Morella Corporation Limited

ACN 093 391 774

NON-RENOUNCEABLE ENTITLEMENT OFFER

For a non-renounceable pro rata offer to Eligible Shareholders of 147,253,023 New Shares at an issue price of $0.021 per New Share on the basis of one (1) New Share for every three (3) Existing Shares held to raise up to $3.092 million before issue costs (**Entitlement Offer**).

For the offer to Eligible Shareholders of the shortfall to the Entitlement Offer, at an issue price of $0.021 per New Share (**Shortfall Offer**).

Important Notice

If you are an Eligible Shareholder, this is an important document that requires your immediate attention.

This Offer Document is not a prospectus and it does not contain all of the information that an investor may require in order to make an informed decision regarding the New Shares offered under this document.

This Offer Document should be read in its entirety before deciding whether to apply for the New Shares. If after reading this Offer Document you have any questions about the New Shares being offered under this Offer Document, then you should consult your professional adviser.

The New Shares offered by this Offer Document should be considered speculative.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Important Notes

This Offer Document is dated 20 November 2026. The information contained in this Offer Document is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser. In particular, it is important that you consider the risk factors (see section 4 of this Offer Document) that could affect the performance of Morella Corporation Limited (ACN 093 391 774) (**Company**) before making an investment decision.

This Offer Document has been prepared in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2026/98* and *ASIC Corporations (Annual and Half-year Reporting) Instrument 2026/468*, which allows entitlement offers to be made without a prospectus. In broad terms, section 708AA of the Corporations Act provides that rights issues by certain entities do not require disclosure to investors under a prospectus or other disclosure document. Accordingly, this Offer Document does not contain all of the information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required under Australian law or any other law to be disclosed in a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding whether to accept the Entitlement Offer. Announcements made by the Company to ASX are available from the website of the ASX. The information in this Offer Document does not constitute a securities recommendation or financial product advice.

Before applying for New Shares, you should consider whether such an investment, and the information contained in this Offer Document, is appropriate to your particular needs, and considering your individual risk profile for speculative investments, investment objectives and individual financial circumstances. You should consult your professional adviser without delay.

By returning an Application Form or lodging an Application Form with your stockbroker or otherwise arranging for payment for your New Shares through BPAY® or EFT, in either case, in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Offer Document, you have acted in accordance with the terms of the Entitlement Offer detailed in this Offer Document and you agree to all of the terms and conditions as detailed in this Offer Document. Cooling-off rights do not apply to an application for New Shares and you cannot withdraw your application once it has been accepted.

Overseas Shareholders

This Offer Document does not, and is not intended to, constitute an offer of New Shares in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Offer Document.

The Offer is not being extended, and New Shares will not be issued, to Shareholders with a registered address which is outside Australia, New Zealand and Singapore. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of New Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

No action has been taken to permit the offer of New Shares to existing Shareholders in any jurisdiction other than Australia, New Zealand and Singapore. This Offer Document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to Shareholders with a registered address in New Zealand and Singapore, to the extent permitted below.

This Offer Document is not for publication or distribution, in whole or in part, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia) or to any person acting for the account or benefit of any person in the United States. This Offer Document does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The securities referred to herein have not been and will not be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be taken up or exercised by, or offered or sold to, as applicable, directly or indirectly, persons in the United States or acting for the account or benefit of persons in the United States, except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and the securities laws of any state or other jurisdiction of the United States.

<u>New Zealand</u>

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

<u>Singapore</u>

This Offer Document and any other materials relating to the Offer have not been, and will not be, lodged or registered in Singapore with the Monetary Authority of Singapore. Accordingly, this Offer Document and any other document or materials in connection with the Offer, or invitation for subscription or purchase, of the New Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This Offer Document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

The Offer is not made with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Future performance and forward-looking statements

Neither the Company nor any other person warrants or guarantees the future performance of the New Shares or any return on any investment made pursuant to the Entitlement Offer. Investors should note that past share price performance of the Company provides no guidance to its future share price performance.

Any forward-looking statements in this Offer Document are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its Directors that could cause actual results, performance or achievements to differ materially

from future results, performance or achievements expressed or implied by any forward-looking statements in this Offer Document. Investors should specifically refer to the risk factors in section 4 of this Offer Document. That section refers to some but not all of the matters that may cause actual results to differ from the position stated in any forward-looking statement in this Offer Document.

Disclaimer

This Offer Document has been prepared by the Company. No party other than the Company has authorised or caused the issue of this Offer Document or takes responsibility for, or makes any statements, representations or undertakings in, this Offer Document. Neither the ASX nor ASIC takes any responsibility for the contents of this Offer Document.

No person is authorised to give information or to make any representation in connection with this Offer Document which is not contained in the Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Offer Document.

Information availability

Pursuant to Regulatory Guide 107, ASIC permits the electronic distribution of disclosure documents and electronic application forms, subject to compliance with certain requirements. Although this Offer Document is not a disclosure document, ASIC encourages the use of electronic distribution for 'prospectus-like' documents including, for example, offer documents used for entitlement offers.

If you have received this Offer Document as an electronic Offer Document, please ensure that you have received the entire Offer Document accompanied by the Application Form. If you have not, please contact the Company Secretary, Mr John Lewis, at cosec@morellacorp.com, and the Company will send you, for free, either a hard copy or a further electronic copy of this Offer Document or both. Alternatively, Eligible Shareholders in Australia, New Zealand and Singapore can obtain a copy of this Offer Document and an Application Form setting out their Entitlement to New Shares https://events.miraqle.com/1mc-offer during the Entitlement Offer Period.

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

Currency

All financial amounts contained in this Offer Document are expressed as Australian dollars unless otherwise stated.

Rounding

Any discrepancies between totals and sums of components in tables contained in this Offer Document are due to rounding.

Time

All references to time in this Offer Document are references to Western Standard Time in Perth, Western Australia, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Offer Document are detailed in the glossary of terms in section 7 of this Offer Document.

Offer Document intended to be read in conjunction with publicly available information

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

All announcements made by the Company are available from its website www.morellacorp.com or the ASX website www.asx.com.au.

Privacy

The Company and the Share Registry have already collected certain personal information from you as a Shareholder. If you complete an Application Form, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration. The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Share Registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

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

Governing law

This Offer Document, the Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law of Western Australia. Each Applicant submits to the exclusive jurisdiction of the courts of Western Australia.

Enquiries

If, after reading this document, you have any questions about the Entitlement Offer, please consult your legal, financial, taxation or other professional adviser. Shareholders may also contact Mr John Lewis, Company Secretary at cosec@morellacorp.com

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LETTER TO SHAREHOLDERS

Dear Shareholder,

On behalf of the Board of Morella Corporation Limited (ACN 093 391 774) (**Company**), I am pleased to invite you to participate in the Company's one (1) for three (3) non-renounceable entitlement offer at an offer price of $0.021 per New Share (**Entitlement Offer**).

The Entitlement Offer will allow you to have the opportunity to purchase one (1) New Share at the offer price of $0.021 per New Share (**Offer Price**) for every three (3) existing ordinary shares (**Existing Shares**) you owned at 5.00pm (WST) on 25 November 2026 (**Record Date**).

New Shares issued under the Entitlement Offer will rank equally with all fully paid ordinary shares of the Company already on issue.

Morella is extremely pleased that all of the Directors of the Company are strongly supporting this Entitlement Offer and have pre-committed to invest in excess of $700,000.

Eligible Shareholders who wish to take up their entitlement under the Entitlement Offer in full may also apply for additional New Shares in excess of their pro rata entitlement via a Shortfall Offer[1]. Please refer to section 3.2 of this Offer Document for further details. The Board reserves the right to allocate New Shares under the Shortfall Offer in their absolute discretion.

The proceeds of the Entitlement Offer, together with existing cash reserves, will be directed towards physical on ground exploration coupled with the evaluation of technical opportunities in order to fast track the project development of the Company and also for general working capital purposes.

Your Entitlement under the Entitlement Offer is set out in the accompanying Application Form. The Closing Date for acceptances and payment is 5.00pm (WST) on 14 December 2026 (Closing Date), unless extended.

To participate, you need to ensure that you have paid your application monies (**Application Monies**) via BPAY® pursuant to the instructions that are set out on the Application Form by no later than 5.00pm (WST) on the Closing Date. If you are an Overseas Shareholder and cannot use BPAY®, you must ensure that your completed Application Form and Application Monies are received by 5.00pm (WST) on the Closing Date. EFT is available as a secondary payment method for overseas shareholders only.

You should consult your stockbroker, accountant or other independent professional adviser to evaluate whether or not to participate in the Entitlement Offer. You should also refer to the risk factors included in section 4.

If you have any queries regarding the Entitlement Offer, please email Mr John Lewis, Company Secretary, (cosec@morellacorp.com) or alternatively contact the Company by calling (+61) 429 596 535 at any time between 8.30am and 5.00pm (WST) Monday to Friday during the Entitlement Offer Period.

On behalf of the Board, I am pleased to recommend the Entitlement Offer to you and thank you for your continued support.

James Brown
Managing Director
Morella Corporation Limited

[1] Provided that the issue of those New Shares will not result in a breach of the Corporations Act, ASX Listing Rules or other applicable law.

SUMMARY OF CAPITAL RAISING

Offer Ratio	One (1) New Share for every three (3) Existing Shares held on the Record Date
Offer Price	$0.021 per New Share
Size	147,253,023 New Shares
Gross proceeds	Up to $3.092 million (before costs)

KEY DATES

Event	Date*
Announcement of Entitlement Offer	20 November 2026
Release Offer Document and section 708AA(2)(f) Cleansing Notice to ASX	20 November 2026
Ex-Date for Entitlement Offer	24 November 2026
Record Date to determine Entitlement to New Shares	5pm WST, 25 November 2026
Dispatch of Offer Document and Application Form and announcement that dispatch completed	30 November 2026
Entitlement Offer opens	30 November 2026
Entitlement Offer closes 5.00pm (WST)	14 December 2026
New Shares under Entitlement Offer quoted on a deferred settlement basis	15 December 2026
Announcement of Entitlement Offer shortfall	21 December 2026
Issue of New Shares under Entitlement Offer and lodgement of an Appendix 2A with ASX	21 December 2026
Trading of New Shares issued under the Entitlement Offer on a normal basis	22 December 2026

* *These dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the ASX Listing Rules, to vary the above dates. In particular, the Company reserves the right to extend the closing date of the Entitlement Offer, to accept late applications either generally or in particular cases or to withdraw the Entitlement Offer without prior notice. The commencement of quotation of New Shares is subject to confirmation from ASX.*

1 DETAILS OF THE OFFER

1.1 Entitlement Offer

The Entitlement Offer is an offer of one (1) New Share at the Offer Price of $0.021 per New Share to raise up to up to $3.092 million before issue costs.

All Eligible Shareholders are entitled to subscribe for one (1) New Share for every three (3) Existing Shares held at 5.00pm (WST) on 25 November 2026 (**Record Date**). New Shares will be issued on a fully paid basis and will rank equally with existing Shares on issue.

The number of New Shares to which you are entitled (your **Entitlement**) is shown on the accompanying Application Form.

Eligible Shareholders who wish to take up their Entitlement in full may also apply for additional New Shares in excess of their pro rata entitlement via a Shortfall Offer[2]. To participate in the Shortfall Offer, Shareholders must apply at the same time as they apply for their Entitlements. Applications under the Shortfall Offer will only be satisfied to the extent there is a shortfall under the Entitlement Offer and will be subject to the terms and conditions that are outlined in section 1.6. The Board reserves the right to allocate New Shares under the Shortfall Offer in their absolute discretion.

Certain terms and abbreviations in this Offer Document are defined in the glossary of terms in section 7.

1.2 No minimum subscription

There is no minimum subscription for the Entitlement Offer. However, the Company has secured pre-commitments from all of its Directors to subscribe for a total of approximately $705,000 under the Offer. See section 1.7 for further details of the pre-commitments.

1.3 Entitlement to participate in the Entitlement Offer

Eligible Shareholders who are on the Company's Share Register at 5.00pm (WST) on the Record Date are eligible to participate in the Entitlement Offer.

An Application Form setting out your Entitlement to New Shares accompanies this Offer Document.

1.4 Acceptances

This Offer may be accepted in whole or in part prior to 5.00pm (WST) on 14 December 2026 subject to the rights of the Company to extend the Entitlement Offer Period.

Instructions for accepting your Entitlement are set out in section 3 and on the Application Form which accompanies this Offer Document.

1.5 No trading of Entitlements

The Entitlement Offer is non-renounceable. This means that the Entitlements of Eligible Shareholders to subscribe for New Shares are not transferable and there will be no trading of Entitlements on ASX. Eligible Shareholders who choose not to take up their Entitlements will receive no benefit and their shareholding in the Company will be diluted as a result.

1.6 Shortfall Offer

ASX Listing Rule 7.11.4 and section 708AA(13)(a) of the Corporations Act (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2026/98*) permit the Company to make an additional offer of the New Shares that may be comprised in any Shortfall.

Accordingly, Eligible Shareholders are also able to participate in a further discretionary offer of New Shares, being the New Shares that have been initially offered to Eligible Shareholders under the Entitlement Offer and have not been applied for by Eligible Shareholders (**Shortfall Offer**). It is a condition of participating in the Shortfall Offer that the New Shares being offered may only be issued to a successful applicant where an offer of the New Shares has first been made to, but not accepted by, another Eligible Shareholder under the Entitlement Offer.

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[2] Provided that the issue of those New Shares will not result in a breach of the Corporations Act, ASX Listing Rules or other applicable law.

In addition:

(a) the Shortfall Offer is only made available to persons to whom offers were made under the Entitlement Offer (i.e. to Eligible Shareholders);

(b) there is no guarantee that any Application in the Shortfall Offer will be successful, and the Directors reserve the right to allocate and satisfy Applications received under the Shortfall Offer at their sole discretion;

(c) the Shortfall Offer has the same Closing Date as the Entitlement Offer; and

(d) the issue price of New Shares under the Shortfall Offer is the same price as the New Shares offered under the Entitlement Offer.

If you wish to subscribe for New Shares in addition to your Entitlement, then, if you are an Australian Shareholder, you should make corresponding payment for your full Entitlement plus the additional New Shares. If you are an Overseas Shareholder, you should nominate the maximum number of New Shares you wish to subscribe for on the Application Form and make corresponding payment for your full Entitlement and the additional New Shares.

The Directors reserve the right to allocate Shortfall Shares in their discretion, having regard to the allocation policy set out below. Any scale back of applications for New Shares under the Shortfall Offer will be at the Company's discretion and its decision on the number of New Shares to be allocated to Eligible Shareholders will be final. No New Shares will be issued under the Shortfall Offer to a Shareholder which will result in them increasing their voting power in the Company above 20%. The Company and its advisers disclaim any duty or liability (including for negligence) in respect of the exercise of that discretion to the maximum extent permitted by law.

The practical effect of the Shortfall Offer is that an Eligible Shareholder can potentially increase its relevant interest in the Company, but no Eligible Shareholder can increase its voting power to more than 20% by way of application for additional New Shares under the Shortfall Offer.

It is an express term of the Entitlement Offer that applicants for additional New Shares under the Shortfall Offer will be bound to accept a lesser number of additional New Shares allocated to them than applied for, if so allocated.

Persons who are unsuccessful in their Application under the Shortfall Offer, or whose Application is only accepted in part, will have their excess Application Monies (without interest) returned by electronic funds transfer or cheque (except that refunds to New Zealand shareholders will be made by electronic funds transfer) as soon as reasonably practicable following the final allocation of Shortfall Shares under the Shortfall Offer. Please note that it is not practical to refund amounts of less than $2.00 and any refund otherwise payable for an amount of less than $2.00 will be retained by the Company.

The Directors reserve the right to allocate any New Shares remaining following completion of the Shortfall Offer within 3 months of the close of the Shortfall Offer. The allocation policy of the Directors with respect to any remaining Shares will be to allocate those Shares in a manner that is in the Company's best interests, having regard to the following factors:

(a) the need to recognise the ongoing support of existing Shareholders of the Company, in particular long-term and cornerstone investors;

(b) where the Directors consider it is in the best interests of the Company to allocate any portion of the Shares to a particular applicant or to particular applicants in order to maximise the total funds raised;

(c) the potential effect of an allocation on the control of the Company and the concentration of the Company's shareholding;

(d) the need to ensure compliance with the Corporations Act, including section 606, and the ASX Listing Rules; and

(e) ensuring an appropriate shareholder base for the Company.

The issue price of any remaining Shares will be at least $0.021 per Share.

1.7 Pre-commitments

The Company has received binding pre-commitments from its Directors to subscribe for approximately $705,000 under the Offer as follows:

(a) Director Allan Buckler (together with his associates) has committed to subscribe for 21,428,571 New Shares for approximately $450,000[3];

(b) Director James Brown has committed to subscribe for 7,142,857 New Shares and proceeds of approximately $150,000;

(c) Director Dennis (Dan) O'Neill (together with his associates) has committed to subscribe for 2,130,010 New Shares for approximately $45,000; and

(d) Director Beng Teik Kuan (together with his associates) has committed to subscribe for 2,888,389 New Shares for approximately $60,000.

The pre-commitments represent approximately 22.81% of the total amount sought to be raised under the Offer.

As a result of the above pre-commitments by each of the Directors (and their respective associates):

(a) the voting power of Allan Buckler (together with his associates) may increase from approximately 15.92% to a maximum of approximately 19.30% if the other Directors (and their respective associates) subscribe for New Shares in accordance with the pre-commitments and no other Eligible Shareholders take up their Entitlements[4];

(b) the voting power of James Brown may increase from approximately 5.19% to a maximum of approximately 6.32% if the other Directors (and their respective associates) subscribe for New Shares in accordance with the pre-commitments and no other Eligible Shareholders take up their Entitlements[5];

(c) the voting power of Dennis (Dan) O'Neill may increase from approximately 1.45% to a maximum of approximately 1.79% if the other Directors (and their respective associates) subscribe for New Shares in accordance with the pre-commitments and no other Eligible Shareholders take up their Entitlements; and

(d) the voting power of Beng Teik Kuan may increase from approximately 1.96% to a maximum of approximately 2.43% if the other Directors (and their respective associates) subscribe for New Shares in accordance with the pre-commitments and no other Eligible Shareholders take up their Entitlements.

The potential effect of the pre-commitments on the control of the Company is described in section 2.3.

1.8 Placement of balance

If, after the close of the Entitlement Offer, any Shortfall has not been subscribed for, 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 ASX Listing Rules and any restrictions under applicable law within 3 months of the close of the Entitlement Offer. For the avoidance of doubt, the Directors will have discretion as to how to allocate the Shortfall.

1.9 Brokerage, commission and stamp duty

No brokerage, commission or stamp duty is payable by applicants for New Shares under the Entitlement Offer. The Company may, subject to agreement and to the extent permitted by law, pay a fee of up to 6% of the proceeds placed by brokers or other financial intermediaries under the Entitlement Offer.

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[3] Provided that if, for whatever reason, this would result in Allan Buckler holding an interest of greater than 20% in the Company, the subscription will be scaled back so that the interest does not exceed 19.9%

[4] If Mr Buckler (and his associates) subscribe for their full entitlement, their interest will increase to approximately 19.64% if the other Directors (and their respective associates) subscribe for New Shares in accordance with the pre-commitments and no other Eligible Shareholders take up their Entitlements.

[5] If Mr Brown (and his associates) subscribe for their full entitlement, their interest will increase to approximately 6.42% if the other Directors (and their respective associates) subscribe for New Shares in accordance with the pre-commitments and no other Eligible Shareholders take up their Entitlements.

1.10 Directors' interests

Each Director's interest in the securities of the Company as at the date of this Offer Document and their Entitlement is detailed in the table below.

Director	Shares	Entitlement	Options
James Brown, Managing Director[1]	22,915,808	7,638,603[2]	1,352,950
Allan Buckler, Non-Executive Director[3]	70,331,970	23,443,990[4]	3,888,889
Dennis O'Neill, Non-Executive Director[5]	6,390,031	2,130,010[6]	625,000
Beng Teik Kuan, Non-Executive Director[7]	8,665,167	2,888,389[8]	750,000

Notes:

1. 22,122,986 Shares are held indirectly by JS & ML Brown. 547,459 Shares are held by Mrs Michele Brown and 245,363 Shares.1,352,950 Options are held directly and indirectly by JS & ML Brown.
2. Mr Brown has committed to subscribe for 7,142,857 New Shares. See section 1.7 for further information.
3. 68,925,228 Shares and 2,500,000 Options are held indirectly by Calida Holdings Pty Ltd (ATF The ACB Family Trust) and Shazo Holdings Pty Ltd and 1,406,742 Shares are held directly by Mr Buckler.
4. Mr Buckler has committed to subscribe for 21,428,571 New Shares. See section 1.7 for further information.
5. 5,002,151 Shares and 625,000 Options are held indirectly by EM Enterprises (Qld) Pty Ltd as trustee for the Sherwood Superannuation Fund and 1,387,880 Shares are held directly by Mr O'Neill.
6. Mr O'Neill has committed to subscribe for all of his Entitlement. See section 1.7 for further information.
7. 711,856 Shares are held indirectly by BT and MLK Kuan as trustees for the May and BT Superannuation Fund and 7,953,311 Shares and 750,000 Options are held directly by Mr Kuan.
8. Mr Kuan has committed to subscribe for all of his Entitlement. See section 1.7 for further information.

The Directors will not participate in the Shortfall Offer.

1.11 Details of substantial holders

Based on publicly available information as at the date of this Offer Document, the persons who (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below. As set out in section 1.7, the Company has received binding pre-commitments from Directors Allan Buckler and James Brown to subscribe under the Offer. Please refer to section 2.3 for the effect of the Entitlement Offer on the control of the Company.

Substantial holder	Holder's current votes	Voting power (percent)
Interra Resources Limited (together with its associates)	63,316,180	14.33%
Allan Buckler (Calida Holdings Pty Ltd as trustee for the ACB Family A/C and Shazo Holdings Pty Ltd)[1]	70,331,970	15.92%
James Stuart Brown & Michele Lillian Brown	22,915,808	5.19%

1.12 Allotment and Application Money

Application Money will be held in a subscription account on trust until allotment of the New Shares. If the Application Money is refundable, it will be refunded as soon as reasonably practicable. Interest earned on the Application Money will be for the benefit of the Company and will be retained by the Company irrespective of whether New Shares are issued.

No allotment of the New Shares will occur until ASX grants permission to quote the New Shares.

The New Shares are expected to be allotted by no later than 5.00pm (WST) on 21 December 2026. Statements of holding of New Shares will be mailed after allotment occurs.

1.13 Rights and liabilities attaching to the New Shares

The New Shares will, once issued, rank equally with Existing Shares. The rights and liabilities attaching to New Shares are set out in the Company's constitution.

1.14 ASX Quotation

Application for admission of the New Shares to Official Quotation on ASX has been made.

Subject to approval being granted by ASX, it is expected that quotation and trading of New Shares will commence on a deferred settlement basis on 15 December 2026.

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

1.15 Issue outside Eligible Jurisdictions

This Offer Document and accompanying Application Form does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would not be lawful to make the Entitlement Offer. No action has been taken to register or qualify the Shares or the Entitlement Offer or otherwise to permit an offering of the Shares in any jurisdiction outside Australia, New Zealand or Singapore.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

1.16 Ineligible Shareholders

The Entitlement Offer is not being extended to Shareholders with registered addresses outside Australia, New Zealand and Singapore. This Offer Document may be provided to those Ineligible Shareholders for information purposes only.

Recipients may not send or otherwise distribute this Offer Document or the Application Form to any person outside Australia, New Zealand or Singapore (other than to Eligible Shareholders).

It is the responsibility of any Shareholder who submits an Application Form to obtain all necessary approvals for the allotment and issue of the New Shares under this Offer. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the applicant to the Company that there has been no breach of such laws and that all relevant approvals have been obtained.

1.17 Rights issue exception is not available

No nominee has been appointed for excluded foreign Shareholders under section 615 of the Corporations Act and, as such, Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder subscribes for New Shares under the Entitlement Offer, it must have regard to section 606 of the Corporations Act.

Eligible Shareholders who may be at risk of exceeding the 20% voting power threshold in section 606 of the Corporations Act as a result of application for New Shares under the Entitlement Offer should seek professional advice before completing and returning the Application Form.

Details of the effect of the Entitlement Offer on the control of the Company are set out in section 2.3.

1.18 CHESS

The Company participates in the Clearing House Electronic Sub-register System (**CHESS**). ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, applicants will not receive a certificate but will receive a statement of their holding of New Shares.

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

The CHESS statement will set out the number of New Shares issued under the Entitlement Offer, provide details of your holder identification number and give the participation identification number of the sponsor.

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

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

1.19 Notice to nominees and custodians

Nominees and custodians that hold Existing Shares should note that the Entitlement Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws.

1.20 Withdrawal

The Directors may at any time decide to withdraw this Offer Document and the Offer, in which case, all Application Monies will be returned without interest in accordance with the Corporations Act.

1.21 Enquiries

Any queries regarding the Entitlement Offer should be directed to Mr John Lewis, Company Secretary, at cosec@morellacorp.com.

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

This Offer Document is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. If you have any queries as to whether participation in the Entitlement Offer is appropriate having regard to your particular circumstances or any queries on the specific consequences for you of any such participation, you should contact your stockbroker, accountant or other professional adviser.

2. PURPOSE AND EFFECT OF THE ENTITLEMENT OFFER

2.1 Purpose of the Entitlement Offer

The Entitlement Offer will raise up to $3.092 million (before costs).

The Directors intend to apply the proceeds from the Entitlement Offer for the following purposes in accordance with the table set out below:

	Estimated Amount
Exploration and joint venture contributions[1]	$1,488,233
Administration and Payroll	$950,000
Working capital	$590,000
Estimated costs of the Offer (including ASX fees)	$63,767
TOTAL	**$3,092,000**

Note:

1. Exploration and joint venture contributions include estimated drilling costs at the Dixon Well Project of $500,000 plus continuation of ongoing works at the Mt Edon, Tabba Tabba and Mack Well Projects.

In the event that circumstances change or other opportunities arise, the Directors reserve the right to vary the proposed use of funds to maximise benefits to Shareholders.

2.2 Effect of the Entitlement Offer on the Company's financial position

On the assumption that the Entitlement Offer is subscribed for in full, the effect of the Entitlement Offer will be that:

(a) cash reserves will initially increase by approximately $3.03 million (after payment of costs of the Entitlement Offer); and

(b) the number of Shares on issue will increase by approximately 147,253,023, from 441,759,069 Shares to approximately 589,012,092 Shares.

2.3 Effect of the Entitlement Offer on control

(a) **General**

The maximum number of New Shares that may be issued under the Entitlement Offer is approximately 147,253,023. This represents approximately 33.33% of the number of Shares on issue as at the date of this Offer Document and 25% of the total number of Shares that will be on issue following completion of the Entitlement Offer, assuming the Entitlement Offer is fully subscribed.

The potential effect that the Offer could have on the control of the Company, and the consequences of that effect, will depend upon a number of factors, including demand from Shareholders for their Entitlements and demand under the Shortfall Offer.

The Entitlement Offer is structured as a pro rata issue and if all Eligible Shareholders take up their Entitlements, the Entitlement Offer will have no effect on the control of the Company.

If Shareholders do not take up their entitlements (whether because they are Ineligible Shareholders or otherwise), their interest in the Company will be diluted. The interests of Shareholders that only take up part of their Entitlement will also be diluted but to a lesser extent. The proportional interests of Ineligible Shareholders will be diluted because such Shareholders are not entitled to participate in the Entitlement Offer.

Based on the information in section 1.11, no person would increase their voting power above 20% as a result of acceptance of an Entitlement and in respect of the Shortfall Offer, the Company will only issue Shares to an applicant where the Directors are satisfied, in their discretion, that the issue of the Shares will not result in a person's voting power increasing above 20%.

(b) **Substantial shareholders**

(i) Interra (together with its associates) has a relevant interest in 14.33% of the Company.

The table below sets out the impact on Interra (together with its associates) in the event that it fully participates in the Entitlement Offer and the level of other Shareholder participation is as set out.

Number of total Shares before the Entitlement Offer	% of total Shares after the Entitlement Offer			
	100% take up	75% take up	50% take up	No other take-up
63,316,180	14.33%	15.14%	16.05%	18.24%

Notes:

1. This table assumes that other than under the Entitlement Offer, no further Shares are issued to Interra (together with its associates).
2. The level of take up in this table assumes that all Shareholders accept their Entitlements at the different levels shown (e.g. a "50% take up" assumes all Shareholders accept 50% of their Entitlements).
3. Final column ("No other take-up") does not take into account pre-commitments of the Directors. See section 1.7.

(ii) Allan Buckler (together with his associates) has a relevant interest in 15.92% of the Company and, to the extent he participates in the Offer, will not subscribe for New Shares that would result in him having an increased voting power except to the extent permitted by law.

The table below sets out the impact on Allan Buckler (together with his associates) in the event that they fully participate in the Offer and the level of other Shareholder participation is as set out.

Number of total Shares before the Entitlement Offer	% of total Shares after the Entitlement Offer			
	100% take up	75% take up	50% take up	No other take-up
70,331,970	15.92%	16.80%	17.79%	20.16%

Notes:

1. As set out in section 1.7, the Company has received a binding pre-commitment from Allan Buckler to subscribe for $450,000 representing 21,428,571 New Shares. If Mr Buckler subscribes for his full Entitlement under the Offer, his interest in the Company will increase to the extent set out in the table above. Mr Buckler will only subscribe for that number of Shares such that his interest will not exceed 19.9% of the Company.
2. This table assumes that other than under the Entitlement Offer, no further Shares are issued to Mr Buckler.
3. The level of take up in this table assumes that all Shareholders accept their Entitlements at the different levels shown (e.g. a "50% take up" assumes all Shareholders accept 50% of their Entitlements).
4. Final column ("No other take-up") does not take into account pre-commitments of the other Directors. Mr Buckler will only subscribe for that number of New Shares such that his interest will not exceed 19.9% of the Company.

(iii) James Stuart Brown & Michele Lillian Brown have a relevant interest in 5.19% of the Company.

The table below sets out the impact on James Stuart Brown & Michele Lillian Brown in the event that they fully participate in the Entitlement Offer and the level of other Shareholder participation is as set out.

Number of total Shares before the Entitlement Offer	% of total Shares after the Entitlement Offer			
	100% take up	75% take up	50% take up	No other take-up
22,915,808	5.19%	5.51%	5.88%	6.80%

Notes:

1. As set out in section 1.7, the Company has received a binding pre-commitment from JS & ML Brown to subscribe for $150,000 representing 7,142,857 New Shares. If they subscribe for their full Entitlement under the Offer, their interest in the Company will increase to the extent set out in the table above.
2. This table assumes that other than under the Entitlement Offer, no further Shares are issued to James Stuart Brown & Michele Lillian Brown.
3. The level of take up in this table assumes that all Shareholders accept their Entitlements at the different levels shown (e.g. a "50% take up" assumes all Shareholders accept 50% of their Entitlements).
4. Final column ("No other take-up") does not take into account pre-commitments of the other Directors.

(c) **Dilution**

Shareholders who do not participate in the Entitlement Offer will have their holdings diluted. The following table sets out the dilutionary effect of the Entitlement Offer, assuming that the Entitlement Offer is fully subscribed, no further Shares are issued and no Options are exercised:

Holder	Holding at Record Date		Entitlement	Holding following the Offer if no Entitlement taken up	
	Number	%		Number	%
1	2,000,000	0.45	666,666	2,000,000	0.34
2	4,000,000	0.91	1,333,333	4,000,000	0.68
3	6,000,000	1.36	2,000,000	6,000,000	1.02
4	8,000,000	1.81	2,666,666	8,000,000	1.36

Note:

1. The above table assumes that the Entitlement Offer is fully subscribed, no further Shares are issued and no Options are exercised. Fractional Entitlements have been rounded down to the nearest whole New Share.

2.4 Effect on capital structure

A table of changes in the capital structure of the Company as a consequence of the Entitlement Offer is set out below:

Shares	Number
Existing Shares as at the date of this Offer Document	441,759,069
New Shares issued pursuant to the Entitlement Offer	147,253,023
Total issued Shares	589,012,092
Options[1]	Number
Existing Options as at the date of this Offer Document	57,500,000
New Shares issued pursuant to the Entitlement Offer	Nil
Total issued Options	57,500,000

Note:

1. Options to subscribe for 1 fully paid ordinary share in the Company for $0.06 expiring on 11 May 2029.

3. HOW TO APPLY

3.1 What you may do

The number of New Shares to which you are entitled to subscribe for is shown on the accompanying Application Form.

As an Eligible Shareholder, you may:

- subscribe for all of your Entitlement;
- apply for additional New Shares in the Shortfall Offer;
- subscribe for part of your Entitlement; or
- allow all of your Entitlement to lapse.

3.2 To subscribe for all or part of your Entitlement and/or apply for additional New Shares in the Shortfall Offer

Australian Shareholders

If you wish to take up all or part of your Entitlement you need to make payment by BPAY®. Your payment by BPAY® should be for the full amount you wish to apply for under the Offer, including under the Shortfall Offer (being the Offer Price multiplied by the number of New Shares you wish to subscribe for (being all or part of your Entitlement) plus the value of any New Shares you wish to subscribe for under the Shortfall Offer).

You can only apply for Shares under the Shortfall Offer if you apply for all of your Entitlements under the Entitlement Offer.

It is your responsibility to ensure that your BPAY® payment is received by the Company by no later than 5.00pm (WST) on 14 December 2026. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

Cash and cheques will not be accepted and no receipts will be issued.

To pay via BPAY® you will need to:

(a) be an account holder with an Australian financial institution;

(b) use the personalised reference number shown on your Application Form which is required to identify your shareholding; and

(c) ensure that your payment is received by the Share Registry before 5.00pm (WST) on 14 December 2026.

You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

As payment is made via BPAY® there is no need to return the Application Form, but you will be taken to have made the statements and certifications that are set out in the Application Form.

When making payment via BPAY®, please ensure that you enter the correct Biller Code and Reference Number information that is shown on your personalised Application Form. The Reference Number is used to identify your holding. If you have multiple holdings, you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Application Form when paying for any New Shares that you wish to apply for in respect of that holding. If you enter your BPAY® details incorrectly, the Company will not be able to issue you your New Shares under the Entitlement Offer.

Amounts received by the Company in excess of the Offer Price multiplied by your Entitlements (**Excess Amount**) may be treated as an Application to apply for as many additional New Shares as your Excess Amount will pay for in full under the Shortfall Offer.

Overseas Shareholders in New Zealand or Singapore

Eligible Shareholders who do not have an Australian bank account and who are otherwise unable to submit payment via BPAY® will be able to pay by EFT. EFT is not available to Eligible Shareholders with a registered address in Australia.

For payment by EFT, please follow the instructions on your personalised Application Form and please include your Security Reference Number (SRN) / Holder Identification Number (HIN) as reference for the payment.

Please note that should you choose to pay by EFT:

(a) you should make your payment in respect of your Application Monies via EFT for the number of New Shares you wish to take up (being the Offer Price of $0.021 multiplied by the number of New Shares you are applying for, including any Shortfall Shares under the Shortfall Offer);

(b) follow the instructions on your personalised Application Form and include your SRN / HIN as reference for the payment;

(c) your EFT must be received before 5.00pm (WST) on 14 December 2026. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make your payment;

(d) you need to return your completed Application Form by email to capital.markets.au@cm.mpms.mufg.com no later than 5.00pm (WST) on 14 December 2026. Acceptance Forms will not be accepted at the Company's registered office or offices of the Share Registry;

(e) you will be taken to have applied for the New Shares (and any Shortfall Shares under the Shortfall Offer) and made the declarations set out in your personalised Acceptance Form; and

(f) ensure you reference your SRN / HIN for the payment.

3.3 To allow your Entitlement to lapse

If you are a Shareholder and do not wish to accept all (or part) of your Entitlement, you are not obliged to do anything. You will receive no benefit or New Shares and your Entitlement may be dealt with in accordance with section 1.6.

If you wish to receive a benefit, you must take action to accept your Entitlement in accordance with the instructions above and on the accompanying Application Form.

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

3.4 Application Form is binding

A completed and lodged Application Form, or electronic payment, constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Document and, once lodged, cannot be withdrawn. If the Application Form is not completed correctly, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Application Form is final.

By completing and returning your Application Form and/or the requisite Application Monies, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Offer Document and Application Form, does not prohibit you from being given the Offer Document and Application Form and that you:

(a) agree to be bound by the terms of the Entitlement Offer;

(b) declare that all details and statements in the Application Form are complete and accurate;

(c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;

(d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry using the contact details set out in the Application Form;

(e) declare that you are an Eligible Shareholder resident in Australia, New Zealand or Singapore and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;

(f) acknowledge that the information contained in, or accompanying, the Offer Document and Application Form, is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and

(g) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia, New Zealand or Singapore and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

If you have any queries concerning your entitlement or allocation, please contact:

Mr John Lewis, Company Secretary

Email: cosec@morellacorp.com

or contact your stockbroker or professional adviser

4. RISK FACTORS

4.1 Overview

An investment in the Company is not risk free and investors should consider the risk factors described below, together with information contained elsewhere in this Offer Document, before deciding whether to apply for New Shares. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares.

The Company's principal activity is mineral exploration and development and companies in this industry are subject to many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical. Following are the risk factors which the Company believes are most important in the context of the Company's business.

The following list is not intended to be an exhaustive list of the risk factors relating to an investment in the Company and other risk factors may apply.

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

(a) read the entire Offer Document;

(b) consider the assumptions underlying any forward looking statements;

(c) review these factors in light of their personal circumstances; and

(d) seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

4.2 General risks

The New Shares offered under this Offer Document are considered 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 Offer Document, and to consult their professional advisers, before deciding whether to apply for New Shares pursuant to this Offer Document.

There are specific risks which relate directly to the 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 the Shares.

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

4.3 Company specific risks

(a) Land access and tenure

Western Australia

Mining and exploration tenements are subject to periodic renewal. The mining tenements which the Company holds and may apply for are subject to the *Mining Act 1978* (WA) and the regulations made under that Act.

The maintaining of exploration licenses, obtaining renewals, or getting additional exploration or mining licenses 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 (such as increased expenditure and work commitments) will not be imposed in connection with any such renewals. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or the performance of the Company.

Nevada

Interests in mining claims and permits in Nevada are governed by the mining laws of the state and the United States of America (US). These interests include unpatented mining claims located and maintained under the US Mining Law of 1872.

Each mining claim and permit is subject to various conditions which must be complied with, including a federal annual mining claim maintenance fee in respect of unpatented mining claims.

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

(b) **Native title and access risk**

Western Australia

The mining tenements in which the Company holds, or intends to acquire, an interest extend over areas in which legitimate native title rights of indigenous people exist.

The ability of the Company to gain access to some or all of the Tenements and to conduct exploration development and mining operations remains subject to native title rights and the terms of registered native title agreements.

The right to negotiate process under native title matters can result in significant delays to the implementation of any project or stall it. Negotiated native title agreements may adversely impact on the economics of projects depending on the nature of any commercial terms agreed. The grant of any future tenure to the Company over areas that are covered by registered native title claims or determinations will require engagement with the relevant claimants or native title holders (as relevant) in accordance with *the Native Title Act 1993* (Cth).

Nevada

Land access is critical for exploration and/or exploitation to proceed. It requires both access to the mineral rights and access to the surface rights. Minerals rights may be negotiated and acquired. In all cases the acquisition of prospective exploration and mining licences is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential. The Company may not be successful in acquiring or obtaining the necessary licences and permits to conduct exploration or evaluation activities outside of the mining licences.

(c) **Aboriginal Heritage – Western Australia**

In relation to the Company's projects or any mining tenements that the Company may in the future acquire an interest in in Western Australia, there may be areas of indigenous significance and Aboriginal heritage sites of considerable cultural value both to the local indigenous communities and the broader community generally.

These heritage sites require the Company to comply with the *Aboriginal Heritage Act 1972* (WA) in respect of any ground disturbing activities. Prior to commencing significant ground disturbing activities, including mining, the Company will need to consult with local traditional owners regarding the likely impact that the proposed activities may have on such areas.

There is no guarantee that the Company will be able to deal with the above issues in a satisfactory or timely manner and accordingly such issues may increase the proposed time periods for the conduct of the Company's proposed activities and also limit the Company's ability to conduct its proposed activities including ultimately commencing mining operations.

(d) **Contractual risks**

The ability of the Company to achieve its objectives will depend on the performance by the counterparties to any agreements that the Company is currently party to or may enter into. If any counterparty defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy. Legal action can be costly and ultimately may not be resolved on appropriate terms, if at all. Furthermore, certain contracts to which the Company is a party may be governed by laws of jurisdictions outside Australia. There is a risk that the Company may not be able to seek the legal redress that it could expect under Australian law and generally there can be no guarantee that a legal remedy will ultimately be granted on the appropriate terms.

(e) **Offer risk**

If ASX does not admit the New Shares to Official Quotation before the expiration of three months after the date of issue of this Offer Document, or such period as varied by ASIC, the Company will not allot or issue any New Shares and will repay all Application Monies for the New Shares within the time prescribed under the Corporations Act, without interest.

(f) **Liquidity risk**

There is no guarantee that an active market in the Shares will develop or that the price of the New Shares will increase. There may be relatively few buyers or sellers of Shares on the ASX at any particular time, which will adversely affect the liquidity of Shares on ASX.

The price at which the Shares trade on ASX after listing may be higher or lower than the Offer Price and could be subject to fluctuations in response to variations in operating performance and general operations and business, as well as external operating factors which the Directors and the Company have no control, such as movements in mineral prices and exchange rates, changes to government policy, legislation or regulation and other events or factors.

(g) **Fluctuations in commodity prices**

The price of lithium and other minerals fluctuates widely and is affected by numerous factors beyond the control of the Company such as industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of metals by producers and speculators as well as other global or regional political, social or economic events. Future serious price declines in the market value of lithium, rubidium and other critical minerals could cause the continued development of, and eventually the commercial production from, the Company's projects and the Company's other properties to be rendered uneconomic. Depending on the price of lithium, rubidium and other critical minerals, the Company could be forced to discontinue production or development and may lose its interest in, or may be forced to sell, some of its properties. There is no assurance that, even if commercial quantities of lithium are produced, a profitable market will exist for it.

In addition to adversely affecting the reserve estimates of the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

(h) **Rubidium development and commercialisation risk**

The Mt Edon project contains rubidium mineralisation and remains subject to further technical, metallurgical, economic and development assessment. There is no assurance that further studies will establish a technically and economically viable process for recovering and producing a saleable rubidium product on a commercial scale, that recoveries achieved in test work can be replicated at scale, or that economically viable customers, pricing or offtake arrangements will be available. These matters may delay or prevent development of the Mt Edon project or materially affect its value.

(i) **Limited exploration on the Company's projects**

Although the Company has announced a maiden Mineral Resource for the Mt Edon project, the Company's projects remain at exploration or evaluation stage and, except where expressly disclosed by the Company, do not contain Mineral Resources or Ore Reserves reported in accordance with the JORC Code. Further exploration, technical work and evaluation will be required to determine whether additional Mineral Resources can be defined and whether any Mineral Resources can support an economically viable development. There is no assurance that further work will result in an increase or upgrade of any Mineral Resource, the declaration of an Ore Reserve or the development of a commercial mining operation.

(j) **International operations**

The Company's Nevada projects and any other international activities are subject to risks associated with operating in a foreign jurisdiction, including:

(i) potential difficulties in enforcing agreements (including joint venture agreements) and collecting receivables through foreign local systems;

(ii) potential difficulties in protecting intellectual property;

(iii) increases in costs for transportation and shipping; and

(iv) restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes.

These factors (or others) could materially and adversely affect the Company's business, results of operations and financial condition.

(k) **Potential acquisitions**

As part of its business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

The acquisition of projects (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If a proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company.

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 current projects and/or raising additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

(l) **Legal proceedings relating to 2020 asset sale**

On 21 January 2026, the Company commenced proceedings in the Federal Court of Australia against its former receivers and managers in connection with events associated with the 2020 receivership of the Company (then known as Altura Mining Limited).

The proceedings concern the proceeds arising from the sale of assets during the 2020 receivership, which the Company contends should have been returned to it. The timing, costs and ultimate outcome of the proceedings are uncertain and there is no assurance that the Company will be successful in obtaining the relief sought or recovering any amount through the proceedings.

The proceedings may require the Company to incur legal and other costs and may divert management time and resources from its other activities. An adverse outcome, or costs associated with pursuing the proceedings, may adversely affect the Company's financial position and prospects. Conversely, any recovery by the Company may benefit its financial position, although investors should not attribute any value to a potential recovery when assessing an investment in the Company.

(m) **Conversion of Convertible Notes**

The Company has issued unsecured convertible notes with an aggregate face value of $1.4 million (**Convertible Notes**). The Convertible Notes bear interest at 8% per annum and must be converted or repaid within 36 months from the first drawdown under the relevant Convertible Note facility (**Maturity Date**), being between 24 October 2026 and 24 October 2029, depending on the facility.

Under the terms of the Convertible Notes, if the Company completes an equity capital raising of $3 million or more, whether in one tranche or a series of related tranches, before the Maturity Date, the Company may elect to repay or require the conversion of all or some of the Convertible Notes into Shares. Any conversion will occur at a conversion price equal to a 15% discount to the 20-day VWAP prior to the date of conversion, subject to applicable restrictions on the voting power of the relevant noteholder. The Company has not presently determined whether it will exercise its right to require conversion or repayment of any Convertible Notes should the Entitlement Offer (together with any placement of Shortfall) raise $3 million or more. If the Company elects to repay rather than convert any Convertible Notes, part of the funds raised under the Entitlement Offer may be applied to that repayment, which would reduce the funds available for the purposes described in Section 2.1.

Accordingly, if the Entitlement Offer (together with any placement of Shortfall) raises $3 million or more, the Company will have the right to require some or all of the Convertible Notes to be converted into Shares. Any such conversion would result in the issue of additional Shares and would dilute the percentage ownership and voting interests of existing Shareholders. The number of Shares issued on conversion will depend on the 20-day VWAP at the relevant conversion date and therefore cannot presently be determined. A decline in the market price of the Company's Shares would generally result in a lower conversion price and a greater number of Shares being issued on conversion, increasing the potential dilution to existing Shareholders.

(n) **Repayment and refinancing risk**

The Convertible Notes are unsecured debt obligations of the Company. To the extent they are not converted, the Company must repay the Convertible Notes by the Maturity Date. The Company may also elect, at any time after 12 months from the date on which the relevant noteholder paid the subscription amount for a Convertible Note, and on not less than 20 Business Days' notice, to repay an outstanding Convertible Note at face value plus accrued interest. Interest on the Convertible Notes is payable quarterly in cash (unless otherwise agreed), which represents an ongoing call on the Company's working capital.

To the extent that any Convertible Notes remain outstanding and are required or permitted to be repaid in cash, the Company will need to have sufficient cash resources available to meet those repayment obligations. There is no assurance that the Company will have sufficient cash available at the relevant time or that it will be able to obtain additional debt or equity funding on acceptable terms, or at all. Any repayment may materially reduce the Company's available cash resources and may reduce the funds available for exploration, development activities, acquisitions and general working capital. If the Company is required to raise additional equity to fund or facilitate repayment of the Convertible Notes, that equity raising may be undertaken at a discount to the then prevailing market price and may further dilute existing Shareholders.

4.4 Mining Industry Risks

(a) **Exploration and evaluation risks**

Mineral exploration and development are inherently high-risk undertakings. The mining tenements of the Company are at various stages of exploration.

The success of the Company depends upon the delineation of economically mineable reserves and resources, the Company having access to sufficient development capital, securing and maintaining title to its mining tenements and obtaining all required approvals for its activities.

Exploration on the Company's existing exploration and mining tenements may not be as successful resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(b) **Resource estimates**

Estimating the quantity and quality of Mineral Resources is an inherently uncertain process and any Mineral Resources stated in this Offer Document or previously announced by the Company and any Mineral Resources or Ore Reserves that the Company states in the future are and will be estimates and may not prove to be an accurate indication of the quantity and/or grade of mineralisation that the Company has identified or that it will be able to extract, process and sell.

Mineral Resource estimates (including any contained in this Offer Document or previously announced by the Company) are expressions of judgement based on knowledge, experience and industry practice. Mineral Resource estimates are necessarily imprecise

and depend to some extent on interpretations and geological assumptions, the application of sampling techniques, estimates of commodity prices, cost assumptions, and statistical inferences which may ultimately prove to have been unreliable.

Mineral Resource estimates are often regularly revised based on actual production experience or new information and are therefore expected to change. Furthermore, should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, the Company's Mineral Resource estimates may have to be adjusted and mining plans, processing and infrastructure may have to be altered in a way that might adversely affect the Company's operations.

If it is determined that mining of certain of the Company's Mineral Resources or any Ore Reserves derived from them have become uneconomic, this may ultimately lead to a reduction in the quantity of the Company's aggregate Mineral Resources being mined, or result in the Company deciding not to proceed with the projects.

If actual Mineral Resources are less than previous estimates, the Company's prospects, value, business, results of operations and financial condition may be materially adversely affected.

(c) **Metallurgy**

Metal and/or mineral recoveries are dependent upon the metallurgical process that is required to liberate any economic minerals and produce a saleable product and by nature contain elements of significant risk such as:

(i) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;

(ii) developing an economic process route to produce a metal and/or concentrate; and

(iii) changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of a project.

(d) **Ability to exploit successful discoveries**

It may not always be possible for the Company to exploit any successful discoveries which may be made in areas in which the Company has an interest. Such exploration would involve obtaining the necessary licences or clearances from the relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploration may require participation of other companies whose interests and objectives may not align or be the same as the Company's.

(e) **Development risks and costs**

Possible future development of mining operations at any of the Company's projects is dependent on a number of factors and avoiding various risks including, but not limited to, failure to acquire and/or delineate economically recoverable ore bodies, unfavourable geological conditions, failing to receive the necessary approvals from all relevant authorities and parties, failure to withstand legal challenges to federal and state agency permit approvals, unseasonal weather patterns, excessive seasonal weather patterns, fire, flooding, unanticipated challenges related to background conditions or area soil or water quality, access and utilities, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, risk of access to the required level of funding and contracting risk from third parties providing essential services.

In addition, the exploration and pre-development federal and state approvals prior to construction of any proposed development may exceed the expected timeframe or cost for a variety of reasons out of the Company's control, including but not limited to federal and state agency approvals being subject to administrative and judicial appeals. Any delays to project development could adversely affect the Company's operations and financial results and may require the Company to raise further funds to complete resource delineation, project development and commence operations.

(f) **Operating risks**

There can be no assurance that the Company's intended goals will lead to successful exploration, mining and/or production operations. Further, no assurance can be given that the Company will be able to initiate or sustain minerals production, or that future operations will achieve commercial viability.

When additional exploration is undertaken and if a JORC compliant Mineral Resources or Ore Reserves is not defined, then it may have a negative impact on the Company.

In addition to the other risks mentioned, the future operations of the Company may be affected by various factors including:

(i) geological and hydrogeological conditions;

(ii) limitations on activities due to seasonal weather patterns and monsoon activity;

(iii) delays associated with the obtaining of permits and approvals to undertake exploration activity;

(iv) delays associated with obtaining or failure to negotiate native title, heritage or aboriginal access agreements and delays associated with compliance with heritage laws and regulations;

(v) unanticipated operational and technical difficulties encountered in survey, drilling and production activities;

(vi) electrical and/or mechanical failure of operating plant and equipment, industrial and environmental accidents, industrial disputes and other force majeure events;

(vii) equipment failure, fires, spills or industrial and environmental accidents;

(viii) unavailability of aircraft or equipment to undertake airborne surveys and other geological and geophysical investigations;

(ix) risk that exploration, appraisal, development, plant or operating costs prove to be greater than expected or that the proposed timing of exploration, development or production may not be achieved;

(x) failure to achieve exploration success;

(xi) the supply and cost of skilled labour;

(xii) unexpected shortages or increases in the costs of consumables, diesel fuel, spare parts, plant and equipment; and

(xiii) prevention and restriction of access by reason of political unrest, outbreak of hostilities and inability to obtain consents or approvals.

No assurances can be given that the Company's operations will achieve commercial viability through successful exploration and/or mining.

(g) **Environmental risks**

Exploration and mining activities are subject to laws and regulations regarding environmental impact matters and the discharge or emission of wastes and materials to the environment. As with most exploration projects, the Company's activities are expected to have an impact on the environment, particularly during advanced exploration and future mining activities. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining and exploration operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration, development and production. The occurrence of any such safety or environmental incident could delay production or increase costs. Events such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental laws, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge and air emissions discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous, which could delay the Company's activities and make its operations more expensive.

(h) **Occupational health and safety**

The exploration and mining industry is subject to increasing occupational health and safety responsibility and liability. The Company may become liable for past and current conduct which violates such laws and regulations, which may be amended by the relevant authorities. Penalties for breaching health and safety laws can be significant and victims of workplace accidents may also commence civil proceedings against the Company. These events may not be insured or may be uninsurable.

Changes to health and safety laws and regulations may also increase compliance costs for the Company, which would negatively impact the financial results of the Company.

(i) **Government regulation**

The mining, processing, development and mineral exploration activities of the Company are subject to various federal and state laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use authorisations, water use protection of water quality, sensitive, threatened and endangered species and cultural resources and other matters. Although the Company's activities are and will be currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new statutes, regulations, executive orders, agency directives or policies or judicial decisions will not be adopted or that existing statutes, regulations or policies will not be applied in a manner which could limit exploration efforts or preclude or curtail future development or production. Amendments to current laws and regulations governing exploration and operations or more stringent implementation thereof could have a substantial adverse impact on the Company's ability to further delineate and develop the resource.

(j) **Inherent mining risks**

The Company's business operations are subject to risks and hazards inherent in the mining industry. The exploration for and the development of mineral deposits involves significant risks, including environmental hazards, industrial accidents, metallurgical and other processing problems, unusual or unexpected rock formations, structure cave-in or slides and; flooding, fires and interruption due to inclement or hazardous weather conditions. These risks could result in damage to, or destruction of, mineral properties, production facilities or other properties, personal injury or death, environmental damage, delays in mining, increased production costs, monetary losses and possible legal liability.

Whether income will result from exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development.

(k) **Climate risks**

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

(i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to air quality emissions and/or climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences;

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

climate change may significantly change the industry in which the Company operates; and

(iii) climate change has been a key factor in increasing the risk and extent of wildfires. Wildfire risk depends on a number of factors, including temperature, soil moisture, and the presence of trees, shrubs, and other potential fuel. In addition to damaging properties, wildfire can also cut off access to utilities, emergency services, impact evacuation routes, and may impact the overall economic well-being of an area. Wildfires can also impact access to the affected areas and delay planned exploration programs.

(l) **Risk of adverse publicity**

The projects which the Company aims to develop involve exploration and ore processing within the relevant local communities. Any failure to adequately manage community expectations with respect to compensation for land access, artisanal mining activity, employment opportunities, impact on local business and any other expectations may lead to local dissatisfaction. The political and social pressures resulting from local dissatisfaction and adverse publicity could lead to delays in approval of, and increased expenses in the Company's proposed exploration programme.

4.5 General risks

(a) **General economic conditions**

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

(b) **Reliance on key management personnel**

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

(c) **Future capital requirements**

The Company may seek to raise additional funds in the future for working capital and to finance exploration, evaluation and projected capital expenditure at the Company's projects, including through debt or equity. The amount raised under the Offer may be less than the maximum sought if all Eligible Shareholders do not take up their Entitlements and the shortfall is not fully placed. In that event, the Company may need to defer, reduce or re-prioritise proposed expenditure or seek further funding. Any additional equity financing may dilute Shareholders, while debt or convertible financing, if available, may impose repayment obligations, security, conversion dilution or restrictions on the Company's financing and operating activities.

There is no assurance that the Company will be able to obtain or access additional funding when required, or that the terms associated with that funding will be acceptable to the Company.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities, financial condition and its ability to continue as a going concern or its ability to pay its debts as and when they fall due. Also, no guarantee or assurance can be given as to whether the Company's projects can be developed to the stage where the Company will generate positive cashflow or the timing of this development.

(d) **Management risks**

There is a risk that management of the Company will not be able to implement the Company's growth strategy after completion of the Offer. The capacity of the management to properly implement and manage the strategic direction of the Company may affect the Company's financial performance.

(e) **Competition risks**

The industry in which the Company will be involved is subject to global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

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

(i) general economic outlook;

(ii) interest rates and inflation rates;

(iii) currency fluctuations;

(iv) commodity price fluctuations;

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

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

(vii) terrorism and 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. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(f) **Insurance and uninsured risks**

The Company, where economically feasible, may insure its operations in accordance with industry practice. However, even if insurance is taken out, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered, or fully covered, by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance of all risks associated with mineral exploration and production is not always available and, where available, the costs can be prohibitive.

(g) **Interest rate volatility**

From time to time, the Company may borrow money and accordingly will be subject to interest rates which may be fixed or floating. A change in interest rates would be expected to result in a change in the interest rate to the Company and, hence, may affect its profit.

(h) **Market risks**

There are general risks associated with an investment and the share market. The price of the Company's securities on the ASX may rise and fall depending on a range of factors beyond the Company's control and which are unrelated to the Company's financial performance. These factors may include movements on international stock markets, interest rates and exchange rates, together with domestic and international economic conditions, inflation rates, investor perceptions, changes in government policy, commodity supply and demand, government taxation and royalties, war, global hostilities and acts of terrorism.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(i) **Access to services**

Given the high levels of activity in the resources industry currently, the Company may potentially face delays in procuring services to undertake exploration and related activities at its key projects. These services include but are not limited to access to drill rigs and drilling crew.

(j) **Litigation risks**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, land access disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. Refer to section 4.3(l) above.

(k) **Taxation in respect of securities**

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

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation and duty consequences of applying for New Shares under this Offer Document.

The application of and changes in relevant taxation laws (including income tax, goods and services taxes (or equivalent) and stamp duties), or changes in the way taxation laws are interpreted, may impact the Company's and/or its subsidiaries' tax/duty liabilities and financial performance or the tax/duty treatment of a shareholder's investment. An interpretation or application of tax laws or regulations by a relevant tax authority that is contrary to the Company's view of those laws may increase the amount of tax/duty paid or payable by the Company or its subsidiaries. Both the level and basis of tax may change. Any changes to the current rate of company income tax and/or any changes in tax rules and tax arrangements may have an adverse impact on the Company's financial performance, may increase the amount of tax paid or payable by the Company or its subsidiaries, may also impact shareholder returns and could also have an adverse impact on the level of dividend franking/conduit foreign income and shareholder returns.

(l) **Cyber risks and security breaches**

The Company stores data in its own systems and networks and also with a variety of third-party service providers. A malicious attack on the Company's systems, processes or people, from external or internal sources, could put the integrity and privacy of data and business systems at risk. It could also put its users' premises at risk and could lead to unauthorised disclosure of data.

(m) **Force majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics, pandemics or quarantine restrictions.

(n) **Investment speculative**

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 the New Shares offered under this Offer Document.

Therefore, the New Shares to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Offer Document.

(o) **Counterparty risks**

The Company's interests in, and ability to progress, certain projects depend on joint venture, earn-in and other contractual arrangements, including arrangements with Elevra

Lithium Limited in relation to Western Australian projects. Under these arrangements, the Company may be required to satisfy minimum exploration expenditure, funding, timing, reporting and other obligations in order to earn, maintain or increase its interest in a project. If the Company does not satisfy an applicable earn-in or expenditure requirement within the required period, it may fail to earn the proposed interest, lose the benefit of expenditure already incurred, have its interest reduced or diluted, or lose rights in the relevant project. The Company may also be required to fund its proportionate share of approved budgets and cash calls once an interest has been earned. A failure to provide required funding may result in dilution, default remedies, loss of voting or other rights, or the disposal or forfeiture of some or all of the Company's interest, depending on the terms of the relevant arrangement.

The Company may not have sole control over joint venture decisions, budgets, work programs, project management, additional funding, development strategy, transfers of interests or the timing and manner of exploration and development. Decisions may require the approval of the joint venture partner or a specified majority, and disagreements or deadlock may delay or prevent activities. The Company's ability to progress a project may therefore depend on the financial capacity, technical capability, cooperation and continued participation of its joint venture partner. A partner may have commercial objectives, funding priorities or risk tolerances that differ from those of the Company, may fail to perform its obligations or may experience financial distress. Any of these matters may delay activities, increase costs, require the Company to provide additional funding, reduce the value of a project or result in the Company losing part or all of its interest. Enforcement of contractual rights or pursuit of legal remedies may be costly, time-consuming and uncertain.

(p) **Infectious diseases**

An epidemic, pandemic or other public health emergency, and associated government or industry responses, may restrict travel or site access, disrupt personnel, contractors and supply chains, delay exploration activities, increase costs and adversely affect commodity markets and the Company's access to capital.

(q) **Geopolitical and international conflict risk**

General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities as well as on its ability to fund those activities.

General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.

International conflicts, including the conflicts in Ukraine and the Middle East, and any associated sanctions, trade restrictions or broader geopolitical instability may adversely affect global economic conditions, commodity markets, energy and transport costs, exchange rates, capital markets, supply chains and investor sentiment. The nature, duration and consequences of these and other international conflicts are uncertain and may adversely affect the Company's operations, funding capacity and the market price of its Shares.

(r) **Other risks**

Other risk factors include those normally found in conducting business, including litigation through breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel and other matters that may interfere with the Company's business or trade.

5. RIGHTS ATTACHING TO THE NEW SHARES

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

(a) **General meetings**

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

(b) **Voting rights**

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

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

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

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

(c) **Dividend rights**

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

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

Subject to the Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit, under which participants may elect in respect of all or part of their Shares to receive a dividend or to forego a dividend from the Company and receive some other form of distribution or entitlement (including securities) from the Company or another body corporate or a trust.

(d) **Winding-up**

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a

law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

(g) **Variation of rights**

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

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

(h) **Alteration of Constitution**

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

6. ADDITIONAL INFORMATION

6.1 Disclosing entity

The Company is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations under the Corporations Act and ASX Listing Rules. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to ASX which a reasonable person would expect to have a material effect on the price or the value of the Company's Shares.

This document contains a summary of information only which the Company does not purport to be complete. The Offer Document is intended to be read in conjunction with the Company's periodic and continuous disclosure announcements lodged with the ASX.

There may be additional announcements made by the Company after the date of this Offer Document and throughout the period that the Entitlement Offer is open that may be relevant to your consideration of whether to take up or do nothing in respect of your Entitlement. Therefore, it is prudent that you check the Company's website: www.morellacorp.com or the ASX website: www.asx.com.au to see whether any further announcements have been made by the Company before submitting your application to take up your Entitlement.

6.2 Entitlement Offer document

This Entitlement Offer is being made pursuant to section 708AA of the Corporations Act without disclosure to investors under Part 6D.2 of the Corporations Act. Accordingly, this document contains a summary of information only which the Company does not purport to be complete.

Neither this Offer Document nor the Application Form are required to be lodged or registered with ASIC. This Offer Document is not a prospectus under the Corporations Act and no prospectus for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating an investment in the Company. They do not contain all the information which would be required to be disclosed in a prospectus.

As a result, it is important for Eligible Shareholders to carefully read and understand the information on the Company and the Entitlement Offer made publicly available, prior to accepting all or part of their Entitlement. In particular, please refer to this Offer Document and other announcements made available at www.asx.com.au or on the Company's website: www.morellacorp.com.

Pursuant to the conditions imposed on the Company by section 708AA of the Corporations Act, the Company provided ASX with a notice that complied with the requirements of section 708AA(7) on 20 November 2026. In addition to certain minor and technical matters that notice was required to:

(a) set out any information that had been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules and that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:

(i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;

(ii) the rights and liabilities attaching to the New Shares; and

(b) state the potential effect of the issue of the New Shares on the control of the Company and the consequences of that effect.

6.3 Information availability

Eligible Shareholders in Australia, New Zealand or Singapore can obtain a copy of this Offer Document during the Entitlement Offer Period on the Company's website here or by emailing Mr John Lewis, Company Secretary, at: cosec@morellacorp.com. Persons who access the electronic version of this Offer Document should ensure that they download and read the entire Offer Document and the other relevant information to which it refers.

Eligible Shareholders in Australia, New Zealand or Singapore can also obtain a copy of this Offer Document and an Application Form setting out their Entitlement to New Shares https://events.miraqle.com /1mc-offer during the Entitlement Offer Period.

6.4 Taxation

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

7. GLOSSARY

$ and **dollars** means Australian dollars, unless otherwise stated.

Application means an application for New Shares pursuant to the Application Form.

Application Form means the Entitlement and Application Form accompanying this Offer Document and available https://events.miraqle.com /1mc-offer.

Application Money means money received from an Eligible Shareholder in respect of their Application.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the market operated by that entity, as the context requires.

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

ASX Settlement means ASX Settlement Pty Ltd (ABN 49 008 504 532).

ASX Settlement Operating Rules means the settlement rules of ASX Settlement.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, excluding any day that ASX declares is not a trading day.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date means 14 December 2026, subject to the Company extending the date.

Company means Morella Corporation Limited (ACN 093 391 774).

Corporations Act means the *Corporations Act 2001* (Cth), including as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2026/98* and *ASIC Corporations (Annual and Half-year Reporting) Instrument 2026/468* in relation to the Entitlement Offer.

Director means a director of the Company.

EFT means electronic funds transfer.

Eligible Shareholder means a Shareholder as at 5.00pm (WST) on the Record Date with a registered address in Australia, New Zealand or Singapore.

Entitlement or **Right** means a Shareholder's entitlement to subscribe for New Shares offered under the Entitlement Offer.

Entitlement Offer or **Offer** means the offer to Eligible Shareholders of one (1) New Share at an issue price of $0.021 per New Share on the basis of one (1) New Share for every three (3) Existing Shares held at the Record Date.

Entitlement Offer Period means the period commencing on 30 November 2026 and ending on the Closing Date at 5.00pm (WST) (subject to the Company varying these dates).

Existing Share means a fully paid ordinary share in the capital of the Company on issue as at the Record Date.

Ineligible Shareholder means a Shareholder who is not an Eligible Shareholder.

Interra means Interra Resources Limited, a company incorporated under the laws of the Republic of Singapore (Company Registration No. 197300166Z).

JORC Code means the *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves* prepared by The Joint Ore Reserve Committee of The Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia 2012 edition.

Mineral Resource has the meaning set out in the JORC Code.

New Share means a fully paid ordinary share in the capital of the Company to be issued under the Entitlement Offer.

Offer Document means this document, including any supplements or replacements to this document.

Offer Price means $0.021 per New Share.

Official Quotation means official quotation on ASX.

Option means an option to subscribe for 1 fully paid ordinary share in the Company for $0.06 expiring on 11 May 2029.

Ore Reserve has the meaning set out in the JORC Code.

Overseas Shareholder means an Eligible Shareholder with a registered address in New Zealand or Singapore.

Record Date means 5.00pm (WST) on 25 November 2026.

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

Shareholder means a holder of a Share.

Share Registry means MUFG Corporate Markets as set out in the Corporate Directory.

Shortfall will occur if the Company does not hold successful valid Applications for all the New Shares offered by the Company under the Entitlement Offer by the Closing Date.

Shortfall Offer means the facility described in section 1.6 under which Eligible Shareholders may apply for additional New Shares in excess of their Entitlements.

Shortfall Shares means New Shares for which successful valid Applications have not been received by the Closing Date.

US means United States of America.

US Person has the meaning given to that term in Regulation S under the US Securities Act.

US Securities Act means the United States Securities Act of 1933, as amended.

8. CORPORATE DIRECTORY

Directors

James Brown
Managing Director

Allan Buckler
Non-Executive Director

Dennis O'Neill
Non-Executive Director

Beng Teik Kuan
Non-Executive Director

Company Secretary

John Lewis

Auditor*

PKF Perth
Dynons Plaza
Level 8, 905 Hay Street
Perth WA 6000

Registered Office

Suite 5, 680 Murray Street
West Perth WA 6005
Telephone: +61 429 596 535

ASX Code: 1MC
ACN: 093 391 774
Website: https://www.morellacorp.com

Share Registry*

MUFG Corporate Markets
Level 12, QV1 Building
250 St Georges Terrace
Perth WA 6000
+61 1300 554 474

Solicitors

Allion Partners Pty Ltd
Level 9, 200 St Georges Terrace
Perth WA 6000
+ 61 8 9216 7100

* This entity has not been involved in the preparation of this Offer Document. It is included for information purposes only.

MORELLA CORPORATION

ABN 39 093 391 774

All Registry communications to:
MUFG Corporate Markets (AU) Limited
A division of MUFG Pension & Market Services
Locked Bag A14
Sydney South NSW 1235 Australia

Telephone: 1300 554 474
From outside Australia: +61 1300 554 474

ASX Code: 1MC

Website: au.investorcentre.mpms.mufg.com

IID:

SRN/HIN:

Entitlement Number:

Number of Eligible Shares held as at the Record Date, 5:00pm (WST) on Wednesday, 25 November 2026:

Entitlement to New Shares (on a 1 New Share for 3 basis):

Amount payable on full acceptance at A$0.021 per Share:

Offer Closes 5:00pm (WST): Monday, 14 December 2026

ENTITLEMENT AND ACCEPTANCE FORM

As an Eligible Shareholder you are entitled to acquire 1 New Share for every 3 Existing Shares that you hold on the Record Date, at an Offer Price of A$0.021 per New Share. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

To apply for New Shares under this offer:

- Carefully read the Offer Booklet accompanying this form ("**Booklet**"). Capitalised terms not otherwise defined in this Application Form are defined in the Booklet.
- Decide on the amount you wish to apply for.
- Pay for the New Shares in accordance with the instructions outlined in the Booklet and further important instructions on the reverse of this form.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

If you wish to take up all or part of your Entitlement (as shown above), or take up all of your Entitlement and apply for additional New Shares, you have the payment methods detailed below.

OPTION 1: PAYING BY BPAY®

When paying by BPAY®, refer to the instructions overleaf. **You do NOT need to return the acceptance slip below in paying by BPAY®.** Payment must be received via BPAY® before 5:00pm (WST) on Monday, 14 December 2026. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry in time. By paying by BPAY® you will be deemed to have completed an Application Form for the number of Shares subject of your application payment.

Biller Code: XXXXX
Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

® Registered to BPAY Pty Ltd ABN 69 079 137 518

OPTION 2: PAYING BY EFT PAYMENT

To pay by EFT, complete and return this Application Form once your payment has been made.

Completed Application Forms must be emailed to **capital.markets.au@cm.mpms.mufg.com**.

1. Complete boxes A through F below.
2. Submit a payment in Australian Dollars to the following account. Payment must be received in cleared funds by 5:00pm (WST) on Monday, 14 December 2026. You must use your SRN/HIN as the reference number for your deposit. If you do not use your SRN/HIN, your application will not be able to be processed.

Account Name: XXXXXXXX

BSB: XXX-XXX
Account No: XXXXXXXX
Swift Code for Inbound Deposits from Overseas: CTBAAU2SXXX

A Number of New Shares accepted (being not more than your Entitlement shown above) + **B** Number of additional New Shares (if any) = **C** Total number of New Shares (add Boxes A and B)

D Payment amount (Multiply the number in section C by A$0.021)

A$

E Date of Submission

Reference on payment

F Telephone Number – Business Hours ( )

Telephone Number – After Hours ( )

Contact Name

See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form.

SAMPLE

MORELLA CORPORATION LIMITED

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia, New Zealand and Singapore. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Offer Booklet and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Offer Booklet and that you acknowledge the matters, and make the warranties and representations and give the indemnities provided within the Offer Booklet;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of Morella Corporation Limited.

HOW TO APPLY FOR NEW SHARES

1. WHEN PAYING BY BPAY®

If making payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: www.bpay.com.au

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A$0.021.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

PAYING BY EFT PAYMENT

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

A. Acceptance of New Shares

Enter into section A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

B. Number of additional New Shares applied for above your Entitlement

Enter into section B the number of additional New Shares you wish to apply for.

C. Total number of New Shares

Total number of New Shares applied for (add Boxes A and B)

D. Payment amount

Work out your payment amount. To calculate the total amount, multiply the number of New Shares you wish to apply for by A$0.021 and enter this into section D. The decision of Morella Corporation Limited on the number of New Shares to be allocated to you will be final. No interest will be paid on any Application Monies received or returned.

E. Submission date and Payment Reference

You should enter the date you submitted your EFT payment along with the payment referenced used. This will ensure we receive and process your application.

F. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

2. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

When paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer no later than 5:00pm (WST) on Monday, 14 December 2026.

If paying by EFT, complete and return this Application Form once your Application Payment has been made by EFT. Completed Application Forms must be emailed to **capital.markets.au@cm.mpms.mufg.com**.

If you require further information on how to complete this Entitlement and Acceptance Form, please contact the Company by calling (+61) 429 596 535 at any time between 8.30am and 5.00pm (WST) Monday to Friday during the Entitlement Offer Period.

SAMPLE