

**REDIVIUM LIMITED**  
**ACN 099 862 129**

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**ENTITLEMENT ISSUE PROSPECTUS**

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This Prospectus contains an offer for a pro-rata non-renounceable entitlement issue of one (1) Share for every one (1) Share held by those Shareholders registered at the Record Date at an issue price of \$0.001 per Share to raise up to approximately \$3,394,355 (based on the number of Shares on issue as at the Record Date) (**Entitlement Offer**).

Euroz Hartleys Limited (AFSL 230 052) and Leeuwin Wealth Pty Ltd (CAR of AFSL 485 946) have been appointed as Joint Lead Managers to the Entitlement Offer. Refer to Section 6.4 for details regarding the terms of the Joint Lead Manager Mandate.

This Prospectus also contains an offer of Shares to the Joint Lead Managers (**Joint Lead Manager Offer**). Refer to Section 2.2 for details of this secondary offer.

**IMPORTANT NOTICE**

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Shares offered by this Prospectus should be considered as highly speculative.

**Not for release to US wire services or distribution in the United States, except to existing Shareholders with a registered address in the United States.**

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## IMPORTANT NOTICE

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This Prospectus is dated 2 December 2024 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, 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 this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares offered by this Prospectus should be considered as highly speculative.

Applications for Shares offered pursuant to this Prospectus can only be made by an original Entitlement and Acceptance Form or Shortfall Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

### No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Shares under this Prospectus to determine whether it meets your objectives, financial situation and needs.

### 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 expected to take place.

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 Company's management.

The Company cannot and does 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 Company has 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 5.

### Overseas shareholders

This Entitlement Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. In particular, the Shares have not been, and will not be, registered under US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Entitlement Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia, New Zealand, the United Kingdom, the European Union, Bermuda, British Virgin Islands, China, Hong Kong, Malaysia and the United States of America.

For further information on overseas Shareholders please refer to Section 2.10.

### Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Shares.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this

Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

### Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at [www.redivium.com](http://www.redivium.com). If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australia or New Zealand resident and must only access this Prospectus from within Australia or New Zealand.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on + 61 8 9324 3388 during office hours or by emailing the Company at the following e-mail [info@redivium.com](mailto:info@redivium.com).

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

### Company Website

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

### Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

### Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future

reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

### Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 8.

All references to time in this Prospectus are references to Australian Western Standard Time.

### Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

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

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

### Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. **Should you have any questions about the Entitlement Offer or how to accept the Entitlement Offer please call the Offer Information Line on 1300 850 505 (within Australia), or +61 3 9415 4000 (outside Australia) at any time between 8:30am and 5:00pm (Sydney time) Monday to Friday during the Offer period.**

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## CORPORATE DIRECTORY

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### Directors

Jonathan Murray  
*Non-Executive Chairman*

Michael O-Leary-Collins  
*Executive Director & Chief Executive Officer  
(Europe)*

Andrew Umbers  
*Non-Executive Director*

### Company Secretary

Mindy Ku

### Registered Office

Level 12  
197 St Georges Terrace  
PERTH WA 6000

Email: [info@redivium.com](mailto:info@redivium.com)

Website: [www.redivium.com](http://www.redivium.com)

### ASX Code

RIL

### FSE Symbol

HR90

### Auditor

Hall Chadwick  
283 Rokeby Road  
SUBIACO WA 6008

### Share Registry\*

Computershare  
Level 17  
221 St Georges Terrace  
PERTH WA 6000

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

### Joint Lead Managers

Euroz Hartleys Limited  
Level 37, QV1 Building  
250 St Georges Terrace  
PERTH WA 6000

Leeuwin Wealth Pty Ltd  
Suite 1  
1292 Hay Street  
WEST PERTH WA 6005

### Legal Advisers

Steinepreis Paganin  
Level 14, QV1 Building  
250 St Georges Terrace  
PERTH WA 6000

\*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

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## 1. KEY OFFER INFORMATION

### 1.1 Timetable

EVENT	DATE
Announcement of Entitlement Offer and lodgement of Appendix 3B	Thursday 28 November 2024
Lodgement of Prospectus with the ASIC & ASX	Pre-market open on Monday 2 December 2024
Ex date	Wednesday 4 December 2024
Record Date for determining Entitlements	Thursday 5 December 2024
Offers opening date, Prospectus sent out to Shareholders and Company announces this has been completed	Tuesday 10 December 2024
Last day to extend the Entitlement Offer Closing Date	Tuesday 17 December 2024
Entitlement Offer Closing Date as at 5:00pm AWST	Friday 20 December 2024
Announcement of results of the Entitlement Offer ASX notified of under subscriptions	Tuesday 24 December 2024
Issue date of Shares and lodgement of Appendix 2A with ASX applying for quotation of the Shares issued under the Offers	Tuesday 31 December 2024
Joint Lead Manager Offer Closing Date as at 5:00pm AWST	Tuesday 31 December 2024
Quotation of Shares issued under the Offers	Thursday 2 January 2025

\*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Shares are expected to commence trading on ASX may vary.

\*All dates are indicative and subject to change. The Company reserves the right to alter this timetable at any time.

### 1.2 Key statistics of the Entitlement Offer

#### Shares

##### Minimum Subscription

	MINIMUM SUBSCRIPTION (\$1,000,000) <sup>1</sup>
Entitlement Offer Price per Share	\$0.001
Entitlement Ratio (based on existing Shares)	1:1
Shares on issue <sup>1</sup>	3,394,355,462
Shares to be issued under the Entitlement Offer <sup>1, 2</sup>	1,000,000,000
Gross proceeds of the issue of Shares under the Entitlement Offer	\$1,000,000
<b>Shares on issue Post-Entitlement Offer</b>	<b>4,394,355,462</b>

#### Notes:

1. Does not include Shares that may be issued to the Joint Lead Managers under the Joint Lead Manager Offer. Refer to Section 1.7 for further details.
2. Refer to Section 4 for the terms of the Shares.

## Full Subscription

	<b>FULL SUBSCRIPTION (\$3,394,355)</b>
Entitlement Offer Price per Share	\$0.001
Entitlement Ratio (based on existing Shares)	1:1
Shares on issue <sup>1</sup>	3,394,355,462
Shares to be issued under the Entitlement Offer <sup>1</sup>	3,394,355,462
Gross proceeds of the issue of Shares under the Entitlement Offer	\$3,394,355
<b>Shares on issue Post-Entitlement Offer</b>	<b>6,788,710,924</b>

### Notes:

1. Refer to Section 4 for the terms of the Shares.

### 1.3 Summary of the Entitlement Offer

The Entitlement Offer is being made as a non-renounceable entitlement issue of one (1) Share for every one (1) Share held by Eligible Shareholders registered at the Record Date at an issue price of \$0.001 per Share to raise up to approximately \$3,394,355 (before costs).

In determining to proceed with an equity capital raising in the form of the Entitlement Offer, the Board had regard to a number of factors including, but not limited to, the availability of alternative means funding, the Company's urgent requirement for additional capital to fund future operations and the Company's ability to undertake a capital raising with relative price certainty and indicative support from existing Shareholders and the Joint Lead Managers.

The Entitlement Offer is a pro-rata offer made to all Shareholders. Accordingly, any acquisitions of Shares under the Entitlement Offer will be made in accordance with item 10 of section 611 of the Corporations Act.

Further details in respect of the Entitlement Offer are set out in Section 2.

### 1.4 Key Risk Factors

Prospective investors should be aware that subscribing for Shares involves a number of risks and an investment in the Company should be considered as highly speculative. The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 5.

The material / key risks relating to the Company and the Entitlement Offer are summarised below:

<b>RISK</b>	<b>DESCRIPTION</b>	<b>FURTHER INFORMATION</b>
<b>Potential for dilution</b>	Risks relating to the dilutionary impacts of the Entitlement Offer.	Section 5.2
<b>Additional requirements for capital</b>	Risks relating to the future capital requirements of the Company and its ability to obtain suitable funding on acceptable terms.	Section 5.2
<b>Going concern</b>	Risks relating to the Company continuing as a going concern	Section 5.2
<b>Project development</b>	Risks relating to the development of the Company's projects	Section 5.2

<b>Feedstock supply</b>	Risks relating to the Company's ability to maintain and gain further feedstock supply commitments	Section 5.2
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## 1.5 Directors' Interests in Securities

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

DIRECTOR	SHARES	OPTIONS	VOTING POWER	SHARE ENTITLEMENT	\$
Jonathan Murray	27,839,436	35,000,000	0.82%	27,839,436 <sup>1</sup>	\$27,839
Michael O'Leary-Collins	647,500,653 <sup>2</sup>	Nil	19.08%	647,500,653 <sup>3</sup>	\$647,500
Andrew Umbers	2,425,000	20,000,000	0.071%	2,425,000	\$2,425

### Notes:

- Mr Murray has indicated that he will take up his full Entitlement.
- Held indirectly by substantial holder Greenhouse Investments Limited (of which Mr O'Leary-Collins is the sole director and beneficiary).
- Mr O'Leary-Collins has indicated that he intends to apply for \$60,000 worth of Shares under the Entitlement Offer. Notwithstanding their present intention, Mr O'Leary-Collins is entitled to take up their full entitlement under the Entitlement Offer.
- Mr Umbers has indicated that he will not take up any of his Entitlement.

The Board recommends all Shareholders take up their Entitlements. The Director reserves the right to take up their respective Entitlement in whole or in part at their discretion.

## 1.6 Details of Substantial Holders

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

SHAREHOLDER	SHARES	%
Neometals Investments Pty Ltd <sup>1</sup>	879,812,014	25.92%
Greenhouse Investments Limited <sup>2</sup>	647,500,653	19.08%

### Notes:

- Neometals Investments Pty Ltd is a wholly owned subsidiary of Neometals Ltd (ASX:NMT) and has indicated that it intends to apply for \$125,000 worth of Shares under the Entitlement Offer. Notwithstanding their present intention, Neometals Investments is entitled to take up their full Entitlement under the Entitlement Offer.
- Greenhouse Investments Limited (of which Director Michael O'Leary-Collins is the sole director and beneficiary) has indicated that it intends to apply for \$60,000 worth of Shares under the Entitlement Offer. Notwithstanding their present intention, Greenhouse Investments is entitled to take up their full Entitlement under the Entitlement Offer.

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Entitlement Offer.

## 1.7 Joint Lead Managers

Euroz Hartleys Limited (AFSL 230 052) and Leeuwin Wealth Pty Ltd (CAR of AFSL 485 946) have been appointed as joint lead managers to the Entitlement Offer (**Joint Lead Managers**). Refer to Section 5.4 for details regarding the terms of the Joint Lead Manager Mandate.

The Joint Lead Managers will be paid (divided equally):

- a capital raising fee equal to 6% of the total gross amount raised under the Entitlement Offer;
- a corporate advisory fee of \$60,000 payable on the following terms:



- (i) if only the minimum subscription of \$1,000,000 is raised under the Entitlement Offer, the corporate advisory fee will be payable in Shares at a deemed issue price of \$0.001 per Share (being the issue price under the Entitlement Offer);
- (ii) if over \$2,000,000 is raised under the Entitlement Offer, the corporate advisory fee will be payable entirely in cash; and
- (iii) if between \$1,000,000 and \$2,000,000 is raised under the Entitlement Offer, the corporate advisory fee will be split proportionately between cash and Shares (as set out above, Shares will be issued at a deemed issue price of \$0.001 per Share).

Any Shares issued to the Joint Lead Managers will be issued under the Joint Lead Manager Offer. For illustrative purposes, the below table demonstrates the proportional split between cash and Shares if between \$1,000,000 and \$2,000,000 is raised under the Entitlement Offer:

AMOUNT RAISED	CASH	SHARES
\$1,000,000	Nil	60,000,000
\$1,250,000	\$15,000	45,000,000
\$1,500,000	\$30,000	30,000,000
\$1,750,000	\$45,000	15,000,000
\$2,000,000+	\$60,000	Nil

## 1.8 Effect on control of the Company

Neometals Investments Pty Ltd (**Neometals Investments**) and Greenhouse Investments Limited (**Greenhouse Investments**) are the two substantial holders of the Company (**Substantial Holders**). The issue of Shares under this Prospectus to the Substantial Holders may increase their respective interests in the Company and dilute the shareholding of other Shareholders to the extent they elect not to participate in the Entitlement Offer.

As at the date of this Prospectus:

- (a) Neometals Investments holds a voting power of 25.92% (879,812,014 Shares); and
- (b) Greenhouse Investments holds a voting power of 19.08% (647,500,653 Shares).

The Substantial Holders have indicated to the Company that they intend to participate in the Entitlement Offer in the amounts set out in the notes to the table in Section 1.6. Notwithstanding these intentions, the Company notes that the Substantial Holders are still entitled to take up their full Entitlements under the Entitlement Offer.

If all Shareholders including the Substantial Holders take up their Entitlement under the Offer, the percentage interests in the Company held by the Substantial Holders (as set out in the table in Section 1.6) will not change.

However, if some or all Shareholders other than the Substantial Holders do not take up some or all of their Entitlements under the Entitlement Offer, then the voting power of the Substantial Holders may increase and Shareholders who do not take up all of their Entitlements will have their interest in the Company diluted.

As such, Shareholders should note that if they do not participate in the Entitlement Offer and the Substantial Holders take up their full Entitlement, their holdings are likely to be diluted by 50% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

For illustrative purposes, the table below shows how the dilution may impact the holdings of Shareholders:

HOLDER	HOLDING AS AT RECORD DATE	% AT RECORD DATE	ENTITLEMENTS UNDER THE ENTITLEMENT OFFER	HOLDINGS IF OFFER NOT TAKEN UP	% POST ENTITLEMENT OFFER (MIN SUB)	% POST ENTITLEMENT OFFER (FULL SUB)
Shareholder 1	100,000,000	2.95%	100,000,000	100,000,000	2.28%	1.47%
Shareholder 2	50,000,000	1.47%	50,000,000	50,000,000	1.14%	0.74%
Shareholder 3	15,000,000	0.44%	15,000,000	15,000,000	0.34%	0.22%
Shareholder 4	4,000,000	0.12%	4,000,000	4,000,000	0.09%	0.06%
Shareholder 5	500,000	0.01%	500,000	500,000	0.01%	0.01%

**Notes:**

1. This is based on a share capital of 3,394,355,462 Shares as at the Record Date and assumes that no Shares are issued and that no Options or Performance Rights are exercised.
2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

The potential effect that the issue of the new Shares under the Entitlement Offer may have on the control of the Company is as follows:

- (a) if all Eligible Shareholders take up their Entitlements under the Entitlement Offer, the issue of Shares under the Entitlement Offer will have no effect on the control of the Company and all Shareholders will hold the same percentage interest in the Company;
- (b) in the more likely event that there is a shortfall, Eligible Shareholders who do not subscribe for their full Entitlement of Shares under the Entitlement Offer will be diluted relative to those Shareholders who subscribe for some or all of their entitlement as shown by the table above;
- (c) in the circumstance described in (b) above, Eligible Shareholders will be entitled to top-up their shareholding by subscribing for additional Shares with other unrelated investors under the Shortfall Offer, as detailed in Section 2.7.

## 1.9 Effect on voting power in and control of the Company

As set out in Section 1.8, the Substantial Holders have indicated to the Company that they intend to participate in the Entitlement Offer in the amounts set out in the notes to the table in Section 1.6. Notwithstanding these intentions, the Company notes that the Substantial Holders are still entitled to take up their full Entitlements under the Entitlement Offer.

### Neometals Investments

The table below sets out Neometals Investments' voting power in the Company following completion of the Entitlement Offer under certain scenarios relating to the percentage acceptance of Entitlements under the Entitlement Offer.

This table assumes Neometals Investments holds 879,812,014 Shares as at the date of this Prospectus and that Neometals Investments either subscribes for their indicated commitment of \$125,000 worth of Shares or subscribes for its full Entitlement under the Entitlement Offer (in the event its intention was to change following the date of this Prospectus).

EVENT	NUMBER OF SHARES HELD BY NEOMETALS INVESTMENTS (CURRENT INTENTION OF \$125,000)	VOTING POWER OF NEOMETALS INVESTMENTS (CURRENT INTENTION OF \$125,000)	NUMBER OF SHARES HELD BY NEOMETALS INVESTMENTS (FULL ENTITLEMENT)	VOTING POWER OF NEOMETALS INVESTMENTS (FULL ENTITLEMENT)
<b>As at the Record Date</b>	879,812,014	25.92%	879,812,014	25.92%
100% take up	1,004,812,014	14.80%	1,759,624,028	25.92%
75% take up	1,004,812,014	16.92%	1,759,624,028	29.62%
50% take up	1,004,812,014	19.73%	1,759,624,028	34.56%
Minimum Subscription	1,004,812,014	22.87%	1,759,624,028	40.04%

### Greenhouse Investments

The table below sets out Greenhouse Investments' voting power in the Company following completion of the Entitlement Offer under certain scenarios relating to the percentage acceptance of Entitlements under the Entitlement Offer.

This table assumes Greenhouse Investments holds 647,500,653 Shares as at the date of this Prospectus and that Greenhouse Investments either subscribes for their indicated commitment of \$60,000 worth of Shares or subscribes for its full Entitlement under the Entitlement Offer (in the event its intention was to change following the date of this Prospectus).

EVENT	NUMBER OF SHARES HELD BY GREENHOUSE INVESTMENTS (CURRENT INTENTION OF \$60,000)	VOTING POWER OF GREENHOUSE INVESTMENTS (CURRENT INTENTION OF \$60,000)	NUMBER OF SHARES HELD BY GREENHOUSE INVESTMENTS (FULL ENTITLEMENT)	VOTING POWER OF GREENHOUSE INVESTMENTS (FULL ENTITLEMENT)
<b>As at the Record Date</b>	647,500,653	19.08%	647,500,653	19.08%
100% take up	707,500,653	10.42%	1,295,001,306	19.08%
75% take up	707,500,653	11.91%	1,295,001,306	21.80%
50% take up	707,500,653	13.90%	1,295,001,306	25.43%
Minimum Subscription	707,500,653	16.10%	1,295,001,306	29.47%

Although:

- (a) Neometals Investments' voting power could increase from 25.92% to a maximum of 40.04%; and
- (b) Greenhouse Investments' voting power could increase from 19.08% to a maximum of 29.47%.

no breach of section 606 of the Corporations Act will occur as such subscription and issue of Shares will fall within the exception to section 606 of the Corporations Act under Item 10 of section 611 of the Corporations Act.

The Board considers that it is unlikely that no Shareholders will take up their Entitlements under the Entitlement Offer.

### **1.10 Intentions of Substantial Holders**

The Substantial Holders have informed the Company that they:

- (a) do not currently intend to make any significant changes to the existing business;
- (b) do not currently intend to inject further capital into the Company other than in the event of taking up all or part of their Entitlement;

- (c) have no intention of making changes regarding the future employment of the present employees of the Company;
- (d) have no intention to redeploy any fixed assets of the Company;
- (e) have no intention to transfer any property between the Company and any other entity; and
- (f) have no intention to change the Company's existing policies in relation to financial or dividend policies.

The Company notes that any future decisions made by the Substantial Holders will be made based on all material information and circumstances at the relevant time. Accordingly, if circumstances change or new information becomes available, the intentions of the Substantial Holders may change consequently.

#### **1.11 Suspension from trading**

The Company's Shares are currently suspended from trading on the ASX and are expected to remain in suspension until completion of Entitlement Offer. This is due to the risk that continued trading in Shares is likely to be materially prejudicial to the Company's ability to complete the Entitlement Offer, which the Company considers critical to its continued financial viability. The Company will assess reinstating its Shares to trading following completion of the Entitlement Offer.

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## 2. DETAILS OF THE OFFERS

### 2.1 The Entitlement Offer

The Entitlement Offer is being made as a pro-rata non-renounceable entitlement issue of 1 Share for every 1 Share held by Shareholders registered at the Record Date at an issue price of \$0.001 per Share.

Based on the capital structure of the Company as at the Record Date, (and assuming no Shares are issued prior to the Record Date including on exercise or conversion of securities on issue) 3,394,355,462 Shares may be issued under the Entitlement Offer to raise up to \$3,394,355.

All of the Shares offered under the Entitlement Offer will rank equally with the Shares on issue at the date of this Prospectus.

The purpose of the Entitlement Offer and the intended use of funds raised are set out in Section 3.

### 2.2 The Joint Lead Manager Offer

The Joint Lead Manager Offer is an offer of up to 60,000,000 Shares to the Joint Lead Managers (or their nominees) as potential part consideration for services provided to the Company in respect of the Entitlement Offer. Accordingly, no funds will be raised from the issue of these Shares.

Any Shares issued to the Joint Lead Managers will be subject to Shareholder participation under the Entitlement Offer and will be issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1 at the same time as Shares are issued under the Entitlement Offer. Refer to Section 1.7 for further information regarding the number of Shares that may be issued to the Joint Lead Managers.

Any Shares offered under the Joint Lead Manager Offer will rank equally with the Shares on issue at the date of this Prospectus.

The purpose of the Joint Lead Manager Offer is to remove any trading restrictions that may attach to any Shares issued under the Joint Lead Manager Offer.

### 2.3 What Eligible Shareholders may do

The number of Shares to which Eligible Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which accompanies this Prospectus or can be accessed at [www.computersharecas.com.au/RIL](http://www.computersharecas.com.au/RIL). Eligible Shareholders may choose any of the options set out in the table below.

OPTION	KEY CONSIDERATIONS	FOR MORE INFORMATION
<b>Take up all of your Entitlement</b>	<ul style="list-style-type: none"><li>Should you wish to accept all of your Entitlement, then your application for Shares under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which accompanies this Prospectus or can be accessed at <a href="http://www.computersharecas.com.au/RIL">www.computersharecas.com.au/RIL</a>. Please read the instructions carefully.</li><li>Payment can be made by the methods set out in Section 2.4. As set out in Section 2.4, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form.</li></ul>	Section 2.4 and Section 2.5.
<b>Take up a proportion of your Entitlement and allow the balance to lapse</b>	<ul style="list-style-type: none"><li>If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or can be accessed at</li></ul>	Section 2.4 and Section 2.5

OPTION	KEY CONSIDERATIONS	FOR MORE INFORMATION
	<a href="http://www.computersharecas.com.au/RIL">www.computersharecas.com.au/RIL</a> , for the number of Shares you wish to take up and making payment using the methods set out in Section 2.4 below. As set out in Section 2.4, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form.	
<b>Allow all or part of your Entitlement to lapse</b>	<ul style="list-style-type: none"> <li>If you do not wish to accept or trade any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement or dispose of your Entitlement by the Closing Date, the Entitlement Offer to you will lapse.</li> </ul>	N/A

The Entitlement Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

## 2.4 Payment options

### (a) By BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Shares (if any) under the Shortfall Offer, to the extent of the excess.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **It is your responsibility to ensure that funds submitted through BPAY® are received by 5:00pm (WST) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.**

#### **Guidance where you have more than one CRN (Shareholding of Shares)**

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

### (b) By Electronic Funds Transfer (overseas applicants)

For payment by Electronic Funds Transfer (EFT) for overseas Eligible Shareholders, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Shares (if any) under the Shortfall Offer, to the extent of the excess.

(c) **By Cheque**

The Company will not accept payment by cheque.

## 2.5 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application monies by BPAY® or EFT will be taken to constitute a representation by you that:

- (a) you have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® or EFT payment instruction is given in relation to any Application monies, the application may not be varied or withdrawn except as required by law.

## 2.6 Minimum subscription

The minimum subscription to the Entitlement Offer is \$1,000,000.

No Shares will be issued until the minimum subscription has been received. If the minimum subscription is not achieved within 4 months after the date of issue of this Prospectus, the Company will either repay the Application monies to the Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application monies.

## 2.7 Shortfall Offer

Any Entitlement not taken up pursuant to the Entitlement Offer will form the Shortfall Offer (**Shortfall Shares**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.001 being the price at which Shares have been offered under the Entitlement Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and potentially be allocated to other Eligible Shareholders or other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of Shares proposed to be issued under the Entitlement Offer.

Eligible Shareholders who wish to subscribe for Shares above their Entitlement are invited to apply for Shortfall Shares under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Shares in accordance with Section 2.4.

The Board, in consultation with the Joint Lead Managers, presently intends to allocate Shortfall Shares as follows:

- (a) to Eligible Shareholders who apply for an excess of their full Entitlement, so long as the issue of Shortfall Shares to that Eligible Shareholder would not take their voting power to in excess of 19.99%; and then
- (b) to other parties identified by the Directors, which may include parties who are not currently Shareholders.

No Shares will be issued to a party under the Shortfall Offer if the effect would be to increase that party's voting power in the Company to an amount greater than 19.99%.

The Company reserves the right to issue an Eligible Shareholder a lesser number of Shortfall Shares than applied for or no Shortfall Shares at all. However, the Directors do not intend to refuse an application for Shortfall Shares from Eligible Shareholders other than in circumstances of oversubscription or where acceptance may result in a breach of the Corporations Act. If the number of Shortfall Shares applied for by Eligible Shareholders exceeds the total Shortfall, the Shortfall Shares will be allocated among applying Eligible Shareholders proportionate to their existing holdings.

All decisions regarding the allocation of Shortfall Shares will be made by the Directors (in consultation with the Joint Lead Managers) and will be final and binding on all applicants under the Shortfall Offer; as such there is no guarantee that any Shortfall Shares applied for will be issued to Eligible Shareholders.

The Company will have no liability to any Applicant who receives less than the number of Shortfall Shares they applied for under the Shortfall Offer. If the Company scales back any applications for Shortfall Shares under the Shortfall Offer any Application monies will be returned (without interest) as soon as practicable.

## **2.8 ASX listing**

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus.

If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

## **2.9 Issue of Shares**

Shares issued pursuant to the Entitlement Offer will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1.1.

Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus Application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all Application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Shares issued under the Entitlement Offer will be mailed as soon as practicable after the issue of Shares and for Shortfall Shares issued under the Shortfall Offer as soon as practicable after their issue.

## **2.10 Overseas Shareholders**

### **New Zealand**

The Shares are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Prospectus is not a product disclosure statement



under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### **United Kingdom**

Neither this Prospectus nor any other document relating to the offer of Shares has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the Shares.

The Shares may not be offered or sold in the United Kingdom by means of this Prospectus or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Prospectus is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing Shareholders of the Company. This Prospectus may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Prospectus is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this Prospectus relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus.

### **Bermuda**

No offer or invitation to subscribe for Shares may be made to the public in Bermuda. The Shares will be offered in Bermuda only to existing Shareholders of the Company. No invitation is being made to persons resident in Bermuda for exchange control purposes to subscribe for Shares.

### **British Virgin Islands**

The Shares may not be offered in the British Virgin Islands unless the Company or the person offering the Shares on its behalf is licensed to carry on business in the British Virgin Islands. While the Company is not licensed to carry on business in the British Virgin Islands, the Shares may be offered to existing Shareholders of the Company in the British Virgin Islands from outside the British Virgin Islands.

### **China**

This Prospectus has not been approved by, nor registered with, any competent regulatory authority of the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). Accordingly, the Shares may not be offered or sold, nor may any invitation, advertisement or solicitation for Shares be made from, within the PRC. This Prospectus does not constitute an offer of Shares within the PRC.

The Shares may not be offered to legal or natural persons in the PRC other than to: (i) "qualified domestic institutional investors" as approved by a relevant PRC regulatory authority to invest in overseas capital markets; (ii) sovereign wealth funds or quasi-government investment funds that have the authorization to make overseas investments; or (iii) other types of qualified investors that have obtained all necessary PRC governmental approvals, registrations and/or filings (whether statutorily or otherwise).

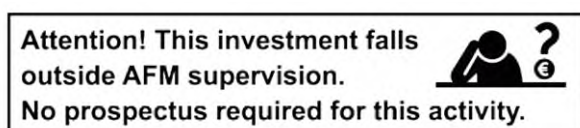
### **European Union (the Netherlands, Slovenia and Sweden)**

This Prospectus has not been, and will not be, registered with or approved by any securities regulator in the Netherlands, Slovenia and Sweden or elsewhere in the European Union. Accordingly, this Prospectus may not be made available, nor may the Shares be offered for sale, in the Netherlands, Slovenia or Sweden except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4) of the Prospectus Regulation, an offer of Shares in each of the Netherlands, Slovenia and Sweden is limited:

- to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);
- to fewer than 150 natural or legal persons (other than qualified investors); or
- in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

Investors in the Netherlands should note:



### **Hong Kong**

WARNING: This Prospectus may be distributed in Hong Kong only to (i) not more than 50 existing Shareholders of the Company and (ii) any other shareholder who is a "professional investor" (as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong). This Prospectus may not be distributed, published, reproduced or disclosed (in whole or in part) to any other person in Hong Kong or used for any purpose in Hong Kong other than in connection with the recipient's consideration of the Entitlement Offer.

You are advised to exercise caution in relation to the Entitlement Offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

This Prospectus has not been reviewed by any Hong Kong regulatory authority. In particular, this document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the Laws of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong.

### **Malaysia**

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to the offer of Shares. The Shares may not be offered, sold or issued in Malaysia except to existing Shareholders of the Company. Any Shares not taken up under the Entitlement Offer may not be offered, sold or issued in Malaysia except pursuant to, and to persons prescribed under, pursuant to Part I of Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007.

### **United States of America**

The Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act of 1933 and applicable US state securities laws.

The Entitlement Offer is being made in the United States only to a limited number of Shareholders of the Company with registered addresses in the United States.

### **Nominees and custodians**

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia, New Zealand, the United Kingdom, the

European Union, Bermuda, British Virgin Islands, China, Hong Kong, Malaysia and the United States of America without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

### 3. PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER

#### 3.1 Purpose of the Entitlement Offer

The purpose of the Entitlement Offer is to raise up to approximately \$3,394,355 before costs.

The funds raised from the Entitlement Offer are intended to be applied in accordance with the table set out below:

ITEM	ITEMS OF EXPENDITURE	\$ (MIN SUBSCRIPTION)	%	\$ (FULL SUBSCRIPTION)	%
1	Costs associated with proposed UK operations <sup>1</sup>	295,000	29.50%	1,625,000	47.87%
2	Progression of continued feasibility review for the Company's proposed operations in mainland Europe (namely Romania and Slovakia)	165,000	16.50%	640,000	18.86%
3	Development of further feedstock partnerships	85,000	8.50%	300,000	8.84%
4	Entitlement Offer costs <sup>2</sup>	155,000	15.50%	313,500	9.23%
5	Working capital and corporate administration <sup>3</sup>	300,000	30.00%	515,855	15.20%
	<b>Total</b>	<b>\$1,000,000</b>	<b>100%</b>	<b>\$3,394,355</b>	<b>100%</b>

**Notes:**

1. Refer to the Company's announcement dated 19 April 2023 titled "Hannans – Market Development Agreement for UK". These costs include (without limitation) continued feasibility and site review, environmental permitting and planning and feedstock supply.
2. Refer to Section 6.8 for further details relating to the estimated expenses of the Entitlement Offer.
3. Funds allocated to working capital will be used for administration expenses of the Company, including administration fees, Director's remuneration and other required corporate overheads.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and changes in circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

On completion of the Entitlement Offer, the Board believes the Company will have sufficient working capital to carry out its stated objectives. In the event that the Entitlement Offer is not fully subscribed and only the minimum subscription is raised, operational objectives will be modified and further cost reduction initiatives actioned, which may in turn result in further delay or substantial changes to the Company's future plans. Any funds raised in excess of the minimum subscription (after accounting for increased costs of the Entitlement Offer) will be allocated to items 1, 2, 3 and 5 in the table above in that order of priority.

#### 3.2 Effect of the Entitlement Offer

The principal effect of the Entitlement Offer, assuming no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, will be to:

- (a) increase the cash reserves by \$845,000 (after deducting the estimated expenses of the Entitlement Offer if the minimum subscription is raised) immediately after completion of the Entitlement Offer;
- (b) increase the cash reserves by \$3,020,894 (after deducting the estimated expenses of the Entitlement Offer if the full subscription is raised) immediately after completion of the Entitlement Offer; and
- (c) increase the number of Shares on issue from 3,394,355,462 to 4,394,355,462 Shares (for the minimum subscription) or 6,788,710,924 Shares (for the full subscription).

### 3.3 Effect on capital structure

The effect of the Entitlement Offer on the capital structure of the Company, assuming no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date is set out below:

#### Shares

	MINIMUM SUBSCRIPTION	FULL SUBSCRIPTION
Shares currently on issue	3,394,355,462	3,394,355,462
Shares offered pursuant to the Entitlement Offer	1,000,000,000	3,394,355,462
<b>Total Shares on issue after completion of the Entitlement Offer</b>	<b>4,394,355,462</b>	<b>6,788,710,924</b>

\* Does not include any Shares that may be issued to the Joint Lead Managers under the Joint Lead Manager Offer. Refer to Section 2.2 for further details regarding the Joint Lead Manager Offer.

#### Options

	NUMBER
Options currently on issue <sup>1</sup>	175,000,000
Options offered pursuant to the Entitlement Offer	Nil
<b>Total Options on issue after completion of the Entitlement Offer</b>	<b>175,000,000</b>

#### Notes:

- Comprising:
  - 25,000,000 Options (RILAM) exercisable at \$0.015 on or before 5 October 2027;
  - 25,000,000 Options (RILAD) exercisable at \$0.015 on or before 19 January 2027;
  - 55,000,000 Options (RILAI) exercisable at \$0.061 on or before 25 November 2025;
  - 5,000,000 Options (RILAJ) exercisable at \$0.031 on or before 25 November 2025;
  - 5,000,000 Options (RILAI) with various exercise prices exercisable on or before 25 November 2025;
  - 30,000,000 Options (RILAB) exercisable at \$0.015 on or before 27 November 2027; and
  - 30,000,000 Options (RILAC) exercisable at \$0.025 on or before 27 November 2027.

#### Performance Rights

	NUMBER
Performance Rights currently on issue	56,000,000
Performance Rights offered pursuant to the Entitlement Offer	Nil
<b>Total Performance Rights on issue after completion of the Entitlement Offer</b>	<b>56,000,000</b>

The capital structure on a fully diluted basis as at the date of this Prospectus would be 3,652,355,462 Shares and on completion of the Entitlement Offer (assuming no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date) would be 7,019,710,924 Shares.

The Company notes that the 647,500,652 Shares held by substantial shareholder Greenhouse Investments Limited are escrowed until 8 December 2024.

### 3.4 Pro-forma balance sheet

The audited balance sheet as at 30 June 2024 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position for major items.

The unaudited pro-forma balance sheet has been prepared, incorporating unaudited adjustments between 1 July 2024 and 22 November 2024 and assuming no Options or

convertible securities are exercised prior to the Record Date and including expenses of the Entitlement Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	AUDITED CONSOLIDATED 30 JUNE 2024 \$	PROFORMA MINIMUM SUBSCRIPTION \$	PROFORMA MAXIMUM SUBSCRIPTION \$
<b>Current assets</b>			
Cash and cash equivalents <sup>1,2</sup>	1,236,416	1,147,570	3,383,425
Trade and other receivables	426,802	426,802	426,802
Other financial assets at fair value through P&L	10,000	10,000	10,000
Asset classified as held for sale	180,000	180,000	180,000
<b>Total current assets</b>	<b>1,853,218</b>	<b>1,764,372</b>	<b>4,000,227</b>
<b>Non-current assets</b>			
Other receivables	110,000	110,000	110,000
Property, plant and equipment	1,680	1,680	1,680
Intangible asset	12,950,013	12,950,013	12,950,013
<b>Total non-current assets</b>	<b>13,061,693</b>	<b>13,061,693</b>	<b>13,061,693</b>
<b>Total assets</b>	<b>14,914,911</b>	<b>14,826,065</b>	<b>17,061,920</b>
<b>Current liabilities</b>			
Trade and other payables	109,997	109,997	109,997
Provisions	5,769	5,769	5,769
<b>Total current liabilities</b>	<b>115,766</b>	<b>115,766</b>	<b>115,766</b>
<b>Total liabilities</b>	<b>115,766</b>	<b>115,766</b>	<b>115,766</b>
<b>Net assets/(liabilities)</b>	<b>14,799,145</b>	<b>14,710,299</b>	<b>16,946,154</b>
<b>Equity</b>			
Issued capital <sup>2</sup>	63,327,914	64,224,663	66,463,978
Reserves	1,849,850	1,849,850	1,849,850
Accumulated losses <sup>1</sup>	(50,378,619)	(51,364,184)	(51,367,674)
<b>Total equity</b>	<b>14,799,145</b>	<b>14,710,299</b>	<b>16,946,154</b>

**Notes:**

- Adjustments between 1 July 2024 and 22 November 2024 as a result of ordinary business activities; and
- Adjusted for the Entitlement Offer less cost.

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#### 4. RIGHTS AND LIABILITIES ATTACHING TO SHARES

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

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours or on the Company's website [www.redivium.com](http://www.redivium.com).

(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 of the Company.

(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 shall, 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 each Share held, but in respect of partly paid shares shall 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 shall 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 shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX 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 and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, 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 the liquidator 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.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company 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 and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under 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.

(i) **Alteration of constitution**

In accordance with the Corporations Act, 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. RISK FACTORS

### 5.1 Introduction

The Shares offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 5, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 5, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this and all of the Section 5 other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

### 5.2 Company specific

RISK CATEGORY	RISK
<b>Potential for dilution</b>	<p>Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by approximately 50% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).</p> <p>It is not possible to predict what the value of the Company or a Share will be following the completion of the Entitlement Offer being implemented and the Directors do not make any representation as to such matters.</p> <p>The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.004 (18 November 2024) is not a reliable indicator as to the potential trading price of Shares after implementation of the Entitlement Offer. This matter is emphasised since the Company's Shares have been in suspension since 18 November 2024.</p>
<b>Additional requirements for capital</b>	<p>The Company is focussed on commercialising and operating safe recycling technologies to eliminate lithium-ion battery waste by returning high-value battery materials to European lithium-ion battery cell production. The Company expects that its costs will increase significantly in connection with any future scale-up of its operations to support ongoing commercialisation activities. There is a risk the Company may continue to generate no, or low, revenue in the short to medium term and there is no guarantee it will achieve sustained profitability in the future. Accordingly, the Company may require additional funds to respond to business challenges, know-how and services and further develop its sales and marketing channels and capabilities. If this occurs, the Company may need to engage in equity or debt financing transactions to secure additional funds.</p> <p>If the Company raises additional funds through issues of equity or convertible debt securities, any new equity securities could have</p>

RISK CATEGORY	RISK
	<p>rights, preferences and privileges superior to those of current Shareholders. Any debt financing secured by the Company in the future could involve restrictive covenants, encumbrances and/or other priority securities placed over its assets. These may inhibit the Company's capital raising activities as well as other financial and operational matters which may, in turn, make it more difficult for the Company to raise additional capital and/or pursue business opportunities, including potential acquisitions. In addition, the Company may not be able to source any required financing on terms favourable or otherwise. If the Company is unable to obtain adequate financing or financing on terms satisfactory to it, when required, its ability to continue to support its projects development and business growth, and to respond to business challenges, could be significantly limited or could affect the financial viability of its projects. If the required financing is unavailable in respect of any project, for any reason, the Company will assess the viability of its projects at the relevant time and make any necessary decisions regarding continued allocation of capital or any potential divestment of part or all of its project interests as it may consider appropriate in the circumstances.</p>
<p><b>Going Concern</b></p>	<p>The Company's annual report for the financial year ended 30 June 2024 (<b>Annual Report</b>) includes a note on the financial condition of the Company and the possible existence of a material uncertainty about the Company's ability to continue as a going concern.</p> <p>Notwithstanding the 'going concern' qualification included in the Annual Report, the Directors believe that upon the successful completion of the Entitlement Offer, the Company will have sufficient funds to adequately meet the Company's current and short-term working capital requirements.</p> <p>In the event that the Entitlement Offer is not completed successfully there is significant uncertainty as to whether the Company can continue as a going concern which is likely to have a material adverse effect on the Company's activities.</p>
<p><b>Project development</b></p>	<p>The Company has an interest in a number of pre-commercialisation projects, including through its rights (via a licensing arrangement) to exploit a lithium battery recycling technology which is co-owned by Neometals Ltd (ASX &amp; AIM: NMT) and German engineering firm SMS Group GmbH.</p> <p>There can be no guarantee that any project will receive a positive final investment decision or prove to be commercially viable in the future. Each project will be subject to the necessary technical assessments and feasibility studies. As with all new technologies, they may encounter delays and incur additional development and production costs and expenses, over and above those expected by the Directors, in order to progress projects to the sufficient standard, quality, volume and cost that make the projects economically viable. Performance could be impacted by a number of factors, including damage, environmental factors, maintenance, feedstock supplies, design failings and quality control.</p>
<p><b>Feedstock supply</b></p>	<p>The Company will be required to maintain and gain further feedstock supply commitments and additional customers, including via offtake agreements. Supply of feedstocks may be impacted for a number of reasons outside of the Company's control, such as force majeure or government regulatory factors unrelated to the Company. Similarly, customers may fail to perform under their contracts for reasons beyond the control of the Company and there is no guarantee customers will meet their</p>

RISK CATEGORY	RISK
	contractual commitments to the Company. It is not certain that either the new feedstock arrangements or the customer contracts required will be obtained in commercially viable terms, due to competition for suppliers and customers and/or the negotiating process for supplier and customer contracts. Each of these may be affected by factors that the Company cannot control, including market and economic conditions, financing arrangements, commodity prices, environmental issues and government policies.
<b>Dependence on outside parties</b>	The Company may pursue a strategy that forms strategic business relationships with the other organisations for the manufacture and distribution of products and services. The manufacture and global distribution of products and services is important to the overall success of the Company. There can be no assurance that the Company will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with these organisations.
<b>Reliance on key personnel</b>	<p>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 given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.</p> <p>The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.</p>

### 5.3 Industry specific

RISK CATEGORY	RISK
<b>Risks associated with lithium-ion batteries</b>	On rare occasions, lithium-ion batteries can rapidly release the energy they contain by venting smoke and flames in a manner that can ignite nearby materials as well as other lithium-ion batteries. Negative public perceptions regarding the suitability of lithium-ion batteries for automotive applications, the social and environmental impacts of cobalt mining or any future incident involving lithium-ion batteries, such as a vehicle or other fire, even if such incident does not involve the Company directly, could have a negative impact on the market for lithium-ion batteries, reducing the number of batteries in the market. In addition, recycling of lithium-ion batteries requires it to store a significant number of lithium-ion cells at its proposed future facilities. Any mishandling of lithium-ion batteries could cause disruption to the operation of future facilities of the Company.
<b>Competition</b>	The lithium-ion recycling market is competitive. As the industry evolves and demand increases, the Company anticipates that competition will increase. The Company will face competition primarily from companies all of which have more expertise in recycling than the Company. The Company will also compete against companies that have a substantial competitive advantage because of longer operating histories and larger

	<p>budgets, as well as greater financial and other resources. National or global competitors could enter the market with more substantial financial and workforce resources, stronger existing customer relationships, and greater name recognition or could choose to target medium to small companies in markets the Company will focus on. Competitors could focus their substantial resources on developing a more efficient recovery solution than the Company can offer. Competition also places downward pressure on contract prices and profit margins, which presents significant challenges to maintain strong growth rates and acceptable profit margins.</p>
<b>Occupational Health and Environmental Safety</b>	<p>Recycling activities has inherent risks and hazards. The Company is committed to providing a safe and healthy workplace and environment for its personnel, contractors, partners and visitors.</p> <p>Any environmental damage, loss of life, injury or damage to property caused by the Company operations could damage the Company's reputation in any jurisdiction in which the Company operates. Negative sentiment towards the Company could result in a lack of willingness of authorities to grant the necessary licences or permits for the Company (or its partners) to operate, or such authorities opposing further operations or required approvals. If the Company develops a reputation for having unsafe work practices, this may impact its ability to attract and retain the necessary skilled employees and consultants to operate its projects. Further, the Company's reputation could be affected by the actions and activities of third parties over which the Company has no control. In addition, environmental damage, loss of life, injury or damage to property caused by Company operations could result in negative investor sentiment towards the Company. This could limit the Company's access to capital, increase its cost of capital and decrease the price and liquidity of its securities.</p> <p>Chemical operations also have inherent risks and liabilities associated with pollution of the environment and the disposal of waste products occurring as a result of commodity production and other project activities. Laws and regulations involving the protection and remediation of the environment and the governmental policies for implementation of such laws and regulations are constantly changing and are generally becoming more restrictive.</p>

#### 5.4 General risks

<b>RISK CATEGORY</b>	<b>RISK</b>
<b>Climate risk</b>	<p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <p>(a) 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</p>

RISK CATEGORY	RISK
	<p>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</p> <p>(b) 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.</p>
<b>Foreign exchange risks</b>	<p>The Company's operating and capital expenditures are likely to be incurred in Australian dollars and currencies other than Australian dollars. Any fluctuations in the exchange rates between foreign currencies and the Australian dollar could have a material adverse effect on the Company's business, financial position and operating results.</p>
<b>Business development activities</b>	<p>The Company will continue to pursue new opportunities aligned to its strategy. Should a suitable new business opportunity be identified, it will then be assessed for its technical, legal and commercial suitability. It should be noted that there can be no guarantee that any proposed business activity or proposed acquisition will be completed or will be successful. The development or acquisition of new business opportunities (whether completed or not) may also require the payment of monies (as a deposit or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence.</p> <p>If any proposed acquisition or business development activity is not completed, monies already advanced may not be recoverable. Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with mining and exploration activities remain.</p>
<b>Market conditions</b>	<p>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:</p> <ul style="list-style-type: none"> <li>(a) general economic outlook;</li> <li>(b) introduction of tax reform or other new legislation;</li> <li>(c) interest rates and inflation rates;</li> <li>(d) changes in investor sentiment toward particular market sectors;</li> <li>(e) the demand for, and supply of, capital; and</li> <li>(f) terrorism or other hostilities (including current evolving conflict between Ukraine and Russia and Israel and Palestine).</li> </ul> <p>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. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p>

RISK CATEGORY	RISK
<b>Litigation risks</b>	The Company and its subsidiaries are exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company and its subsidiaries 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.
<b>Taxation</b>	<p>The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.</p> <p>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 Shares under this Prospectus.</p>
<b>Economic conditions and other global or national issues</b>	<p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p>

## 5.5 Speculative investment

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Shares offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Shares.

Before deciding whether to subscribe for Shares under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

## 6. ADDITIONAL INFORMATION

### 6.1 Litigation

As at the date of this Prospectus, the Company nor any of its subsidiaries are involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company or its subsidiaries.

### 6.2 Continuous disclosure obligations

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report most recently lodged by the Company with the ASIC;
  - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
  - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

DATE	DESCRIPTION OF ANNOUNCEMENT
29 November 2024	Notice of Release of Escrow
28 November 2024	AGM Results
28 November 2024	Proposed issue of securities – RIL
28 November 2024	Pro-Rata Non-Renounceable Entitlement Offer & Company Update
28 November 2024	Request for Extension of Voluntary Suspension
22 November 2024	Request for Extension of Suspension
18 November 2024	Suspension from Quotation
14 November 2024	Trading Halt
14 November 2024	Pause in Trading
31 October 2024	Quarterly Activities & Cash Flow Report
25 October 2024	Notice of Annual General Meeting
23 October 2024	Notice of Release of Escrow

DATE	DESCRIPTION OF ANNOUNCEMENT
22 October 2024	Investor Presentation
14 October 2024	Date of AGM & Director Nomination
30 September 2024	Appendix 4G & 2024 Corporate Governance Statement
30 September 2024	2024 Annual Report

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

The announcements are also available through the Company's website <https://www.redivium.com>.

### 6.3 Market price of Shares and Quoted Options

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares and Quoted Options are enhanced disclosure securities quoted on ASX.

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

	(\$)	DATE
Highest	\$0.007	30 September 2024
Lowest	\$0.003	25 September and 15 October 2024
Last	\$0.004	13 November 2024

### 6.4 Joint Lead Manager Mandate

The Company has signed a mandate letter to engage Euroz Hartleys Limited (AFSL 230 052) and Leeuwin Wealth Pty Ltd (CAR of AFSL 485 946) to act as Joint Lead Managers of the Entitlement Offer (**Joint Lead Manager Mandate**).

Under the terms of this engagement, the Company will pay the Joint Lead Managers the fees set out in Section 1.7 above.

The Joint Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).

### 6.5 Interests of Directors

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

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Entitlement Offer; or
- (c) the Entitlement Offer, and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director;
- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:



- (i) the formation or promotion of the Company; or
- (ii) the Entitlement Offer.

### Security holdings

The relevant interest of each of the Directors in the Shares as at the date of this Prospectus, together with their respective Entitlement, is set in Section 1.5.

### Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$250,000 per annum.

The following tables show the total annual remuneration paid to both executive and non-executive Directors as disclosed in the Company's 2024 Annual Report.

#### FY2024

DIRECTOR	SALARY AND FEES (\$)	SUPERANNUATION (\$)	D&O INSURANCE (\$) <sup>1</sup>	EQUITY	TOTAL (\$)
Jonathan Murray	54,000	-	7,415	134,428 <sup>2</sup>	195,843
Andrew Umbers	54,000	-	7,415	89,571 <sup>2</sup>	150,986
Michael O'Leary-Collins	47,025	-	1,276	-	48,301

#### Notes:

- For accounting purposes Directors & Officers Indemnity Insurance is required to be recorded as remuneration. No director receives any cash benefits, simply the benefit of the insurance coverage for the financial year.
- The amounts included were issued under the Equity Securities Plan approved by shareholders in November 2022. The amounts are non-cash items that are subject to vesting conditions.

#### Proposed FY2025

DIRECTOR	SALARY AND FEES (\$)	SUPERANNUATION (\$)	D&O INSURANCE (\$) <sup>1</sup>	EQUITY	TOTAL (\$)
Jonathan Murray	\$54,000	Nil	\$10,000	Nil	\$64,000
Andrew Umbers	\$54,000	Nil	\$10,000	Nil	\$64,000
Michael O'Leary-Collins	\$275,800	Nil	\$10,000	Nil	\$285,800

#### Notes:

- For accounting purposes Directors & Officers Indemnity Insurance is required to be recorded as remuneration. No director receives any cash benefits, simply the benefit of the insurance coverage for the financial year.
- The Company entered into a consultancy agreement for EUR171,000 per annum with Mr O'Leary-Collins. The value represents the Australian Dollar equivalent at the issue of the Prospectus.

## 6.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
- (b) promoter of the Company,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (c) the formation or promotion of the Company;
- (d) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers; or
- (e) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (f) the formation or promotion of the Company; or
- (g) the Offers.

Euroz Hartleys has acted as a joint lead manager to the Entitlement Offer. The Company estimates it will pay Euroz Hartleys approximately \$30,000 (minimum subscription) or \$131,830.50 (full subscription) (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Euroz Hartleys have not received any fees from the Company.

Leeuwin Wealth has acted as a joint lead manager to the Entitlement Offer. The Company estimates it will pay Leeuwin Wealth approximately \$30,000 (minimum subscription) or \$131,830.50 (full subscription) (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Leeuwin Wealth have not received any fees from the Company.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Entitlement Offer. The Company estimates it will pay Steinepreis Paganin \$20,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin received \$247,452.24 (excluding GST and disbursements) for services provided to the Company.

## **6.7 Consents**

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Shares), the Directors, any underwriters, 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) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) 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; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Euroz Hartleys has given its written consent to being named as a joint lead manager to the Entitlement Offer in this Prospectus. Euroz Hartleys (including its related entities) is not a Shareholder of the Company and currently has no relevant interest in any of the Company's Securities. Euroz Hartleys has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Leeuwin Wealth has given its written consent to being named as a joint lead manager to the Entitlement Offer in this Prospectus. Leeuwin Wealth (including its related entities) is not a Shareholder of the Company and currently has no relevant interest in any of the Company's Securities. Leeuwin Wealth has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

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

Hall Chadwick has given its written consent to the inclusion of the 30 June 2024 audited balance sheet of the Company in Section 3.4. Hall Chadwick has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

## 6.8 Expenses of the Entitlement Offer

In the event that all Entitlements are accepted, the total expenses of the Entitlement Offer are estimated to be approximately \$155,000 for the minimum subscription (excluding GST) and \$313,500 for the maximum subscription and are expected to be applied towards the items set out in the table below:

	\$ (MINIMUM SUBSCRIPTION)	\$ (FULL SUBSCRIPTION)
ASIC fees	3,206	3,206
ASX fees	14,416	29,183
Joint Lead Manager fees	60,000 <sup>1</sup>	263,661
Legal fees <sup>2</sup>	20,000	20,000
Share registry fees	20,000	20,000
Printing and distribution	20,000	20,000
Miscellaneous	17,378	17,411
<b>Total</b>	<b>155,000</b>	<b>373,461</b>

### Notes:

- Does not include Shares issued to the Joint Lead Managers under the Joint Lead Manager Offer as there will be no impact to the Company's cash position if the maximum amount of Shares are issued to the Joint Lead Managers due to only the minimum subscription being raised. Refer to Section 2.2 for further information regarding the Joint Lead Manager Offer.
- Including costs associated with international securities compliance and reimbursement of third-party legal costs.

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**7. DIRECTORS' AUTHORISATION**

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

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## 8. GLOSSARY

**\$** means the lawful currency of the Commonwealth of Australia.

**Application Form** means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

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

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

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

**ASX Settlement Operating Rules** means the settlement rules of the securities clearing house which operates CHESSE.

**Board** means the board of Directors unless the context indicates otherwise.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

**Closing Date** means the date specified in relation to the Entitlement Offer in the timetable set out at Section 1 (unless extended).

**Company** or **Redivium** means Redivium Limited (ACN 099 862 129).

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

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

**CRN** means Customer Reference Number in relation to BPAY®.

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

**Eligible Shareholder** means a Shareholder as at the Record Date who is eligible to participate in the Entitlement Offer.

**Entitlement** means the entitlement of a Shareholder who is eligible to participate in the Entitlement Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form either attached to or accompanying this Prospectus.

**Entitlement Offer** means the non-renounceable entitlement issue the subject of this Prospectus.

**Euroz Hartleys** means Euroz Hartleys Limited (AFSL 230 052).

**Ineligible Shareholder** means a Shareholder as at the Record Date whose registered address is not situated in Australia, New Zealand, the United Kingdom, the European Union, Bermuda, British Virgin Islands, China, Hong Kong, Malaysia or the United States of America.

**Joint Lead Managers** means Euroz Hartleys Limited (AFSL 230 052) and Leeuwin Wealth Pty Ltd (CAR of AFSL 485 946).

**Joint Lead Manager Offer** means the offer of up to 60,000,000 Shares to the Joint Lead Managers.

**Leeuwin Wealth** means Leeuwin Wealth Pty Ltd (CAR of AFSL 485 946).

**Offers** means the Entitlement Offer and Joint Lead Manager Offer.

**Official Quotation** means official quotation on ASX.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Performance Right** means a right to acquire a Share.

**Prospectus** means this prospectus.

**Record Date** means the date specified in the timetable set out at Section 1.1.

**Relevant Company** means the Company or a subsidiary of the Company.

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

**Securities** means Shares and/or Options as the context requires.

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

**Shareholder** means a holder of a Share.

**Shortfall** means the Shares not applied for under the Entitlement Offer (if any).

**Shortfall Application Form** means the Shortfall Offer application form either attached to or accompanying this Prospectus.

**Shortfall Offer** means the offer of the Shortfall Shares on the terms and conditions set out in Section 2.7.

**Shortfall Shares** means those Shares not applied for under the Entitlement Offer (if any) and offered pursuant to the Shortfall Offer.

**WST** means Western Standard Time as observed in Perth, Western Australia.