



## **E2 Metals Limited (ASX: E2M)**

ACN 116 865 546

# **SHARE PURCHASE PLAN OFFER BOOKLET**

**This is an important document and requires your immediate attention. You should read this Offer Booklet in full.**

Each Eligible Shareholder has the opportunity to participate in the E2 Metals Share Purchase Plan (**SPP**) by applying for up to \$30,000 of new Shares in E2 Metals without incurring brokerage or other transaction costs. This Offer Booklet provides details of the SPP and explains how Eligible Shareholders can participate.

Application for new Shares under the SPP must be received by 5:00pm (Melbourne time) on 26 June 2020.

**Not for release or distribution in the United States or, except with the consent of E2 Metals, elsewhere outside Australia and New Zealand.**

---

# Contents

|      |  |           |
|------|--|-----------|
| 1.   | <b>Letter from the Chairperson .....</b>   | <b>4</b>  |
| 2.   | <b>Key Dates .....</b>   | <b>6</b>  |
| 3.   | <b>Summary of SPP .....</b>  | <b>7</b>  |
| 4.   | <b>Terms and Conditions .....</b>  | <b>10</b> |
| 4.1  | Offer .....  | 11        |
| 4.2  | Eligible Shareholders .....  | 11        |
| 4.3  | Issue Price .....  | 11        |
| 4.4  | Size of Investment .....   | 11        |
| 4.5  | Amount to be raised and scale back .....   | 12        |
| 4.6  | Applications may be refused in full or part .....                                      | 12        |
| 4.7  | Application for Shares under the SPP .....   | 12        |
| 4.8  | Participation by single holders .....  | 14        |
| 4.9  | Participation by jointholders .....  | 14        |
| 4.10 | Participation on behalf of beneficial owners by custodians, trustees or nominees ..... | 14        |
| 4.11 | SPP Shares .....   | 15        |
| 4.12 | Underwriting .....   | 15        |
| 4.13 | Quotation and notification of allotment .....  | 15        |
| 4.14 | Foreign securities restrictions .....  | 15        |
| 4.15 | ASIC Instrument 2019/547 .....   | 17        |
| 4.16 | Withdrawal, suspension, termination, anomalies and disputes .....                      | 17        |
| 4.17 | Privacy policy .....   | 17        |
| 4.18 | Variation and termination .....  | 17        |
| 4.19 | Taxation .....   | 18        |
| 4.20 | Governing law .....  | 18        |
| 4.21 | Inconsistency .....  | 18        |
| 4.22 | Contact us .....   | 18        |
| 5.   | <b>Glossary and Interpretation .....</b>   | <b>18</b> |
| 5.1  | Definitions .....  | 18        |
| 5.2  | Interpretation .....   | 20        |

## Important Information

**This Offer Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation and particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.**

**The offer of Shares under the SPP is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, which grants relief from the requirement for the Company to provide prospectus disclosure in relation to the SPP. This Offer Booklet does not constitute a prospectus or product disclosure statement and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purpose of the SPP. You must rely on your own knowledge of the Company, previous disclosure made by the Company to ASX and, if necessary, consult with your professional adviser when deciding whether or not to participate in the SPP.**

**The market price of Shares may rise or fall from now to when the Shares are issued or allotted to you under the SPP. If you apply to participate in the SPP by completing and returning the Application Form (or otherwise making a valid Application in accordance with these Terms and Conditions), you are accepting the risk that the market price of Shares may change between the**

**time you make your Application and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price.**

**Please read this Offer Booklet (in particular, the Terms and Conditions) carefully, as you will be bound by the Terms and Conditions in participating in the SPP. Shareholders accepting the SPP will also be bound by the constitution of the Company.**

**This Offer Booklet is intended for use only in connection with the Offer to Eligible Shareholders in Australia or New Zealand. No action has been taken to permit an offering of Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this Offer Booklet may be restricted by law and persons (including Custodians and nominees) who come into possession of this Offer Booklet should observe any such restrictions.**

**This Offer Booklet may not be distributed or released in the United States. This Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any jurisdiction where such an offer or solicitation would be illegal. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the Securities Act or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).**

---

## 1. Letter from the Chairperson

5 June 2020

Dear Shareholder

### **E2 METALS SHARE PURCHASE PLAN**

#### **AN OPPORTUNITY TO INCREASE YOUR SHAREHOLDING IN E2 METALS**

On behalf of the Board, I am pleased to offer you the opportunity to participate in the Share Purchase Plan (**SPP**) recently announced by E2 Metals Limited (**E2** or **Company**).

The SPP provides Eligible Shareholders with an opportunity to apply for up to \$30,000 in new Shares (subject to any scale back), irrespective of the number of Shares they currently own, without having to pay brokerage or transaction costs (the **Offer**). The SPP aims to raise approximately \$0.75M.

The launch of the SPP follows the recent announcement by E2 regarding the placement of 22M new Shares, each at an issue price of 12.5 cents (**Placement Shares**) to raise \$2.75 million (before costs) (**Placement**).

The Issue Price of Shares issued under the SPP is 12.5 cents per Share (**Issue Price**), which is equal to the issue price under the Placement, and which represents a 24% discount to E2's closing price of 16.5 cents per Share on 19 May 2020 (being the last trading day prior to the announcement of the Placement and SPP), and a 35% discount to the Company's 15-day VWAP of 19.1 cents.

#### **Use of funds**

The funds raised from the Placement and the SPP will accelerate E2's emerging greenfields Conserrat gold and silver discovery located in the mining friendly Santa Cruz province of Argentina.

#### **Participation in SPP**

E2 is committed to ensuring that all Eligible Shareholders have the opportunity to participate in the SPP.

The SPP is being offered exclusively to all Eligible Shareholders, being registered holders as at 7.00 pm (Melbourne time) on 25 May 2020 (**Record Date**) with a registered address in Australia or New Zealand. The SPP is also being offered to Eligible Shareholders who are Custodians to participate in the Offer on behalf of certain Eligible Beneficiaries, subject to the Terms and Conditions.

Participation in the SPP is entirely voluntary and all Shares issued under the SPP will rank equally with existing Shares and will carry the same voting rights and entitlement to receive distributions.

No brokerage, commissions or other transaction costs will apply to purchases under the SPP.

#### **Cap on SPP and Scale Back of Applications**

E2 aims to raise \$0.75 million under the SPP (being approximately 6 million Shares at an issue price of 12.5 cents per Share). E2 reserves the right to increase the size of the SPP at its absolute discretion.

If Applications under the SPP exceed \$0.75 million (or a higher amount determined by the Company) (**SPP Cap**), the Company may scale back Applications received under the SPP on a pro rata basis outlined in section 3 of the offer booklet.

The SPP Cap is designed to ensure all Eligible Shareholders have a reasonable opportunity to participate equitably in the future of the Company by :

- ensuring that Eligible Shareholders who decide not to participate in the SPP are not significantly diluted; and

- providing those who elect to participate in the SPP Offer in a meaningful way to maintain to the extent possible their respective interests.

If Applications are scaled back, the share allocation of Eligible Shareholders participating in the SPP will be reduced on a pro rata basis based on the size of the existing security holding of the Eligible Shareholder as at the Record Date .

If Applications are scaled back, any excess Application monies will be refunded without interest.

### **How to accept this offer**

The SPP opens at 9.00 am (Melbourne time) on 5 June 2020 and will close at 5.00 pm on 26 June 2020 (unless extended). Late Applications may be accepted or rejected in the absolute discretion of the Company. E2 also reserves the right to vary the Closing Date without prior notice subject to the Corporations Act and the ASX Listing Rules.

To apply for Shares under the SPP, please follow the instructions on the enclosed personalised Application Form. To participate in the Offer you must complete and return the Application Form together with your cheque, bank draft or money order in Australian dollars by 5.00 pm (Melbourne time) on 26 June 2020. Alternatively, you can pay by BPAY® (for Australian Shareholders only), in which case you do not need to return the Application Form.

### **Questions and further information**

This Offer Booklet contains important information about the SPP to assist you in deciding whether to participate in the SPP. You should read this Offer Booklet carefully and in its entirety before deciding whether to apply.

If you have any questions in relation to how to participate in the SPP, please contact the Company, on +61 3 9692 7222, between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in E2 through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

Thank you for your continued support of E2.

Yours faithfully



Melanie Leydin  
Chairperson  
E2 Metals Limited  
**Dated:** 5 June 2020

---

## 2. Key Dates

| Event  | Date                                    |
|--|---|
| Record Date  | 25 May 2020                             |
| Announcement and Despatch of SPP Offer Booklet                                   | 5 June 2020                             |
| SPP Opens  | 9.00am (Melbourne time) on 5 June 2020  |
| SPP Closes   | 5.00pm (Melbourne time) on 26 June 2020 |
| SPP results announced to the ASX   | 1 July 2020                             |
| Issue of SPP Shares under SPP  | 3 July 2020                             |
| Trading of all SPP Shares (subject to ASX Listing Rules)                         | 7 July 2020                             |
| Despatch of holding statements to Eligible Shareholders participating in the SPP | by 10 July 2020                         |

*Note - dates and times in this Offer Booklet are indicative only and subject to change.*

*E2 reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary any or all of the dates and times of the SPP without prior notice, including extending the SPP or to withdraw the SPP without prior notice. Any extension of the Closing Date will have a consequential effect on the issue date of Shares under the SPP.*

*The commencement of quotation of Shares under the SPP is subject to confirmation from ASX.*

*All times are Melbourne time.*

---

### 3. Summary of SPP

You should read this section in conjunction with the Terms and Conditions of the SPP set out in section 4 of this Booklet.

#### Key SPP details

##### SPP Offer

#### Summary

The SPP provides Eligible Shareholders with an opportunity to apply for up to \$30,000 in new Shares (subject to any scale back) irrespective of the number of Shares they currently own without having to pay brokerage or transaction costs. The SPP aims to raise approximately \$0.75 million, is not underwritten and is subject to certain terms and conditions.

##### Purpose of the SPP

Funds raised from the Placement and the SPP will accelerate the emerging greenfields Conserrat gold and silver discovery, located in the mining friendly Santa Cruz province of Argentina.

##### Voluntary participation

Participation in the SPP is entirely voluntary.

Before deciding on whether to participate in the SPP, you should consider the Company's latest financial statements and recent announcements to ASX (ASX:E2M) and, if you are in any doubt, consult your independent financial and taxation advisers.

If you do not wish to participate in the SPP, do nothing.

##### Issue Price of the Shares

The issue price for each Share under the SPP will be 12.5 cents per Share (**Issue Price**), which is equal to the issue price under the Placement and which represents a 24% discount to E2's closing price of 16.5 cents per Share or a discount of 35% to the Company's 15-day VWAP of 19.1 cents on 19 May 2020 (being the last trading day prior to the announcement of the Placement and SPP).

The current price of Shares can be obtained from the ASX website.

The market price of Shares may rise or fall from now to when the Shares are issued or allotted to you under the SPP. If you apply to participate in the SPP by completing and returning the Application Form (or otherwise making a valid Application in accordance with the Terms and Conditions), you are accepting the risk that the market price of Shares may change between the time you make your Application and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price.

##### Eligible Shareholders

Eligible Shareholders under the SPP are registered holders of Shares in the Company at 7.00pm Melbourne time on 25 May 2020 (**Record Date**) having a registered address in either Australia or New Zealand.

The SPP is also being extended to Eligible Shareholders who are Custodians or nominees to participate on behalf of Eligible Beneficiaries on the Terms and Conditions.

The Company has determined that the SPP may only be accepted by residents of Australia and New Zealand. To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that acceptance of the SPP complies with all applicable laws.

**Non-transferable**

The SPP offer is non-renounceable and cannot be transferred to any other person.

**Investment amount**

If you are an Eligible Shareholder, you may apply to purchase a Parcel of Shares valued at \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.

The number of Shares issued to an applicant will be rounded up to the nearest whole number after dividing the application monies by the Issue Price.

If Applications are scaled back, the share allocation of Eligible Shareholders participating in the SPP will be reduced on a pro rata basis based on the size of the existing security holding of the Eligible Shareholder as at the Record Date.

**How to apply**

You may apply for Shares by:

- (a) completing the enclosed Application Form and returning it together with your cheque, bank draft or money order drawn on an Australian bank and in Australian dollars to the Company's Share Registry in accordance with the instructions on the Application Form; or
- (b) by making a BPAY® payment (for Australian Shareholders only) using the customer reference number shown on your Application Form, in which case you do not need to return your Application Form. If you make a payment by BPAY® and the Company receives an amount that is less than the whole amount for which Shares may be applied (see section 4.4 of this Offer Booklet) the value of Shares for which you apply will be rounded down to the next lowest whole amount (see section 4.4 of this Offer Booklet). Any amount not applied to your Application will be refunded without interest.

Please do not forward cash. Receipts for payment will not be issued. Applications must be received by 5.00pm (Melbourne time) on 26 June 2020. Applications received after that time will not be accepted.

Applications and payments under the SPP may not be withdrawn once they have been received by E2. Application money will not bear interest as against E2 under any circumstances.

Please read the enclosed Application Form for further details of how to apply for Shares under the SPP.

**Rights attached to Shares**

Shares issued under the SPP are fully paid ordinary shares in the Company.



Shares issued under the SPP will rank equally with the existing fully paid ordinary shares of the Company, carrying the same voting rights and other entitlements.

### **Custodians and nominees**

If you are a Custodian and you hold Shares on behalf of one or more persons that are not Custodians but are Eligible Beneficiaries (each a **Participating Beneficiary**), you may contribute a maximum of \$30,000 in applying for Shares for each Participating Beneficiary on whose behalf you or a downstream Custodian holds Shares (but joint holders are taken to be a single holder). This is subject to you providing E2 with a Custodian certificate (**Custodian Certificate**) certifying the following:

- (a) that you are a Custodian (as that term is defined in paragraph 4 of ASIC Instrument 2019/547);
- (b) that you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the SPP and that the Participating Beneficiary was provided with a copy of this Offer Booklet before giving such instruction;
- (c) there are no Participating Beneficiaries in respect of which the total Issue Price for the following exceeds \$30,000:
  - (i) the shares or interests applied for by you under the SPP are in accordance with the instructions of the Participating Beneficiaries; and
  - (ii) any other Shares issued to you in the 12 months before the Application as a result of an instruction given by a Participating Beneficiary to you or a downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP; and
- (d) that the matters required by paragraph 8(3) of ASIC Instrument 2019/547 have been complied with, and that the information given by the Custodian in that Custodian Certificate is true, correct and not misleading.

Custodians who wish to apply on behalf of one or more Participating Beneficiaries should contact the Company's Share Registry, Link Market Services, on 1300 554 474 between the hours of 8:30am and 7:30pm (Melbourne time), Monday to Friday to obtain a Custodian Certificate. Applications by Custodians must be accompanied by a completed Custodian Certificate.

If you are not a Custodian, the rules for multiple single holdings apply and you may only contribute a maximum of \$30,000 in applying for Shares. Custodians are not eligible to participate on behalf of a person who resides outside Australia or New Zealand.

### **Issue of Shares**

Holding statements are expected to be despatched by 10 July 2020.

## **Oversubscriptions**

The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000. The SPP aims to raise up to \$0.75 million. E2 may decide to accept applications (in whole or in part) that result in the SPP raising less than this amount in its absolute discretion.

E2 (in its absolute discretion) reserves the right to increase the size of the SPP.

The SPP Cap is designed to ensure all Eligible Shareholders have a reasonable opportunity to participate equitably in the future of the Company by :

- ensuring that Eligible Shareholders who decide not to participate in the SPP are not significantly diluted; and
- providing those who elect to participate in the SPP Offer in a meaningful way to maintain to the extent possible their respective interests.

If Applications are scaled back, the share allocation of Eligible Shareholders participating in the SPP will be reduced on a pro rata basis based on the size of the existing security holding of the Eligible Shareholder as at the Record Date.

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

If there is a scale back, E2 will refund to you, the difference between your Application money and the total Issue Price for the Shares allotted to you (provided that you will not receive a refund for an amount which is less than the Issue Price of one Share). Any excess Application monies will be refunded without interest.

## **Refunds**

Any application monies refunded by E2 will be paid by cheque or direct credit (the payment method will be determined by E2 in its absolute discretion) in Australian currency. By applying for Shares, each Eligible Shareholder authorises E2 to pay any monies to be refunded by using the payment instructions of the Eligible Shareholder recorded in the Share Registry's records if E2 should elect to pay in this manner.

## **More information**

If you have any further queries in relation to the SPP, please contact the Company, on +61 3 9692 7222 between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday.

---

## **4. Terms and Conditions**

The Share Purchase Plan (**SPP**) being offered by E2 Metals Limited (ASX:**E2M**) (**E2** or the **Company**) provides Eligible Shareholders (refer to section 4.2 below) with the opportunity to purchase additional fully paid ordinary shares in the Company (**Shares**) without incurring brokerage and other transaction costs.

The Company is offering the SPP to allow Eligible Shareholders the opportunity to increase their holding in the Company in a cost effective manner, at the Issue Price set out in section 4.3 below.

Details of the SPP and how to participate are set out below.

The previous sections of this Offer Booklet and the Application Form form part of these Terms and Conditions.

Terms used in this Offer Booklet are defined in the Glossary in Section 5.

#### **4.1 Offer**

- 4.1.1 The Company offers each Eligible Shareholder the opportunity to purchase up to \$30,000 of SPP Shares under the SPP subject to and in accordance with the terms and conditions set out below, in the previous sections of this Offer Booklet and the Application Form (**Offer**).
- 4.1.2 The Offer opens on 5 June 2020 and closes at 5.00 pm (Melbourne time) on 26 June 2020 (or such other date as the Company determines, in its absolute discretion).
- 4.1.3 Participation in the SPP is voluntary. If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00 pm Melbourne time on 26 June 2020 (or such other date as the Company determines, in its absolute discretion).
- 4.1.4 The Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase Shares to a third party.
- 4.1.5 The Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.

#### **4.2 Eligible Shareholders**

Registered holders of Shares in the Company at 7.00pm Melbourne time on 25 May 2020 (**Record Date**) having a registered address in either Australia or New Zealand are eligible to participate in the SPP (**Eligible Shareholders**).

The Company has determined that the SPP may only be accepted by residents of Australia and New Zealand. In the opinion of the Company these places are the only places in which it is lawful and practical for the Company to offer the SPP. To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that acceptance of the Offer complies with all applicable laws.

#### **4.3 Issue Price**

The issue price for each Share under the SPP will be 12.5 cents per Share, which is equal to the issue price under the Placement and which represents a 24% discount to the Company's closing price of 16.5 cents or a discount of 35% to the Company's 15-day VWAP of 19.1 cents per Share on 19 May 2020 (being the last trading day prior to the announcement of the Placement and SPP) (**Issue Price**).

The current price of Shares can be obtained from the ASX website. You agree to pay the Issue Price for each Share you apply for.

#### **4.4 Size of Investment**

If you are an Eligible Shareholder, you may apply to purchase a Parcel of Shares valued at \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000. This Parcel may be subject to a scale back and rounding.

Eligible Shareholders may only acquire a maximum of \$30,000 worth of Shares under a share purchase plan in any 12-month period. This means that Eligible Shareholders must not acquire more than \$30,000 worth of Shares, in aggregate, under this SPP. These limitations apply even if you receive more than one Application Form or if you hold Shares in more than one capacity, e.g. if you are both a sole and joint holder of Shares as described below.

#### **4.5 Amount to be raised and scale back**

The Company (in its absolute discretion) reserves the right to increase the size of the SPP.

If Applications are scaled back, the share allocation of Eligible Shareholders participating in the SPP will be reduced on a pro rata basis based on the size of the existing security holding of the Eligible Shareholder as at the Record Date.

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

If there is a scale back, the Company will refund to you by direct credit deposit to your nominated bank account or by cheque, the difference between your Application money and the total Issue Price for the Shares allotted to you (provided that you will not receive a refund for an amount which is less than the Issue Price of one Share). If Applications are scaled back, any excess Application monies will be refunded without interest.

#### **4.6 Applications may be refused in full or part**

The Company reserves the right to reject all or any part of an Application received under the SPP in its absolute discretion. If an Application is rejected, any Application monies will be refunded without interest.

#### **4.7 Application for Shares under the SPP**

4.7.1 You may apply for Shares by:

- (a) completing the enclosed Application Form and returning it together with your cheque, bank draft or money order drawn on an Australian bank and in Australian dollars to the Company's Share Registry in accordance with the instructions on the Application Form; or
- (b) by making a BPAY® payment (for Australian Shareholders only) using the customer reference number shown on your Application Form, in which case you do not need to return your Application Form. If you make a payment by BPAY® and the Company receives an amount that is less than the whole amount for which Shares may be applied (see section 4.4 above) the value of Shares for which you apply will be rounded down to the next lowest whole amount (see section 4.4 above). Any amount not applied to your Application will be refunded without interest.

4.7.2 Please do not forward cash. Receipts for payment will not be issued. Applications must be received by 5.00pm (Melbourne time) on 26 June 2020. Applications received after that time will not be accepted.

4.7.3 Applications and payments under the SPP may not be withdrawn once they have been received by the Company. Application money will not bear interest as against the Company under any circumstances.

4.7.4 Please read the enclosed Application Form for further details of how to apply for Shares under the SPP.

4.7.5 If you apply to participate in the SPP by submitting a BPAY® payment or completing and returning the Application Form, you represent, and represent on behalf of each person on whose account you are acting, that:

- (a) you are an Eligible Shareholder and are eligible to participate in the SPP;
- (b) all details and statements in your Application are true and complete and not misleading;
- (c) the total of the Application price for the following does not exceed \$30,000:
  - (i) the Shares the subject of your Application;
  - (ii) any Shares applied for under the SPP or under any similar arrangement in the 12 months before the date of your Application;
  - (iii) any other Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
  - (iv) any other Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before the date of your Application for the Shares under the SPP as a result of an instruction given by the holder to the Custodian and which resulted in you holding a beneficial interest in such Shares,
- (d) you acknowledge that the Shares have not, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws; and
- (e) you have not and will not send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a US person.

4.7.6 By accepting an Offer to acquire Shares under the SPP, you:

- (a) agree to be bound by the Company's constitution;
- (b) irrevocably and unconditionally agree to the Terms and Conditions and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (c) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (e) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these Terms and Conditions;
- (f) agree to pay the Issue Price per Share up to the maximum of:

- (i) the value you have selected on the Application Form; or
- (ii) the maximum value of your BPAY payment or cheque;
- (g) authorise the Company to correct any minor errors in your Application Form;
- (h) agree that the Company may determine that your Application Form is valid even if it is incomplete, contains errors or is otherwise not completed in accordance with the Terms and Conditions;
- (i) acknowledge that no interest will be paid on any Application monies held pending the issue of Shares or subsequently refunded to you for any reason;
- (j) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (k) agree that the Company is not responsible for any loss suffered by you if you do not receive any refund of Application money due to you under the Terms and Conditions provided the Company has sent the refund to your address or nominated bank account shown on the Register; and
- (l) agree to pay to the Company any dishonour fees or other costs the Company incurs if your cheque is dishonoured when presented for payment.

#### 4.8 Participation by single holders

If you are an Eligible Shareholder and you have received more than one Offer under the SPP (for example, because you hold more than one shareholding under separate share accounts), you may not apply for Shares with an Application value exceeding \$30,000 under the SPP. This is because the maximum amount that may be raised by law under a share purchase plan from each eligible holder in any 12-month period is \$30,000. By applying for Shares under the SPP, you certify that you have not exceeded this limit. The Company reserves the right to reject any Application for Shares where it believes there has not been compliance with this requirement.

#### 4.9 Participation by jointholders

If two or more persons are recorded in the register of members as jointly holding Shares, they will be taken to be a single registered holder for the purposes of the SPP. Joint holders are only entitled to participate in the SPP in respect of that single holding.

#### 4.10 Participation on behalf of beneficial owners by custodians, trustees or nominees

4.10.1 If you are a Custodian and you hold Shares on behalf of one or more persons that are not Custodians but who are Eligible Beneficiaries (each a **Participating Beneficiary**), you may contribute a maximum of \$30,000 in applying for Shares for each Participating Beneficiary on whose behalf you or a downstream Custodian holds Shares (but joint holders are taken to be a single holder). This is subject to you providing the Company with a Custodian certificate (**Custodian Certificate**) certifying the following:

- (a) that you are a Custodian (as that term is defined in paragraph 4 of ASIC Instrument 2019/547);
- (b) that you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the SPP and that the Participating Beneficiary was provided with a copy of this Offer Booklet before giving such instruction;

- (c) there are no Participating Beneficiaries in respect of which the total Issue Price for the following exceeds \$30,000:
  - (i) the shares or interests applied for by you under the SPP in accordance with the instructions of the Participating Beneficiaries; and
  - (ii) any other Shares issued to you in the 12 months before the Application as a result of an instruction given by Participating Beneficiaries to you or a downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP; and
- (d) that the matters required by paragraph 8(3) of ASIC Instrument 2019/547 have been complied with, and that the information given in Custodian Certificate is true, correct and not misleading.

4.10.2 Custodians who wish to apply on behalf of one or more Participating Beneficiaries should contact the Company's Share Registry, Link Market Services, on 1300 554 474 between the hours of 8:30am and 7:30pm (Melbourne time), Monday to Friday to obtain a Custodian Certificate. Applications by Custodians must be accompanied by a completed Custodian Certificate.

4.10.3 If you are not a Custodian, the rules for multiple single holdings apply and you may only contribute a maximum of \$30,000 in applying for Shares. Custodians are not eligible to participate on behalf of a person who resides outside Australia or New Zealand.

#### **4.11 SPP Shares**

Shares issued under the SPP are fully paid ordinary shares in the Company.

Shares issued under the SPP will rank equally with the existing fully paid ordinary shares of the Company, carrying the same voting rights and other entitlements.

#### **4.12 Underwriting**

The SPP will not be underwritten. The Company reserves its right to place any shortfall under the SPP at a price not less than the Issue Price in accordance with its share issue capacity under the Listing Rules.

#### **4.13 Quotation and notification of allotment**

The Company will apply for the Shares to be quoted on ASX which is expected to commence on or around 7 July 2020. You will be sent a holding statement or confirmation of allotment by 10 July 2020.

#### **4.14 Foreign securities restrictions**

The SPP is only being extended to Shareholders with a registered address in Australia or New Zealand. This Offer Booklet (and the accompanying Application Form) does not constitute an offer of securities in the Company in any jurisdiction in which such an offer would be illegal.

To the extent that a Shareholder holds Shares on behalf of another person resident outside Australia or New Zealand, it is that Shareholder's responsibility to ensure that any acceptance complies with all applicable foreign laws.

### ***New Zealand***

This Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand) (FMC Act). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

The New Shares are not being offered or sold to retail investors within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

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

### ***United States***

Neither Offer Booklet nor the Application Form constitutes an offer of securities in the United States or to, or for the account or benefit of any US person.

The Shares to be issued under this SPP have not been and will not be registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States.

In order to comply with relevant securities laws, the Shares to be issued under this SPP may not be offered to Shareholders located in the United States or to Shareholders who are, or who are acting for the account or benefit of, US persons.

Because of these legal restrictions, you must not send copies of the Terms and Conditions or any other material relating to the SPP to any person resident in the United States or any person who is, or is acting for the account or benefit of, US persons.

Consistent with the warranties contained in the Terms and Conditions and the accompanying Application Form, you may not submit any completed Application Forms for any person resident in the United States or who is, or is acting for the account or benefit of, US persons. Failure to comply with these restrictions may result in violations of applicable securities laws.



#### **4.15 ASIC Instrument 2019/547**

The Offer of securities under the SPP is made in accordance with ASIC Instrument 2019/547 which grants relief from the requirement to prepare a prospectus for the Offer of the Shares under the SPP.

#### **4.16 Withdrawal, suspension, termination, anomalies and disputes**

The Company reserves the right to waive strict compliance with any provision of the Terms and Conditions, to amend or vary the Terms and Conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where the Company does not notify you of that event. The Company may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or Application. Any determinations by the Company will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

#### **4.17 Privacy policy**

Chapter 2C of the Corporations Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a Shareholder.

The Company and its Share Registry may collect personal information to process your Application Form, implement the SPP and administer your shareholding. The personal information contained in the share register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

Your personal information may be disclosed to joint investors, the Share Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of the Company and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

The Company's privacy policy is available on its website <https://e2metals.com.au/corporate-governance/>

The Share Registry's privacy policy is available on its website [https://www.linkgroup.com/docs/Link\\_Group\\_Privacy\\_Policy.pdf](https://www.linkgroup.com/docs/Link_Group_Privacy_Policy.pdf)

#### **4.18 Variation and termination**

4.18.1 The Company reserves the right at any time to:

- (a) amend or vary these Terms and Conditions;
- (b) waive strict compliance with any provision of these Terms and Conditions;
- (c) withdraw the Offer or suspend or terminate the SPP;
- (d) vary the timetable for the SPP, including the Closing Date; and

- (e) not accept an application, not issue Shares or issue Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian or nominee applying on behalf of its Eligible Beneficiaries).

4.18.2 In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

#### **4.19 Taxation**

None of the Company, its officers, employees, advisers or agents makes any representations or warranties about, and accepts no responsibility for, the liability of Eligible Shareholders to pay income tax in respect of any issue of Shares, payment or other transaction under the SPP.

#### **4.20 Governing law**

This Offer is governed by the law in force in Victoria, Australia. By accepting this Offer, you submit to the exclusive jurisdiction of the courts of Victoria, Australia.

#### **4.21 Inconsistency**

These Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

#### **4.22 Contact us**

If you have any further queries in relation to the SPP, please contact the Company, on +61 3 9692 7222 between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday.

---

## **5. Glossary and Interpretation**

### **5.1 Definitions**

In this Offer Booklet, unless the context otherwise requires:

**A\$, \$, or AUD** means the currency of Australia.

**Allotment Date** means the date on which Shares are allotted under the SPP.

**Application** means a correctly completed and submitted Application Form and attached application monies or a payment via BPAY®.

**Application Form** means the application form attached to this Offer Booklet.

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

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

**ASX** means ASX Limited ACN 008 624 691, and where the context requires, the Australian Securities Exchange.

**ASX Listing Rules** means the official listing rules of ASX as amended, varied, modified or waived from time to time.

**ASX Settlement** means ASX Settlement Pty Ltd ACN 008 504 532.

**ASX Settlement Operating Rules** means the operating rules of ASX Settlement which govern the administration of CHESS.

**Beneficiary** means a person on whose behalf a Custodian or nominee is holding Shares at 7.00pm (Melbourne time) on the Record Date.

**Board** means the board of directors of the Company.

**Closing Date** means the date that the Offer closes, being 5.00 pm Melbourne time on 26 June 2020 (unless extended).

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

**Custodian** means a custodian, trustee or nominee within the definition of "custodian" in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

**E2 or Company** means E2 Metals Limited ACN 116 865 546.

**Eligible Beneficiary** means a Beneficiary with a registered address in either Australia or New Zealand, provided that such a Beneficiary is not in the United States.

**Eligible Shareholder** means registered holders of Shares in the Company on the Record Date having a registered address in either Australia or New Zealand.

**Issue Price** means the issue price for each Share under the SPP being \$0.125 per Share.

**Offer** means the offer to Eligible Shareholders to participate in the SPP by subscribing for up to \$30,000 worth of Shares subject to the Terms and Conditions.

**Offer Booklet** means this offer booklet in respect of the SPP, including the Application Form.

**Parcel** means a parcel of Shares in respect of an amount of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, at the Issue Price.

**Placement** means the placement of 22M Shares, each at an issue price of \$0.125 per Share to raise \$2.75 million (before costs) to "Sophisticated Investors" or "Professional Investors" or "Other Investors" within the meaning of sections 708(8), 708(11) and those who do not require a disclosure document under 708 of the Corporations Act.

**Placement Shares** means the Shares issued under the Placement.

**Record Date** means 7.00pm Melbourne Time on 25 May 2020.

**Register** means the register of members of the Company maintained by the Share Registry.

**Securities Act** means the Securities Act 1933 of the United States of America.

**Share** means a fully paid ordinary share in E2

**Share Registry** means Link Market Services Limited.

**Shareholder** means a person registered in the register of members of E2 as a holder of one or more E2 Shares.

**SPP or Share Purchase Plan** means this share purchase plan.

**SPP Cap** means \$0.75M or such higher amount determined by the Company.

**Terms and Conditions** means the terms and conditions of the SPP set out in this Offer Booklet and including the Application Form.

## **5.2 Interpretation**

In this Offer Booklet, unless the context otherwise requires:

- 5.2.1 the singular includes the plural and vice versa;
- 5.2.2 a reference to an individual or person includes a corporation, firm, partnership, joint venture, association, authority, trust, state or government and vice versa;
- 5.2.3 a reference to any gender includes all genders;
- 5.2.4 All references to \$ or dollars in this Offer Booklet are references to Australian dollars unless otherwise indicated;
- 5.2.5 where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- 5.2.6 a term not specifically defined in this Offer Booklet has the meaning given to it (if any) in the Corporations Act or the ASX Settlement Operating Rules, as the case may be;
- 5.2.7 unless otherwise specified, a reference to a section, clause, annexure or schedule is to a section, clause, annexure or schedule of or to this Offer Booklet;
- 5.2.8 a reference to any agreement or document is to that agreement or document (and, where applicable, any of its provisions) as amended, novated, supplemented or replaced from time to time;
- 5.2.9 a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation under, that legislation or legislative provision;
- 5.2.10 the words “including”, “such as”, “particularly” and similar expressions do not imply limitation; and
- 5.2.11 headings are for convenience of reference only and do not affect interpretation.

**SRN/HIN:**

**Entitlement Number:**

**Record Date:** 7:00pm (Melbourne time)  
Monday, 25 May 2020

**Offer Opens:** Friday, 5 June 2020

**Offer Closes**  
**5:00pm (Melbourne time): Friday, 26 June 2020**

**SHARE PURCHASE PLAN (“SPP”) APPLICATION FORM**

**How do I apply for New Shares under this offer?**

- Carefully read the SPP Booklet prepared by E2 Metals Limited (“E2M”) and the information accompanying this Application Form.
- Decide on the amount you wish to apply for.
- Pay for the New Shares (as defined in the SPP Booklet) (“Application Payment”) in accordance with the instructions outlined in the SPP Booklet and further important instructions on the reverse of this Application Form.
  - Option 1: Paying by BPAY®.
  - Option 2: Paying by Cheque.
- Payments must be in Australian dollars.


**PAYMENT OPTIONS**

**Option 1: Paying by BPAY®**

If paying by BPAY®, you will be deemed to have completed an Application Form for the value of New Shares the subject of your payment. You do NOT need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5.00pm (Melbourne time) on Friday, 26 June 2020. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and E2 Metals Limited receives an amount which is not equal to either \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, E2 Metals Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel, or refund the payment and not issue any New Shares to you, at their discretion.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

|   |                             |
|---|-----------------------------|
|  | <b>Billers Code:</b> 318469 |
|   | <b>Ref:</b>                 |

**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 Cheque, Bank Draft or Money Order**

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form below with your Application Payment by 5:00pm (Melbourne time) on Friday, 26 June 2020.

- Tick the box beside the amount you wish to apply for, either \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.
- Enter your cheque details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “E2 Metals Limited - SPP Offer” and crossed “Not Negotiable”. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque for an amount that is not equal to either \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, E2 Metals Limited may round down the dollar amount of New Shares that you are applying for to the next lowest parcel or refund the payment and not issue any SPP shares to you, at their discretion.
- Enter your contact telephone number at which we may contact you regarding your application for New Shares, if necessary.

There may be postal delays in the delivery of your Acceptance Slip and Application Payment caused by COVID-19. Applicants should take this into consideration when making a payment by cheque, bank draft or money order.

E2M reserves the right not to process any Application Forms that are incomplete or where payment is received after 5.00pm (Melbourne time), Friday, 26 June 2020.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.**

*Please detach and enclose with payment*

**SRN/HIN:**

**Entitlement Number:**



**A** I/we wish to purchase a parcel of New Shares to the dollar amount of (tick one box only):

- A\$2,500 OR 
  A\$5,000 OR 
  A\$10,000 OR 
  A\$15,000 OR 
  A\$20,000 OR 
  A\$25,000 OR 
  A\$30,000

**B** Make your cheque payable to “E2 Metals Limited - SPP Offer” and crossed “Not Negotiable”

| Drawer | Cheque Number | BSB Number | Account Number | Amount of Cheque   |
|--------|---------------|------------|----------------|--|
|        |               |            |                | A\$ <span style="border: 1px solid black; padding: 2px 10px;">.00</span> |

**C** Telephone Number – Business Hours      Telephone Number – After Hours      Contact Name

|     |     |  |
|-----|-----|--|
| ( ) | ( ) |  |
|-----|-----|--|

## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult your financial or other professional adviser.
2. If you do not wish to purchase New Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Booklet and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is personal to the shareholder named on this Application Form. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 ("Custodian") you must complete and submit an additional schedule that contains additional certifications and details that must be provided ("Schedule") before your Application will be accepted. The Schedule can be obtained by contacting the E2 Metals Limited Offer Information Line (details below). Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. E2 Metals Limited reserves the right to make amendments to this Application Form where appropriate.
7. E2 Metals Limited may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application.
8. Any determinations by E2 Metals Limited will be conclusive and binding on all applicants and other persons to whom the determination is related. E2 Metals Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions, to suspend or terminate the SPP at any time or to implement a scale back of applications. Any such waiver, amendment, variation, suspension, termination or scale back will be binding on all applicants even where E2 Metals Limited does not notify you of that event.
9. Applicants are not assured of receiving the New Shares for which they have applied. At its absolute discretion, E2 Metals Limited may determine to issue more or less Shares under the SPP than the target amount of A\$0.75 million. If E2 Metals Limited receives applications for more SPP Shares than it decides to issue, E2 Metals Limited will undertake a scale back of applications for New Shares to the extent and in the manner described in the SPP Booklet, in which case, excess application monies will be returned to you without interest.
10. By completing and returning this Application Form with your cheque, bank draft or money order to the Share Registry or making a BPAY® payment, you:
  - represent and warrant that you have read and understood the SPP Booklet (including the terms and conditions of the SPP) and that you acknowledge the matters, and make the representations, warranties and certifications, in the terms and conditions of the SPP, including as to your eligibility to participate in the SPP;
  - represent and warrant that by making payment, you agree to be bound by the constitution of E2 Metals Limited and that the submission of the payment constitutes an irrevocable offer by you to subscribe for New Shares on the terms of the SPP and you will be deemed to have accepted and be bound by the terms and conditions of the SPP;
  - represent and warrant that the aggregate of the application price paid for by you for:
    - the New Shares as indicated above;
    - any other New Shares in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the Application Form; and
    - any other New Shares which you have instructed a Custodian before the date of submission of this Application Form as a result of an instruction given by you to the Custodian to apply for New Shares on your behalf,does not exceed \$30,000;
  - acknowledge that this Application Form does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any jurisdiction in which such an offer would be illegal. The New Shares to be offered and sold under the Share Purchase Plan have not been, and will not be, registered under the U.S. Securities Act of 1933 or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States); and
  - represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States, and you are not otherwise a person to whom it would be illegal to make an offer of or issue of New Shares under this SPP and under any applicable laws and regulations.

---

### How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia. Acceptance Slip and the Application Payment for Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Acceptance Slip. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your Application Payment will be received by the Registry by 5:00pm (Melbourne time) on Friday, 26 June 2020.

#### Mailing Address

E2 Metals Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Melbourne time) on Friday, 26 June 2020. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. E2M reserves the right not to process any Acceptance Slips and Application Payments received after 5:00pm (Melbourne time) on Friday, 26 June 2020.

**If you require information on how to complete this Acceptance Slip please contact the E2 Metals Limited SPP Offer Information Line on 03 9692 7222 if calling within Australia or +61 3 9692 7222 if calling from outside of Australia.**