

ACN 064 121 133

Prospectus

This Prospectus is being primarily issued for an offer of up to 3,930,000 Shares at an issue price of $1.40 per Share to raise up to $5,500,000 (before costs), comprised of the following:

(a) an offer of up to 1,430,000 Shares at an issue price of $1.40 per Share to Eligible Securityholders under the Priority Offer; and

(b) an offer of up to 2,500,000 Shares at an issue price of $1.40 per Share to Public Offer Participants under the Public Offer.

This Prospectus is also being issued for the Lead Manager Options Offer.

THIS IS A TRANSACTION-SPECIFIC PROSPECTUS ISSUED IN ACCORDANCE WITH SECTION 713 OF THE CORPORATIONS ACT.

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

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

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

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Important Information

This Prospectus is dated 13 October 2023 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

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

The Prospectus will be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's registered office by contacting the Company as detailed in the Corporate Directory.

The Company will also provide copies of other documents on request (see Section 5.5).

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

Applications for Securities will only be accepted on an Application Form attached to or provided by the Company with a copy of this Prospectus either in paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

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

The Offers constituted by this Prospectus in electronic form are only available to persons receiving an electronic version of this Prospectus and accompanying Application Form within Australia.

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

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

This document is important and should be read in its entirety before deciding to participate in the Offers. This does not take into account the investment objectives, financial or taxation, or particular needs of any particular Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to their particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

Definitions of certain terms used in this Prospectus are contained in Section 7. All references to currency are to Australian dollars and all references to time are to the time in Perth, Western Australia unless otherwise indicated.

Corporate Directory

Directors	
Justin Mannolini	Non-Executive Chair
Lindsay Dudfield	Executive Director / Chief Executive Officer
Darren Wates	Non-Executive Director
Paul Brown	Non-Executive Director

Joint Company Secretaries	
Carly Terzanidis	Joint Company Secretary
Jessamyn Lyons	Joint Company Secretary

Registered and Principal Office	Share Registry
Level 2, 9 Havelock Street West Perth WA 6005 Phone: +61 8 9321 7550 Facsimile: +61 8 9321 7950 Email: **enquiry@jindalee.net** Website: **https://www.jindalee.net**	Advanced Share Registry 110 Stirling Highway Nedlands WA 6009

Auditor*	Lead Manager
BDO Audit (WA) Pty Ltd Level 9, 5 Spring Street Perth WA 6000	Canaccord Genuity (Australia) Limited Level 42, 101 Collins Street Melbourne VIC 3000

Solicitors	
Hamilton Locke Pty Ltd Central Park Building Level 48, 152 – 158 St Georges Terrace Perth WA 6000	**ASX Code:** JRL

* This entity is included for information purposes only. They have not been involved in the preparation of this Prospectus.

Indicative Timetable

Event	Date*
Record Date (5.00pm WST) for entitlement to participate in Priority Offer	12 October 2023
Lodgement of Prospectus with ASIC and ASX	13 October 2023
Opening Date of Offers	13 October 2023
First Issue Application Date (5.00pm WST) Closing date of the Lead Manager Options Offer	18 October 2023
First Issue Date Lodgement of Appendix 2A and Appendix 3G with ASX	20 October 2023
Closing Date of the Priority Offer and Public Offer as at 5.00pm (WST)	27 October 2023
If required, the Second Issue Date** Lodgement of Appendix 2A with ASX	31 October 2023

* The dates and times noted above are indicative only and subject to change. Any material changes will be notified by the Company to ASX. The Company reserves the right to amend any or all of these dates and times, including amending the First Issue Application Date and Closing Date of the Offers, without prior notice subject to the Corporations Act, the Listing Rules and other applicable laws.
**Applicants are encouraged to provide Applications as soon as possible. While the Indicative Timetable includes a Second Issue Date, the Company reserves the right not to proceed with the Second Issue Date.

Investment overview

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

Key Information	Further Information
Transaction specific prospectus This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) or options to acquire continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.	Section 5.3
The Offers The Offers comprise of: (a) the "Priority Offer" of up to 1,430,000 Shares, comprised of an offer to Eligible Shareholders; (b) the "Public Offer" of up to 2,500,000 Shares, comprised of an offer to the Public Offer Participants who have been invited by the Company or the Lead Manager to subscribe for Shares under the Public Offer; and (c) the "Lead Manager Options Offer" of 500,000 Lead Manager Options to the Lead Manager or its nominees, as partial consideration for the lead manager services provided by the Lead Manager. The primary purpose of this Prospectus is to make the Offers with disclosure under Part 6D of the Corporations Act and enable the on-sale of the Shares issued pursuant to the Offers or upon exercise of the Lead Manager Options.	Sections 1.1, 1.2 and 1.3
Use of funds Funds raised through the Offers will be used to advance exploration and development of the Company's 100% owned McDermitt Lithium Project in Oregon, United States of America (the **McDermitt Lithium Project** or the **Project**), general working capital purposes, and to pay the costs of the Offers.	Section 3.3
Effect of the Offers The Offers will result in the issued capital of the Company increasing by up to 3,930,000 Shares and 500,000 Options (on an undiluted basis). The Offers are not expected to have a material effect on the control of the Company. The expenses of the Offers are approximately $322,706. The expenses of the Offers will be paid out of proceeds from the Offers or the Company's current cash at bank. The proceeds of the Offers will be approximately $5,500,000 (before costs) assuming the Offers are fully subscribed. A summary of the Company's intended use of funds following completion of the Offers is set out in Section 3.3.	Section 3

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Indicative capital structure

The indicative capital structure upon completion of the Offers (assuming the Offers are fully subscribed) is set out below:

Capital Structure	Existing	Upon completion
Existing Securities on issue	57,378,966	57,378,966
Maximum Shares to be issued under the Offers	-	3,930,000
Total Shares	**57,378,966**	**61,308,966**
Options	5,400,000	5,400,000
Lead Manager Options	-	500,000
Fully diluted share capital	**62,778,966**	**67,208,966**

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Directors' interests in Securities

The relevant interest of each of the Directors in Securities as at the date of this Prospectus is set out in the table below:

CEO / Directors	Shares	Voting power (%)	Options
Justin Mannolini	750,000	1.3%	Nil
Lindsay Dudfield	14,745,365	25.7%	Nil
Darren Wates	Nil	0%	500,000
Paul Brown	Nil	0%	500,000

Further details of the Directors' Security holdings are in Section 5.11.

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Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 4, including (but not limited to) risks in respect of:

(a) **Permitting and regulatory risks**

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, Native American and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities, including those required to undertake the further exploration activities for

</td><td>Section 4</td></tr>
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Key Information	Further Information
which funds are being raised under the Offer. Obtaining necessary permits can be a time consuming process and there is a risk that the Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Company's tenements. (b) **Exploration and study risks** The Company's key McDermitt Lithium Project is at a relatively early stage of exploration and development. Potential investors should understand that mineral exploration and development are high-risk undertakings. The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, Native American matters, permitting, changing government regulations and many other factors beyond the control of the Company. The McDermitt Lithium Project is a sediment-hosted lithium deposit and the Company is not aware of any commercially operating lithium sediment projects presently anywhere in the world. While the Company has undertaken initial metallurgical test work on samples from the McDermitt Lithium Project, it has yet to finally determine the optimal flowsheet for lithium production from the McDermitt Lithium Project or whether such production can be undertaken on an economically attractive basis or at all. These issues will be the subject of a pre-feasibility study (**Pre-Feasibility Study**) which the proceeds of the Offers will partly fund. There can be no assurance that the results of the Pre-Feasibility Study will support a decision to develop the McDermitt Lithium Project. In the event that exploration and study programmes prove to be unsuccessful this could lead to a diminution in the value of the McDermitt Lithium Project, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mining claims comprising the McDermitt Lithium Project. (c) **Future capital requirements** The Company will require further financing in the future, in addition to amounts raised under the Offers. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price or may involve	

Key Information	Further Information
restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities. As an exploration entity, the Company is making a loss, meaning it is reliant on raising funds from investors or lenders in order to continue to fund its operations and to scale growth. Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, the Company may be required to reduce the scope of its activities, which could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern. The Company may undertake additional offerings of Shares and of Securities convertible into Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such Shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted. (d) **Acquisition and disposal of projects** The Company may acquire new projects or divest some or all of its interest in the McDermitt Lithium Project in the future. There can be no guarantee that any new project acquisition will eventuate from these pursuits, or that any acquisitions will result in a return for Shareholders. The Directors will use their expertise and experience in the energy and resources sector to assess the value of potential projects that have characteristics that are likely to provide returns to Shareholders, however, Shareholders should be aware that future acquisitions and the cost of funding exploration on future projects will likely contribute directly or indirectly to the issue of further Shares, which in turn will further dilute Shareholders' interest in the Company and deplete the Company's cash. (e) **Tenure risk – United States** Interests in exploration and mining claims and permits in the United States are governed by relevant mining laws and are evidenced by the granting of patented mining claims, unpatented mining claims and state exploration permits. Each mining claim and permit is subject to various conditions which must be complied with. The Company will follow the mandated processes under the relevant state and federal United States legislation to ensure continuity of its mining tenure and planned activities. However, the Company could lose title to, or its interest in, its current mining claims (or any additional mining claims, permits or other interests acquired by the Company in the future) if the conditions attaching to the claim or permit are not satisfied or if the permits are not renewed. (f) **Environmental risk** The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most	

Key Information	Further Information
exploration projects and mining operations, the Company's activities are expected to have an impact on the environment. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. (g) **Reliance on key management** The Company is reliant on a number of key personnel employed or engaged by the Company. Loss of such personnel may have a materially adverse impact on the performance of the Company. The Board is aware of the need to have sufficient management to properly supervise the exploration and (if successful) for the development of the McDermitt Lithium Project. (h) **Sovereign risk** The Company's McDermitt Lithium Project is located in the United States of America and is subject to the risks associated in operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, labour relations as well as government control over natural resources or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents. Any future material adverse changes in government policies or legislation in the United States that affect foreign ownership, exploration, development or activities of companies involved in exploration and production, may affect the viability and profitability of the Company. (i) **Share market risk** Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: • general economic outlook; • introduction of tax reform or other new legislation; • interest rates and inflation rates; • changes in investor sentiment toward particular market sectors; • the demand for, and supply of, capital; and • terrorism or other hostilities. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. (j) **Development risk** Possible future development of a mining operation at the McDermitt	

Key Information	Further Information
Lithium Project is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary permits and approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. If the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of the McDermitt Lithium Project and treatment of ore. (k) **Resource estimates** Resource estimates are an expression of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations. (l) **Commodity and currency price risk** Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for gold, technological advancements, forward selling activities and other macro-economic factors. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.	
Forward-looking statements This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are considered reasonable.	Important Information and Section 4

Key Information	Further Information
Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the management. The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. The Directors have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law. These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.	

1. Details of the Offers

1.1 Summary of the Offers

The Company is undertaking a capital raising of up to $5,500,000 (before costs) via the issue of up to 3,930,000 Shares at an issue price of $1.40 per Share.

The Offers are comprised of:

(a) the **Priority Offer** – comprising of the issue of up to 1,430,000 Shares at an issue price of $1.40 per Share to Eligible Securityholders;

(b) the **Public Offer** – of up to 2,500,000 Shares at an issue price of $1.40 per Share, comprised of an offer to the Public Offer Participants who have been invited by the Company or the Lead Manager to subscribe for Shares under the Public Offer; and

(c) the **Lead Manager Options Offer** – of 500,000 Lead Manager Options to the Lead Manager or its nominees, as partial consideration for the lead manager and provided by the Lead Manager.

Shares issued under the Offers will be issued as fully paid ordinary shares and will rank equally in all respects with the existing Shares on issue and will be issued utilising the Company's available placement capacity under Listing Rule 7.1 and 7.1A. Refer to Section 5.1 for a summary of the rights and liabilities attaching to the Shares under the Offers.

The Shares offered under this Prospectus are expected to be issued in two tranches, on or about 20 October 2023 and (if required) 31 October 2023.

There is no minimum subscription under the Offers.

1.2 Priority Offer

The Priority Offer is open to Eligible Securityholders, being registered Shareholders or Option holders of the Company as at the Record Date.

The Board has elected to issue a maximum of 1,430,000 Shares under the Priority Offer. If Applications under the Priority Offer exceed this amount of Shares under the Priority Offer, the Board reserves the right to scale back allocations in line with its allocation policy detailed in Section 2.2 and otherwise at its sole discretion with a view to ensuring an appropriate Shareholder base for the Company going forward. Accordingly, there is no guarantee that a Shareholder will have its Application for Shares under the Priority Offer accepted in full or at all.

1.3 Public Offer

The Public Offer will only be to the Public Offer Participants. None of the Public Offer Participants are related parties of the Company.

The Company has engaged Canaccord Genuity (Australia) Limited to act as lead manager in connection with the Public Offer. Refer to Section 5.15 for a summary of the terms and conditions of the Lead Manager Mandate.

1.4 Lead Manager Options Offer

The Lead Manager Options Offer is an offer of 500,000 Options to the Lead Manager (or its nominees) as part consideration for the provision of lead manager services provided to the Company in connection with the Priority Offer and the Public Offer.

Only the Lead Manager (or its nominees) may participate in the Lead Manager Options Offer.

The Lead Manager Options will be issued at an aggregate nominal issue price of $0.50 and are otherwise be subject to the terms and conditions set out in Section 5.2.

Shares issued on exercise of the Lead Manager Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.1 for further information regarding the rights and liabilities attaching to the Shares.

1.5 Purpose of this Prospectus

The primary purpose of this Prospectus is to make the Offers with disclosure under Part 6D of the Corporations Act and enable the on-sale of the Shares issued pursuant to the Offers.

This Prospectus has also been issued to permit secondary trading of the Shares to be issued upon exercise of the Lead Manager Options. Issuing the Lead Manager Options under this Prospectus will enable the on-sale of Shares issued on exercise of the Lead Manager Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

Accordingly, the Prospectus has been issued to:

(a) make the offers of Shares and Lead Manager Options; and

(b) ensure that the on-sale of the Shares issued on exercise of the Lead Manager Options do not breach section 707(3) of the Corporations Act.

1.6 Closing Date

The Closing Date for the Priority Offer and Public Offer is 27 October 2023. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to vary the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

2. Application for Securities

2.1 Application Forms

(a) Priority Offer

The Priority Offer is open to Eligible Securityholders who have received a Priority Offer Application Form.

If you have received a Priority Offer Application Form to apply for Shares under the Priority Offer and you wish to apply for Shares, you should follow the instructions on your personalised Priority Offer Application Form.

(b) Public Offer

The Public Offer is being extended to the Public Offer Participants who are invited by the Company or the Lead Manager to subscribe for Shares and is not open to the general public. The Company may determine in its discretion whether to accept any or all of the Applications.

Applications must be made using the Public Offer Application Form provided directly to Public Offer Participants by the Company or the Lead Manager. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

(c) Lead Manager Options Offer

Only the Lead Manager (or its nominees) may participate in the Lead Manager Options Offer.

Applications must be made using the Lead Manager Options Offer Application Form provided directly to the Lead Manager (or its nominees). To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

(d) Acknowledgements

Completed Application Forms, together with Application Monies, must be received by the Company prior to the Closing Date. Application Forms should be delivered to the Company in accordance with the instructions on the Application Form. If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Securities accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of the Securities under the relevant Offer.

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

2.2 Allocation policy

(a) General

The allocation of Shares under the Priority Offer and the Public Offer will be determined by the Lead Manager (acting reasonably) in consultation with the Company with a view to ensuring an optimal spread of new investors are allocated Shares. The matters the Lead Manager and the Company will have regard to in

determining the allocations will include, without limitation, the matters summarised in this Section 2.2.

Directors encourage Applicants to promptly submit their Application, noting that the date on which the Application is made will be a key factor considered as part of the allocation policy, and the Company reserves the right to close the Offers early.

No Shares will be issued if the issue of such Shares would result in any person increasing their voting power in the Company from below 20% to above 20%, or from a starting point that is above 20% and below 90%.

Where the number of Shares allocated to an Applicant is less than the number applied for, or where no allocation is made, surplus Application Monies will be refunded, without interest, to the Applicant as soon as practicable after the Closing Date.

(b) Priority Offer

The Company intends to allocate a maximum of 1,430,000 Shares ($2,000,000) to Eligible Securityholders under the Priority Offer.

In determining the allocation of Shares under the Priority Offer, the Lead Manager and the Company will have regard to, amongst other things:

(i) the date on which an Application is made;

(ii) the number of Shares applied for;

(iii) the overall level of demand for the Offers;

(iv) the total number of Shares available for subscription under the Priority Offer;

(v) the desire for an optimal Shareholder base;

(vi) the likelihood that particular Applicants will be long-term Shareholders;

(vii) the desire for an informed and active market for trading of Shares;

(viii) the size of the Applicant's Shareholding;

(ix) the extent to which the Applicant has sold or purchased Shares since the Record Date; and

(x) whether the Applicant appears to have multiple registered holdings.

There is no guarantee that Applications for Shares under the Priority Offer will be satisfied in full. Excess Application Monies under the Priority Offer will be refunded (without interest). It is a term of the Priority Offer that, should the Company scale back Applications for Shares in accordance with the allocation policy described above, an Applicant will be bound to accept such lesser number of Shares allocated to them.

Applications for Shares under the Priority Offer must be made for a minimum of 1,500 Shares for $2,100.

(c) Public Offer

The Public Offer will only be to the Public Offer Participants.

In determining the allocation of Shares under the Public Offer to Public Offer Participants, the Lead Manager and the Company will have regard to, amongst other things:

(i) the date on which an Application is made;

(ii) the number of Shares applied for;

(iii) the overall level of demand for the Public Offer;

(iv) the total number of Shares available for subscription under the Public Offer.

(v) the desire for an optimal Shareholder base;

(vi) the likelihood that particular Applicants will be long-term Shareholders;

(vii) the desire for an informed and active market for trading of Shares; and

(viii) if the Applicant is an existing Shareholder:

(A) the size of the Applicant's Shareholding;

(B) the extent to which the Applicant has sold or purchased Shares since the Record Date;

(C) whether the Applicant appears to have multiple registered holdings; and

(D) the extent to which the Applicant applied to participate in the Priority Offer and was allocated Shares under the Priority Offer.

There is no guarantee that Applications for Shares under the Public Offer will be satisfied in full. Excess Application Monies under the Public Offer will be refunded (without interest). It is a term of the Public Offer that, should the Company scale back Applications for Shares in accordance with the allocation policy described above, an Applicant will be bound to accept such lesser number of Shares allocated to them.

2.3 Issue and dispatch

Subject to the Corporations Act and the Listing Rules, the Company intends to issue the Securities under the Offers as soon as practicable after the First Issue Application Date and Closing Date (as applicable). Security holding statements will be dispatched as soon as possible after the issue of the Securities under the Offers.

2.4 Application Monies held on trust

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

2.5 ASX quotation

The Company intends to submit an Appendix 2A for Official Quotation of the Shares being issued pursuant the Priority Offer and Public Offer in two tranches on or around 20 October 2023 (in respect of the first issue) and 31 October 2023 (in respect of the second issue, if required).

In any event, application will be made to ASX no later than 7 days after the date of this Prospectus for official quotation of the Shares under the Priority Offer and Public Offer. If

permission is not granted by ASX for the Official Quotation of the Shares offered by this Prospectus within 3 months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

The Company does not intend to apply for quotation of the Lead Manager Options.

2.6 CHESS

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

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares. If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

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

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

2.7 International Offer restrictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus, and any accompanying Application Form, do not, and are not intended to, constitute an offer of Securities in any jurisdiction in which it would be unlawful. In particular, this Prospectus, and any accompanying Application Form, may not be distributed to any person, and the Securities offered under this Prospectus may not be offered or sold, in any country outside Australia.

2.8 Risk factors

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

2.9 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Securities under this Prospectus. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders or potential investors. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Securities under this Prospectus.

2.10 Major activities and financial information

A summary of the major activities and financial information relating to the Company can be found in the Company's annual report for the year ended 30 June 2023 lodged with ASX on 29 September 2023 (**Annual Report**). The Company has made continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report.

Copies of the Annual Report are available free of charge from the Company. The Directors strongly recommend that Applicants review this document and all other announcements prior to deciding whether or not to participate in the Offers.

2.11 Privacy

Applicants will be providing personal information to the Company (directly or by the Company's share registry) on the Application Forms. The Company collects, holds and will use that information to assess the Application, service Shareholders' needs, facilitate distribution payments and corporate communications to Shareholders and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

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

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

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests can be made in accordance with Principle 12 of the Australian Privacy Principles and may be made in writing to the Company's registered office.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

2.12 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Joint Company Secretaries by email to **enquiry@jindalee.net**.

3. Effect of the Offers

3.1 Capital structure on completion of the Offers

Assuming that no existing Options are exercised, the effect of the Offers on the Company's issued capital as at the date of this Prospectus is as shown in the following table.

Capital Structure	Existing	Upon completion
Existing Securities on issue	57,378,966	57,378,966
Maximum Shares to be issued under the Offers(1)	-	3,930,000
Total Shares	**57,378,966**	**61,308,966**
Options(2)	5,400,000	5,400,000
Lead Manager Options(3)	-	500,000
Fully diluted Share capital	**62,778,966**	**67,208,966**

Notes:

1. Assumes the Offers are fully subscribed.
2. 5,400,000 unquoted Options comprising:
   (a) 375,000 Options exercisable at $0.40 each and expiring on 30 June 2025;
   (b) 1,000,000 Options exercisable at $0.50 each and expiring on 30 June 2025;
   (c) 1,500,000 Options exercisable at $3.78 each and expiring on 28 July 2025;
   (d) 125,000 Options exercisable at $5.00 each and expiring on 25 January 2026;
   (e) 500,000 Options exercisable at $3.32 each and expiring on 30 November 2025;
   (f) 1,000,000 Options exercisable at $3.50 each and expiring on 22 March 2024;
   (g) 500,000 Options exercisable at $3.63 each and expiring 22 March 2026; and
   (h) 400,000 Options exercisable at $3.50 each and expiring 10 July 2026.
3. 500,000 Options to the Lead Manager exercisable at $2.10 each and expiring 3 years from the date of the issue. Refer to Section 5.15 for a summary of the material terms and conditions of the Lead Manager Mandate.

3.2 Effect of the Offers on control of the Company

Lindsay Dudfield is the Executive Director and a substantial shareholder, holding a relevant interest in 25.7% of the issued share capital of the Company.

At the date of this Prospectus, Mr Dudfield has indicated to the Company that he intends (subject to shareholder approval) to subscribe for 80,000 Shares under the Priority Offer.

Section 606(1) of the Corporations Act prohibits a person, unless an exception applies, from increasing their voting power in the Company:

(a) from 20% or below to above 20%; or

(b) from a starting point of above 20% and below 90%.

Despite Mr Dudfield subscribing for 80,000 Shares under the Priority Offer, Mr Dudfield's voting power in the Company will be diluted and, as a result, the Company does not anticipate that the Offers will have a material effect on the control of the Company.

3.3 Use of funds

As at the date of this Prospectus, the Company has current cash of approximately $652,725.

The table below sets out the proposed use of funds to be deployed over the next six to 12 months upon completion of the Public Offer exclusively, and on completion of both the Priority Offer and Public Offer:

Proposed use	$3.5 (million)	%	$5.5 (million)	%
McDermitt Lithium Project				
Metallurgical Testwork	900,000	25.7	1,400,000	25.5
Pre-Feasibility Study	1,500,000	42.9	1,500,000	27.3
Exploration expenditure – in and on ground (drilling, sampling, geologists etc)	700,000	20.0	1,300,000	23.6
Heritage and environmental	100,000	2.9	400,000	7.3
Other				
General working capital(1)	0	0.0	577,000	10.5
Estimated expenses of the Offers(2)	300,000	8.6	323,000	5.9
Total	**3,500,000**	**100**	**5,500,000**	**100**

Notes:

1. Working capital includes but is not limited to corporate office, administration, staff and operating costs, directors' fees, executive fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs.
2. Refer to Section 5.16 for details.
3. The above table is a statement of current intentions as of the date of this Prospectus. Due to market conditions and/or any number of other factors (including the risk factors outlined in Section 4) actual expenditure levels may differ significantly to the above estimates. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the way capital is spent.

If less than the full subscription of $5,500,000 (before costs) is obtained, funds will be applied first to payment of the expenses of the Offers, and thereafter in the order depicted in the use of funds table. If less than $3,500,000 (before costs) is raised in aggregate under the Offers, it may be necessary for the Company to delay or curtail its activities, or consider alternatives means of raising capital in order to continue those activities and satisfy its business objectives over the next six to 12 months.

3.4 Pro-forma statement of financial position

As at the date of this Prospectus, the Company has current cash of approximately $652,725.

Set out below is:

(a) the audited consolidated statement of financial position of the Company Group as at 30 June 2023 (**Balance Date**);

(b) the unaudited effect of the Offers (assuming the Offers are fully subscribed); and

(c) the unaudited consolidated pro-forma statement of financial position of the Group at the Balance Date adjusted to reflect paragraph 3.4(b) as described further in the notes below (**Pro Forma Balance Sheet**).

The Pro Forma Balance Sheet has been prepared to provide Shareholders with information on the assets and liabilities of the Company Group and the pro forma assets and liabilities of the Company Group as at the Balance Date, and should be read together with the explanatory notes below. The historical and pro forma information is presented in abbreviated form and does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

The pro-forma information has been prepared based on the following assumptions:

(a) the Offers are fully subscribed, with a total of $5,500,000 (before costs) raised from the Offers;

(b) the fees payable to Canaccord in connection with its role as Lead Manager comprise:

  (i) $275,000 paid in cash in respect of the Priority Offer and Public Offer; and

  (ii) the issue of 500,000 Lead Manager Options that form part of the Lead Manager fees, which have a value of $0.856 per Lead Manager Option based on a Black Scholes model; and

(c) other expenses associated with the Offers will be approximately $48,000 (for further details please see Section 5.16).

	Audited as at 30 June 2023	Effect of Offers	Pro Forma Balance Sheet at Balance Date
	$	$	$
	(Note 1)	(Note 2)	
Current assets			
Cash and cash equivalents	2,241,925	5,177,294	7,419,219
Trade and other receivables	79,188	0	79,188
Total current assets	2,321,113	5,177,294	7,498,407

	Audited as at 30 June 2023	Effect of Offers	Pro Forma Balance Sheet at Balance Date
	$ (Note 1)	$ (Note 2)	$
Non-current assets			
Other receivables	0	0	0
Property, plant and equipment	359,200	0	359,200
Right of use assets	54,541	0	54,541
Exploration and evaluation assets	11,300,580	0	11,300,580
Investment in Associate	2,320,762	0	2,320,762
Financial assets at fair value through profit and loss	2,032,100	0	2,032,100
Total non-current assets	16,067,183	0	16,067,183
Total assets	18,388,296	5,177,294	23,565,590
Current liabilities			
Trade and other payables	511,265	0	511,265
Provision for annual leave	0	0	0
Lease liabilities	58,987	0	58,987
Total current liabilities	570,252	0	570,252
Non-current liabilities			
Provision for long service leave	0	0	0
Total non-current liabilities	0	0	0
Total liabilities	570,252	0	570,252
Net assets	17,818,044	5,177,294	22,995,338
Equity			
Issued Capital	21,326,715	5,177,294	26,504,009

	Audited as at 30 June 2023	Effect of Offers	Pro Forma Balance Sheet at Balance Date
	$ (Note 1)	$ (Note 2)	$
Accumulated losses	-10,065,688	(428,000)	-10,493,688
Reserves	6,557,017	428,000	6,985,017
Total equity	17,818,044	5,177,294	22,995,338

Notes:

1. The position of the Company as at the Balance Date as set out in the Annual Report.
2. The pro forma adjustment reflects the increase in cash and issued capital based on the raising of $5,500,000 less the expenses of the Offers set out in Section 5.16 and the issue of 500,000 Lead Manager Options as set out in Section 3.4(b).

3.5 Market price of Shares

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

Highest:	$2.10 per Share on 17 July 2023
Lowest:	$1.57 per Share on 10 October 2023

The latest available closing price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was $1.72 per Share on 11 October 2023.

4. Risk factors

The Securities offered under this Prospectus should be considered speculative because of the nature of the business activities of the Company and no assurances can be made that the Company or the McDermitt Lithium Project will be successful. Potential investors should consider whether the Securities offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out below.

This list is not exhaustive and potential investors should read this Prospectus in its entirety and if in any doubt consult their professional adviser before deciding whether to participate in the Offers.

4.1 Risks specific to an investment in the Company

Applicants should be aware of the risks specific to an investment in the Company, which may include, but are not limited to those risks described below.

(a) Permitting and regulatory risks

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, Native American and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities, including those required to undertake the further exploration activities for which funds are being raised under the Offers.

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

(b) Exploration and study risks

The McDermitt Lithium Project is at a relatively early stage of exploration and development. Potential investors should understand that mineral exploration and development are high-risk undertakings.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, Native American matters, permitting, changing government regulations and many other factors beyond the control of the Company.

The McDermitt Lithium Project is a sediment-hosted lithium deposit and the Company is not aware of any commercially operating lithium sediment presently anywhere in the world. While Jindalee has undertaken initial metallurgical testwork on samples from the McDermitt Lithium Project, it has yet to finally determine the optimal flowsheet for lithium production from the Project or whether such production can be undertaken on an economically attractive basis or at all. These issues will be the subject of a Pre-Feasibility Study that will be partially funded from the proceeds received under the Offer.

There can be no assurance that the results of the Pre-Feasibility Study will support a decision to develop the McDermitt Lithium Project.

In the event that exploration and study programmes prove to be unsuccessful this could lead to a diminution in the value of the McDermitt Lithium Project, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral claims comprising the McDermitt Lithium Project.

(c) **Future capital requirements**

The Company will require further financing in the future, in addition to amounts raised under the Offer.

Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

As an exploration entity, the Company is making a loss, meaning it is reliant on raising funds from investors or lenders in order to continue to fund its operations and to scale growth.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, the Company may be required to reduce the scope of its activities, which could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

The Company may undertake additional offerings of Shares and of Securities convertible into Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such Shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.

(d) **Acquisition and disposal of projects**

The Company may acquire new projects or divest some or all of its interest in the McDermitt Lithium Project in the future. There can be no guarantee that any new project acquisition will eventuate from these pursuits, or that any acquisitions will result in a return for Shareholders.

The Directors will use their expertise and experience in the energy and resources sector to assess the value of potential projects that have characteristics that are likely to provide returns to Shareholders, however, Shareholders should be aware that future acquisitions and the cost of funding exploration on future projects will likely contribute directly or indirectly to the issue of further Shares, which in turn will further dilute Shareholders' interest in the Company and deplete the Company's cash.

(e) **Tenure risks – United States**

Interests in exploration and mining claims and permits in the United States are governed by relevant mining laws and are evidenced by the granting of patented mining claims, unpatented mining claims and state exploration permits. Each mining claim and permit is subject to various conditions which must be complied with.

The Company will follow the mandated processes under the relevant state and federal United States legislation to ensure continuity of its mining tenure and planned activities. However, the Company could lose title to, or its interest in, its current mining claims (or any additional mining claims, permits or other interests acquired by the Company in the future) if the conditions attaching to the claim or permit are not satisfied or if the permits are not renewed.

(f) **Environmental risks**

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

(g) **Reliance on key management**

The Board is aware of the need to have sufficient management to properly supervise the exploration and (if successful) for the development of the McDermitt Lithium Project.

The Company is reliant on a number of key personnel employed or engaged by the Company. Loss of such personnel may have a materially adverse impact on the performance of the Company.

(h) **Sovereign risks**

The McDermitt Lithium Project is located in the United States of America and is subject to the risks associated in operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, labour relations as well as government control over natural resources or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

Any future material adverse changes in government policies or legislation in the United States that affect foreign ownership, exploration, development or activities of companies involved in exploration and production, may affect the viability and profitability of the Company.

(i) **Development risks**

Possible future development of a mining operation at the McDermitt Lithium Project is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary permits and approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical

failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services'.

If the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of the McDermitt Lithium Project and treatment of ore.

(j) **Resource estimates**

Resource estimates are an expression of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(k) **Commodity and currency price risks**

Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for gold, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

4.2 General risks

(a) **Economic**

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

(b) **Share market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

(i) general economic outlook;

(ii) introduction of tax reform or other new legislation;

(iii) interest rates and inflation rates;

(iv) changes in investor sentiment toward particular market sectors;

(v) the demand for, and supply of, capital; and

(vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Taxation**

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

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

(d) **Litigation risks**

The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any material litigation.

(e) **Reliance on key personnel**

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

(f) **Insurance**

Insurance against all risks associated with the Company's business is not always available or affordable. The Company maintains insurance where it is considered appropriate for its needs however it will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

(g) **Climate change risks**

Climate change is a risk the Company has considered, particularly related to its operations in the mining industry. The climate change risks particularly attributable to the Company include:

(i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and

limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and

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

4.3 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by prospective investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus. Therefore, the Securities carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities or the Company's Shares.

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the Securities.

5. Additional information

5.1 Rights and liabilities attaching to Shares

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

(a) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

(i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

(iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder will, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares will have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which will be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend will carry interest as against the Company.

Subject to the Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(e) **Shareholder liability**

As the Shares 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.

(f) **Transfer of Shares**

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

(g) **Variation of rights**

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(h) **Alteration of 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. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

5.2 Rights and liabilities attaching to Lead Manager Options

The Lead Manager Options (referred to as "**Options"** for the purpose of this Section 5.2) will be issued on the following terms and conditions:

(a) **Entitlement**

Each Option gives the holder the right to subscribe for one Share.

(b) **Expiry Date**

The Options will expire at 5:00pm (WST) on the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) **Issue price**

The Options will be issued at a total aggregate issue price of $0.50.

(d) **Exercise Price**

The amount payable upon exercise of each Option is $2.10 per Option (**Exercise Price**).

(e) **Exercise**

A holder may exercise their Options by lodging with the Company, before the Expiry Date:

(i) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and

(ii) an electronic funds transfer for the Exercise Price for the number of Options being exercised.

(f) **Exercise Notice**

An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 100,000 must be exercised on each occasion.

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days (as that term is defined in the Listing Rules) of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

(h) **Transferability**

The Options will not be transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and the Listing Rules.

(i) **Ranking of Shares**

All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank equally in all respects with other Shares.

(j) **Quotation**

(i) The Company will not apply for quotation of the Options.

(ii) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 5 Business Days (as that term is defined in the Listing Rules) after the date of allotment of those Shares.

(k) **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the holders of Options will be varied in accordance with the Listing Rules.

(l) **Dividend rights**

An Option does not entitle the holder to any dividends.

(m) **Voting rights**

An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

(n) **Entitlements and bonus issues**

Subject to the rights under paragraph (o), holders of Options will not be entitled to participate in new issues of capital offered to Shareholders such as bonus issues and entitlement issues.

(o) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder of Options would have received if the holder had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(p) **Return of capital rights**

The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding-up**

The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

(r) **Takeovers prohibition**

The exercise of Options is subject to and conditional on the issue of Shares on exercise of such Options not resulting in any person being in breach of section 606(1) of the Corporations Act. The Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.

(s) **No other rights**

An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

(t) **Amendments required by ASX**

The terms of the Options may be amended as considered necessary by the Board in order to comply with the Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

(u) **Constitution**

Upon the issue of Shares on exercise of the Options, the holder will be bound by the Company's constitution.

5.3 Proposed Name Change

At the forthcoming Annual General Meeting, approval is to be sought for a change of the name of the Company to 'Jindalee Lithium Limited'.

5.4 Company is a disclosing entity

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

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements, accompanied by a Directors' statement and report and an audit review or report. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.5 below).

5.5 Copies of documents

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

(a) the Annual Report for the period ending 30 June 2023 as lodged with ASX on 29 September 2023; and

(b) the continuous disclosure notices given by the Company to notify ASX of information relating to the Company since the Company lodged its Annual Report and before the date of issue of this Prospectus which are as follows:

Date	Subject of Announcement
12/10/2023	Trading Halt
09/10/2023	Drilling to Commence at McDermitt Lithium Project
04/10/2023	Annual General Meeting Details
29/09/2023	Annual Mineral Resources Statement
29/09/2023	Appendix 4G
29/09/2023	Corporate Governance Statement
29/09/2023	Full Year Statutory Accounts

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

(a) this Prospectus;

(b) the Constitution; and

(c) the consents referred to in Section 5.17 and the consents provided by the Directors to the issue of this Prospectus.

5.6 Information excluded from continuous disclosure notices

As at the date of this Prospectus, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules and which is required to be set out in this Prospectus.

5.7 Determination by ASIC

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

5.8 Dividend policy

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

5.9 Substantial Shareholders

Based on available information as at the date of this Prospectus, the persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are as follows:

Substantial Shareholder[(1)]	Shares	Voting power %
Mr LG Dudfield <LG Dudfield Pension Fund A/C>[(2)]	14,745,365	25.7
Kale Capital Corporation Limited	4,151,629	7.2
Perennial Value Management Limited	3,155,770	5.5

Notes:

1. As at the date of this Prospectus, the Directors anticipate that following completion of the Offers, other than Mr LG Dudfield, Kale Capital Corporation Limited and Perennial Value Management Limited, no persons (together with their associates) will have a relevant interest in 5% or more of the Shares on issue.
2. These Shares are held by Director, Mr Dudfield who holds a relevant interest directly, and indirectly via the LG Dudfield Pension Fund.

5.10 Directors' interests

Except as disclosed in this Prospectus, no Director and no firm in which a Director or proposed director is a partner:

(a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Securities offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Securities offered under this Prospectus; or

(b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Securities offered under this Prospectus.

5.11 Directors' interests in Securities

The Directors have the following relevant interests in Securities as at the date of this Prospectus:

Directors	Shares	Voting power %	Options
Justin Mannolini[(1)]	750,000	1.3%	Nil
Lindsay Dudfield[(2)]	14,745,365	25.7%	Nil
Darren Wates[(3)]	Nil	0%	500,000
Paul Brown[(4)]	Nil	0%	500,000

Notes:

1. The Securities in which Mr Mannolini holds a relevant interest are as follows:
   (a) 650,000 Shares held directly; and
   (b) 100,000 Shares held indirectly via Sliphox Holdings Pty Ltd ATF the Mannolini Super Fund (of which Mr Mannolini is a beneficiary).
2. The Securities in which Mr Dudfield holds a relevant interest are as follows:
   (a) 1,669,500 Shares held directly; and
   (b) 13,075,865 Shares held directly, and indirectly via the LG Dudfield Pension Fund.
3. The Securities in which Mr Wates holds a relevant interest are held indirectly via Beachswing Pty Ltd ATF the Varenna Trust (of which Mr Wates is a director and shareholder) and comprise of 500,000 unquoted Options exercisable at $3.32 each and expiring on 30 November 2025.
4. The Securities in which Mr Brown holds a relevant interest are held directly and comprise of 500,000 unquoted Options exercisable at $3.63 each and expiring on 22 March 2026.

5.12 Remuneration of Directors

The Constitution provides that the non-executive Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Shareholders in general meetings, to be divided among the Directors as the Directors shall determine, and in default of agreement then in equal shares. The maximum aggregate amount of fees payable to Directors is currently set at $350,000 per annum, as approved by Shareholders at the annual general meeting held on 30 November 2022.

The remuneration of the executive Directors must, subject to the provisions of any contract between each of them and the Company, be fixed by the Directors. As at date of this Prospectus, the Company has one executive Director, Lindsay Dudfield (Executive Director and Chief Executive Officer). Mr Dudfield is remunerated pursuant to the terms and conditions of a consultancy agreement entered into with Mr Dudfield and Jopan Management Pty Ltd trading as Western Geological Services. Under the consultancy agreement, Mr Dudfield is entitled to a payment of $1,000 per day (inclusive of all entitlements) in respect of work performed for the Company.

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

The table below sets out the remuneration provided to the Directors (and/or their associated companies) for the financial year ending 30 June 2023:

Director	Cash Salary & Fees $	Superannuation $	Options	Total $
Justin Mannolini	50,000	5,250		55,250
Lindsay Dudfield	203,125	0.00		203,125
Darren Wates	45,467	4,774	534,500	584,741
Paul Brown	30,027	3,153	245,706	278,886

5.13 Related party transactions

Some of the Directors of the Company have committed to subscribe for Shares under the Priority Offer as follows:

(a) Paul Brown intends to subscribe for 40,000 Shares;

(b) Darren Wates intends to subscribe for 40,000 Shares;

(c) Lindsay Dudfield intends to subscribe for 80,000 Shares; and

(d) Justin Mannolini intends to subscribe for 15,000 Shares.

All the Shares proposed to be subscribed for by the Directors will be subject to Shareholder approval at the annual general meeting to be held in November 2023.

There are no related party transactions involved in the Offers that are not otherwise described in the Prospectus.

5.14 Interests of other persons

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

(a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Offers or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or

(b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Offer.

5.15 Lead Manager Mandate

On 29 May 2023, the Company entered into a mandate with Canaccord Genuity (Australia) Limited (**Canaccord**) for the provision of lead manager services and bookrunner services, including the coordination and management of the Priority Offer and Public Offer (**Lead Manager Mandate**).

Under the Lead Manager Mandate (as varied), Canaccord will receive the following fees in connection with its role as Lead Manager:

(i) capital raising cash fees of $25,000 in addition to 4% in respect of funds raised under the Public Offer excluding GST (less any Public Offer proceeds subscribed for by a particular sophisticated investor);

(ii) a 2% management fee in cash in respect of funds raised under the Priority Offer and Public Offer (excluding GST); and

(iii) the Lead Manager Options.

The Lead Manager Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

5.16 Expenses of Offers

The estimated costs of the Offers (assuming the Offers are fully subscribed) are approximately as follows (excluding GST):

Estimated expenses of the Offer	$
ASIC lodgement fee	3,206
ASX quotation fee	15,500
Lead Manager fees	275,000
Legal and preparation expenses	25,000
Printing, mailing and other expenses	4,000
TOTAL	**$322,706**

5.17 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Securities under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

(a) has not authorised or caused the issue of this Prospectus or the making of the Offer;

(b) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and

(c) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Hamilton Locke has given its written consent to being named in this Prospectus as the solicitors to the Company. Hamilton Locke has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Canaccord Genuity (Australia) Limited has given its written consent to being named in this Prospectus as lead manager to the Offers. Canaccord Genuity (Australia) Limited has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Advanced Share Registry has given its written consent to being named in this Prospectus as the Share Registry to the Company. Advanced Share Registry has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

6. Authorisation

This Prospectus is authorised by each of the Directors of the Company.

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



Justin Mannolini

Non-Executive Chair
Dated: 13 October 2023

7. Glossary of terms

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

$	means Australian dollars.
Annual Report	means the annual financial report of the Company for the period ending 30 June 2023 as lodged with ASX on 29 September 2023.
Applicant	means a person who submits an Application Form.
Application	means a valid application for Securities made on an Application Form.
Application Form	means any or all of the Priority Offer Application Form and the Public Offer Application Form attached to or accompanying this Prospectus (including any electronic application form provided by an online application facility).
Application Monies	means the amount of money submitted or made available by an Applicant in connection with an Application.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	means the Directors meeting as a board.
CHESS	means ASX Clearing House Electronic Sub-registry System.
Closing Date	means the closing date for the Offers, being 27 October 2023, as may be varied.
Company	means Jindalee Resources Limited (ACN 064 121 133).
Company Group	means the Company and its subsidiary.
Constitution	means the constitution of the Company as at the date of this Prospectus.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended from time to time.
Directors	mean the directors of the Company as at the date of this Prospectus.
Eligible Securityholders	means a person registered as the holder of Shares or Options as at the Record Date, making them eligible to participate in the Priority Offer.
First Issue Application Date	means the date for receipt of applications for the first issue of Securities under the Offers, being 18 October 2023, as may be varied.
First Issue Date	means the date on which the first issue of Securities under the Offers is made to Applicants who provide Applications prior to the

	First Issue Application Date, being 20 October 2023, as may be varied.
Issuer Sponsored	means Securities issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.
Lead Manager or Canaccord	means Canaccord Genuity (Australia) Limited (ACN 075 071 466).
Lead Manager Mandate	has the meaning given in Section 5.15.
Lead Manager Options	means 500,000 Options on the terms and conditions in Section 5.2.
Lead Manager Options Offer	means the offer to the Lead Manager or its nominees of the Lead Manager Options.
Lead Manager Options Offer Application Form	means the application form to apply for Lead Manager Options under the Lead Manager Options Offer.
Listing Rules	means the official listing rules of ASX as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
Offers	means the Priority Offer, Public Offer and Lead Manager Options Offer, and **Offer** means any one of such offers, as applicable.
Official List	means the official list of ASX.
Official Quotation	means quotation of Shares on the Official List.
Options	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.
Priority Offer	means the offer to Eligible Securityholders of up to 1,430,000 Shares at an issue price of $1.40 per Share to raise up to $2,000,000 (before costs).
Priority Offer Application Form	means the application form to apply for Shares under the Priority Offer.
Prospectus	means this prospectus dated 13 October 2023.
Public Offer	means the offer to Public Offer Participants of up to 2,500,000 Shares at an issue price of $1.40 per Share to raise up to $3,500,000 (before costs).
Public Offer Application Form	means the application form to apply for Shares under the Public Offer.
Public Offer Participants	certain retail investors and certain new institutional and sophisticated investors invited by the Company or the Lead Manager to participate in the Public Offer.

Record Date	means 5:00pm (WST) on 12 October 2023.
Section	means a section of this Prospectus.
Second Issue Date	means the second and final issue of Shares under the Offers.
Securities	means any securities, including Shares or Options issued or granted by the Company.
Shares	means ordinary fully paid shares in the capital of the Company.
Shareholder	means a holder of Shares.
Share Registry	means Advanced Share Registry (ACN 127 175 946).
WST	means Western Standard Time.