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15 June, 2021

Dear Shareholder

### **INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN**

On 7 June 2021, CZR Resources Limited (ASX:CZR) (**CZR** or the **Company**) announced a \$7,500,000 capital raising comprising of a \$7 million placement to institutional and sophisticated investors of fully paid ordinary shares at a price of 1.15 cents per share (**Placement**) and a \$500,000 share purchase plan (**SPP**) (together, the **Capital Raising**).

In order to provide eligible shareholders with the opportunity to participate in the Capital Raising, the Company is pleased to provide details of its SPP offer (**Offer**). Under the Offer, CZR is giving each Eligible Shareholder (as defined below) the opportunity to purchase up to \$30,000 worth of fully paid ordinary shares (**New Shares**), irrespective of the size of their shareholding, without incurring brokerage or other transaction costs.

The Offer is intended to raise \$500,000 (before costs of the Offer) on the SPP terms and conditions (**Terms and Conditions**) enclosed with this letter. The Offer is not underwritten.

The SPP entitles Eligible Shareholders to purchase up to \$30,000 worth of New Shares. The issue price of the New Shares will be 1.15 cents per Share (**Price**), being the same price as the shares issued under the Placement.

The Offer is offered exclusively to eligible shareholders (including custodians), being registered holders of Shares as at 5.00pm (AWST) on 4 June 2021 (**Record Date**) with a registered address in Australia or New Zealand (**Eligible Shareholders**).

The Offer opens on Tuesday, 15 June 2021 and is currently scheduled to **close at 5.00pm (AWST) on Tuesday, 6 July 2021**. The New Shares are expected to be issued on Tuesday, 13 July 2021 and commence trading on the ASX on Wednesday 14 July 2021.

The SPP Offer is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act 2001 (Cth).

## Indicative Timetable

The indicative timetable for the SPP is below:

Details	Date
<b>Record Date</b> The date on which the Company determines Eligible Shareholders	5:00pm (AWST) on Friday, 4 June 2021
<b>Announcement of SPP</b>	Monday, 7 June 2021
<b>Despatch Date</b> SPP Offer document announced and made available to Eligible Shareholders.	Tuesday, 15 June 2021
<b>Opening Date</b> The date on which the Offer opens	Tuesday, 15 June 2021
<b>Closing Date</b> The date on which the Offer closes Applications and payments must be received by this date	5:00pm (AWST) on Tuesday, 6 July 2021
<b>Announcement of SPP results</b>	Friday, 9 July 2021
<b>Issue Date</b> The date New Shares are intended to be issued	Tuesday, 13 July 2021

*The above dates are indicative only and, subject to compliance with applicable law, may be changed at the Company's discretion. Any changes will be advised to shareholders.*

## Current Activities and Use of Funds

Further information on the Company's current activities are set out in the announcements made by CZR to the ASX and are available directly from the ASX website [www.asx.com.au](http://www.asx.com.au) or the Company's website <https://www.czrresources.com/>

Funds raised under the Placement and the SPP will be used to advance the Company's Robe Mesa Iron Ore Project, exploration on the Company's other gold exploration prospects and working capital purposes.

CZR is also considering alternative production pathways including, but not limited to, partnering with strategic industry participants and joint ventures.

## Important Information

The SPP is governed by the enclosed Terms and Conditions. The Board urges you to read the Terms and Conditions carefully and in its entirety, together with announcements made by the Company to the ASX, before deciding whether to participate in the Offer.

If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser. The Board recommends that you obtain your own financial advice in relation to the SPP and consider price movements of Shares in the Company prior to electing to participate in the Offer.

## **Actions required to participate in the SPP**

The SPP Offer document and Application Form is also being sent to all Shareholders by post and email (where you have provided your email details to the Share Registry). Information with respect to applying for Shares under the Offer is outlined on your personalised Application Form which is also accessible at <https://investor.automic.com.au/#/home>. You will need to provide your Security Holder Reference Number or Holder Identification Number and postcode to access the Single Holding Access Portal. Eligible Shareholders will need to follow the instructions provided including making payment via BPAY® or Electronic Funds Transfer (EFT).

The following parcels of New Shares are available under the Offer:

	<b>Subscription Amount (A\$)</b>	<b>Number of Shares</b>
<b>Parcel A</b>	2,000	173,913
<b>Parcel B</b>	5,000	434,782
<b>Parcel C</b>	10,000	869,565
<b>Parcel D</b>	20,000	1,739,130
<b>Parcel E</b>	30,000	2,608,695

**You should be aware that your own financial institution may implement earlier cut-off times for electronic payments, and you should therefore take this into consideration when making a payment.**

**CZR also reserves the right to close the Offer early or extend the Offer in its discretion. Eligible Shareholders who wish to participate in the SPP are therefore encouraged to apply early.**

If you are a 'custodian', you may be required to submit a custodian certificate to the Company in order to participate on behalf of any beneficiaries. Please refer to the Terms and Conditions for further details.

### **Queries and further information**

If you have any questions in relation to how to participate in the SPP, please contact CZR's Share Registry, Automic Group, from 8.30am to 5.00pm (AEST) Monday to Friday on 1300 288 664 or +61 2 9698 5414. Details can also be found on the Company's website at <https://www.czresources.com/>

Thank you for your continuing support as a valued Shareholder.

Yours faithfully



David Flanagan  
**Chairman**  
**CZR Resources Limited**

# SHARE PURCHASE PLAN

## IMPORTANT NOTICES

### General

This document is dated 15 June 2021.

This document is not a prospectus and has not been lodged with ASIC. Accordingly, this document does not contain all the information that an investor would find in a prospectus or that may be required in order to make an informed investment decision regarding whether or not to invest in the New Shares offered by this document.

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand or are in doubt about the contents of this document, or the action you should take, you should consult your financial or other professional adviser without delay.

The market price of Shares may rise or fall between the date of this document and the date the Company issues New Shares to you. This means that up to or after the date on which the Company issues New Shares to you, you may be able to buy Shares on the market at a lower price than the Issue Price. The Company and its Directors do not offer any recommendation or advice regarding participation in the Offer.

This document does not, and is not intended to, constitute an Offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer or to issue this document. No action has been taken to permit the Offer in any jurisdiction other than Australia and New Zealand.

The distribution of this document in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons who come into possession of this document should observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any other jurisdiction.

In particular, this document may not be distributed in the United States. The New Shares have not been, and will not be, registered under the US Securities Act 1933 (the **US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration of the US Securities Act and the applicable laws of any state or other jurisdiction in the United States. The New Shares will not be offered, sold, directly or indirectly, to any person in the United States.

Application will be made for the New Shares to be quoted on ASX. The New Shares have not been and will not be registered under any other applicable securities laws and they may not, subject to certain exceptions, be offered or sold directly or indirectly in any jurisdiction outside Australia and New Zealand and as provided below.

### No Recommendation

The information in this document is not a recommendation to accept the Offer and does not constitute financial advice. Eligible Shareholders should therefore conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment and analysis.

If, after reading this document, Eligible Shareholders have any questions regarding the Offer, they should contact their financial or other professional adviser before deciding whether to accept the Offer.

Capitalised terms in this document are defined in the Glossary.

## **CZR RESOURCES LIMITED (ACN 112 866 869) SHARE PURCHASE PLAN - TERMS & CONDITIONS**

The following are the terms and conditions of the Offer. By accepting the Offer, you agree to be bound by these Terms & Conditions and the constitution of the Company.

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

The Offer is offered in compliance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument 2019/547)*. ASIC Instrument 2019/547 provides relief from the requirement for the Company to provide a prospectus when offering shares to existing shareholders of a company pursuant to a share purchase plan.

### **2. Opening Date and Closing Date of the Offer**

The Offer opens on 15 June 2021 (**Opening Date**).

The Offer closes at 5:00pm (AWST) on 6 July 2021 (**Closing Date**).

The Company will not accept late applications. However, the Directors reserve their right, subject to the Corporations Act and the ASX Listing Rules, to vary the Closing Date without prior notice including closing the Offer early. Accordingly, the Directors encourage any Eligible Shareholders (including Custodians) wishing to participate in the Offer to lodge their Application Forms and/or remit their Application Monies as soon as possible. If the Closing Date is varied, subsequent dates may also be varied accordingly.

### **3. Who is eligible to participate in the Offer?**

You are eligible to apply for New Shares under the Offer if you were registered as a holder of Shares as at the Record Date on the Register and if your registered address, as recorded in the Register, is in Australia or New Zealand and you are not resident or located in the United States or any other jurisdiction in or into which an offer of New Shares would be unlawful.

The Offer to each Eligible Shareholder is made on the same terms and conditions.

Your rights under the Offer are personal to you and the Offer is non-renounceable (i.e. you may not transfer your right to subscribe for New Shares to anyone else).

### **4. Shareholder approval**

The Company will issue the New Shares under ASX Listing Rule 7.2 (Exception 5). Accordingly, Shareholder approval is not required for the issue of the New Shares pursuant to the Offer.

If required, the Company may scale back applications in such manner as the Directors see fit.

### **5. Voluntary participation**

The Offer is entirely voluntary and is subject to the Terms & Conditions. You are not obliged to participate in the Offer.

## 6. Issue Price

The Issue Price of 1.15 cents per Shares represents a discount of 17.86% to the closing price of Shares on ASX immediately prior to 7 June 2021 (being the date on which the Company announced the Offer and the Placement).

## 7. Important information on price risk to consider

Before deciding whether to accept the Offer, you should refer to the current market price of the Shares, which can be obtained from your stockbroker, your financial adviser, or via websites of the Company's listed exchanges.

Subscription for New Shares is a speculative investment and the market price may change between the date you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for is likely to rise or fall. Importantly, there is a risk that during the period between when the Issue Price is determined and when the New Shares are issued to you, the price at which Shares are traded on ASX may be less than the Issue Price. You must rely on your own knowledge of the Company and previous disclosures made by the Company to ASX. ***In determining whether you wish to participate in the Offer and the extent to which you participate, you should seek your own personal financial and/or taxation advice referable to your personal circumstances.***

## 8. How much can you invest in the Offer?

Subject to paragraph 12, if you are an Eligible Shareholder, you may subscribe for a maximum of \$30,000 worth of New Shares.

There is a minimum amount for which you may subscribe under the Offer which is \$2,000 worth of New Shares.

The following parcels of New Shares are available under the Offer:

	Subscription Amount (A\$)	Number of Shares
Parcel A	2,000	173,913
Parcel B	5,000	434,782
Parcel C	10,000	869,565
Parcel D	20,000	1,739,130
Parcel E	30,000	2,608,695

The maximum limit of A\$30,000 worth of New Shares applies to you even if you receive more than one Offer. For example, if as at the Record Date, you are both a sole and a joint Shareholder, you can only apply for New Shares once, either in your capacity as sole Shareholder or joint Shareholder, not both.

The Company will not issue any fraction of New Shares. Eligible Shareholders applying for New Shares must pay all Application Monies in Australian dollars.

No brokerage, stamp duty or other costs are payable by applicants in respect of an application for New Shares.

## **9. Scale Back or refusal of application**

The Company intends to raise up to A\$500,000 by the issue of New Shares. However, if total demand for the offer exceeds A\$500,000, the Directors may in their absolute discretion, undertake a scale back to the extent and in the manner they see fit.

Factors which the Directors may take into account in determining any scale back include, but are not limited to:

- (a) the extent to which Eligible Shareholders have sold or bought additional Shares after the Record Date and the date the application was made;
- (b) the total Application Monies received;
- (c) the amount applied for by each Eligible Shareholder;
- (d) the number of Shares held by each Eligible Shareholder at the Record Date;
- (e) whether an Eligible Shareholder remains on the register on the Closing Date;
- (f) the date the Company received the Application for Shares; and
- (g) any other such criteria as determined by the Directors in their absolute discretion.

If there is a scale back, you may not receive all the New Shares for which you have applied. If a scale back produces a fractional number when applied to the number of New Shares for which you have applied, the number of New Shares issued to you will be rounded down to the nearest whole number of New Shares.

If there is a scale back, the difference between the Application Monies received from you, and the number of New Shares issued to you multiplied by the Issue Price, will be refunded to you in full (in A\$ and without interest and at your sole risk).

The Directors reserve their right (in their absolute discretion) to refuse an Application (in whole or in part) if they consider that:

- (a) it is reasonable and prudent to do so;
- (b) the applicant is not an Eligible Shareholder;
- (c) the issue of those New Shares may contravene any applicable law, rule or regulation in any jurisdiction (including without limitation the Corporations Act or the ASX Listing Rules) or the requirements of any regulatory or governmental body or may require further action to be taken by the Company including, without limitation, registration of Shares or the preparation of a prospectus in any jurisdiction; or
- (d) the applicant has not otherwise complied with the Terms & Conditions.

If an Application is refused in whole or in part, the Application Monies will be returned to the applicant in full (without interest and at the applicant's sole risk).

All Directors' decisions in connection with a scale back or refusal of an application are final.

## **10. Shortfall**

The Offer is not underwritten.

Subject to any listing rules, the Directors reserve their right to place any shortfall under the Offer at their absolute discretion at a price not less than the Issue Price.

## 11. Risk Factors

Before deciding whether to accept the Offer, you should refer to the current market price of the Company's Shares, which can be obtained from daily newspapers, your stockbroker or financial adviser on ASX.

Owning shares in the Company is considered a speculative form of investment and the future price of Shares can rise or fall.

Shareholders should be aware that there is a risk that the market price of the Shares may change between the date of this Offer or the date the Offer is accepted, and the date when the New Shares are issued.

Shareholders should note that the Offer is not made under a prospectus or other disclosure document and does not require the type of disclosure required under the *Corporations Act 2001 (Cth)*. Shareholders must rely on their own knowledge of the Company and previous disclosures made by the Company on the ASX. You should consult your professional adviser when deciding whether or not to accept the Offer and participate in the SPP. The contents of this document have not been reviewed by ASIC, ASX or any other any regulatory authority in any jurisdiction.

There are specific risks that relate to the Company's business. In addition, there are general risks, many of which are largely beyond the control of the Company and the directors. The following is not intended to be an exhaustive list of risk factors to which the Company is exposed:

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

The Board is aware of the need to have sufficient management to properly supervise the exploration and (if successful) for the development of the Company's projects.

**Additional requirements for capital:** The future capital requirements of the Company will depend on many factors including the results of future exploration and business development activities.

Additional funding may be raised by the Company via the issues of equity, debt or a combination of debt and equity or asset sales. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its programs or enter into joint venture arrangements to reduce expenditure and this could have a material adverse effect on the Company's activities. Unfavourable market conditions may adversely affect the Company's ability to raise additional funding regardless of the Company's operating performance.

**New projects and acquisitions and joint ventures:** The Company has to date, and will continue to actively pursue and assess, other new business opportunities particularly those in the resources sector. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, or direct equity participation.

If an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or the raising of additional capital (if available).

Furthermore, any new project or business acquisition may change the risk profile of the Company, particularly if the new project is located in another jurisdiction, involves a new commodity and/or changes the Company's capital/funding requirements.

Should the Company propose or complete the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the new project/business activity.

**Tenure risk:** Interests in tenements in Australia are governed by State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and has annual expenditure and reporting commitments, together with other conditions requiring compliance. The Company could lose its title to, or its interest in one or more of the tenements in which it has an interest if licence conditions are not met or if insufficient funds are available to meet the minimum expenditure commitments.

The Company's tenements, and other tenements in which the Company may acquire an interest in the future, will be subject to renewal, which is usually at the discretion of the relevant authority. If a tenement is not renewed the Company may lose the opportunity to discover mineralisation and develop that tenement.

**Approval risks:** The Company will be reliant on heritage, environmental, native title and other approvals required in Australia to enable it to proceed with the exploration and development of any of its tenements or the granting of any tenement applications or to access land for exploration and mining activities. There is no guarantee that the required approvals will be granted, and failure by the Company to obtain the relevant approvals, or any delay in the award or transfer of the approvals, may materially and adversely affect the Company's ability to proceed with its proposed exploration and development programs. Inability or delays in gaining such access may adversely impact the Company's ability to undertake its proposed activities. The Company may need to enter into compensation and access agreements before gaining access to land.

**Operations:** The operations of the Company may be affected by various factors including failures in internal controls and financial fraud. To the extent that such matters may be within the control of the Company, the risks are managed through management and supervision controls.

The exploration programs of the Company and project development and mining operations may be affected by numerous factors beyond the control of the Company. These may include adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, plant and equipment, and events involving fire or explosions and the occurrence of other incidents beyond the control of the Company.

**COVID-19:** The occurrence of the COVID-19 pandemic has resulted in significant uncertainty in global equity, currency, finance, trade and commodity markets. The effects of this pandemic are far-reaching and uncertain outcomes may impact the timing and viability of further investment in the Company and the Company's operations and activities generally. Global financial markets have been severely impacted by this pandemic and such impacts may affect the ability of the Company to raise equity and debt. To date, COVID-19 has not had any material impact on the Company's operations, however, any future infections could result in operations being suspended or otherwise disrupted for an unknown period of time which may have an adverse impact and adverse implications. The general level of uncertainty caused by the COVID-19 pandemic may also adversely impact the Company's operations, financial position and prospects. The Company will continue to review its activities based on the latest guidance from health professionals and the Australian state and federal governments.

## **Mining industry risks**

**Exploration risk:** Mineral exploration by its nature is a high risk activity and there can be no guarantee of exploration success on the Company's projects. There can be no assurance that exploration of the tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

Further, exploration involves certain operating hazards, such as failure and or breakdown of equipment, adverse geological, seismic and geotechnical conditions, industrial accidents, labour disputes, adverse weather conditions, pollution and other environmental hazards and risks.

**Payment obligations:** Pursuant to the tenements comprising the Company's projects, the Company will become subject to payment and other obligations. In particular, tenement holders are required to expend the funds necessary to meet the minimum work commitments attaching to the tenements. Failure to meet these work commitments may render the tenement liable to be cancelled or its size reduced. Further, if any contractual obligations are not complied with when due, in addition to any other remedies that may be available to other parties, this could result in dilution or forfeiture of the Company's interest in its projects.

**Resource estimation:** Resource estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. Despite employing qualified professionals to prepare resource estimates, such estimates may nevertheless prove to be inaccurate. Furthermore, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

**Commodity price volatility:** If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company including the international supply and demand for commodities, the quality of the minerals produced, actions taken by governments, forward selling activities and other macro-economic factors.

**Environmental risk:** Mineral extraction and processing is an industry that has become subject to increasing environmental responsibility and liability. Future legislation and regulations governing mineral production or environmental regulations applying to mining operations more generally may impose significant environmental obligations on the Company. The Company intends to conduct its activities in a responsible manner which minimises its impact on the environment, and in accordance with applicable laws.

## **General Risks**

**Market conditions and other economic risks:** General economic conditions, movements in interest and inflation rates, commodity prices and currency exchange rates may have an adverse effect on the Company's operations and any future development activities, as well as on its ability to fund those activities.

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

**Changes in government policies and legislation:** Any material adverse changes in government policies or legislation of Australia, or any other country that the Company may acquire economic interests in may affect the viability, prospects and profitability of the Company.

**Unforeseen expenditure risk:** Expenditure may need to be incurred that has not been taken into account in the preparation of the Terms and Conditions. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

**Insurance:** The Company will, where possible and economically practicable, endeavour to mitigate some project and business risks by procuring relevant insurance cover. However, such insurance cover may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim by the Company outside the scope of the insurance cover.

**Litigation risks:** All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company may become subject could have a material effect on its financial position and financial performance, and consume undue management time and resources.

## 12. Custodian Certification

If on the Record Date you are a Custodian and hold Shares on behalf of one or more persons each of whom is an Eligible Shareholder in Australia or New Zealand (each, a **Participating Beneficiary**), the Offer is made to you and you have the discretion whether to extend the Offer to the Participating Beneficiaries. You may apply up to a maximum of A\$30,000 worth of New Shares for each Participating Beneficiary.

The Company can only issue to a Custodian Shares up to the value of A\$30,000 in a 12-month period unless the Custodian certifies in writing (**Custodian Certificate**):

- (a) either or both of the following:
  - (i) that the Custodian holds Shares on behalf of one or more Participating Beneficiaries that are not Custodians; and
  - (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

- (iii) where paragraph 12(a)(i) applies – the Custodian; and
  - (iv) where paragraph 12(a)(ii) applies – the Downstream Custodian,
- to apply for New Shares on their behalf under the Offer;
- (b) the number of Participating Beneficiaries;
  - (c) the name and address of each Participating Beneficiary;
  - (d) in respect of each Participating Beneficiary:

- (i) where paragraph 12(a)(i) applies, the number of Shares that the Custodian holds on their behalf; and
  - (ii) where paragraph 12(a)(ii) applies, the number of Shares to which the beneficial interests relate;
- (e) in respect of each Participating Beneficiary:
- (i) where paragraph 12(a)(i) applies, the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
  - (ii) where paragraph 12(a)(ii) applies, the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A\$30,000:
- (i) the New Shares applied for by the Custodian on their behalf under the Offer in accordance with the instructions in paragraph 12(e); and
  - (ii) any other Shares issued to the Custodian in the 12 months before the application under the Offer as a result of an instruction given by them to the Custodian or Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Offer;
- (g) that a copy of this document was given to each Participating Beneficiary; and
- (h) where paragraph 12(a)(ii) applies, the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

In providing a Custodian Certificate under this paragraph 12, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the Shares held by the Custodian.

If the Company is not satisfied with the Custodian Certificate (for whatever reason), the Company will not issue any New Shares to the Custodian on behalf of the relevant Participating Beneficiaries.

If you require a Custodian Certificate or require further information about the Custodian application process, you should contact the Share Registry.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in paragraph 8 apply.

### **13. Effect of making an application and Shareholder certification**

Subject to paragraph 12 above, if you submit payment by a BPAY® or EFT, you:

- (a) will be deemed to have warranted and represented that you are an Eligible Shareholder and are eligible to participate in the Offer;
- (b) irrevocably and unconditionally agree to the Terms & Conditions and the terms of the Application Form;
- (c) acknowledge that your application will be irrevocable and unconditional;
- (d) certify and represent to the Company that you have not applied for more than A\$30,000 worth of New Shares;

- (e) certify that the total of the application price for the following does not exceed A\$30,000 (irrespective of whether you may have received more than one Offer or received Offers in more than one capacity):
  - (i) the New Shares the subject of your application under the Offer;
  - (ii) any other New Shares issued to you under the Offer or any other Shares issued to you under any similar arrangement in the 12 months before the application under the Offer (excluding Shares applied for but not issued);
  - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
  - (iv) any other Shares issued to a Custodian under an arrangement similar to the Offer in the 12 months before the application under the Offer as a result of an instruction you have given to a Custodian;
- (f) agree to be bound by the Company's constitution; and
- (g) will be deemed to have made the following declarations and representations:
  - (i) 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 jurisdictions of the United States, or in any other jurisdiction outside Australia and New Zealand, accordingly the New Shares may not be offered, sold or resold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States;
  - (ii) you are purchasing New Shares outside the United States in an "offshore transaction" (as defined in Rule 902(h) under the US Securities Act);
  - (iii) you represent and warrant that you are not in the United States and are not acting for the account or benefit of a person in the United States;
  - (iv) you agree not to send this document, the Application Form or any other material relating to the Offer to any person in the United States;
  - (v) you agree that if in the future you decide to sell or otherwise transfer the New Shares you will only do so in "regular way" transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States; and
  - (vi) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Application is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent and will not send, this document, the Application Form or any information related to the Offer to any such person.

#### **14. Transaction costs**

The only cost associated with the Offer is the Issue Price for the number of New Shares for which you wish to subscribe. You do not have to pay for brokerage, commission or other transaction costs which would normally apply when you acquire Shares on market.

## **15. Issue of New Shares and variation on number of New Shares issued**

The New Shares will be issued on the Issue Date.

The Share Registry will send to you a holding statement in due course following the Issue Date.

If an Application is refused in whole or in part, the Application Monies will be returned to the applicant in full without interest and the applicant's sole risk. If required, the Company may also scale back applications in such manner as the Directors see fit.

## **16. What rights will the New Shares carry?**

Once the New Shares are issued, they will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements.

## **17. Can the Company change, suspend or terminate the Offer?**

The Company may at any time change, suspend or terminate the Offer. If the Company changes, suspends or terminates the Offer it will advise shareholders through an ASX announcement. The accidental omission to give notice of changes to or suspension or termination of the Offer or the non-receipt of any such notice will not invalidate the change, suspension or termination.

## **18. Directors' participation**

Subject to ASX Listing Rule 10.12 (Exception 4) being satisfied at the date of the issue of the New Shares, Directors who are Eligible Shareholders may (without having to obtain prior Shareholder approval), participate in the Offer, on the same terms as all other Eligible Shareholders.

## **19. How do you pay for the New Shares?**

All amounts in the Offer are expressed in Australian dollars. You must pay for the New Shares either by using the BPAY® facility provided by your bank, or by electronic funds transfer, as per the instructions on the Application Form.

## **20. Please provide payment for the exact amount**

If you do not provide the exact amount, the Company reserves its right to return your monies. If the Company returns your monies, no New Shares will be issued to you.

If you make a BPAY® or alternative electronic funds transfer payment and do not provide the exact amount, you will, subject to the Terms & Conditions, be deemed to have applied for such New Shares for which you have paid.

## **21. Dispute resolution**

The Company may settle any dispute in connection with the Offer in any manner it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be final and binding.

The Company reserves its right to waive strict compliance with any provision of the Terms & Conditions.

## **22. Quotation and registration of your Shares**

The Company will apply for the New Shares issued to you to be quoted on ASX within the relevant period required by the ASX Listing Rules.

If you hold shares via the ASX, the Company participates in CHESSE. Under CHESSE, you will not receive a share certificate but will receive a statement of your holding of Shares. The CHESSE statement will prescribe the number of New Shares issued pursuant to the Offer, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are broker sponsored, ASX Settlement will send you a CHESSE statement.

If you are registered on the Issuer Sponsored Subregister, the Share Registry will despatch your statement, which will contain the number of New Shares issued to you under the Offer and your security holder reference number.

## **23. Privacy**

By receiving completed Application, the Company collects personal information about Shareholders. The Company will use this information for the purposes of processing the Application and updating the records of the Company. To the extent restricted by law, the Company will not disclose personal information about a Shareholder to a third party. To the extent permitted by law, Shareholders are able to access, upon request, personal information about them by the Company.

## **24. Governing law and jurisdiction**

These Terms & Conditions are governed by the laws in force in Western Australia. Any dispute arising out of or in connection with these Terms & Conditions, or the offer of New Shares, will be determined by the courts of Western Australia. By accepting this offer, you agree to submit to the non-exclusive jurisdiction of the courts in Western Australia.

## **HOW DO YOU APPLY FOR NEW SHARES UNDER THE OFFER**

If you wish to participate in the Offer please read the Terms & Conditions carefully. You must subscribe for:

- (a) a minimum parcel of A\$2,000 worth of New Shares; or
- (b) a parcel of, A\$5,000 worth of New Shares; or
- (c) a parcel of, A\$10,000 worth of New Shares; or
- (d) a parcel of, A\$20,000 worth of New Shares; or
- (e) a maximum parcel of A\$30,000 worth of New Shares.

Application Forms and payments under the Offer are irrevocable and may not be withdrawn once the Company receives it. Applications may be scaled back at the absolute discretion of the Company.

If you make a BPAY® or alternative electronic funds transfer payment, you do not need to return the Application Form. However, you **must** quote your reference number provided to you via the offer website which will process your payment to your entitlement. Please ensure you make a payment for the exact amount of the New Shares parcel for which you wish to subscribe. You will be deemed to have applied for such New Shares for which you have paid, subject to the Terms & Conditions. You should also be aware of your financial institution's cut-off time. It is your responsibility to ensure funds are submitted correctly by the Closing Date.

**Late applications will not be accepted. However, the Directors reserve their right, subject to the Corporations Act and the ASX Listing Rules, to vary the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.**

Application Monies must be paid in Australian dollars.

Ensure that your completed Application Form and payment reaches the Share Registry by the Closing Date no later than **5:00pm (AWST) on 6 July 2021** noting that Director's reserve the right to close the offer early or extend the offer.

## GLOSSARY

**A\$ or \$** means Australian dollars.

**Application Form** means the application form accompanying this document.

**Application Monies** means monies paid by Eligible Shareholders in respect of New Shares the subject of an application pursuant to the Offer.

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

**ASIC Instrument 2019/547** means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* issued by ASIC (as amended from time to time).

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

**ASX Listing Rules** means the official listing rules of ASX (as amended from time to time).

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

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

**Closing Date** has the meaning given in paragraph 2 of the Terms & Conditions.

**Company** means CZR Resources Limited ACN 112 866 869.

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

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

- (a) holds an Australian financial services licence covering the provision of a custodial or depositary service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depositary service;
- (c) holds an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

**Custodian Certificate** has the meaning given to that term in paragraph 12 of the Terms & Conditions.

**Directors** means the directors of the Company from time to time.

**Downstream Custodian** has the meaning given to that term in paragraph 12 of the Terms & Conditions.

**Eligible Shareholder** has the meaning given in the Letter.

**Issue Date** means the date on which New Shares will be issued, which as at the date of this document is expected to be 13 July 2021.

**Issue Price** has the meaning given in the Letter.

**Issuer Sponsored Subregister** means that part of the register for a class of the Company's securities for which CHESS approval has been given in accordance with the operating rules of ASX Settlement that is administered by the Company (and not by ASX Settlement) and that records uncertificated holdings of securities.

**Letter** means the letter addressed to Shareholders from the Company, dated 15 June 2021, which forms part of this document.

**New Shares** means the Shares to be issued to Eligible Shareholders who accept the Offer.

**Offer** has the meaning given in the Letter.

**Opening Date** has the meaning given in paragraph 2 of the Terms & Conditions.

**Participating Beneficiary** has the meaning given to that term in paragraph 12 of the Terms & Conditions.

**Record Date** has the meaning given in the Letter.

**Register** means the share register maintained by or on behalf of the Company.

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

**Share Registry** means Automic Group.

**Shareholder** means a registered holder of Shares.

**Terms & Conditions** means the terms and conditions of the Offer as expressly prescribed in this document.

**US Securities Act** has the meaning given in the 'Important Notices' section of this document.