions ordinarily found in an agreement of this type, including that:

- (d) the Underwriter being satisfied with the due diligence investigations by the Company in relation to the Offer; and
- (e) the Company's solicitors providing the Underwriter with a legal sign off letter in relation to the due diligence investigations.

The Underwriter can satisfy their obligation to subscribe for, or procure subscriptions for, Shortfall Shares by either paying the issue price (\$0.034 per Share) or procuring an acknowledgement of release and discharge of debt for the amount the debt set off against the underwriting obligation.

The Underwriting Agreement provides that Shortfall Shares will be allocated at the Underwriter's discretion, save that the Underwriter must:

- (f) firstly allocate that number of Shortfall Shares to ATI so that it will hold 19.9% of the Company's issued share capital following the issue of all Shortfall Shares;
- (g) secondly, to Shareholders other than ATI;
- (h) thirdly, to persons other than ATI (with an obligation on the Underwriter to use best efforts to do so); and
- (i) finally, to ATI.

In accordance with the Underwriting Agreement and as is customary with these types of arrangements:

- (j) the Underwriter may determine allocation of Shortfall Shares, subject to the allocation policy set out in this Prospectus (see section 7.6);
- (k) the Company has (subject to certain limitations, including where the loss arises through the Underwriter performing its underwriting obligation) agreed to indemnify the Underwriter, its officers, employees, advisers and related bodies corporate, and the officers, employees and advisers of any of its related bodies corporate against losses suffered or incurred in connection with the Offer;
- (l) the Company and the Underwriter have given representations, warranties and undertakings in connection with (among other things) the conduct of the Offer;
- (m) the Underwriter may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from their obligations under it on the occurrence of certain events, including (but not limited to) where:
 - (i) (Indices fall): the S&P ASX 200 Index is at any time after the date of the Underwriting Agreement 7% or more below its respective level as at the close of business on the Business Day prior to the date of the Underwriting Agreement;
 - (ii) (Commodities): the price of COMEX gold or NYMEX WTI crude is at any time after the date of the Underwriting Agreement 7% or more below its respective level as at the close of business on the Business Day prior to the date of the Underwriting Agreement;

- (iii) (Price): the Price is greater than the volume weighted average price of Shares calculated over three consecutive trading days after the date of the Underwriting Agreement;
- (iv) (Misleading Announcement): it transpires that the Company has made a statement via the ASX that is misleading or deceptive or likely to mislead or deceive;
- (v) (Adverse change): an event occurs which gives rise to a Material Adverse Effect or any adverse change or any development including a likely Material Adverse Effect after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of any Relevant Company including, without limitation, if any forecast in the Prospectus becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time. Material Adverse Event means:
 - (A) a material adverse effect on the outcome of the Offer or on the subsequent market for the underwritten Shares (including, without limitation, matters likely to have a material adverse effect on a decision of an investor to invest in underwritten Shares); or
 - (B) a material adverse effect on the assets, condition, trading or financial position and performance, profits and losses, results, prospects, business or operations of the Company and its Subsidiaries either individually or taken as a whole;
- (vi) (Board and senior management composition): there is a change in the composition of the Board or a change in the senior management of the Company before the date of issue of the underwritten Shares without the prior written consent of the Underwriter, such consent not to be unreasonably withheld;
- (vii) (Change in shareholdings): there is a material change in the major or controlling shareholdings of the Company (other than as a result of the Offer or a matter disclosed in the Prospectus) or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company; or
- (viii) (Market Conditions): a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, China, the United Kingdom, the United States of America or other international financial markets.

See section 9.2 for a summary of ATI's sub-underwriting arrangements.

7.5 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

- (a) are the registered holder of Shares as at 7.00pm (AEDT) on the Record Date; and
- (b) have a registered address in Australia or New Zealand.

7.6 Shortfall

Any New Shares not applied for under the Offer will become Shortfall Shares. The Directors reserve the right to issue any Shortfall Shares at an issue price of no less than the Price at their discretion within 3 months after the Closing Date (**Shortfall Offer**), subject to the following allocation policy:

- (a) firstly, allocate that number of Shortfall Shares to ATI so that it will hold 19.9% of the Company's issued share capital following the issue of all Shortfall Shares;
- (b) secondly, to Shareholders other than ATI;
- (c) thirdly, to persons other than ATI; and
- (d) finally, to ATI.

Any scale back between Eligible Shareholders and others (other than ATI) will be at the Directors' discretion, in consultation with the Lead Manager.

The Shortfall Offer is, to the extent it is made in Australia, made under this Prospectus. To the extent the Shortfall Offer is made outside Australia, the Shortfall Offer is made without disclosure, a prospectus, lodgement, filing or registration, or other requirements of any applicable securities law, and only in circumstances where it is lawful to do so (such as to institutional or sophisticated investors).

Eligible Shareholders may apply for Shortfall Shares by following the instructions set out in the accompanying Entitlement and Acceptance Form and making payment by BPAY or EFT. Other investors who are not Eligible Shareholders may apply for Shortfall Shares using the Shortfall Application Form attached to this Prospectus. Persons outside Australia doing so represent to the Company that they can apply for Shortfall Shares in circumstances which do not require the offer for Shortfall Shares or this Prospectus to be registered.

It is possible that there may be no Shortfall Shares available for issue.

It is an express term of the Shortfall Offer that applicants for Shortfall Shares will be bound to accept a lesser number of Shortfall Shares allocated to them than applied for. If a lesser number is allocated, excess application money will be refunded without interest as soon as practicable after the Closing Date.

7.7 Set off

Eligible Shareholders and others to whom New Shares and Shortfall Shares are offered may pay for their applications by set off against any Agreed Claims they have against the Company. Persons wishing to do so will need to complete an acknowledgement and release, which can be obtained from the Company Secretary on cosec@alararesources.com or +61 9240 4211. The acknowledgement will need to be returned to the Company with a completed Entitlement and Acceptance Form and/or Shortfall Offer application form or by making payment by BPAY or EFT. Set off is in full satisfaction of the Agreed Claim and, where for applications of Shortfall Shares, allocated in accordance with the policy set out in section 7.6.

7.8 New Zealand Shareholders

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing

Shareholders on the Record Date are not entitled to apply for any New Shares. This Prospectus has not been registered, filed or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

7.9 Treatment of Ineligible Shareholders

Given the small number of Ineligible Shareholders and the cost of complying with applicable regulations outside Australia and New Zealand, the Company has decided that it would be unreasonable to extend the Offer to Ineligible Shareholders. The Prospectus will not be sent to those Shareholders.

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction other than as set out in this section.

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, 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.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

For the purposes of Listing Rule 7.7.1(c), the Company has appointed the Underwriter as nominee to arrange for the sale of the Ineligible Shareholders' Entitlements and to account to them for the net proceeds of the sale (if any). The net proceeds of sale (in Australian dollars) will be distributed to the Ineligible Shareholders for whose benefits the Rights have been sold in proportion to their shareholdings as at the Record Date (after deducting the costs of the sale).

7.10 Beneficial holders, nominees, trustees and custodians

The foreign selling restrictions under the Offer summarised in section 7.9 of this Prospectus apply to the underlying beneficial holder. Nominees, trustees and custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder. Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how they should proceed. Shareholders who hold Shares on behalf of persons whose registered address is not in Australia or New Zealand are responsible for ensuring that applying for New Shares does not breach securities laws in the relevant overseas jurisdictions.

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder,

in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

7.11 Allotment and application money

New Shares will be issued only after all application money has been received and ASX has granted permission for the New Shares to be quoted. It is expected that New Shares will be issued on 26 November 2024 and normal trading of the New Shares on ASX is expected to commence on 27 November 2024.

All application monies will be deposited into a separate bank account of the Company and held in trust for Applicants until the Shares are issued or application monies returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

7.12 Quotation

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the New Shares offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of the New Shares offered under this Prospectus within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the New Shares offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application monies without interest.

A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the New Shares.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Shares are dispatched.

7.13 Market prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the 3 months immediately preceding the lodgement of this Prospectus with the ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	3 month high	3 month low	Last market sale price
Price (\$)	\$0.049	\$0.032	\$0.049
Date	31 October 2024	10 September 2024	31 October 2024

7.14 CHESS

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd (**ASPL**), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Shares issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

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

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

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

7.15 Taxation and duty implications

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

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Shares under this Prospectus.

7.16 Privacy

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

By making payment in accordance with the Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

The Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

7.17 Enquiries

Any queries regarding the Offer or Entitlement and Acceptance Form should be directed to the Alara Resources Limited Investor Information Line on +61 9240 4211.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

8 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

8.1 Rights and liability attaching to Shares

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) Voting rights

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

(b) Dividends

Except as otherwise required by the Corporations Act and to the terms on which shares are on issue and the rights and restrictions attaching to shares, the Directors may from time to time:

- (i) declare dividends (whether final or interim) to be paid to members on such terms, including the amount and the time for and the method of payment, as the Directors think fit; or
- (ii) determine that a dividend is payable, fix the amount and time for payment.

(c) Future issues of securities

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

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose

of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and notices

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

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Liquidation rights

The Company has one class of shares on issue, ordinary shares. Each ordinary Share ranks equally in the event of liquidation.

(g) Variation of rights

Subject to the Corporations Act and Listing Rules, the rights attached to the Shares may be varied in accordance with the Corporations Act

(h) Election of directors

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

(i) Indemnities

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

(j) Winding up

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

(k) Shareholder liability

As the Shares offered under the Prospectus are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(l) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(m) Listing Rules

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

8.2 Rights and liabilities attaching to Options

Options offered under this Prospectus are subject to the following terms:

- (a) The Options are attaching to New Shares issued under this Prospectus and will be issued for no consideration.
- (b) Each Option entitles the holder to be issued one Share.
- (c) The exercise price of the Options is \$0.05 each.
- (d) The expiry date of an Option is 2 years from issue.
- (e) The Options may be exercised at any time prior to the expiry date, in whole or in part, upon payment of the exercise price per Option.
- (f) The Company will apply for quotation of the Options on the official list of the ASX.
- (g) The holder of an Option may not exercise less than 10,000 Options at any one time unless the holder has less than 10,000 Options in which event the Holder must exercise all of the Options together.
- (h) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (**Notice of Exercise**). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Share Registry to be received prior to the expiry date. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be issued and the identity of the proposed subscribers. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
- (i) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX in accordance with the Listing Rules for all Shares pursuant to the exercise of Options to be admitted to quotation.
- (j) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in:
 - (i) the exercise price of the Option; or
 - (ii) period of exercise of the Option; or

- (iii) except in the event of a Bonus Issue (defined below), a change to the number of underlying securities over which the Option can be exercised.
- (k) If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (Bonus Issue), then upon exercise of his or her Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that Bonus Issue if the Options had been exercised before the record date for the Bonus Issue.
- (l) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.

9 ADDITIONAL INFORMATION

9.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the Official List during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgement of the Company's annual financial statements of the Company for the financial year ended 31 December 2013 to the issue of this Prospectus which required the Company to notify ASX of information about

specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

The Company confirms that, to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in this Prospectus, there is no information

- (a) that has been excluded from a continuous disclosure notice in accordance with ASX Listing Rules; and
- (b) is information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to New Shares.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial statements of the Company for the financial year ended 30 June 2024 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) any half-year financial report lodged with ASIC by the Company after the lodgement of that annual report and before the lodgement of this Prospectus; and
 - (iii) any continuous disclosure notices given by the Company after the lodgement of the financial statements referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours or from asx.com.au.

The Company has lodged the following announcements with ASX since its 2024 full year report was lodged with ASX on 30 September 2024:

Date	Announcement
1 Nov 2024	Trading Halt
1 Nov 2024	Pause in trading

31 Oct 2024	Quarterly activities and cash flow report
31 Oct 2024	Omani Ministry of Energy and Minerals visits Wash-hi Mine
29 Oct 2024	Annual Report to Shareholders
29 Oct 2024	Notice of Annual General Meeting and Proxy Form
28 Oct 2024	Increased Copper Concentrate Output at Wash-Hi Majaza Plant
25 Oct 2024	Block 8 Exploration Agreement Signed
15 Oct 2024	Firth copper concentrate shipment leaves port
2 Oct 2024	Next Copper Concentrate Shipment Planned for October
2 Oct 2024	Replacement Full-Year Report - Formatting Corrections

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

9.2 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration over the last 2 years as set out below.

	Annual Remuneration		Shares	Entitlement
	2024	2023		
Mr Stephen Gethin	\$82,500	\$75,000	1,500,000	937,500
Mr Atmavireshwar Sthapak	\$431,645	\$414,751	3,862,051	2,413,782
Mr Vikas Jain ¹	\$50,000	\$50,000	37,745,930	23,591,206
Mr Sanjeev Kumar	\$27,523	\$26,458	-	-
Ms Devaki Khimji ²	\$27,500	\$16,042	-	-
Mr Farrokh Masani ^{1, 3}	-	-	12,142,581	7,589,113

Notes:

- 1 These Directors are resident outside Australia or New Zealand and as such are not Eligible Shareholders.
- 2 Ms Khimji is a nominee of ATI. See below.
- 3 Mr Masani is an alternate Director for Ms Khimji.

ATI currently holds approximately 13.88% of the Company's issued Shares and also a 19% direct interest in the Company's main asset, the Al Wash-hi Majaza copper-gold project. ATI has appointed Ms Khimji as its nominee Director on the Company's Board. The Company, ATI and Al Hadeetha Investment Services LLC (AHIS) (which holds 30% of the Al Wash-hi Majaza copper-gold project) are parties to a loan agreement under which ATI and AHIS have agreed to provide short term funding to the Company. Interest accrues on amounts under the loan agreement at 10% per annum. AHIS and ATI have agreed that amounts loaned under that agreement will be set off against applications by ATI and AHIS for Shortfall. As at the date of this Prospectus, ATI is owed approximately \$316,000 under the loan agreement.

ATI will not be paid any fee for sub-underwriting the Offer. ATI may only terminate its sub-underwriting commitment if a material adverse event occurs to the Company prior to any Shortfall Shares being issued to ATI or if the Offer is withdrawn.

The Constitution provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors and in default of agreement then in equal shares.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer,

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

- (d) to a Director or proposed Director or to any firm which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Offer.

9.3 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or

- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Mahe Capital has acted as lead manager and Underwriter to the Offer. In respect of this work, the Company will pay Mahe Capital fees as set out in section 7.4. Mahe Capital has not received any fees for services to the Company in the 2 years prior to the date of this Prospectus

InCorp Audit & Assurance Pty Limited has acted as auditor for the Company's half year accounts for the period ending 30 June 2024. In respect of this work, InCorp Audit & Assurance Pty Limited was paid approximately \$32,300. InCorp Audit & Assurance Pty Limited has received \$61,000 for services to the Company in the 2 years prior to the date of this Prospectus.

Atkinson Corporate Lawyers has acted as solicitor to the Offer. In respect of this work, the Company will pay approximately \$15,000 exclusive of GST. Subsequently fees will be paid in accordance with normal hourly rates. Atkinson Corporate Lawyers has not received any fees for services to the Company in the 2 years prior to the date of this Prospectus.

9.4 Consents

Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:
 - (i) to be named in the Prospectus in the form and context which it is named; and
 - (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
Mahe Capital	Lead manager
Atkinson Corporate Lawyers	Lawyer
InCorp Audit & Assurance Pty Limited	Auditor

9.5 Expenses of the Offer

The total (cash) expenses of the Offer (assuming the full amount is raised and no further Shares are issued or Options exercised) are estimated to be approximately \$119,000, consisting of the following:

Cost ¹	\$
Legal fees	15,000
ASX and ASIC fees	34,000
Capital raising fees ²	60,000
Printing, postage and other expenses	10,000
Total	119,000

1 These expenses have or will be paid by the Company.

2 This assumes that Mahe Capital will not place any Shortfall Shares. See section 7.4 for details of Mahe Capital's fee.


9.6 Litigation

As at the date of this Prospectus and other than as set out below, the Company is not involved in any other legal proceedings of a material nature and the Directors are not aware of any other legal proceedings pending or threatened against the Company.

10 DIRECTORS' RESPONSIBILITY AND CONSENT

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

Dated: 1 November 2024



.....

Signed for and on behalf of Alara Resources Limited

By Atmavireshwar Sthapak
Managing Director

11 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
AEDT	Australian Eastern Daylight Saving Time.
Agreed Claim	a claim against, or a debt owed by, the Company which the Company has acknowledged in writing.
AHIS	Al Hadeetha Investment Services LLC.
AHRL	Al Hadeetha Resources LLC.
Applicant	a person who makes a payment by BPAY or EFT in accordance with the instructions set out in the Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made in accordance with the personalised Entitlement and Acceptance Form to subscribe for New Shares pursuant to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
ATI	Al Tasnim Infrastructure LLC.
AWST	Australian Western Standard Time.
Board	the board of Directors.
Business Day	Monday to Friday inclusive, except any day that ASX declares is not a business day.
Closing Date	the date set out in section 1.
Company or Alara	Alara Resources Limited (ACN 122 892 719).
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.

Entitlement and Acceptance Form	the personalised entitlement and acceptance form attached to this Prospectus.
Entitlement or Right	a Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.
Ex Date	the date set out in section 1.
Existing Share	a Share issued as at 7.00pm (AEDT) on the Record Date.
Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
Listing Rules	the listing rules of the ASX.
New Option	an Option on the terms set out in section 9.2 and offered under this Prospectus.
New Shares	Shares issued pursuant to this Prospectus.
Offer	an offer made under this Prospectus to subscribe for New Shares.
Official List	the official list of the ASX.
Opening Date	the date set out in section 1.
Option	an option to be issued a Share.
Price	\$0.034.
Prospectus	this Prospectus and includes the electronic prospectus.
Record Date	the date set out in section 1.
Share	a fully paid ordinary share in the Company.
Share Registry	Automatic.
Shareholder	the registered holder of Shares.
Shortfall Offer	has the meaning given in section 7.6.
Shortfall Shares	New Shares for which valid Applications have not been received for Entitlement by the Closing Date.
Underwriter or Mahe Capital	Mahe Capital Pty Limited
Underwritten Amount	approximately \$15.26 million before costs.
US person	has the meaning given to that term in Regulation S under the US Securities Act.

US Securities Act

the *United States Securities Act of 1933*, as amended.

12 PRO FORMA STATEMENT OF FINANCIAL POSITION

	Note	2024 audited \$	adjustment \$	2024 unaudited pro forma \$
CURRENT ASSETS				
Cash and cash equivalents	1	4,355,812	15,259,360	19,615,172
Trade and other receivables		4,842,437		4,842,437
Other current assets		141,742		141,742
Inventory		7,212,316		7,212,316
Financial assets		329,963		329,963
TOTAL CURRENT ASSETS		<u>16,882,270</u>		<u>32,141,630</u>
NON-CURRENT ASSETS				
Financial assets		806,042		806,042
Investment in Associate		354,715		354,715
Borrowing cost		480		480
Property, plant and equipment		36,423,933		36,423,933
Mine properties		100,537,641		100,537,641
Development assets		10,450,327		10,450,327
Exploration and evaluation		4,689,128		4,689,128
Advance to Subcontractors		1,805,416		1,805,416
TOTAL NON-CURRENT ASSETS		<u>155,067,684</u>		<u>155,067,682</u>
TOTAL ASSETS		<u>171,949,954</u>		<u>187,209,312</u>
CURRENT LIABILITIES				
Trade and other payables	2	53,797,327	- 43,014,202	10,783,125.5
Provisions		364,199		364,199
Financial liability		19,099,990		19,099,990
TOTAL CURRENT LIABILITIES		<u>73,261,516</u>		<u>30,247,314.5</u>
NON CURRENT LIABILITIES				
Financial liabilities		78,083,648	43,014,202	121,097,849.5
Deferred trade and other payables		0		43,014,202
TOTAL NON CURRENT LIABILITIES		<u>78,083,648</u>		<u>164,112,051</u>
TOTAL LIABILITIES		<u>151,345,164</u>		<u>194,359,365.5</u>
NET ASSETS		<u>20,604,790</u>		<u>-7,150,053.25375</u>
As per balance sheet				
EQUITY				
Issued capital		68,722,146	15,259,360	83,981,506.24625
Reserves		15,061,404		15,061,404
Accumulated losses		-65,085,620		-65,085,620
Parent interest		18,697,930		18,697,930
Non-controlling interest		1,906,860		1,906,860
TOTAL EQUITY		<u>20,604,790</u>		<u>35,864,150</u>