

19 September 2022

ASX Announcement

Classic to undertake Entitlement Offer to raise up to \$3.65 million

Classic Minerals Limited (**Classic** or the **Company**) (ASX: CLZ) is pleased to announce that it intends to undertake a partially underwritten, non-renounceable pro rata entitlement offer of one (1) New Share for every two (2) Shares held by Eligible Shareholders as at the Record Date (**Offer**), with one free attaching option, exercisable at \$0.10 on or before 1 June 2025, to be issued for every two (2) New Shares subscribed for under the Offer.

The Offer is expected to raise to raise up to approx. \$3.65 million (before costs) through the issue of approx. 228 million New Shares at an issue price of \$0.016 per New Share.

The funds raised from the Offer will strengthen the Company's balance sheet and provide working capital to fund exploration and development activities at the Company's projects, particularly the Kat Gap gold project, and pay offer costs.

The Offer is partially underwritten (to the extent of 50% of the Shortfall) by Still Capital Pty Ltd.

The company directors have always been at the service of shareholders and have worked tirelessly to add value to shareholders in the pursuit of transitioning Classic Minerals Ltd from an explorer to a producer. A significant step towards this transition saw the company enter into a binding terms sheet with Goldvalley Brown Stone Pty Ltd (Goldvalley), pursuant to which Goldvalley, a member of the Gold Valley group of companies, will provide \$10,000,000 (Ten Million) funding for Classic's 100% owned Kat Gap gold project¹.

Classic's Board is mindful that the shareholder register is largely (90%+) composed of retail investors who have supported the company for many years and given the recent share price depreciation, missed out on the opportunity to top up their holdings as they are not considered sophisticated shareholders.

In an effort to include retail shareholders, the Company will be conducting the above-mentioned rights issue with an accompanying long-dated loyalty option to reward loyal shareholders.

¹ ASX Announcement 09 Sep 2022

The timetable for the Offer is as follows:

Monday, 19 September 2022	Announcement of Offer and lodgement of Prospectus with ASIC & ASX
Friday, 23 September 2022	Record Date
Wednesday, 28 September 2022	Offer opens
Wednesday, 12 October 2022	Closing date
Thursday, 13 October 2022	Shares quoted on a deferred settlement basis
Wednesday, 19 October 2022	Classic notifies ASX of under-subscriptions
Wednesday, 19 October 2022	Issue Date
Wednesday, 19 October 2022	Quotation of New Shares issued under the Offer

About Classic Minerals Ltd

Expanding its focus from exploration to mining, West Australian-based, minerals house Classic Minerals Ltd holds a pipeline of projects and continues to examine new opportunities both cyclic and counter-cyclic. Currently, ASX-listed Classic holds approximately 578 km² of tenements across two major regional exploration areas in minerals-rich West Australia. Classic's ground is in areas with identified high grade gold and base metal targets. Classic's flagship **Kat Gap Gold Project** has been the recent focus of its exploration effort and is strategically located some 170 km south of Southern Cross and also some 50 km south of the Company's Forrestania Gold Project. With strong grades and near-surface mineralisation there is now the option to fast track Kat Gap to early production. The Company is moving to generate an early revenue stream by entering into mining and processing arrangements with Goldvalley.

About the Forrestania Gold Project

The FGP Tenements (excluding Kat Gap) are registered in the name of Reed Exploration Pty Ltd, a wholly owned subsidiary of ASX listed Hannans Ltd (ASX: HNR). Classic has acquired 80% of the gold rights on the FGP Tenements from a third party, whilst Hannans has maintained its 20% interest in the gold rights. For the avoidance of doubt Classic Ltd owns a 100% interest in the gold rights on the Kat Gap Tenements and also non-gold rights including but not limited to nickel and other metals.

Classic has a Global Mineral Resource of 8.24 Mt at 1.52 g/t for 403,906 ounces of gold, classified and reported in accordance with the JORC Code (2012), with a Scoping Study (see ASX Announcement released 2nd May 2017) suggesting both the technical and financial viability of the project. The current post- mining Mineral Resource for Lady Ada, Lady Magdalene and Kat Gap is tabulated below.

Additional technical detail on the Mineral Resource estimation is provided, further in the text below and in the JORC Table 1 as attached to ASX announcements dated 18th December 2019, 21st January 2020, and 20 April 2020.



Prospect	Indicated			Inferred			Total		
	Tonnes	Grade (Au g/t)	Ounces Au	Tonnes	Grade (Au g/t)	Ounces Au	Tonnes	Grade (au)	Ounces
Lady Ada	257,300	2.01	16,600	1,090,800	1.23	43,100	1,348,100	1.38	59,700
Lady Magdalene				5,922,700	1.32	251,350	5,922,700	1.32	251,350
Kat Gap				975,722	2.96	92,856	975,722	2.96	92,856
Total	257,300	2.01	16,600	7,989,222	1.50	387,306	8,246,522	1.52	403,906

Notes:

- The Mineral Resource is classified in accordance with JORC, 2012 edition*
- The effective date of the mineral resource estimate is 20 April 2020.*
- The mineral resource is contained within FGP tenements*
- Estimates are rounded to reflect the level of confidence in these resources at the present time.*
- The mineral resource is reported at 0.5 g/t Au cut-off grade*
- Depletion of the resource from historic open pit mining has been considered*

Forward Looking Statements

This announcement may contain certain “forward-looking statements” which may not have been based solely on historical facts, but rather may be based on the Company’s current expectations about future events and results. Where the Company expresses or implies an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have reasonable basis. However, forward looking statements are subjected to risks, uncertainties, assumptions and other factors, which could cause actual results to differ materially from future results expressed, projected or implied by such forward-looking statements. Such risks include, but are not limited to Resource risk, metals price volatility, currency fluctuations, increased production costs and variances in ore grade or recovery rates from those assumed in mining plans, as well as political and operational risks in the Countries and States in which we operate or sell product to, and governmental regulation and judicial outcomes. For a more detailed discussion of such risks and other factors, see the Company’s annual reports, as well as the Company’s other filings. Readers should not place undue reliance on forward looking information. The Company does not undertake any obligation to release publicly any revisions to any “forward-looking statements” to reflect events or circumstances after the date of this announcement, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

This announcement has been authorised by the Board.

ENDS:

Contact

Madhukar Bhalla

Company Secretary

Classic Minerals Limited

ACN 119 484 016

PROSPECTUS

for

A non-renounceable pro rata entitlement offer to *eligible shareholders* of (1) *new share* for every two (2) *shares* held on the *record date* at an issue price of \$0.016 per *new share* to raise up to approx. \$3.65 million before costs (*offer*)

Applicants will also receive one (1) free attaching *option*, exercisable at \$0.10 on or before 1 June 2025, for every two (2) *new shares* applied for.

The *offer* is partially underwritten by Still Capital.

The *offer* opens on Wednesday, 28 September 2022 and closes at 5:00pm WST on Wednesday, 12 October 2022. Valid acceptances must be received before that time.

These opening and closing dates are indicative only. Subject to the *listing rules* and any applicable law, the *directors* reserve the right to vary these dates, including the *closing date*, at their discretion.

If you are an eligible shareholder, this document is important and should be read in its entirety. If after reading this document you have any questions about the securities being offered or any other matter, then you should consult your stockbroker, accountant or other professional advisor.

The securities offered by this document should be considered as highly speculative.

CONTENTS

1.	CORPORATE DIRECTORY.....	3
2.	TIMETABLE	4
3.	IMPORTANT INFORMATION.....	5
3.1.	Lodgement and timing.....	5
3.2.	Disclaimers	5
3.3.	Risks.....	6
3.4.	Applications.....	6
3.5.	Forward-looking statements	6
3.6.	Overseas shareholders	6
3.7.	Foreign jurisdictions.....	7
3.8.	Notice to nominees and custodians.....	7
3.9.	Other matters	7
3.10.	Enquiries	7
4.	LETTER FROM THE CHAIRMAN	8
5.	DETAILS OF THE OFFER.....	10
5.1.	Summary	10
5.2.	Minimum subscription.....	10
5.3.	Eligible shareholders	10
5.4.	Entitlements of eligible shareholders	11
5.5.	No rights trading	11
5.6.	Shortfall offer	11
5.7.	Underwriting	12
5.8.	Placement of balance	12
5.9.	Withdrawal of the offer	12
6.	ACTION REQUIRED BY SHAREHOLDERS.....	13
6.1.	Your choices.....	13
6.2.	How to apply.....	13
6.3.	Representations you will be taken to make by acceptance.....	14
6.4.	Application monies to be held on trust.....	16
6.5.	Do nothing	16
7.	EFFECT OF THE OFFER.....	17
7.1.	Purpose and effect of the offer	17
7.2.	Effect on capital structure	18
7.3.	Effect on shareholdings.....	18
7.4.	Effect on control.....	18
7.5.	Effect on financial position.....	19
8.	RISK FACTORS.....	21
8.1.	Introduction	21
8.2.	Risks specific to the company	21
8.3.	Industry-specific risks	24
8.4.	General risks.....	26
8.5.	Speculative investment.....	27

9.	ADDITIONAL INFORMATION	28
9.1.	Rights attaching to shares.....	28
9.2.	Options terms and conditions	29
9.3.	Underwriting agreement.....	30
9.4.	Continuous disclosure obligations	31
9.5.	Directors' interests	36
9.6.	Directors' security holdings	36
9.7.	Remuneration of directors	37
9.8.	Interests of experts and advisors.....	37
9.9.	Consents	37
9.10.	Expenses of the offer.....	38
9.11.	No determination by ASIC.....	38
9.12.	Taxation	38
9.13.	CHESS and issuer sponsorship.....	39
9.14.	Privacy.....	39
9.15.	Litigation.....	39
9.16.	Governing law.....	40
10.	DIRECTORS' AUTHORISATION	41
11.	GLOSSARY.....	42

1. CORPORATE DIRECTORY

<i>directors</i>	John Lester	Non-Executive Chairman
	Frederick Salkanovic	Non-Executive Director
	Lu Ning Yi	Non-Executive Director
	Stephen O’Grady	Non-Executive Director
	Gillian King	Non-Executive Director

company secretary Madhukar Bhalla

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email contact@classicminerals.com.au

website www.classicminerals.com.au

underwriter Still Capital Pty Ltd
10 Direction Way, North Fremantle Perth WA 6012

share registry* Link Market Services
Level 12, 680 George Street, Sydney NSW 2000

auditor* Elderton Audit Pty Ltd
Level 2, 267 St Georges Terrace, Perth WA 6000

securities exchange* Australian Securities Exchange (ASX code: CLZ)

* These entities are included for information purposes only. They have not been involved in the preparation of the *prospectus* and have not consented to being named in the *prospectus*.

2. TIMETABLE

<i>Monday, 19 September 2022</i>	Announcement of <i>offer</i> and lodgement of <i>prospectus</i> with <i>ASIC</i> and <i>ASX</i>
<i>Friday, 23 September 2022</i>	<i>Record date</i>
<i>Wednesday, 28 September 2022</i>	<i>Offer</i> opens
<i>Wednesday, 12 October 2022</i>	<i>Closing date</i>
<i>Thursday, 13 October 2022</i>	<i>Shares</i> quoted on a deferred settlement basis
<i>Wednesday, 19 October 2022</i>	<i>Classic</i> notifies <i>ASX</i> of under-subscriptions
<i>Wednesday, 19 October 2022</i>	Issue date / <i>new shares</i> entered into <i>shareholders'</i> security holdings
<i>Wednesday, 19 October 2022</i>	<i>Quotation</i> of <i>new shares</i> issued under the <i>offer</i>

The above timetable is indicative only and subject to change. Subject to the *listing rules*, the *directors* reserve the right to vary these dates, including the *closing date*, without prior notice. Any extension of the *closing date* will have a consequential effect on the anticipated date for issue of the *shares*. The *directors* also reserve the right not to proceed with the whole or part of the *offer* at any time prior to allotment. In that event, the relevant *application monies* will be returned without interest.

Applicants are encouraged to submit their personalised *entitlement and acceptance forms* as soon as possible after the *offer* opens.

3. IMPORTANT INFORMATION

3.1. Lodgement and timing

- 3.1.1. This *prospectus* is dated 19 September 2022 and was lodged with ASIC on that date. 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.
- 3.1.2. This *prospectus* is a transaction-specific prospectus for an offer of *continuously quoted securities* and has been prepared in accordance with section 713 of the *Corporations Act*. As such it should be read in conjunction with the *company's* periodic and continuous disclosure announcements given to ASX which are available at www.asx.com.au.
- 3.1.3. In preparing this *prospectus*, regard has been had to the fact that the *company* is a disclosing entity for the purposes of the *Corporations Act* and certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult.
- 3.1.4. No *securities* may be issued on the basis of this *prospectus* later than 13 months after the date of this prospectus.
- 3.1.5. Application will be made to ASX within seven days after the date of this *prospectus* for quotation of the *shares* the subject of the *offer*. The *company* will not apply for quotation of the free attaching *options*.

3.2. Disclaimers

- 3.2.1. The information provided in this *prospectus* is not investment advice and does not take into account the investment objectives, financial or taxation or other needs of any *applicant*. Before making any investment in the *company*, each *applicant* should consider whether such an investment is appropriate to his or her particular needs, considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for *new shares* offered pursuant to this *prospectus* have any questions, they should consult their stockbroker, solicitor, accountant or other professional advisor.
- 3.2.2. No person is authorised to give any information, or to make any representation, in connection with the *offer* that is not contained in this *prospectus*. Any information or representation that is not in this *prospectus* may not be relied on as having been authorised by the *company*, or its related bodies corporate in connection with the *offer*. Except as required by law, and only to the extent so required:
- (a) none of the *company*, or any other person, warrants or guarantees the future performance of the *company* or any return on any investment made pursuant to the *prospectus*; and
 - (b) the *company*, its officers, employees and advisers disclaim all liability that may otherwise arise due to the *prospectus* being inaccurate or incomplete in any respect.

3.3. Risks

- 3.3.1. It is important that investors read this *prospectus* in its entirety and seek professional advice where necessary. There are risks associated with an investment in the *company* and the *new shares* the subject of the *offer* should be considered highly speculative.
- 3.3.2. You should consider the risk factors that could affect the value of an investment in the *company*, some of which are outlined in *Section 3* of the *prospectus*. The *new shares* offered under this *prospectus* carry no guarantee with respect to return on investment, payment of dividends or the future value of the *new shares*.

3.4. Applications

Applications for *new shares* offered pursuant to this *prospectus* can only be submitted on an original *entitlement and acceptance form* or by making payment of acceptance monies in BPAY® in accordance with the instructions set out in this *prospectus* and on the *entitlement and acceptance form*. See *Section 6* and in particular *Section 6.2*.

3.5. Forward-looking statements

- 3.5.1. 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.
- 3.5.2. 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.
- 3.5.3. 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 management.
- 3.5.4. We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this *prospectus* will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.
- 3.5.5. We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this *prospectus*, except where required by law. These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in *Section 3*.

3.6. Overseas shareholders

- 3.6.1. This *prospectus* does not constitute an offer or invitation in any place in which, or to any person to whom it would not be lawful to make such an offer or invitation. The distribution of this *prospectus* in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this *prospectus* should

seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities law.

- 3.6.2. The *offer* contained in this *prospectus* to *eligible shareholders* with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). This *prospectus* is not an investment statement or prospectus under New Zealand law, and may not contain all the information that an investment statement or prospectus under New Zealand law is required to contain. Members of the public in New Zealand who are not *shareholders* on the *record date* are not entitled to apply for *new shares*.

3.7. Foreign jurisdictions

No action has been taken to permit the offer of *new shares* under this *prospectus* in any jurisdiction other than Australia and New Zealand. The distribution of this *prospectus* outside Australia or New Zealand may be restricted by law and therefore persons into whose possession this *prospectus* comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This *prospectus* does not constitute an offer of any *new shares* in any jurisdiction where, or to any person to whom, it would be unlawful to issue this *prospectus*.

3.8. Notice to nominees and custodians

Nominees and custodians may not distribute any part of this *prospectus* or any *entitlement and acceptance form* in any country outside Australia or New Zealand.

The *company* is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing *shares*. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the *offer* by the beneficiary complies with applicable foreign laws. The *company* is not able to advise on foreign laws.

3.9. Other matters

- 3.9.1. All financial amounts in this *prospectus* are expressed as Australian dollars unless otherwise stated. Any discrepancies between totals and sums and components in tables contained in this *prospectus* are due to rounding.
- 3.9.2. Defined terms and abbreviations italicised in this *prospectus* are detailed in the *glossary* in *Section 10*.

3.10. 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 *offer* or how to accept the *offer*, please call the *company* on +61 8 6305 0221.

4. LETTER FROM THE CHAIRMAN

Dear Eligible Shareholder,

On 19 September 2022, the *company* announced its intention to raise up to approximately \$3.65 million through an entitlement offer (*offer*). On behalf of the directors of Classic Minerals Limited, I am delighted to invite you to participate in a non-renounceable, pro rata offer of *new shares* on the basis of one (1) *new share* for every two (2) *shares* held by you as at the *record date*, with one free attaching *option* to be issued for every two (2) *new shares* subscribed for.

The *offer* is expected to raise to raise approximately \$3.65 million (before costs) through the issue of approximately 228 million *new shares* at an issue price of \$0.016 per *new share*. The *offer* is partially underwritten (to 50% of the *shortfall*) by *Still Capital*.

The funds raised from the *offer* will strengthen the *company's* balance sheet and provide working capital to fund exploration and development activities at the *company's* projects, particularly the Kat Gap gold project, and pay *offer* costs.

This *prospectus* relates to the *offer*.

Offer

Under the *offer*, *eligible shareholders* have the opportunity to further invest in the *company*. The number of *new shares* for which you are entitled to subscribe under the *offer* is set out in your personalised *entitlement and acceptance form* that accompanies this *prospectus*. The *issue price* of \$0.016 per *new share* represents a 55% discount to the 20-day *VWAP* and a 20% discount to the closing price of *CLZ* of \$0.02 on 15 September 2022.

If you take up your *rights*, you may also apply under the *shortfall offer* for additional *new shares* in excess of your *rights*, at the *issue price*. The allocation of *additional new shares* will be subject to the availability of *new shares* under the offer. The *company* retains the ability to scale back applications for *additional new shares* at its discretion (refer to *Section 5.6* of this *prospectus* for more information).

The *offer* is non-renounceable and therefore your *rights* will not be tradeable on *ASX* or otherwise transferable. I encourage you to consider the *offer* carefully.

Prospectus

This *prospectus* contains important information, including:

- (a) instructions on how to apply for *new shares*, detailing how to participate in the *offer* if you choose to do so, and a timetable of key dates;
- (b) information regarding the personalised *entitlement and acceptance form* that accompanies this *prospectus*, which details your rights and instructions on how to complete it;
- (c) instructions on how to take up all or part of your *rights* via BPAY® or by cheque; and
- (d) key risks for you to consider.

Applications

If you decide to take this opportunity to increase your investment in *Classic*, you must:

- (e) pay your *application money* via BPAY®; or

-
- (f) return your completed personalised *entitlement and acceptance form* together with a cheque for your *application money*, to the *share registry*, before 5.00pm *WST* on Wednesday, 12 October 2022,

For further information regarding the *offer*, call the company secretary on +61 8 6305 0221 between 9.00 am to 5.00pm *WST*, Monday to Friday during the *offer period*.

The *offer* closes at 5.00pm *WST* on Wednesday, 12 October 2022. If you do not wish to take up any of your *rights*, you do not have to take any action. If you are uncertain about taking up your *rights*, you should consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the *offer*.

On behalf of the board of *Classic*, I have pleasure in inviting you to consider this investment opportunity and thank you for your ongoing support of the *company*.

Yours sincerely

John Lester
Non-Executive Chairman

5. DETAILS OF THE OFFER

5.1. Summary

- 5.1.1. The *offer* is a non-renounceable pro rata offer of approximately 228 million *shares* (***new shares***) at an issue price of \$0.016 per *new share* (***issue price***) to raise approximately \$3.65 million before costs.
- 5.1.2. *Eligible shareholders* are entitled to subscribe for 1 *new share* for every two (2) *shares* held by them at 5.00pm WST on the *record date*. *Eligible shareholders* subscribing for *new shares* will also be entitled to one (1) free attaching *option*, exercisable at \$0.10 on or before 1 June 2025, for every two (2) *new shares* subscribed for.
- 5.1.3. The *offer* is non-renounceable, which means that to the extent that any entitlement under the *offer* is not taken up by any *eligible shareholder* prior to the *closing date*, the entitlement will lapse. The *offer* also incorporates a shortfall facility under which *eligible shareholders* can apply for *new shares* in excess of their pro-rata entitlement (***shortfall offer***). *Eligible shareholders* should refer to *Section 5.6* for a description of the terms and conditions of the *shortfall offer*.
- 5.1.4. The choices available to *eligible shareholders* in respect of the *offer* and the *shortfall offer* are described in *Section 6*. The *offer* opens at 9.00am WST on Wednesday, 28 September 2022 and is currently scheduled to close at 5.00pm WST on Wednesday, 12 October 2022 (***closing date***).

5.2. Minimum subscription

There is no minimum subscription for the *offer*.

5.3. Eligible shareholders

- 5.3.1. The *offer* is being made to those *shareholders* who:
- (a) are registered as a holder of *shares* as at the *record date*;
 - (b) have a registered address in Australia or New Zealand; and
 - (c) are eligible under all applicable securities laws to receive an offer under the *offer*, (***eligible shareholders***).
- 5.3.2. The *company* is of the view that it is unreasonable to make offers under the *offer* to *shareholders* outside of Australia and New Zealand having regard to:
- (a) the relatively small number of *shareholders* outside of Australia and New Zealand as a proportion of all *shareholders*;
 - (b) the number and value of the *new shares* to be offered to *shareholders* outside of Australia and New Zealand; and
 - (c) the cost of complying with the legal requirements of regulatory authorities in the overseas jurisdictions.

5.4. Entitlements of eligible shareholders

- 5.4.1. The number of *new shares* to which you are entitled under the *offer* is shown in the personalised *entitlement and acceptance form* accompanying this *prospectus*. In calculating each *eligible shareholder's* entitlement, fractional entitlements to *new shares* have been rounded down to the nearest whole number of *new shares*. *Eligible shareholders* can subscribe for all, or part, of their pro rata entitlement under the *offer*. Detailed instructions on how to accept all, or part of, your pro rata entitlement are set out in Section 6.
- 5.4.2. Please note that if you choose not to take up your pro rata entitlement, your percentage shareholding in the company will be diluted to the extent that the *offer* is taken up by other persons.

5.5. No rights trading

The rights to *new shares* under the *offer* are non-renounceable. *Eligible shareholders* may not sell or transfer any part of their entitlements.

5.6. Shortfall offer

- 5.6.1. The *shortfall offer* provides a facility under which *eligible shareholders* can apply for *new shares* in excess of their pro rata entitlement (***additional new shares***).
- 5.6.2. The issue of *additional new shares* under the *shortfall offer* will be dependent on there being a shortfall in the take up of pro rata entitlements under the *offer*. *Eligible shareholders* who wish to apply for *additional new shares* under the *shortfall offer* can do so by specifying the number of *additional new shares* they wish to apply for in the space provided on their *entitlement and acceptance form*.
- 5.6.3. If *eligible shareholders* submit applications under the *shortfall offer*, any allocation of *additional new shares* amongst those *applicants* will be considered and determined by *board* at its absolute discretion.
- 5.6.4. As a consequence of the arrangements described above, there can be no guarantee of the number of *additional new shares* available to *eligible shareholders* under the *shortfall offer*. *Eligible shareholders* who apply for *additional new shares* will be bound to accept any lesser number of *additional new shares* allocated to them in accordance with the allocation procedure described above. If you do not receive all of the *additional new shares* you applied for, any excess *application monies* will be returned to you without interest.
- 5.6.5. It is the responsibility of each *eligible shareholder* to ensure that it will not breach the takeovers provisions under the *Corporations Act* (the 20% threshold) by applying for *additional new shares*. These provisions are set out in section 606 of the *Corporations Act*. No *eligible shareholder* will be permitted to acquire *additional new shares* to the extent that the *company* considers (acting reasonably) that by doing so that *shareholder* would contravene section 606 of the *Corporations Act*.

5.7. Underwriting

The *offer* is partially underwritten by *Still Capital (underwriter)*. 50% of *shares* offered under the *offer* which remain unallocated following the issue of *new shares* under the *offer* and the *shortfall offer* will be taken up by the *underwriter* (and its sub-underwriters) on the terms of the *underwriting agreement*, a summary of which is provided at *Section 9.3*.

5.8. Placement of balance

If, after the close of the *offer*, any *shortfall* has not been subscribed for by *eligible shareholders* or in accordance with the *underwriting agreement*, the *directors* reserve the right to allocate *shortfall shares* to sophisticated and professional investors as defined in sections 708(8) and 708(11) of the *Corporations Act*, subject to the *listing rules* and any restrictions under applicable law, within 3 months of the close of the *offer*. For the avoidance of doubt, the *directors* will have discretion as to how to allocate the *shortfall*.

5.9. Withdrawal of the offer

The *company* reserves the right to withdraw all or part of the *offer*, and this *prospectus*, at any time, subject to applicable laws. If the *offer* is withdrawn, the *company* will refund *application monies* in accordance with the *Corporations Act* and without payment of interest.

6. ACTION REQUIRED BY SHAREHOLDERS

6.1. Your choices

- 6.1.1. Before taking any action, you should read this *prospectus* and, if you have any questions, consult your financial or other professional adviser.
- 6.1.2. If you are an *eligible shareholder*, you may either:
- (a) participate in the *offer* – see *Section 6.2*; or
 - (b) do nothing – see *Section 6.5*.

6.2. How to apply

- 6.2.1. Taking up some or all of your pro rata allocation

To subscribe for *new shares* offered to you under your pro rata allocation, please complete the accompanying entitlement and acceptance form (***entitlement and acceptance form***) according to the instructions on the form for all, or part, of your pro rata entitlement you wish to subscribe for.

- 6.2.2. Applying for *additional new shares* under the *shortfall offer*

Please refer to *Section 5.5* for details regarding the *shortfall offer*. If you wish to apply for *additional new shares* under the *shortfall offer*, please insert the number of *additional new shares* you wish to apply for in the relevant box on the *entitlement and acceptance form*.

- 6.2.3. Payment

The *issue price* (of \$0.016 per *new share*) is payable in full on application. Payments must be received by 5.00pm WST on the *closing date* and must be in Australian currency and made by:

- (a) cheque drawn on and payable at any Australian bank;
- (b) bank draft or money order drawn on and payable at any Australian bank; or
- (c) BPAY®.

If you wish to pay by BPAY®, you do not need to return the *entitlement and acceptance form*. You simply need to follow the instructions on the *entitlement and acceptance form*. Different financial institutions may implement earlier cut-off times with regards to electronic payment, so please take this into consideration when making payment by BPAY®. It is your responsibility to ensure that funds submitted through BPAY® are received by no later than 5.00pm WST on the *closing date*.

The *company* will treat you as applying for as many *new shares* as your payment will pay for in full, subject to any scale-back the *company* may implement in respect of *additional new shares* under the *shortfall offer*. Amounts received by the *company* in excess of your pro rata entitlement (***excess amount***) will be treated as an application under the *shortfall offer* to apply for as many *additional new shares* as your *excess amount* will pay for in full.

Cheques, bank drafts and money orders must be made payable to “Classic Limited – Subscription Account” and crossed “Not Negotiable”. Cash payments will not be accepted. Receipts for payment will not be provided.

The *company* will not be responsible for any postal or delivery delays or delay in the receipt of your BPAY® payment.

6.2.4. Return completed entitlement and acceptance form and payment

Unless you are paying by BPAY®, completed *entitlement and acceptance forms* and payment of *application money* should be forwarded to the *share registry* by mail in the enclosed prepaid envelope or, if you are outside of Australia or do not use the prepaid envelope, by mail addressed to:

Link Market Services
Level 12, 680 George Street
Sydney NSW 2000

Completed *entitlement and acceptance forms* and payments must be received by 5.00pm WST on the *closing date*. Please note that all acceptances, once received, are irrevocable. If you wish to pay by BPAY®, you do not need to return the *entitlement and acceptance form*. Please see *Section 6.2.3* above for details.

6.3. Representations you will be taken to make by acceptance

By completing and returning your *entitlement and acceptance form* or making a payment by BPAY®, you will be deemed to have:

- (a) acknowledged that you have fully read and understood this *prospectus* and the *entitlement and acceptance form* in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this *prospectus* and the *entitlement and acceptance form*;
- (b) agreed to be bound by the terms of the *offer*, the provisions of this *prospectus* and the *constitution*;
- (c) authorised the *company* to register you as the holder of the *new shares* issued to you;
- (d) declared that you are over 18 years of age and have full legal capacity and power to perform all your obligations under the *offer*;
- (e) acknowledged that once the *company* receives your *entitlement and acceptance form* or any payment of *application monies* via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- (f) agreed to apply for and be issued up to the number of *new shares* specified in the *entitlement and acceptance form*, or for which you have submitted payment of any *application monies* via BPAY®, at the *issue price*;
- (g) if you have applied for or are deemed to have applied for *additional new shares* under the *shortfall offer*, agreed to accept any lesser number of *additional new shares* allocated to you in accordance with the allocation procedure described in *Section 5.6*;

-
- (h) authorised the *company*, the *share registry* and their respective officers, employees or agents to do anything on your behalf necessary for *new shares* to be issued to you;
 - (i) declared that you were the registered holder at the *record date* of the *shares* indicated in the *entitlement and acceptance form* as being held by you on the *record date*;
 - (j) acknowledged that the information contained in this *prospectus* and your *entitlement and acceptance form* is not investment advice nor a recommendation that the *new shares* are suitable for you given your investment objectives, financial situation or particular needs;
 - (k) acknowledged that this *prospectus* is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the *company* and is given in the context of the *company's* past and ongoing continuous disclosure announcements to *ASX*;
 - (l) acknowledged the statement of risks in the “Risk Factors” section of this *prospectus* and that investments in the *company* are subject to risk;
 - (m) acknowledged that none of the *company* or its *related bodies corporate*, affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the *company*, nor do they guarantee the repayment of capital;
 - (n) agreed to provide any requested substantiation of your eligibility to participate in the *offer* and your holding of shares on the *record date*; and
 - (o) authorised the *company* to correct any errors in your *entitlement and acceptance form*.

6.3.2. By completing and returning your *entitlement and acceptance form* or making a payment by BPAY®, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are not in the United States and are not a *US person* and are not acting for the account or benefit of, a person in the United States or a *US person*, and are not otherwise a person to whom it would be illegal to make an offer or issue *new shares* under the *offer*;
- (b) you acknowledge that the *new shares* have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, your pro rata entitlement may not be taken up, and the *new shares* may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws; and
- (c) you have not and will not send any materials relating to the *offer* to any person in the United States, a *US person*, or a person acting for the account or benefit of a person in the United States or a *US person*.

6.4. Application monies to be held on trust

Until *new shares* are issued under this *prospectus*, the *application monies* for *new shares* will be held by the *company* on trust on behalf of *applicants* in a separate bank account maintained solely for the purpose of depositing *application monies* received pursuant to this *prospectus*. If the *new shares* to be issued under this *prospectus* are not admitted to *quotation* within three months after the date of this *prospectus*, no *new shares* will be issued, and *application monies* will be refunded in full without interest in accordance with the *Corporations Act*.

6.5. Do nothing

If you do not apply for *new shares* pursuant to the *offer*:

- (a) your entitlement under the *offer* will lapse; and
- (b) your percentage ownership in the *company* will be diluted because the issue of *new shares* under the *offer* will increase the total number of *shares* on issue.

7. EFFECT OF THE OFFER

7.1. Purpose and effect of the offer

7.1.1. The purpose of the *offer* is to raise capital to support the *company's* exploration and development activities, with a particular focus on the development of the Kat Gap gold project.

7.1.2. In the event the *offer* is fully subscribed, the funds raised will be used for the following purposes:

<i>Use of funds</i>	<i>\$</i>
Infill drilling at Kat Gap	700,000
Diamond drilling Kat Gap	150,000
Extension drilling at Kat Gap	250,000
Field costs	250,000
Plant assembly & infrastructure	350,000
Upgrade to plant	550,000
Water pump & pipeline to plant	350,000
Tailings dam	700,000
Relocate & upgrade camp	200,000
Estimated expenses of the offer	150,000
	3,650,000

7.1.3. The principal effect of the *offer*, assuming the *offer* is fully subscribed and no *options* are exercised and converted into *shares* between the date of this *prospectus* and the *closing date*, will be to:

- (a) increase the *company's* cash reserves by approximately \$3.65 million (before deducting the estimated expenses of the *offer*) immediately after completion of the *offer*, and
- (b) increase:
 - (i) the number of *shares* on issue from 455,832,564 as at the date of this *prospectus* to 683,748,846 *shares*; and
 - (ii) the number of *options* on issue from 137,064,243 as at the date of this *prospectus* to 251,022,384 *options*,
immediately after completion of the *offer*.

7.2. Effect on capital structure

7.2.1. As at the date of this *prospectus*, the *company* has on issue:

- (a) 455,832,564 *shares*;
- (b) 137,064,243 *options* of which:
 - (i) 35,536,686 are exercisable @ \$0.45 on or before 3 February 2024;
 - (ii) 9,064,725 are exercisable @ \$0.18 on or before 1 June 2025; and
 - (iii) 92,462,832 are exercisable @ \$0.10 on or before 1 June 2025;
- (c) 9,333,999 *performance rights*; and
- (d) 24 *convertible notes* (each with a face value of \$25,000 and convertible into *shares* at the lesser of:
 - (i) \$0.075 per *share*; and
 - (ii) a 20% discount to the 15-day VWAP of *shares* as at the day immediately preceding the date on which the *convertible notes* are converted.

7.2.2. The effect of the *offer* on the capital structure of the *company*, assuming no *options* are exercised between the date of this *prospectus* and the *closing date*, is set out below.

	<i>shares</i>	<i>options</i>	<i>performance rights</i>	<i>convertible notes</i>
<i>currently on issue</i>	455,832,564	137,064,243	9,333,999	24
<i>offer</i>	227,916,282	113,958,141	-	-
<i>total after offer</i>	683,748,846	251,022,384	9,333,999	24

7.3. Effect on shareholdings

The issue of *new shares* under the *offer* will have the effect of diluting the percentage shareholdings of *shareholders* who do not participate in the *offer* (including under the *shortfall offer*). In particular:

- (a) *eligible shareholders* who fail to take up their entitlement for *new shares* under the *offer* will be diluted by those other *eligible shareholders* who take up some or all of their entitlement;
- (b) *eligible shareholders* who take up their entitlement to *new shares*, will continue to hold the same percentage interest in the *company*; and
- (c) *eligible shareholders* who take up their entitlement under the *offer* and receive *new shares* under the *shortfall offer*, will increase their percentage shareholding in the *company* to the extent they receive *additional new shares* under the *shortfall offer*.

7.4. Effect on control

7.4.1. The *company* does not believe that any *shareholder* will materially increase their percentage shareholding in the *company* pursuant to the *offer* and, subject to *Section*

7.4.2 below, the *directors* have determined that no *new shares* will be allocated and placed to a *shareholder* or a sub-underwriter if to do so would result in that *shareholder* or sub-underwriter's voting power in the *company* increasing from 20% or below to more than 20%.

7.4.2. Section 611 (item 13) of the *Corporations Act* provides that the prohibition in section 606(1) of the *Corporations Act* (which prohibits the acquisition of relevant interests in securities exceeding 20%) does not apply to acquisitions that result from an issue to an underwriter or sub-underwriter, subject to the effect of the acquisition on that person's voting power in the company having been disclosed in the disclosure document. If no *rights* are taken up by *shareholders*, and *Still Capital* is required to subscribe for all the *new shares* offered, then *Still Capital* may hold up to 50% of the issued capital of the *company*.

7.5. Effect on financial position

7.5.1. The pro forma balance sheet for the *company* as at 30 June 2022 has been prepared based on the accounting policies normally adopted by the *company* and reflect the changes to its financial position.

7.5.2. The pro forma balance sheet has been prepared to reflect:

- (a) the issue of convertible notes with an aggregate face value of \$4,000,000 (*convertible notes*);
- (b) the issue of approximately 228 million *new shares* at an issue price of \$0.016;
- (c) the issue of 4,687,500 *shares* to the *underwriter* at a deemed issue price of \$0.016; and
- (d) the estimated expenses in relation to the issue of *convertible notes* and *new shares*.

7.5.3. 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 abbreviated form, insofar as it does not include all of disclosures required by the Australian Accounting Standards applicable to annual financial statements.

	Unaudited Balance Sheet as at 30 Jun 22	Pro forma Adjustments	Pro forma Balance Sheet
	\$'000	\$'000	\$'000
CURRENT ASSETS			
Cash and cash equivalents	421	5,153	5,574
Trade and other receivables	108		108
Other current assets	120		120
TOTAL CURRENT ASSETS	649	5,153	5,802
NON-CURRENT ASSETS			
Exploration and evaluation	3,660		3,660
Rights of use assets	376		376
Plant and equipment	6,485		6,485
TOTAL NON-CURRENT ASSETS	10,521	-	10,521
TOTAL ASSETS	11,170	5,153	16,323
CURRENT LIABILITIES			
Trade and other payables	6,887		6,887
Advance for convertible notes	2,127	(2,127)	-
Provisions	115		115
Lease liability - current	94		94
Borrowings - current	5,274		5,274
TOTAL CURRENT LIABILITIES	14,497	(2,127)	12,370
NON-CURRENT LIABILITIES			
Convertible notes	-	4,000	4,000
Lease liability - non-current	320		320
TOTAL NON-CURRENT LIABILITIES	320	4,000	4,320
TOTAL LIABILITIES	14,817	1,873	16,690
NET ASSETS/(LIABILITIES)	(3,647)	3,280	(367)
EQUITY			
Issued capital	60,974	3,875	64,849
Reserves	3,129	428	3,557
Accumulated losses	(67,750)	(1,023)	(68,773)
TOTAL EQUITY	(3,647)	3,280	(367)

Note:

The figures stated in this pro forma balance sheet are subject to the effects of rounding.

- 7.5.4. The basis of preparation for the Historical Financial Information is in accordance with the *company's* accounting policies, as described in its financial report, and the recognition and measurement principles of the Australian Accounting Standards.
- 7.5.5. The Historical Financial Information is based on the unaudited balance sheet as of 30 June 2022.
- 7.5.6. The stated basis of preparation for the Pro Forma Historical Financial Information is in a manner consistent with the recognition and measurement principle of the Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as described above, as if those events or transactions had occurred as of 30 June 2022.

8. RISK FACTORS

8.1. Introduction

- 8.1.1. The *new shares* offered under this *prospectus* are considered highly speculative. An investment in the *company* is not risk free and the *directors* strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this *prospectus* and to consult their professional advisors before deciding whether subscribe for *new shares*.
- 8.1.2. There are specific risks which relate directly to the *company's* business. In addition, there are other general risks, many of which are largely beyond the control of the *company* and the *directors*. The risks identified in this *Section*, or other risk factors, may have a material impact on the financial performance of the *company* and the market price of *shares*.
- 8.1.3. The following is not intended to be an exhaustive list of the risk factors to which the *company* is exposed.

8.2. Risks specific to the company

8.2.1. *No history of revenues or profits*

The *company* is a minerals exploration company, with a focus on gold exploration; it does not have a history of earning revenues or profits and there is no assurance that future operations will result in revenues or profits. If sufficient revenues to operate profitably cannot be generated, operations may be suspended or cease.

8.2.2. *Exploration and development risks*

Mineral exploration and development is a speculative and high-risk undertaking that may be impeded by circumstances and factors beyond the control of the *company*. Success in this process involves, among other things:

- (a) discovery and proving-up, or acquiring, economically recoverable resources or reserves;
- (b) access to adequate capital throughout the exploration, discovery and project development phases;
- (c) securing and maintaining title to mineral exploration projects;
- (d) obtaining required development consents and approvals necessary for the acquisition, mineral exploration, development and production phases; and
- (e) accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees.

As the *company* is an exploration company, there can be no assurance that exploration on its projects, or any other exploration properties that may be acquired in the

future, will result in the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the *company* may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, changing government regulations and many other factors beyond the control of the *company*.

8.2.3. *Tenement grant and maintenance risks*

The *company's* mining exploration activities are dependent upon the grant or, as the case may be, the maintenance of appropriate licences, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The maintaining of tenements, obtaining renewals, or getting tenements granted, often depends on the *company* being successful in obtaining the required statutory approvals for its proposed activities and that the licences, concessions, leases, permits or consents it holds will be renewed as and when required. There is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection therewith.

8.2.4. *Agents & contractors*

The *company* outsources substantial parts of its exploration activities pursuant to services contracts with third-party contractors. The *directors* are unable to predict the risk of financial failure, default or insolvency of any of the contractors that will be used by the *company* in any of its activities or other managerial failure by any of the other service providers used by the *company* for any activity. Contractors may also underperform their obligations of their contract, and in the event that their contract is terminated, the *company* may not be able to find a suitable replacement on satisfactory terms.

8.2.5. *Operational risks*

The operations of the *company* may be affected by various factors, including:

- (a) failure to locate or identify mineral deposits;
- (b) failure to achieve predicted grades in exploration and mining;
- (c) operational and technical difficulties encountered in mining;
- (d) insufficient or unreliable infrastructure, such as power, water and transport;
- (e) difficulties in commissioning and operating plant and equipment;
- (f) mechanical failure or plant breakdown;
- (g) unanticipated metallurgical problems which may affect extraction costs; and
- (h) adverse weather conditions.

In the event that any of these potential risks eventuate, the *company's* operational and financial performance may be adversely affected.

8.2.6. *Conditions to tenements*

Interests in mining tenements in Western Australia are governed by legislation and are evidenced by the granting of leases and licences by the State. The *company* is subject to the *Mining Act 1978* (WA) (***Mining Act***) and the *company* has an obligation to meet conditions that apply to the *tenements*, including the payment of rent and prescribed annual expenditure commitments.

The *tenements* held by the *company* are subject to annual review and periodic renewal. While it is the *company's* intention to satisfy the conditions that apply to the *tenements*, there can be no guarantees made that, in the future, the *tenements* that are subject to renewal will be renewed or that minimum expenditure and other conditions that apply to the *tenements* will be satisfied. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the *tenements* comprising the *projects*. These events could have a materially adverse effect on the *company's* prospects and the value of its assets.

If a tenement holder fails to comply with the terms and conditions of a tenement, the Warden or Minister (as applicable) may impose a fine or order that the tenement be forfeited. In most cases an order for forfeiture can only be made where the breach is of sufficient gravity to justify forfeiture of the tenement. In certain cases, a third party can institute administrative proceedings under the *Mining Act* before the Warden seeks forfeiture of the tenement.

8.2.7. *Crown land*

The land subject to the *tenements* may overlap with Crown land, including pastoral leases. Upon commencing mining operations on any of the *tenements*, the *company* may need to consider entering into a compensation and access agreement with the lease holders to ensure the requirements of the *Mining Act* are satisfied and to avoid any disputes arising. In the absence of agreement, the Warden's Court determines compensation payable. The entry into these agreements may delay the undertaking of activities, including the development of any future mines, and may mean that the *company* cannot explore all areas that it may prefer to explore for mineral development.

8.2.8. *Grant of future authorisations to explore and mine*

If the *company* discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licences and permits before it will be able to mine the deposit. There is no guarantee that the *company* will be able to obtain all required approvals, licences and permits. To the extent that required authorisations are not obtained or are delayed, the *company's* operational and financial performance may be materially adversely affected.

8.2.9. *Native title and heritage matters*

In relation to tenements which the *company* has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the *company* to gain access to tenements (through obtaining consent of any

relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The *directors* will closely monitor the potential effect of native title claims involving tenements in which the *company* has or may have an interest.

8.2.10. *Requirement for additional capital*

Additional funding may be required in the event costs exceed the *company's* estimates and to effectively implement its business and operational plans in the future to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the *company* may incur. If such events occur, additional funding will be required.

The *company* may seek to raise further funds through equity or debt financing, joint ventures, licensing arrangements, or other means. Failure to obtain sufficient financing for the *company's* activities and future projects may result in delay and indefinite postponement of these activities and potential development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing may not be favourable to the *company* and might involve substantial dilution to *shareholders*.

8.2.11. *Retention of key personnel*

There is a risk that, where there is a turnover of development staff who have knowledge of the mineral tenements and the business, knowledge will be lost in the event that those staff resign or retire. This involves the risk that those staff will have information in respect of the *company's* activities which has a commercial value to the *company* as well as an opportunity cost for replacement of those staff and subsequent training.

8.3. Industry-specific risks

8.3.1. *Contamination risks*

The mineral exploration sector operates under Australian state and federal environmental laws. The *company's* operations may use hazardous materials and produce hazardous waste which may have an adverse impact on the environment or cause exposure to hazardous materials. Despite efforts to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, the *company* may be subject to claims for toxic torts, natural resources damages and other damages. In addition, the *company* may be subject to the investigation and clean-up of contaminated soil, surface water and groundwater. This may delay the timetable of the *company's* projects and may subject the *company* to substantial penalties including fines, damages, clean-up costs or other penalties. The *company* is also subject to environmental protection legislation, which may affect the *company's* access to certain areas of its properties and could result in unforeseen expenses and areas of moratorium.

8.3.2. *Metallurgy risk*

When compared with many industrial and commercial operations, mining exploration projects are high risk. Each ore body is unique and the nature of the

mineralisation, the occurrence and grade of the ore, as well as its behaviour during mining can never be wholly predicted. Estimations of a mineral deposit are not precise calculations although are based on interpretation and on samples from drilling which represent a very small sample of the entire ore body. Reconciliation of past production and reserves, where available, can confirm the reasonableness of past estimates, but cannot categorically confirm accuracy of future projections.

The applications of metallurgical test work results and conclusions to the process design, recoveries and throughput depend on the accuracy of the test work and assumption that the sample tests are representative of the ore body as a whole. There is a risk associated with the scale-up of laboratory and pilot plant results to a commercial scale and with the subsequent design and construction of any plant.

8.3.3. *Resource and reserve estimates*

Resource and reserve estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource and reserve estimates are imprecise and depend to some extent on interpretation which may prove to be inaccurate.

8.3.4. *Land access*

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to have access to land in Australia. Negotiations with both traditional owners and landowners/occupiers are generally required before the *company* can access land for exploration or mining activities. Inability to access, or delays experienced in accessing, the land may impact on the *company's* activities.

8.3.5. *Environmental risks*

The operations and proposed activities of the *company* are subject to state and federal environmental laws and regulations. As with most exploration projects and mining operations, the *company's* activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The *company* will attempt to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

8.3.6. *Environmental impact constraints*

The *company's* exploration programs will, in general, be subject to approval by governmental authorities. Development of any of the *company's* properties will be dependent on the relevant project meeting environmental guidelines and, where required, being approved by governmental authorities.

8.3.7. *Climate change regulation*

Mining of mineral resources is relatively energy-intensive and is dependent on the consumption of fossil fuels. Increased regulation and government policy designed to mitigate climate change may adversely affect the *company's* cost of operations and adversely impact the financial performance of the *company*.

8.3.8. *Insurance risks*

Insurance coverage of all risks associated with minerals exploration, development and production is not always available and, where available, the cost can be high. The *company* will have insurance in place considered appropriate for the *company's* needs. The *company* will not be insured against all possible losses, either because of the unavailability of cover or because the directors believe the premiums are excessive relative to the benefits that would accrue. The directors believe the insurance they have in place is appropriate. The directors will continue to review the insurance cover in place to ensure that it is adequate.

8.3.9. *Safety*

Safety is a fundamental risk for any exploration and production company in relation to personal injury, damage to property and equipment and other losses. The occurrence of any of these risks could result in legal proceedings against the *company* and/or key personnel and substantial losses to the *company* due to injury or loss of life, damage or destruction of property, regulatory investigation, and penalties or suspension of operations. Damage occurring to third parties because of such risks may give rise to claims against the *company*.

8.4. **General risks**

8.4.1. *Market conditions*

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

- (a) general economic outlook;
- (b) introduction of tax reform or other new legislation;
- (c) interest rates and inflation rates;
- (d) changes in investor sentiment toward particular market sectors;
- (e) the demand for, and supply of, capital; and
- (f) terrorism or other hostilities.

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

8.4.2. *Commodity and exchange rate fluctuation risk*

To the extent the *company* may become involved in mineral production, the revenue derived through the sale of commodities may expose the potential income of the *company* to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the *company*. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

8.4.3. *Economic and government risk*

The future viability of the *company* is also dependent on a number of other factors affecting performance of all industries and not just the mineral exploration industry including, but not limited to, the following:

- (a) general economic conditions in jurisdictions in which the *company* operates;
- (b) changes in government policies, taxation and other laws in jurisdictions in which the *company* operates;
- (c) the strength of the equity markets in Australia and throughout the world, and in particular investor sentiment towards the mineral exploration sector;
- (d) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the *company* operates; and
- (e) natural disasters, social upheaval or war in jurisdictions in which the *company* operates.

8.4.4. *COVID-19*

The outbreak of the COVID-19 pandemic is having a material effect on global economic markets. The global economic outlook is facing uncertainty due to the pandemic, which has had, and may continue to have, a significant impact on capital markets and share prices. The *company's* share price may be adversely affected by the economic uncertainty caused by COVID-19.

Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the *company's* operations and are likely to be beyond the control of the *company*. The *company's* ability to freely move people and equipment to and from exploration projects may be the subject of delays or cost increases. The effects of COVID-19 on the *company's* share price may also impede the *company's* ability to raise capital or require the *company* to issue capital at a discount, which may in turn cause dilution to *shareholders*.

8.5. **Speculative investment**

8.5.1. The above list of risk factors ought not to be taken as exhaustive of the risks faced by the *company* or by investors in the *company*. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the *company* and the value of any *new shares* issued.

8.5.2. Therefore, any *new shares* issued carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those *shares*. Potential investors should consider that the investment in the *company* is highly speculative and should consult their professional advisors before deciding whether to subscribe for *new shares*.

9. ADDITIONAL INFORMATION

9.1. Rights attaching to shares

9.1.1. The following is a summary of the more significant rights and liabilities attaching to *new shares* 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.

9.1.2. General meetings

- (a) *Shareholders* are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the *company*.
- (b) *Shareholders* may requisition meetings in accordance with section 249D of the *Corporations Act* and the *constitution*.

9.1.3. Voting rights

- (a) Subject to the *constitution* and to any rights and restrictions attaching to any class of shares, at meetings of *shareholders* or other classes of *shareholder*, each *shareholder* entitled to attend and vote may attend and vote in person or by proxy or by attorney and, where the *shareholder* is a body corporate, by representative.
- (b) On a show of hands every *shareholder* present having the right to vote at the meeting has one vote. On a poll, every *shareholder* present has one vote for each fully paid *share* and, in the case of partly paid *shares* or *share* held by the *shareholder*, a fraction of a vote equivalent to the proportion which the amount paid (but not credited) is of the total amounts paid and payable (excluding amounts credited) on the *share* or *shares* held.

9.1.4. Dividend rights

Subject to the *Corporations Act* and to any special rights or restrictions attached to any *shares*, *directors* may from time to time authorise the *company* to pay interim and final dividends which appear to the *directors* to be justified by the profits of the *company*.

9.1.5. 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 he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the *shareholders* or different classes of *shareholders*.

9.1.6. Transfer of shares

Generally, *shares* are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the *Corporations Act* and the *listing rules*.

9.1.7. Future increase in capital

The issue of any *shares* is under the control of the *directors*. Subject to restrictions on the issue or grant of *securities* contained in the *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.

9.1.8. Variation of rights

- (a) 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*.
- (b) 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.

9.2. Options terms and conditions

The following are the terms and conditions of the *options*:

- (a) **(entitlement)** each *option* will entitle the holder to subscribe for one *share*;
- (b) **(rank equally)** all *shares* issued upon the exercise of *options* will rank equally in all respects with the *company's existing shares*;
- (c) **(exercise price)** each *option* shall entitle the holder to acquire one *share* upon payment of the sum of \$0.10 per *option* (**exercise price**) to the *company*;
- (d) **(exercise of options)** the *options* will expire at 5.00pm *WST* on 1 June 2025 (**date**). The *options* may be exercised, in whole or in part, at any time prior to the *expiry date*, by completing and delivering a duly completed form of notice of exercise to the registered office of the *company* together with the payment of the *exercise price* in immediately available funds for the number of *shares* in respect of which the *options* are exercised. An *option* not exercised on or before the *expiry date* will lapse. *Shares* issued pursuant to the exercise of *options* will be issued, and holding statements provided to the holders of *shares*, on the above terms and conditions not more than 15 *business days* after the receipt of a duly completed form of notice of exercise and the *exercise price*;
- (e) **(no quotation of options)** application will not be made to *ASX* for *quotation* of the *options*;

- (f) (**quotation of shares**) provided the *company* is listed on *ASX* at the time, application will be made for *quotation* of *shares* issued on exercise of *options* not later than 15 *business days* after the date of issue. If required, the *company* will give *ASX* a notice that complies with section 708A(5)(e) of the *Corporations Act*, or, if such a notice delivered is for any reason not effective to ensure that an offer for sale of the *shares* does not require disclosure to investors, the *company* must, no later than 20 *business days* after becoming aware of such notice being ineffective, lodge with *ASIC* a prospectus prepared in accordance with the *Corporations Act* and do all such things necessary to satisfy section 708A(11) of the *Corporations Act* to ensure that an offer for sale of the *shares* does not require disclosure to investors;
- (g) (**transfer**) the *options* are transferable subject to any restrictions imposed by *ASX* or under applicable Australian securities laws;
- (h) (**participation and entitlements**) there are no participating rights or entitlements inherent in the *options* and holders will not be entitled to participate in new issues of *securities* offered to shareholders during the currency of the *options*. However, the *company* must give notice to the holders of *options* of any new issue before the record date for determining entitlements to the issue in accordance with the *listing rules* so as to give holders the opportunity to exercise their *options* before the date for determining entitlements to participate in any issue;
- (i) (**reorganisation of share capital**) in the event of a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the *company*, all rights of holders of *options* shall be changed to the extent necessary to comply with the *Corporations Act* and the *listing rules* applying to a reorganisation of capital at the time of the reorganisation; and
- (j) (**bonus issue**) if, from time to time, before the expiry of the *options* the *company* makes a pro-rata issue of *shares* to shareholders for no consideration, the number of *shares* over which an *option* is exercisable will be increased by the number of *shares* which the holder would have received if the *options* had been exercised before the date for calculating entitlements to the pro-rata issue.

9.3. Underwriting agreement

- 9.3.1. The *company* has entered into the *underwriting agreement*, pursuant to which the *underwriter* has agreed to partially underwrite the *offer* by procuring applications for 50% any *new shares* that are not subscribed for under the *offer* and the *shortfall offer*.
- 9.3.2. The *company* has agreed to pay the *underwriter* a fee of \$125,000 (plus *GST*) and 4,687,500 *shares* issued at a deemed issue price of \$0.016. The *company* will also be required to indemnify the underwriter for certain costs and expenses incurred by it in relation to the *offer*, including certain legal fees.
- 9.3.3. The *underwriting agreement* contains various representations, warranties, indemnities and undertakings in favour of the *underwriter* that are usual for arrangements of this type. In particular, the *underwriting agreement* contains various representations and

warranties by the *company* relating to the *company* and its business, including information provided to the *underwriter* and disclosed to *ASX*.

- 9.3.4. The *underwriting agreement* also imposes various obligations on the *company*, including undertakings to do certain things, including providing certain notices to the underwriters and *ASX* within prescribed periods.
- 9.3.5. The obligation of the *underwriter* to underwrite the *offer* is conditional on customary conditions including, amongst others, certain termination events giving the *underwriter* the right to terminate the *underwriting agreement*. In summary, these include:
- (a) (**share price**): the *company's* share price closes on any two (2) consecutive trading days before the *shortfall notice date* 10% or more below the closing price of *shares* on the *business day* prior to the date of execution of the *underwriting agreement*;
 - (b) (**indices fall**): the S&P ASX 200 Index closes on any two (2) consecutive trading days before the *shortfall notice date* 10% or more below its respective level as at the close of business on the *business day* prior to the date of execution of the *underwriting agreement*;
 - (c) (**contravention**) the *company* contravenes any of the following, which in the reasonable opinion of the *underwriter* has a *material adverse effect*:
 - (i) any law, regulation, authorisation, ruling, consent, judgment, order or decree of any government agency;
 - (ii) its *constitution* or another constituent document;
 - (iii) a security interest or document which is binding on:
 - (1) the *company*; or
 - (2) an asset of the *company*;
 - (d) (**solvency**) an *insolvency event* occurs in relation to the *company*;
 - (e) (**hostilities**) an outbreak of new hostilities or a state of war, whether declared or not, arises after the date of execution of the *underwriting agreement*, or an escalation of hostilities already in existence occurs, involving Australia, Japan, any member country of the European Community, the United States of America, any of the member states of the former Union of Soviet Socialist Republics, Indonesia, the Peoples' Republic of China, New Zealand, Hong Kong, Taiwan, Singapore or Malaysia, which in the reasonable opinion of the *underwriter* has or is likely to have a *material adverse effect*; and
 - (f) (**dishonest director**) after the date of this agreement a director of the *company* commits or is convicted of a criminal offence or becomes a bankrupt which in the reasonable opinion of the *underwriter* has or is likely to have a *material adverse effect*.

9.4. Continuous disclosure obligations

- 9.4.1. 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, as a listed company, the *company* is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the *company's securities*.

- 9.4.2. This *prospectus* is a “transaction specific prospectus” to which the special content rules under section 713 of the *Corporations Act* apply. That provision allows the issue of a more concise prospectus in relation to an offer of *securities* in a class which has been continuously quoted by *ASX* in the three months prior to the date of the prospectus. In general terms, “transaction specific prospectuses” are only required to contain information in relation to the effect of the issue of *securities* on the entity and the rights attaching to those *securities*. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the issuing company.
- 9.4.3. 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 offer 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 deciding whether or not to invest.
- 9.4.4. 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*.
- 9.4.5. 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.
- 9.4.6. 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 *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 *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 *record date*:
 - (i) the annual financial report of the *company* for the financial year ended 30 June 2021 being the most recent annual financial report of the *company* lodged with *ASIC* before the issue of this *prospectus*; and
 - (ii) any documents used to notify *ASX* of information relating to the *company* in the period from lodgement of the annual financial report referred to in paragraph (i) above until the issue of this *prospectus* in accordance with the *listing rules* as referred to in section 674(1) of the *Corporations Act*.

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

The *company* has lodged the following announcements with ASX since the lodgement of its 2021 annual report on 29 October 2021:

Date	Description of ASX announcement
14/09/2022	Appendix 3G
14/09/2022	Application for quotation of securities - CLZ
14/09/2022	Application for quotation of securities - CLZ
13/09/2022	Proposed issue of securities - CLZ
12/09/2022	Classic's Project Management Plan - Approved
9/09/2022	Cleansing Statement
9/09/2022	Reinstatement to Quotation
9/09/2022	Classic secures \$10 million to take Kat Gap to production
8/09/2022	Classic requests extension to suspension
7/09/2022	Classic requests extension to suspension
6/09/2022	Suspension from Official Quotation
2/09/2022	Application for quotation of securities - CLZ
2/09/2022	Appendix 3G
2/09/2022	Application for quotation of securities - CLZ
2/09/2022	Application for quotation of securities - CLZ
2/09/2022	Application for quotation of securities - CLZ
1/09/2022	Trading Halt
1/09/2022	Loyalty Option program completed
1/09/2022	Proposed issue of securities - CLZ
18/08/2022	More High Grade Gold Intercepts - Kat Gap
12/08/2022	Supplementary Prospectus
12/08/2022	Application for quotation of securities - CLZ
11/08/2022	Proposed issue of securities - CLZ
3/08/2022	Appendix 3G

3/08/2022	Infill Drilling Returns High Grade Gold Intercepts – Kat Gap
1/08/2022	Quarterly Activities/Appendix 5B Cash Flow Report
1/08/2022	Quarterly Activities Report
22/07/2022	Application for quotation of securities - CLZ
15/07/2022	Prospectus for Loyalty Options
13/07/2022	Proposed issue of securities - CLZ
13/07/2022	Classic to issue Loyalty Options - Amended
12/07/2022	Classic to issue Loyalty Options to Shareholders
11/07/2022	Issue of Convertible Notes Completed
08/07/2022	Results of Meeting
6/07/2022	Consolidation/Split - CLZ
30/06/2022	Application for quotation of securities - CLZ
30/06/2022	Classic Strikes Vital Processing Water In First Drill hole
29/06/2022	Notification regarding unquoted securities - CLZ
7/06/2022	Notice of General Meeting/Proxy Form
7/06/2022	Reinstatement to Official Quotation
7/06/2022	Proposed issue of securities - CLZ
7/06/2022	Proposed issue of securities - CLZ
7/06/2022	Capital Raising and Social Media Post
6/06/2022	Suspension From Official Quotation
1/06/2022	Trading Halt Request - Amended
1/06/2022	Trading Halt
16/05/2022	KAT GAP Bulk Sample Exceeds 1000 Ounces
11/05/2022	Mining of Bulk Sample Completed
29/04/2022	Quarterly Activities/Appendix 4C Cash Flow Report
4/04/2022	Kat Gap Market Update
4/04/2022	Cleansing Statement
4/04/2022	Notification of cessation of securities - CLZ

4/04/2022	Notification of cessation of securities - CLZ
4/04/2022	Proposed issue of securities - CLZ
4/04/2022	Application for quotation of securities - CLZ
1/04/2022	Proposed issue of securities - CLZ
25/03/2022	Cleansing Statement
23/03/2022	Kat Gap Gold Surfaces
22/03/2022	Application for quotation of securities - CLZ
22/03/2022	Application for quotation of securities - CLZ
21/03/2022	Proposed issue of securities - CLZ
18/03/2022	Successful Completion of Placement
17/03/2022	Classic's Mining Operations - Approved
17/03/2022	Half Yearly Report and Accounts
14/03/2022	Mining of Bulk Sample - Update
11/03/2022	Retraction and Clarification
11/03/2022	Change of Auditor
9/03/2022	High Grade Gold Results Confirmed at Lady Ada
3/03/2022	Mining of Gold Bulk Sample Re-Commences at Kat Gap
16/02/2022	CLZ Divests 80% Lithium Rights To Concentrate On Gold Mining
14/02/2022	Kat Gap Native Vegetation Clearing Permit Granted
4/02/2022	Cleansing Statement
4/02/2022	Application for quotation of securities - CLZ
3/02/2022	Proposed issue of securities - CLZ
31/01/2022	Quarterly Activities/Appendix 4C Cash Flow Report
20/01/2022	Results of Meeting
17/01/2022	Response to ASX Query
13/01/2022	Notice of Annual General Meeting/Proxy Form - Updated
11/01/2022	Notice of Annual General Meeting/Proxy Form Updated
13/12/2021	Notice of Annual General Meeting/Proxy Form

6/12/2021	Application for quotation of securities - CLZ
3/12/2021	Cleansing Statement
3/12/2021	Application for quotation of securities - CLZ
2/12/2021	Proposed issue of securities - CLZ
9/11/2021	Jobkeeper Payments Notification
8/11/2021	Results of Meeting

9.5. Directors' interests

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 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 *offer*; or
- (c) the *offer*,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given 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 *offer*.

9.6. Directors' security holdings

As at the date of the *prospectus*, the *directors* hold the following interests in *securities* of the *company*:

	John Lester	Frederick Salkanovic	Lu Ning Yi	Stephen O'Grady	Gillian King
<i>shares held</i>	365,000	379,167	475,289	-	-
<i>options held</i>	91,250	94,791	107,985	-	-
<i>performance rights held</i>	1,200,000	400,000	400,000	400,000	400,000
<i>new shares entitlement</i>	182,500	189,584	237,645	-	-
<i>options entitlement</i>	91,250	94,792	118,822	-	-

9.7. Remuneration of directors

- 9.7.1. The *constitution* provides that the non-executive *directors* may be paid, in aggregate for their services as *directors*, a sum not exceeding such fixed sum per annum as may be determined by the *company* in general meeting. 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 aggregate sum has been set at an amount not to exceed \$350,000 per annum.
- 9.7.2. The remuneration of executive *directors* is decided by the *board*, without the affected executive *director* participating in that decision-making process and may be paid by way of fixed salary or commission.
- 9.7.3. *Directors* may also be reimbursed for all reasonable expenses incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the *company* and other miscellaneous expenses.
- 9.7.4. The non-executive *directors* have each executed an agreement with the *company* entitling them to remuneration in their capacities as *directors*.
- 9.7.5. The remuneration (including superannuation) of the *directors* for the year ended 30 June 2022 was as follows:

	John Lester	Frederick Salkanovic	Lu Ning Yi	Stephen O'Grady	Gillian King
<i>remuneration</i>	210,000	40,000	40,000	40,000	40,000

9.8. Interests of experts and advisors

- 9.8.1. Other than as set out below or elsewhere in this *prospectus*, no promoter of the *company* or 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* has, or had within the 2 years preceding lodgement of this *prospectus* with 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 its formation or promotion or in connection with the *offer*,
- 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 the formation or promotion of the *company* or the *offer*.

9.9. Consents

- 9.9.1. Chapter 6D of the *Corporations Act* imposes a liability regime on the *company* (as the offeror of the *new shares*), the *directors*, the persons named in the prospectus with their consent as incoming 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*. 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 in it.

9.9.2. Other than as set out below, each of the parties referred to in this *Section*:

- (c) has not authorised or caused the issue of this *prospectus*;
- (d) does not make, or purport to make, any statement in this *prospectus*;
- (e) 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* in *Section 9.3* with the consent of that party; and
- (f) was not involved in the preparation of this *prospectus* or any part of it except where expressly attributed to that person.

9.9.3. *Still Capital* has given its written consent to being named as the underwriter in this *prospectus*. *Still Capital* has not withdrawn its consent prior to the lodgement of this *prospectus* with ASIC.

9.10. Expenses of the offer

The total expenses of the *offer* are estimated to be approximately \$150,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
<i>ASIC fees</i>	3,206
<i>legal fees</i>	12,500
<i>underwriter's fee</i>	125,000
<i>miscellaneous</i>	9,294
<i>total</i>	150,000

9.11. No determination by ASIC

ASIC has not made a determination which would prevent the *company* from relying on section 713 of the *Corporations Act* in issuing the *new shares* or *options* under this *prospectus*.

9.12. Taxation

It is the responsibility of all persons to satisfy themselves of the taxation treatment that applies to them in relation to the *offer*, by consulting their own professional tax advisers. Neither the *company* nor any of its *directors* or officers accepts any liability or responsibility in respect of the taxation consequences of the matters referred to above.

9.13. CHESS and issuer sponsorship

- 9.13.1. The *company* is a participant in *CHESS*, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through *CHESS* will be *issuer sponsored* by the *company*. Because the sub-registers are electronic, ownership of *securities* can be transferred without having to rely on paper documentation.
- 9.13.2. Electronic registers mean that the *company* will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of *securities* issued to them under this *prospectus* (as well as any other *securities* registered in their name at the time). The notice will also advise holders of their “Holder Identification Number” (if broker sponsored) or “Securityholder Reference Number” (if *issuer sponsored*) and explain, for future reference, the sale and purchase procedures under *CHESS* and issuer sponsorship.
- 9.13.3. 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.

9.14. Privacy

- 9.14.1. If you complete an *application* for *shares*, you will be providing personal information to the *company* (directly or through the *company's* share registry). The *company* collects, holds and will use that information to assess your application, service your needs as a holder of *securities* in the *company*, facilitate distribution payments and corporate communications to you as a *shareholder*, and carry out administration.
- 9.14.2. The information may also be used from time to time and disclosed to persons inspecting the *company's securities* registers, 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 *company's* share registry.
- 9.14.3. You can access, correct and update the personal information that we hold about you. Please contact the *company* or its share registry if you wish to do so at the relevant contact numbers set out in this *prospectus*.
- 9.14.4. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the *Corporations Act* and certain rules such as the *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 process or accept your application.

9.15. Litigation

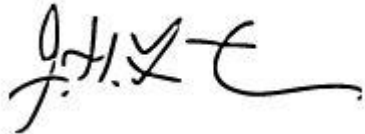
As far as the directors are aware, there are no current or threatened civil litigation, arbitration proceeding or administrative actions, or criminal prosecutions in which the *company* is directly or indirectly concerned which are likely to have a material adverse effect on the business or financial position of the *company*

9.16. Governing law

This *prospectus* and the contracts that arise from the acceptance of applications are governed by the law applicable in Western Australia and each *applicant* submits to the non-exclusive jurisdiction of the courts of Western Australia.

10. 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 ASIC.

A handwritten signature in black ink, appearing to read 'J. H. Lester', with a long horizontal flourish extending to the right.

John Lester
Director

for and on behalf of
Classic Minerals Limited

11. GLOSSARY

In this *prospectus*, unless the context otherwise requires, the following terms have the following meanings:

additional new shares has the meaning given to that term in *Section 5.6.1*.

applicant a person who applies for *new shares* pursuant to the *offer*.

application a valid application to subscribe for *new shares* under this *prospectus*.

application form the application form attached to or accompanying this *prospectus*.

application monies money submitted by *applicants* in respect of *applications*.

ASIC the Australian Securities and Investments Commission.

ASX ASX Limited ACN 008 624 691, or where the context requires, the Australian Securities Exchange which it runs.

board the board of *directors*.

business day a day (other than a Saturday or a Sunday) on which banks in Perth, Western Australia are open for business.

CHESS *ASX*'s Clearing House Electronic Subregistry System.

closing date has the meaning given to that term in *Section 5.1.4*.

company, Classic or CLZ Classic Minerals Limited ACN 119 484 016, a public company incorporated and existing in Australia and listed on *ASX* (ASX: CLZ).

company secretary the secretary of the *company*, Mr Madhu Bhalla.

constitution the constitution of the *company* from time to time.

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

director a director of the *company*.

dollar, \$, or A\$ the lawful currency for the time being of the Commonwealth of Australia.

eligible shareholder has the meaning given to that term in *Section 5.3.1*.

entitlement and acceptance form has the meaning given to that term in *Section 6.2.1*.

glossary this glossary of terms.

issue price has the meaning given to that term in *Section 5.1.1*.

issuer sponsored securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in *CHESS*.

listing rules the official listing rules of *ASX* from time to time.

material adverse effect means a material adverse effect on any of the following;

- (a) any fact relating to the *offer* existing at the date of this agreement; or
- (b) the likelihood of the *underwriter* incurring any liability to any person under any law in connection with the *offer*.

new shares has the meaning given to that term in *Section 5.1.1*.

offer has the meaning given to that term on the cover page of this *prospectus*.

offer period the period between the date of this *prospectus* and the *closing date*.

option an option to acquire a *share*.

prospectus this document.

quotation has the meaning given to that term in the *listing rules*.

record date 5.00pm *WST* on the date specified in the *timetable* on page 4 of this *prospectus*.

related party has the meaning given to that term in sections 9 and 228 of the *Corporations Act*.

right an entitlement to subscribe for a *new share* under the *offer*.

Section a section of this *prospectus*.

securities has the meaning given to that term in section 92 of the *Corporations Act*.

settlement operating rules the settlement rules of the securities clearing house which operates *CHESS*.

share a fully paid ordinary share in the capital of the *company*.

share registry the *company's* share registry, being Link Market Services.

shareholder a holder of *shares*.

shortfall notice date the date on which the company gives the underwriter notice of the number of new shares outstanding after allocations under the *offer* and the *shortfall offer*.

shortfall offer has the meaning given to that term in *Section 5.1.3*.

Still Capital Still Capital Pty Ltd ACN 647 521 604.

timetable the timetable of key events and dates set out on page 4 of this *prospectus*.

underwriter has the meaning given to that term in *Section 5.7*.

underwriting agreement the agreement dated on or around 16 September 2022 between the *company* and the *underwriter* pursuant to which the *underwriter* agrees to partially underwrite the *offer*.

WST Western Standard Time, being the time in Perth, Western Australia.
