

# Prospectus

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Alligator Energy Limited ACN 140 575 604 (**Company** or **Alligator**)

A pro-rata non-renounceable offer to Eligible Shareholders of one Loyalty Bonus Option (**Bonus Option**) for every ten Shares held on the Record Date to acquire one fully paid ordinary Share at an Exercise Price of \$0.045 on or before 1 February 2022 (**Bonus Option Offer**).

**This document is important and it should be read in its entirety**

If you are in any doubt as to the contents of this document, you should consult your stockbroker, solicitor, banker, financial advisor or accountant as soon as possible. The securities offered by this Prospectus are considered to be speculative.

This is a transaction-specific prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth).

*Not for release to US wire services or distribution in the United States, except by the Company to Eligible Shareholders*

# Important information

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## Offer Statistics

<b>Issue Price of Bonus Options</b>	Nil
<b>Exercise Price of Bonus Options</b>	\$0.045
<b>Maximum number of Bonus Options to be issued*</b>	308,967,735
<b>Maximum number of Shares to be issued following exercise of Bonus Options**</b>	308,967,735
<b>Bonus Options Expiry Date</b>	1 February 2022

\*Includes any Shares which may be issued in the event that all Existing Options are exercised prior to the Record Date. Some allowance has been made for rounding, with fractional entitlements being rounded down.

\*\* Assuming all Bonus Options are exercised

## Indicative Timetable

<b>Announcement of Bonus Option Offer</b>	4 October 2021
<b>Notice to Option holders</b>	14 October 2021
<b>Lodgement of Prospectus with ASIC</b>	22 October 2021
<b>Lodgement of Prospectus and Appendix 3B with ASX</b>	22 October 2021
<b>Record Date for Bonus Option</b>	29 October 2021
<b>Issue of Bonus Options and despatch of new holding statements</b>	5 November 2021
<b>Bonus Options expire</b>	1 February 2022

All dates may change without prior notice and accordingly are indicative only. The Company reserves the right to amend this indicative timetable subject to the Corporations Act and the ASX Listing Rules. Further details regarding the timetable for the Bonus Option Offer are set out in section 2.2.

The Company does not intend to apply for the Bonus Options offered under this Prospectus to be listed for quotation on the ASX.

## Important notice

This Prospectus is dated 22 October 2021 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on the same date. Neither ASIC nor the ASX nor their respective officers take any responsibility as to the contents of this Prospectus. No Options will be issued on the basis of this Prospectus any later than 13 months after the date of issue of this Prospectus.

This Prospectus is a transaction specific prospectus which relates to an issue of Bonus Options to acquire continuously quoted securities (as defined in the *Corporations Act*) to all Eligible Shareholders registered on the Record Date.

This Prospectus has been prepared in accordance with section 713 of the *Corporations Act*. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an Initial Public Offering. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the

*Corporations Act* and certain matters may reasonably be expected to be known to investors and professional advisers, whom potential investors may consult.

No person is authorised to give any information or to make any representation in connection with the Bonus Option Offer described in this document which is not contained in this document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Bonus Option Offer. Neither the Company nor any other person warrants the future performance of the Company or any return on any investment made under this Prospectus, except as required by law and then, only to the extent so required.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Bonus Options have not been, and will not be, registered under the US Securities Act of 1933 (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Bonus Options may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. The Company will offer Bonus Options in the United States to Eligible Shareholders pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Before deciding to increase their investment in the Company, potential investors should read the entire Prospectus. The information contained in individual sections is not intended to and does not provide a comprehensive review of the business and the financial affairs of the Company or the Bonus Options offered under this Prospectus. The Bonus Option Offer does not take into account the investment objectives, financial situation and particular needs of the investor. You should carefully consider the risks that impact on the Company in the context of your personal requirements (including your financial and taxation position) and seek professional guidance from your stockbroker, solicitor, accountant or other professional adviser prior to deciding whether to invest in the Company.

Some of the risks that you should consider are set out in section 4 of this Prospectus.

## **Foreign shareholders**

This document does not constitute an offer of Options in any jurisdiction in which it would be unlawful. Options may not be offered or sold in any country outside Australia except to the extent permitted below.

The Company has decided to issue Bonus Options under the Bonus Option Offer to Shareholders in the Permitted Jurisdictions having regard to the number of Shareholders in those places, the number of Options they would be issued and the cost of complying with the legal and regulatory requirements in those places. Accordingly, the Bonus Option Offer is not being extended to, and does not qualify for distribution or sale by, and no Options will be issued to Shareholders outside of the Permitted Jurisdictions. The Company retains discretion in issuing Bonus Options outside the Permitted Jurisdictions.

The distribution of this Prospectus in jurisdictions outside of the Permitted Jurisdictions is restricted by law and persons who come into possession of this Prospectus should observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

See section 2.6 for further information on Bonus Option Offer restrictions with respect to shareholders who are not in Australia.

## **Forward looking statements**

Some of the information contained in this Prospectus constitutes forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'should', 'will', 'expects', 'plans' or similar expressions. These statements discuss future objectives or expectations concerning results of operations or financial

conditions or provide other forward-looking information. The Company's actual results, performance or achievements could be significantly different from the results or objectives expressed in, or implied by, those forward-looking statements. This Prospectus details some important factors that could cause the Company's actual results to differ from the forward-looking statements made in this Prospectus.

## **Warning**

No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital or the payment of a return on the Bonus Options. The information in this Prospectus does not constitute a securities recommendation or financial product advice. In preparing this Prospectus, the Company has not taken into account the investment objectives, financial situation or particular needs of any particular person.

## **No representations**

No person is authorised to give any information or to make any representation in connection with the Bonus Option Offer which is not contained in this Prospectus. Any information or representation in connection with the Bonus Option Offer not contained in this Prospectus may not be relied on as having been authorised by the Company or its officers. This Prospectus does not provide investment advice or advice on the taxation consequences of accepting the Bonus Option Offer. The Bonus Option Offer and the information in this Prospectus, do not take into account your investment objectives, financial situation and particular needs (including financial and tax issues) as an investor.

## **Acceptance of Bonus Option Offer**

### **Bonus Options**

Eligible Shareholders do not need to do anything to apply for or accept Bonus Options. Bonus Options will be issued to Eligible Shareholders on the Bonus Option Issue Date in accordance with the procedure set out in section 2.

The Company must receive your Bonus Option Exercise Notice and payment by 5:00pm on or before the Bonus Option Expiry Date to be eligible for the conversion into Shares in the Company. There is no obligation, to subscribe for an additional Share in the Company at the Exercise Price of \$0.045 per Bonus Option.

### **Enquiries**

If you have questions in relation to the Shares upon which your Entitlement has been calculated please call the Share Registry on:

- Tel: 1300 288 664; or
- by email to the following address: [hello@automic.com.au](mailto:hello@automic.com.au).

### **Currency**

Money as expressed in this Prospectus is in Australian dollars unless otherwise indicated.

## **Rounding**

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

## **Time**

All references to time in this Prospectus are references to AEST, unless otherwise stated.

## **Definitions and Glossary**

Defined terms and abbreviations used in this Prospectus are detailed in the Definitions and Glossary in Section 7.

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## Chairman's letter

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22 October 2021

Dear Shareholder

The Board recognises, and greatly appreciates, the importance of our loyal and supportive Shareholders, and wishes to reward them by providing a means to participate in the Company's potential future growth.

The Board recommends that you read this Prospectus in its entirety and consider the information it contains before making a decision to deal in Shares and/or the Bonus Options.

Under the Bonus Options Offer, the Bonus Options will be issued to Eligible Shareholders on the basis of one Bonus Option for every ten Shares held on the Record Date. Importantly, Eligible Shareholders do not need to take any action in order to receive their Bonus Options. Each Bonus Option gives Eligible Shareholders the opportunity, but not the obligation, to subscribe for an additional Share in the Company at the Exercise Price of \$0.045 per Bonus Option before 5:00pm on the Bonus Option Expiry Date.

As the Bonus Options will be issued for nil consideration, no funds will initially be raised from the Bonus Option Offer. If the maximum number of Bonus Options are issued and then exercised, the Company will raise approximately \$13.9M which it intends to use to augment its recently announced placement use of funds, being;

- Samphire Project:
  - Increase quantum of sonic core and other resource and exploration resource drilling;
  - Initiate studies and work for project approvals; and
  - Add an IX plant to proposed future field leach trial to develop parameters for feasibility study;
- Enlarge the Nabarlek North geophysics and drilling programs proposed in ARUP next year, and advance other exploration projects; and
- Assist in the evaluation and funding of potential future uranium project opportunities and strategic partner opportunities with Traxys, along with working capital requirements.

The Bonus Option Offer is non-renounceable and therefore the Bonus Options will not be tradeable on the ASX or otherwise.

The Board takes this opportunity to thank all Shareholders for their ongoing support of the Company.

Yours sincerely



Paul Dickson  
Chairman

## **1. Investment summary**

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The information set out in this section is not intended to be comprehensive and should be read in conjunction with the full text of this Prospectus.

### **1.1 The Bonus Option Offer**

This Prospectus is for the pro-rata non-renounceable issue to Eligible Shareholders of one Bonus Option for every ten Shares held on the Record Date for no consideration to acquire one fully paid ordinary Share at an Exercise Price of \$0.045 on or before 1 February 2022.

The Bonus Option Offer is an offer to Eligible Shareholders only.

### **1.2 Purpose of the Bonus Option Offer**

The Company is conducting this Bonus Option Offer with the objective of providing long-term supportive Shareholders a potential benefit of greater exposure to the anticipated future success of the Company. The purpose of the Bonus Option Offer is to reward Shareholders for continuing to support the Company and to provide the Company with a potential source of additional capital if the Bonus Options are exercised.

Each Eligible Shareholder has the potential to benefit from the Bonus Option Offer by receiving one Bonus Option for every ten Shares held as at the Record Date.

No funds will be raised from the issue of the Bonus Options pursuant to this Prospectus. However, if the maximum number of Bonus Options are issued and all such Bonus Options are exercised, the Company will raise approximately \$13.9M.

### **1.3 Risk factors**

The business and activities of the Company are subject to normal business risks and uncertainties, and there may be many factors that could affect the future performance of the Company.

Some of these risks and uncertainties may be mitigated by the use of safeguards, appropriate systems and contingencies.

However, some of these inherent risks are outside the control of the Company and, subsequently, the Directors will be unable to mitigate those risks.

Details of the risks relevant to the Company are described in more detail in section 4 of this Prospectus.

### **1.4 Rights attaching to securities**

On exercise of a Bonus Option you will be issued a Share in the Company.

Detailed provisions relating to the rights attaching to Shares are set out in the Company's Constitution and the Corporations Act. The Company's Constitution is taken to be included in this Prospectus by operation of section 712 of the Corporations Act. Any person may request a copy of the Company's Constitution (or part thereof), which will be provided free of charge.

See section 5.1 for the rights attaching to the Bonus Options and section 5.2 for the rights attaching to the Shares.



## 1.5 Exercising your Options

### (a) Bonus Options

Eligible Shareholders do not need to do anything to apply for or accept Bonus Options. Bonus Options will be issued to Eligible Shareholders on the Bonus Option Issue Date in accordance with the procedure set out in section 2 or such later date as determined by the Board and agreed with ASX.

You can exercise your Bonus Options by completing an application form being a Bonus Option Exercise Notice, paying \$0.045 per Bonus Option exercised and returning the Bonus Option Exercise Notice along with the appropriate amount of money to the Company at the Registered Office.

The Company must receive your Bonus Option Exercise Notice and payment by no later than 5:00pm on the Bonus Option Expiry Date.

### (b) Other information

Subject to the Corporations Act, Listing Rules and any requirements of the ASX. Applications and payments received after 5:00pm on the relevant Expiry Dates will be rejected.

The Company will enter details of the holdings of Options of each Eligible Option holder to whom Options are issued in a register of Options to be maintained by the Company in accordance with section 170 of the Corporations Act.

## 2. Details of the Bonus Option Offer

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### 2.1 Bonus Option Offer to Eligible Shareholders

The Directors of Alligator have approved an offer for the pro-rata non-renounceable issue to Eligible Shareholders of one Bonus Option for every ten Shares held on the Record Date for no consideration to acquire one fully paid ordinary Share at an Exercise Price of \$0.045 on or before 1 February 2022.

No funds will be raised from the issue of the Bonus Options pursuant to this Prospectus. However, if the maximum number of Bonus Options are issued and all such Bonus Options are exercised, the Company will raise approximately \$13.9M.

Only those Eligible Shareholders who own shares at 5.00pm (Sydney time) on the Record Date will be entitled to participate in the Bonus Option Offer.

There are currently (at 21 October 2021) 106,005,406 Existing Options on issue in the Company. If any of the Existing Options are exercised prior to the Record Date, additional Bonus Options will be offered under this Prospectus. If all Existing Options on issue at the date of this Prospectus were exercised prior to the Record Date, the Company's issued shares would increase by 106,005,406 Shares, resulting in a further 10,600,540 Bonus Options being offered pursuant to this Prospectus. The Company advises that the exercise of all of the Existing Options prior to the Record Date and the subsequent exercise of the attributable Bonus Options has been assumed in determining the maximum amount raised under this Prospectus of \$13.9M.

All Options offered under this Prospectus will be issued on the terms and conditions set out in section 5. All Shares issued on exercise of the Options will rank equally with the Shares on issue as at the date of this Prospectus.

### 2.2 Important dates

<b>Announcement of Bonus Option Offer</b>	4 October 2021
<b>Notice to Option holders</b>	14 October 2021
<b>Lodgement of Prospectus with ASIC</b>	22 October 2021
<b>Lodgement of Prospectus and Appendix 3B with ASX</b>	22 October 2021
<b>Record Date for Bonus Option Eligibility</b>	29 October 2021
<b>Issue of Bonus Options and despatch of new holding statements to Eligible Shareholders</b>	5 November 2021
<b>Bonus Options expire</b>	1 February 2022

*The dates set out in this table are subject to change and are indicative only. The Company reserves the right to alter this timetable at any time.*

The Directors, subject to the requirements of the Listing Rules and the *Corporations Act*, reserve the right to:

- (a) withdraw the Bonus Option Offer without prior notice; or
- (b) vary any of the important dates set out in this Bonus Option Offer, including extending the Bonus Option Offer.

### 2.3 **ASX listing**

Bonus Options issued pursuant to the Bonus Option Offer are non-renounceable and accordingly will not be traded on the ASX.

### 2.4 **CHESS**

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

Under CHESS, Eligible Shareholders will not receive a certificate but will receive a statement of their holding of Bonus Options.

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

The CHESS statement will specify the number of Bonus Options issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Bonus Options.

If you are registered on the Issuer Sponsored sub-register, your statement will be despatched by Automatic and will contain the number of Bonus Options issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to holders at the end of any calendar month during which the balance of their holding changes. Option holders may request a statement at any other time; however, a charge may be made for additional statements.

### 2.5 **Existing Option Holders**

Existing Option Holders will not be entitled to participate in the Bonus Option Offer unless they:

- (a) have become entitled to exercise their Existing Options under the terms of their issue and do so prior to the Record Date; and
- (b) participate in the Bonus Option Offer as a result of being an Eligible Shareholder at 5.00pm (Sydney time) on the Record Date.

If all holders of Existing Options elect to exercise their Options prior to the Record Date, and are eligible to participate in the Bonus Option Offer, a further 10,600,540 (approximately) Bonus Options may be issued under this Prospectus. Details of the Existing Options are set out in section 3.2(b).

### 2.6 **International Offer Restrictions**

The Company has not made detailed investigations as to the regulatory requirements that may prevail in each of the foreign jurisdictions outside of the Permitted Jurisdictions in which the Company's Shareholders reside.

This Prospectus and accompanying forms do not, and are not intended to, constitute an offer of Options in any place outside of the Permitted Jurisdictions in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Bonus Option Offer or that Form.

The distribution of this Prospectus outside of the Permitted Jurisdictions may be restricted by law and persons who come into possession of this Prospectus should observe those restrictions. Any failure to comply with those restrictions may violate applicable securities laws.

Accordingly, the Bonus Option Offer is not being extended to, and does not qualify for distribution or sale by Ineligible Shareholders and no Options will be issued to Ineligible Shareholders.

The Company retains discretion in issuing Bonus Options outside of the Permitted Jurisdictions.

## **Canada**

This Prospectus constitutes an offering of the Bonus Options in the Canadian provinces of British Columbia and Ontario (the "Provinces") where existing shareholders of the Company are resident. This Prospectus is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces.

No securities commission or other authority in the Provinces has reviewed or in any way passed upon this Prospectus, the merits of the Bonus Options and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of Bonus Options or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and received by the securities regulator in the applicable Provinces.

Any resale of the Bonus Options in Canada must be made in accordance with applicable Canadian securities laws, which may require resales to be made in accordance with an exemption from prospectus requirements. Such resale restrictions do not apply to a first trade in a security (such as Bonus Options) of a foreign issuer (such as the Company) that is not a reporting issuer in Canada and that is made through an exchange or market outside of Canada (such as ASX).

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

## **New Zealand**

This Bonus Option Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This Bonus Option Offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please

contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

### **European Union**

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

In accordance with Article 1(4) of the Prospectus Regulation, an offer of Bonus Options in the European Union is limited:

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

### **Hong Kong**

**WARNING:** The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

### **Thailand**

This Prospectus is not intended to be an offer, sale or invitation for subscription or purchase of securities in Thailand. This Prospectus has not been registered as a prospectus with the Office of the Securities and Exchange Commission of Thailand. Accordingly, this Prospectus and any other document relating to the offer, sale or invitation for subscription or purchase, of the Bonus Options may not be circulated or distributed, nor may the Bonus Options be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to the public of Thailand. This Prospectus may be distributed in Thailand only to existing shareholders of the Company.

## **United Kingdom**

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

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

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

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

## **United States**

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Bonus Options have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Bonus Options may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

### **2.7 Notice to Nominees and Custodians**

Nominees and custodians should note that the Bonus Option Offer is available to beneficial holders resident in Australia, Canada (British Columbia and Ontario only) and New Zealand. Nominees and custodians should comply with laws applicable in the Permitted Jurisdictions as indicated in this Prospectus.

Where the law of any Permitted Jurisdiction allows only for a specific number of beneficial holders to participate in the Bonus Option Offer, nominees and custodians should report to the Company the number of beneficial holders they hold shares for the account or benefit of and the Company can advise whether such beneficial holders would fall below the limitation, taking into account registered shareholders and other beneficial shareholders in the jurisdiction.

The Company retains discretion in issuing Bonus Options outside the Permitted Jurisdictions.

### 3. Effect of the Bonus Option Offer on the Company

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The principal and immediate effect of the Bonus Option Offer, assuming all Bonus Options offered under the Prospectus are issued, will be to issue a maximum of 308,967,735 Bonus Options.

#### 3.1 Financial position

The Bonus Options to be issued pursuant to this Prospectus will be issued for nil consideration. Accordingly, there will be no immediate effect on the Company's balance sheet. However, capital will be raised if the Bonus Options are exercised. This will affect the Company's balance sheet.

If the maximum number of Bonus Options are issued and then exercised, the Company will receive approximately \$13.9M in current assets. However, the Company is not able to specify with any certainty the extent of any change to the balance sheet given the uncertainty around the number of Bonus Options to be ultimately issued and whether and when any of the Bonus Options will be exercised.

The Company's Annual Financial Statement for the financial year ended 30 June 2021 was released to ASX on 24 September 2021. The Annual Financial Statements can be viewed at <https://alligatorenergy.com.au/>

The Company's Half Yearly Report and Accounts for the financial half year ended 31 December 2020 was released to ASX on 14 March 2021. These financial statements can be viewed at <https://alligatorenergy.com.au/>

Additional information, including copies of ASX releases and investor presentations, is also available on the Company's website: <https://alligatorenergy.com.au/>

#### 3.2 Capital structure

The effect of the Bonus Option Offer on the capital structure of the Company, assuming all Bonus Options offered under the Prospectus are issued, is set out below:

##### (a) Shares

As a direct result of the Bonus Option Offer, there will be no change to the number of Shares expected to be on issue as at the Record Date. If the maximum number of Bonus Options are issued and subsequently exercised, the number of Shares on issue will increase by approximately 308,967,735.

If any of the Existing Options are exercised prior to the Record Date, additional Bonus Options will be issued under the Bonus Option Offer under this Prospectus. If all Existing Options on issue as at the date of this Prospectus were exercised prior to the Record Date, the Company's issued shares would increase by 106,005,406 Shares resulting in a further 10,600,540 Bonus Options being issued pursuant to this Prospectus. The Company advises these additional Bonus Options are included in the maximum of 308,967,735 detailed above.

##### (b) Options

As at 21 October 2021, the Company has the following Existing Options on issue:

No of options issued	Holder	Exercise price	Expiry date
106,005,406	Various holders of AGEOB options listed on the ASX	\$0.015	24 June 2022

At the date of this Prospectus the Company also has 21,447,384 Zero Strike Priced Options associated with the Company's Employee Share Plan with various expiry dates and which have not met the vesting requirements and will not meet these prior to the Record Date.

(c) **Change in control**

The Bonus Option Offer is a pro-rata offer so that if all Eligible Shareholders exercise their Bonus Options and no other securities are issued, the voting power of all Eligible Shareholders will remain substantively the same. In that event, there will be no actual or potential effect or consequences arising from the Bonus Option Offer on the control of the Company.

While the final percentage interests held by Shareholders of the Company is entirely dependent on the extent to which they are Eligible Shareholders and to the extent to which the other Eligible Shareholders exercise their Options, the Company expects that the potential effect of the issue of Bonus Options under the Bonus Option Offer on the control of the Company will be minimal.



## **4. Risk factors**

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### **4.1 Introduction**

This section identifies the risks that the Board considers are the major risks associated with an investment in the Company. The list of risks below is in no way exhaustive and there may be other risks (either general or specific) that have not been identified.

The Company's business is subject to a high degree of risk due to a number of factors, both specific to its business activities, and risks of a general nature. Individually, or in combination, these might affect the future operating performance of the Company and the value of an investment in the Company. The Company has appropriate actions, systems and safeguards for known risks, however some are outside the Company's control.

The Bonus Options offered under this Prospectus (and any Shares issued upon exercise) should be considered highly speculative.

### **4.2 General Risks**

A summary of the major general risks are described below:

#### **(a) Share Market Risk**

The market price of listed securities can be expected to rise and fall in accordance with general market conditions and factors specifically affecting the resources sector and exploration companies in particular. The Bonus Options (once exercised) carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX.

There are a number of factors (both national and international) that may affect the share market price and neither the Company nor its Directors have control of those factors.

#### **(b) General Economic Conditions**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that economic climate include the general level of economic activity, interest rates, inflation, supply and demand, industrial disruption and other economic factors. The price of commodities will also be of particular relevance to the Company. These factors are beyond the control of the Company and the Company cannot, with any degree of certainty, predict how they will impact on the Company.

#### **(c) Share price fluctuations**

The market price of the Company's securities will be subject to varied and often unpredictable influences in the share market. Both domestic and world economic conditions may affect the performance of the Company. Factors such as the level of industrial production, inflation and interest rates impact all commodity prices.

#### **(d) Legislative change**

Changes in government regulations and policies may adversely affect the financial performance or the current and proposed operations generally of the Company.

#### **(e) Litigation risks**

Litigation risks to the Company include, but are not limited to, employee claims, contractual claims, environmental claims, occupational health and safety claims,

regulatory disputes, legal actions from special interest groups, as well as third party damage or losses resulting from operations.

(f) **Unforeseen expenses**

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

(g) **COVID-19**

The global economic outlook is highly uncertain due to the current COVID-19 pandemic. The COVID-19 pandemic had a significant impact on global capital markets, commodity prices and foreign exchange rates in 2021 and is likely to continue to have a significant impact

Supply chain disruptions resulting from the COVID-19 pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans and quarantining) may, in addition to the general level of economic uncertainty caused by the COVID-19 pandemic impact the Company's operations or cashflow and may affect the supply of materials and limit the availability of appropriate workers required for the Company to progress the development of its projects.

In addition, should any Company personnel or contractors be infected by COVID-19, it could result in the Company's operations being suspended or otherwise disrupted for an unknown period of time, which may have an adverse impact on the Company's operations as well as an adverse impact on the financial condition of the Company.

#### 4.3 **Risks specific to the Bonus Options**

Bonus Options entitle an Eligible Shareholder to subscribe for a Share at a price of \$0.045. As Shares are readily available on the market, a Bonus Option is only valuable if it allows its holder to acquire a Share for a price less than the holder can acquire the Share on-market. As at the last trading day before the date of this Prospectus, the Company's Shares were trading at a price of approximately \$0.082. Eligible Shareholders should have regard to the fact that Bonus Options will only have value if and to the extent that at a particular time, the Bonus Option allows the holder to acquire a Share at less than the market price, or if, and to the extent at the time there is, a prospect that the Bonus Option will in the future, but prior to the Bonus Option Expiry Date, allow the holder to acquire a Share at less than the prevailing market price.

#### 4.4 **Risks specific to the Shares**

The Bonus Options following issue may be exercised and entitle the holder to participate in an increase in the value of Alligator.

Alligator, being a company listed on ASX, is subject to the market forces that influence the broad share market trends and the price of securities of individual companies. Recent global political and economic events, including the continuing threat of terrorism and the global financial climate, may cause share price fluctuations in the Australian share market and globally. Fluctuations in the price of the Shares are therefore a key risk for recipients of the Bonus Options.

#### 4.5 **Risks specific to an investment in the Company**

In addition to the general market and economic risks noted in section 4.2, Applicants should be aware of risks specific to an investment in the Company, which may include, but are not limited to those risks described below:

(a) **Contractual risks**

The Company is a party to various contracts and will enter into additional contractual arrangements to successfully develop its Piedmont and Big Lake Projects. For example, the Company has entered into a farm-in and joint venture with Chris Reindler and Partners for the purposes of exploration and evaluating the cobalt/nickel potential of the Piedmont Project in northern Italy. Whilst the Company will have various contractual rights in the event of non-compliance by a contracting party, no assurance can be given that all contracts to which the Company is a party will be fully performed by all contracting parties. Additionally, no assurance can be given that if a contracting party does not comply with any contractual provisions, the Company will be successful in securing compliance. Any failure to secure timely compliance or substitution of key contracts may result in the operations of the Company being disrupted which could have a material adverse effect on its operations and financial performance.

(b) **Operational Risks**

The operations of the Company may be disrupted by a variety of risks and hazards which are beyond the control of the Company, including geological conditions, environmental hazards, technical and equipment failures, flooding and extended interruptions due to inclement or hazardous weather or other physical conditions, unavailability of drilling equipment, unexpected shortages of consumables or parts and equipment, fire, explosions and other incidents beyond control of the Company.

(c) **Environmental Regulation and Risks**

The operations and proposed activities of the Company are subject to laws and regulations in Australia concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. However, complying with environmental laws may be difficult, costly and result in delays to any project activities.

(d) **Government Policy and Taxation**

Changes in relevant taxation, interest rates, other legal, legislative and administrative regimes, and Government policies in Australia (at both Federal and State level) and in other jurisdictions where the Company operates (for example Italy), may have an adverse effect on the assets, operations and ultimately the financial performance of the Company. These factors may ultimately affect the financial performance of the Company and the market price of its securities.

In addition to the normal level of income tax imposed on all industries, the Company may be required to pay government royalties, indirect taxes, GST and other imposts which generally relate to revenue or cash flows. Industry profitability can be affected by changes in government taxation policies.

(e) **Reliance on Key Personnel and Consultants**

Whilst the Company has a small senior management and consultant technical team, its progress in pursuing its exploration and evaluation programmes within the time frames and within the costs structure as currently envisaged could be dramatically influenced by the loss of key personnel or consultants. The resulting impact from such loss would be dependent upon the quality and timing of the replacement of such personnel or consultants.

Although the key personnel and consultants of the Company have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring, evaluating and developing mineral prospects, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Prospectus.

(f) **Financing**

In order to proceed with the development of any of its projects, and (unless the Company elects to reduce its tenement portfolio) in order to comply with the minimum expenditure requirements in respect of its tenements, the Company is likely to be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise capital when it is required or that the terms associated with providing such capital will be satisfactory to the Company, which may prejudice the Company's ongoing ability to participate in these projects.

(g) **Exploration and Production**

Tenements in which the Company has an interest are at various stages of exploration and development and potential investors should understand that mineral exploration and resource definition and development are high risk undertakings. There can be no assurance that exploration resource drilling or early stage development of the project areas described in this Prospectus, or any other permits that the Company may acquire an interest in, will result in the discovery of an economic mineral reserve. Even if an apparently viable reserve is identified, there is no guarantee that it can be commercially exploited.

Even if the Company recovers potentially commercial minerals, there is no guarantee that the Company will be able to successfully transport the minerals to commercially viable markets or sell the minerals to customers to achieve a commercial return.

In addition, with respect to operations, the Company operates in some remote locations within Australia and Italy with challenging geographical conditions. Therefore, some exploration and development costs maybe higher in such jurisdictions due to a number of factors including limitations on the number of available suppliers of services required by the Company, climatic and geographical conditions. The Company has review processes for all exploration drilling and development programs. The Company also has a transparent review and auditing process for all tenders received. However, no assurances can be given that the Company will be successful in mitigating all of these risks and there is a risk that exploration costs may escalate beyond budget anticipations.

(h) **Tenement Applications**

All tenement applications and mining leases follow a series of steps to granting of exploration and the ongoing maintenance of the mining leases and continued access over the areas which may include, among others, formal notation in the cartographic section which may adjust boundaries and areas, applications and approvals of exploration related environmental impact statements, discussions with local communities and consideration by the legal section and administrative section of the mines departments. These steps would reasonably be expected to lead to approval for non-invasive exploration and approvals for drill testing and the ongoing maintenance of mining leases which requires ongoing approvals for drilling and development which may take months or years. However, approvals may not be granted. Exploration on the Company's tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of exploration tenements. Any of these issues may have a material adverse effect on the Tenements and their value.

(i) **Tenure and native title risks**

Interests in exploration and mining tenements in Australia are governed by State legislation and are evidenced by the granting of leases or licences. Each lease or licence is for a specific term and carries with its annual expenditure and reporting conditions as well as other conditions requiring compliance. These conditions include the requirement, for exploration licences, for reduction in the area held under licence from time to time unless it is considered that special circumstances apply. Consequently, the Company could lose title to, or its interest in, its tenements if licence conditions are not met or if expenditure commitments are not met.

It is possible that, in relation to tenements in which the Company has an interest or may acquire such an interest, there may be areas over which legitimate native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to obtain the consent of any relevant land owner, or to progress from the exploration phase to the development and mining phases of the operation, may be adversely affected.

It is possible that there will exist on the Company's mining tenements, areas containing sacred sites or sites of significance to Aboriginal people subject to the provisions of the *Aboriginal Heritage Act 1988* (SA), or areas subject to the *Native Title Act 1993* (Cth) in Australia. As a result, land within the tenements may be subject to exploration, mining or other restrictions as a result of claims of Aboriginal heritage sites or native title.

(j) **Resource Estimations**

Resource estimates are inherently imprecise as they are expressions of judgement at a particular time based on available information, interpreted using experience and resource modelling techniques. The estimates, while made by qualified professionals, may change over time as other information becomes available which differs from information known or predicted by past drilling, sampling and geological interpretation. Estimates remain subject to change and 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.

(l) **Technology Risk**

The Company at times uses new and innovative technology either during exploration, resource drilling, process and metallurgical testing or during other aspects of its business. There is no guarantee or assurance that these technologies will be successful in achieving the Company's objectives, or if successful that it will be commercially viable or that the cost estimates and the underlying assumptions will be realised in practice, pursuant to this Prospectus.

(k) **Speculative Nature of Investment**

The above list of risk factors should not be taken as exhaustive of the risks faced by the Company or by investors in the Company. Shareholders should consider that the investment in the Company is speculative and should consult their professional advisors before deciding whether to apply for the new securities.

Whether or not future income will result from projects undergoing exploration, programmes are dependent on the successful results of that exploration and on the subsequent establishment of development and production operations or sale of the projects. Factors including costs, equipment availability, and mineral prices affect successful project development as does the design and construction of efficient exploration facilities, competent operation and management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced consultants. In particular, changes in global economic conditions (including changes in interest rates, inflation, foreign exchange rates and labour costs) as well as general trends in the Australian and overseas equity markets may affect the Company's operations and particularly the trading price of the Shares on the ASX.

Shareholders should consider that the investment in the Company is speculative and should consult their professional advisors. The Options to be allotted pursuant to this Prospectus should be regarded as speculative in nature and carry no guarantee with respect to the payment of dividends, return of capital or their market value.

## 5. Rights and liabilities attaching to securities

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### 5.1 Rights and liabilities attaching to Bonus Options

A maximum of 308,967,735 Bonus Options are to be issued to Eligible Shareholders pursuant to this Prospectus, for nil consideration.

The Bonus Options, issued pursuant to this Prospectus will have the following terms and conditions:

- (a) The Bonus Options will be exercisable at \$0.045 each (**Exercise Price**).
- (b) Unless exercised earlier, the Bonus Options will expire at 5:00pm AEST on 1 February 2022 (**Bonus Option Expiry Date**). Bonus Options not exercised before the Bonus Option Expiry Date will expire.
- (c) The Bonus Options will entitle the holder to subscribe for one fully paid ordinary Share in the Company.
- (d) The Bonus Options are exercisable at any time prior to the Bonus Option Expiry Date.
- (e) The Bonus Options may be exercised by delivering an application form being duly completed form of notice of exercise (**Bonus Option Exercise Notice and Application Form**) together with a cheque or electronic funds transfer for the full payment of the Exercise Price to the Registered Office of the Company on or prior to 5:00pm on the Bonus Option Expiry Date.
- (f) Upon the valid exercise of the Bonus Options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking *pari passu* with the existing Shares of the Company.
- (g) The Bonus Option Offer of Bonus Options is non-renounceable and the Bonus Options will not be transferrable and may not be exercised by any other person other than the Eligible Shareholder. The Bonus Options will not be traded on the ASX.
- (h) Bonus Option holders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where and only to the extent required pursuant to the Listing Rules, provide Bonus Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise the Bonus Options, in accordance with the requirements of the Listing Rules.
- (i) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
  - (1) the number of Bonus Options, the exercise price of the Bonus Options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules with the intention that such reconstruction will not result in any benefits being conferred on the holders of the Bonus Options which are not conferred on Shareholders; and
  - (2) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Bonus Options will remain unchanged.
- (j) If there is a pro rata issue (except a bonus issue), then:

- (1) at the time of the pro rata issue (except a bonus issue), the exercise price of an Bonus Option may be reduced according to the following formula:

$$O^n = O - E [P - (S + D)]$$

$$N + 1$$

Where:

- $O^n$  = the new exercise price of the Bonus Option;
- $O$  = the old exercise price of the Bonus Option;
- $E$  = the number of underlying securities into which one Bonus Option is exercisable;
- $P$  = the average market price per security (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-right date or the ex-entitlements date;
- $S$  = the subscription price for a security under the pro rata issue;
- $D$  = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);
- $N$  = the number of securities with rights or entitlements that must be held to receive a right to one new security.

Otherwise the exercise price of the Bonus Option shall remain unchanged.

- (k) If there is a bonus issue to the holders of Shares in the Company, the number of Shares over which the Bonus Option is exercisable may be increased by the number of Shares which the Eligible Shareholder would have received if the Bonus Option had been exercised before the record date for the bonus issue.
- (l) The terms of the Bonus Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, the terms of the Bonus Options shall not be changed to reduce the Exercise Price, increase the number of Bonus Options or change any period for exercise of the Options.
- (m) The Bonus Options are not transferable.

## 5.2 Rights and liabilities attaching to Shares

The Company's constitution (the **Constitution**) is of the kind usually adopted by a public company. A summary of the rights attaching to Shares under the Constitution is set out below. The summary is qualified by the full terms of the Constitution (copies of the Constitution may be inspected at the registered office of the Company during normal business hours by appointment with the Company Secretary). This summary is not intended to be exhaustive.

A summary of the rights which relate to all Shares which may be issued pursuant to this Prospectus are set out below. This summary does not purport to be exhaustive or constitute a definitive statement of the rights and liabilities of the Company's Shareholders.

- (a) Voting



At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every fully paid-up Share held by them.

(b) Dividends

Subject to law and any special rights and restrictions attached to any Shares:

- (1) the directors may declare and pay dividends as appear to them to be justified by the profits of the Company; and
- (2) all dividends shall be paid to Shareholders in proportion to the number of Shares held by them irrespective of the amount paid or credited as paid on the Shares on which the dividend is to be paid.

(c) Winding up

If the Company is wound up and after payment of all debts and satisfaction of liabilities a surplus remain, it may be distributed amongst Shareholders entitled to it in proportion to the number of Shares held by each of them regardless of the amounts paid up on the Shares.

(d) Further Increases in Capital

Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, ASX Settlement Operating Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors have the right to issue shares or grant options over unissued shares to any person and they may do so at such times as they think fit and on the conditions they think fit.

Such shares may have preferred, deferred or other special rights or special restrictions about dividends, voting, return of capital, participation in the property of the Company on a winding up or otherwise, as the directors think fit.

(e) Variation of Rights

The rights attached to any class of shares may, unless their terms of issue state otherwise, be varied:

- (1) with the written consent of the holders of 75% of the shares of the class; or
- (2) by a special resolution passed at a separate meeting of the holders of shares of the class.

(f) Transfer of securities

Generally, the shares and options in the Company will be freely transferable, subject to satisfying the usual requirements of security transfers on the ASX. The Directors may decline to register any transfer of shares but only where permitted to do so under its Constitution or the ASX Listing Rules.

(g) Sale of non-marketable holdings

The Company may take steps in respect of non-marketable holdings of shares in the Company to effect an orderly sale of those shares in the event that holders do not take steps to retain their holdings.

The Company may only take steps to eliminate non marketable holdings in accordance with the Constitution and the ASX Listing Rules.

(h) Alteration of Constitution

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

## **6. Additional information**

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### **6.1 Transaction specific prospectus**

As Shares in the Company are quoted on the ASX, the Company is a “disclosing entity” for the purposes of the continuous disclosure regime under the Corporations Act. Amongst other consequences, this means that the Company is subject to regular reporting and disclosure obligations under the Corporations Act in addition to the ASX Listing Rules.

The Corporations Act requires the Company, as a disclosing entity, to comply with the reporting and disclosure obligations of the ASX Listing Rules and makes it an offence for the Company not to comply in certain circumstances. In addition, the Corporations Act requires the Company, as a disclosing entity, to comply with the accounting and financial reporting requirements of the Corporations Act for the half year and full-year accounting periods. These financial statements, together with a Directors' statement and report and an audit or review report must be lodged with ASIC.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the terms and conditions of the Bonus Option Offer, the effect of the Bonus Option Offer on the Company and the rights and liabilities attaching to the Options and the Shares to be issued on exercise of the Options.

It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

### **6.2 Availability of information regarding the Company**

Copies of the documents lodged by the Company with ASIC may be obtained from, or inspected at an office of ASIC.

In addition, the Company will make available, free of charge, to any Eligible Shareholder as at the Record Date who asks for it in the period prior to the Bonus Option Expiry Date, a copy of any of the following documents:

- (a) the Company's annual financial report for the year ending 30 June 2021 (being the last annual financial report to be lodged with ASIC before the issue of this Prospectus);
- (b) the financial statements of the Company for the half-year ended 31 December 2020 (being the last financial statements to be lodged with the ASIC before the issue of this Prospectus); and
- (c) any other financial statements or reports lodged in relation to the Company with ASIC, and any continuous disclosure notices given by the Company to ASX, in the period starting immediately after lodgement of the annual financial report for the Company for the year ending 30 June 2020, and ending on the date of lodgement of this Prospectus with ASIC.

### **6.3 ASX Information and Share information**

The Company has made several ASX announcements after the date of lodgement of the half yearly accounts of the Company for the half year ending 31 December 2020, and before the

lodgement of this Prospectus with ASIC. A Summary of these announcements made is as follows:

<b>Date</b>	<b>Subject of ASX release</b>
15 Mar 2021	Half-Year Financial Report – 31 December 2020
6 Apr 2021	Projects and Market Update
7 Apr 2021	Re-submission – Project & Market Update with JORC Table 1
27 Apr 2021	Appendix 2A – Director Fee Plan and CEO STI Share Issue
30 Apr 2021	Quarterly Activities Report and Cashflow - March 2021
7 May 2021	Airborne electromagnetic survey commences at Big Lake
10 May 2021	Alligator partners with Global Uranium Group Traxys
14 May 2021	App 3Ys – Director Fee Plan and CEO STI Issues
18 May 2021	SRZ: Sale of Non-Core Explor. Licence to Alligator Energy Ltd
25 May 2021	Investor Update Presentation – May 2021
25 May 2021	EGM Notice of Meeting, Proxy Form and Letter to Shareholders
25 May 2021	Proposed issue of Securities – AGE
4 June 2021	Completion of geophysics – Samphire and Big Lake Projects
7 June 2021	Appendix 2A – Exercise of AGEOB Listed Options
29 June 2021	Chairman’s Address – EGM – 29 June 2021
29 June 2021	Results of 29 June 2021 EGM
2 July 2021	Application for quotation of securities – AGE
2 July 2021	S708A Cleansing Notice
6 July 2021	Notification regarding unquoted securities – AGE
6 July 2021	Appendix 3Y – Change of Director’s Interest Notice
14 July 2021	Investor Presentation – July 2021
26 July 2021	Alligator inclusion in Key Global Uranium Index
29 July 2021	Trading Halt
30 July 2021	Quarterly Activities Report and Cashflow – June 2021
2 August 2021	Successful \$11m Placement to Advance Key Projects
2 August 2021	Proposed issue of securities – AGE
6 August 2021	Share Placement Update and Uranium Index Correction
9 August 2021	Application for quotation of securities – AGE
9 August 2021	S708A Notice – Share Placement
10 August 2021	Completion of Placement to accelerate Key Projects
7 September 2021	App 3Y - Change of Director’s Interest Notice
17 September 2021	Projects and Team Update
17 September 2021	Application for quotation of securities -AGE
17 September 2021	Application for quotation of securities - AGE
17 September 2021	Application for quotation of securities - AGE
17 September 2021	Notification regarding unquoted securities - AGE
17 September 2021	S708A Cleansing Notice – Share Issues

Date	Subject of ASX release
22 September 2021	Alligator completes acquisition of EL6350 – Samphire Project
22 September 2021	SRZ: Completion of Sale of Non-Core Exploration Licence to AGE
23 September 2021	Application for quotation of securities – AGE
23 September 2021	S708A Notice – Share Issue
24 September 2021	Annual Financial Statements – 30 June 2021
1 October 2021	Trading Halt
4 October 2021	\$11M Placement and Loyalty Option
4 October 2021	Proposed issue of securities - AGE
12 October 2021	Application for quotation of securities - AGE
12 October 2021	Application for quotation of securities - AGE
12 October 2021	S708A Notice – Share Issue
14 October 2021	Completion of Placement and Loyalty Option Update
14 October 2021	Despatch of Notice to AGE OB Option-holders
19 October 2021	Alligator Energy to speak at virtual conference
19 October 2021	Investor Update – October 2021
21 October 2021	Application for quotation of securities – AGE
21 October 2021	Annual Report – 30 June 2021
21 October 2021	2021 Corporate Governance Statement and Appendix 4G

#### 6.4 Share and Option Information

The highest and lowest prices of shares in the Company on the ASX in the six month period before the date of this Prospectus (20 October 2021) and the respective dates of those sales are set out below.

	High (A\$)	Low (A\$)	Volume weighted average (A\$)
<b>One month</b>	0.105	0.059	0.076
<b>Three months</b>	0.115	0.023	0.063
<b>Six months</b>	0.115	0.013	0.053

The last market sale price of Shares as at the last practical date prior to lodgement was \$0.082.

#### 6.5 Substantial Holders

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

Shareholders	No. of Shares held as at the date of the Prospectus	Relevant interest (%)	Bonus Option Entitlement under the Bonus Option Offer
Nil			

## 6.6 Top 20 Shareholders

The top 20 Shareholders of the Company as at the last practical date prior to lodgement (being 20 October 2021) are as follows:

No	Name	Number of Ordinary Fully Paid Shares	% Held of Issued Ordinary Capital
1.	BNP PARIBAS NOM PTY LTD RETAIL	495,293,326	16.60%
2.	CITICORP NOMINEES PTY LTD	127,073,789	4.26%
3.	BNP PARIBAS NOM PTY LTD HUB24	69,983,077	2.35%
4.	MERRILL LYNCH NOM PTY LTD	64,000,000	2.15%
5.	BNP PARIBAS NOM PTY LTD SIX SIS	60,820,735	2.04%
6.	UBS NOMINEES PTY LTD	50,720,000	1.70%
7.	HSBC CUSTODY NOM (AUST) LTD	37,854,476	1.27%
8.	MR BEDE LANCE RAMAH	37,062,928	1.24%
9.	MR L W W RIDHALGH	36,259,259	1.22%
10.	LABONNE ENTERPRISES PTY LTD	35,043,370	1.17%
11.	CS THIRD NOMINEES PTY LIMITED	30,292,022	1.02%
12.	HSBC CUSTODY NOM (AUST) LTD	26,520,312	0.89%
13.	COMSEC NOMINEES PTY LIMITED	25,115,958	0.84%
14.	HSBC CUSTODY NOM LTD - A/C 2	24,435,702	0.82%
15.	BLUCK HOLDINGS PTY LTD	24,116,104	0.81%
16.	MR GREGORY CAMPBELL HALL	22,215,392	0.74%
17.	DR & MRS MEIER	21,000,000	0.70%
18.	BNP PARIBAS NOM P/L AGENCY	18,721,796	0.63%
19.	RICKETTS POINT INVEST PTY LTD	17,672,210	0.59%
20.	WESTRADE RESOURCES PTY LTD	17,196,768	0.58%
	<b>TOTAL</b>	<b>1,241,397,224</b>	<b>41.61%</b>

## 6.7 The Directors

The Directors of Alligator bring to the Board relevant expertise and skills, including industry and business knowledge, financial management and corporate governance experience.

Each Director has confirmed with Alligator that he or she anticipates being available to perform his duties as a Non-Executive Director or Executive Director, as the case may be, of Alligator, without undue constraints from other commitments.

The following persons are directors of the Company as at the date of this Prospectus:

**Paul Dickson - Chairman and Non-Executive Director**

Mr Dickson holds a Bachelor of Education and a Graduate Diploma in Technical Analysis and is a Fellow of FINSIA.

Paul has over 30 years of experience in the finance services industry. He has worked with a number of stock broking firms including Ord Minnett Ltd and Colonial Stock-broking Limited and more recently has been a director of a number of corporate advisory boutiques. Paul was a director of DDM Capital Pty Ltd, which provided a range of services including capital raising and general corporate advice for small-cap companies and Proserpine Capital Partners Pty Ltd, a Private Equity business based in Melbourne. Paul currently works within the equity markets area for Henslow Pty Ltd.

Mr Dickson is a non-executive director of Cobold Metals Limited, an unlisted public exploration company.

Mr Dickson is Chairman of the Board and a member of the Audit and Risk Committee and has assisted the Company on matters including capital raisings and investor relations. Mr Dickson is regarded as an independent director.

### **Gregory Hall - Managing Director (CEO and Executive Director)**

Mr Hall holds a Bachelor of Engineering in Mining Engineering.

Greg, a Mining Engineer, has over 35 years' experience as an executive in the resources sector, particularly in uranium resource projects. He has held operational management roles at Olympic Dam (WMC) and Ranger Uranium Mine (North / Rio Tinto), and was founding Managing Director of Toro Energy Ltd (achieving WA's first fully approved uranium project). He has previously held operational roles in copper companies as CEO of Hillgrove Resources Ltd, and Project Director of Rex Minerals. Greg has a deep understanding of the international uranium and nuclear sector and is acquainted with commodity markets having been a Marketing Manager for Rio Tinto Uranium and Director Sales (Bauxite & Alumina) at Rio Tinto Aluminium.

Mr Hall is immediate Past President of the South Australian Chamber of Mines and Energy Council and remains an ex Officio on Council.

Mr Hall is a non-executive director of Copperstone Resources Ltd (Nordic Nasdaq listed), Copper Search Ltd and Torch Energy Pty Ltd.

### **Peter McIntyre - Non-Executive Director**

Mr McIntyre holds a Bachelor of Science (Engineering) and a Master of Science in Management.

Peter has over 30 years of experience in the resources sector, including 15 years with WMC Ltd. He has been involved with the development of a number of major mining projects, and at a corporate level he has established and steered various companies through their early stages into significant businesses. Prior to its takeover, Peter established and was Managing Director of Extract Resources Limited during the critical discovery and pre-feasibility stage of the Husab Uranium Project, in Namibia

Mr McIntyre is not regarded as an independent director due to his association with Macallum Group Limited, a substantial shareholder until October 2020.

Mr McIntyre is non-executive director of Macallum Group Ltd, Zamanco Minerals Ltd, Copper Search Ltd and Coronet Resources Pty Ltd.

### **Andrew Vigar - Non-Executive Director**

Mr Vigar holds a Bachelor of Science (Applied Geology), is a Fellow of AusIMM, a member of the Society of Economic Geologists and Fellow of the Australian Institute of Geoscientists.

Andrew is a Geologist with over 40 years of experience in the minerals industry covering exploration to mining, finance, corporate and education. After graduating from QUT in 1987 he held several company positions before commencing consulting in 1996. He worked with SRK for several years before founded Mining Associates in Brisbane, Australia in 2003 and Hong Kong in 2009. He has co-founded several Public companies including DGO Gold (ASX:DGO) 2007, Alligator Energy (ASX:AGE) 2010 and K92 Mining (TSX:KNT) 2014. He remains a Non-Executive Director of Alligator Energy and Chairman of Mining Associates and Vigar Investments.

He is a Fellow and long-term supporter of the AusIMM, AIG and SEG being a former local branch Treasurer, Chairman and Councillor of the AusIMM. He is the co-founder and Chairman of the highly successful Brisbane Mining Club, Partner in the Wollumbin Palms Rainforest Retreat Eco Resort in Northern NSW and continues a long association with the University of Queensland.

Mr Vigar is regarded as an independent director and is Chair of the Audit and Risk Committee. He has assisted the Company on matters including geological and technical interpretation and investor relations and acts in the capacity of Competent Person under the JORC Code 2012 for the Company's nickel/cobalt exploration activities

No Directors are nominees or representatives of a substantial shareholder.

The Board considers that Mr Dickson and Mr Vigar are free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of their judgment and are able to fulfil the role of an Independent Director for the purposes of the Corporate Governance Principles and Recommendations.

Mr Hall and Mr McIntyre are not currently considered by the Board to fulfil the role of Independent Directors due to their executive position with the Company or relationship in the past three years with a substantial shareholder respectively.

Details of the current interests of the Directors in the Company and their intentions in respect of the Bonus Option Offer are set out in section 6.8.

## 6.8 Directors' interests

The nature and extent of the interest (if any) that any of the Directors of the Company holds, or held at any time during the last two years in:

- (a) the formation or promotion of the Company;
- (b) property acquired or to be acquired by the Company in connection with:
  - (1) its formation or promotion;
  - (2) the Bonus Option Offer; or
- (c) the Bonus Option Offer,

is set out below or elsewhere in this Prospectus.

Other than as set out below or elsewhere in this Prospectus, no one has paid or agreed to pay any amount and no benefit has been given or agreed to be given to give any benefit to any Director or proposed director:

- (a) to induce them to become, or to qualify as, a Director of the Company; or
- (b) for services provided by a Director in connection with:



- (1) the formation or promotion of the Company; or
- (2) the Bonus Option Offer.

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is as follows:

Director (including associated entities)	Current Shares (Direct and Indirect)	Listed and Unlisted Options (Direct and Indirect)	Current Performance Rights (Direct and Indirect)	% of Current Total Share Capital (Shares on issue)
Paul Dickson	17,672,210	490,909	-	0.59%
Greg Hall	22,215,392	-	11,650,000	0.75%
Peter McIntyre	68,337,904	381,818	-	2.30%
Andrew Vigar	18,418,510	381,818	-	0.62%
<b>Total</b>	<b>126,644,016</b>	<b>1,254,545</b>	<b>11,650,000</b>	<b>4.26%</b>

The Directors will be entitled to participate in the Bonus Option Offer and receive Bonus Options to the extent of their shareholdings.

#### 6.9 Directors' fees and remuneration

Set out below is the remuneration paid or accrued to the current Directors of the Company and their associated entities for the stated periods. The maximum total remuneration of the non-executive Directors has been set at \$250,000 per annum in aggregate (**Remuneration Cap**) and may only be increased with the approval of Investors.

The following table shows the total annual remuneration for the previous 2 financial years paid to those Directors who are currently Directors as at the date of this Prospectus.

Director	Financial Year ending 30 June 2021	Financial Year ending 30 June 2020*
Paul Dickson	\$51,739	\$51,739
Greg Hall	\$151,786	\$110,819
Peter McIntyre	\$38,599	\$38,599
Andrew Vigar	\$38,599	\$38,599

\* The Board considers that these fees are reasonable remuneration pursuant to section 211 of the *Corporations Act* in the circumstances in those financial periods.

#### 6.10 Related party transactions

From time to time the Company may be party to transactions with related parties including:

- (a) employment and service arrangements; and
- (b) payment of Directors fees.

The Company believes that it has made appropriate disclosure of past related party transactions and has obtained Shareholder approval where required. Otherwise, the

Company considers all related party transactions have either proceeded on an “arm’s length” basis or constitute reasonable remuneration.

The Board considers that the remuneration and benefits constitute reasonable remuneration pursuant to section 211 of the Corporations Act and accordingly, member approval is not required.

In addition to the fees and benefits that the Directors are entitled to receive set out above, the Company has also entered into a Deed of Access and Indemnity with each Director and the Company Secretary.

The Deed sets out the basis for the Company to indemnify the Directors and the Company Secretary for personal liability and associated legal costs which result from their role as a Director or Company Secretary.

The Company, to the extent permitted by law, indemnifies the Directors and Company Secretary of the Company against a liability incurred by that person in their capacity as such an officer of the Company and all reasonable legal costs incurred by the officer in defending an action for a liability incurred or allegedly incurred by the Director or Company Secretary as an officer of the Company. The indemnity applies to any liability or legal costs incurred, provided the Director or Company Secretary is not indemnified against that liability or legal costs by an insurance policy (other than the director and officer insurance maintained by the Company).

The Deed also deals with matters such as access to documents and insurance.

#### 6.11 **Interests of experts and advisers**

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (1) its formation or promotion; or
  - (2) the Bonus Option Offer; or
- (c) the Bonus Option Offer,

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

- (a) the formation or promotion of the Company; or
- (b) the Bonus Option Offer.

HopgoodGanim Lawyers are acting as solicitors to the Offer and have performed work in relation to the Prospectus. In doing so, HopgoodGanim Lawyers have placed reasonable

reliance upon information provided to them by the Company. HopgoodGanim Lawyers does not make any statement in this Prospectus. In respect of this work, the Company estimates that it will pay approximately \$20,000 (excluding disbursements and GST) to HopgoodGanim Lawyers. HopgoodGanim Lawyers are the Company's Australian lawyers and are engaged from time to time by the Company on a variety of matters. Further amounts may be paid to HopgoodGanim Lawyers in accordance with its normal time based charges.

#### 6.12 **Subsequent events**

Save for the information contained in the documents set out in sections 6.2 and 6.3 and otherwise as disclosed to ASX, there has not arisen in the interval between 24 September 2021 (being the date of issue of the 30 June 2021 Annual Financial Report) and the date of this Prospectus any item, transaction or event of a material or unusual nature not already disclosed in this Prospectus which is likely, in the opinion of the Directors of the Company to affect substantially:

- (a) the operations of the Company,
- (b) the results of those operations; or
- (c) the state of affairs of the Company.

#### 6.13 **Determination by ASIC**

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing Options.

#### 6.14 **Litigation**

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

#### 6.15 **Electronic Prospectus**

This Prospectus is available in a paper version and in electronic form. The electronic version will be available on the Company's website, [www.alligatorenergy.com.au](http://www.alligatorenergy.com.au), from the date of this Prospectus until 1 February 2022. The Bonus Option Offer constituted by this Prospectus in electronic form is made only to Eligible Shareholders receiving this Prospectus in electronic form in Australia. Persons who access the electronic form of this Prospectus must ensure that they download and read the entire Prospectus.

While the Company believes that it is extremely unlikely that during the period of the Bonus Option Offer the electronic version of the Prospectus will be tampered with or altered in any way, the Company cannot give any absolute assurance that this will not occur. Any Eligible Shareholder in doubt concerning the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from the Company.

#### 6.16 **Privacy**

By submitting an Exercise Notice you are providing to the Company personal information about yourself. If you do not provide complete and accurate personal information, your application may not be able to be processed.

The Company maintains the register of members of the Company through Automic Pty Limited (**Automic**), an external service provider. The Company requires Automic to comply with the National Privacy Principles with performing these services. The Company's register is required under the *Corporations Act* to contain certain personal information about you such as your name and address and number of shares and options held. In addition, the Company

collects personal information from members such as, but not limited to, contact details, bank accounts and membership details and tax file numbers.

This information is used to carry out registry functions such as payment of dividends, sending annual and half yearly reports, notices of meetings, newsletters and notifications to the Australian Taxation Office. In addition, contact information will be used from time to time to inform members of new initiatives concerning the Company.

The Company understands how important it is to keep your personal information private. The Company will only disclose personal information we have about you:

- (a) when you agree to the disclosure;
- (b) when used for the purposes for which it was collected;
- (c) when disclosure is required or authorised by law;
- (d) to other members in the Alligator group of companies;
- (e) to your broker;
- (f) to external service suppliers who supply services in connection with the administration of the Company's register such as mailing houses and printers, Australia Post and financial institutions.

You have the right to access, update and correct your personal information held by the Company and Automic, except in limited circumstances. If you wish to access, update or correct your personal information held by Automic or by the Company please contact our respective offices.

If you have any questions concerning how the Company handles your personal information please contact the Company.

#### 6.17 Expenses of the Bonus Option Offer

All expenses connected with the Bonus Option Offer are being borne by the Company. The approximate costs of the Bonus Option Offer payable by the Company (exclusive of GST) are listed below:

<b>Expense</b>	<b>Cost (A\$)</b>
ASIC lodgement fee	\$3,206
Registry, management of the issues printing and mailing	\$15,000
Legal expenses	\$30,000
<b>TOTAL</b>	<b>\$48,026</b>

#### 6.18 Consents and disclaimers

Written consents to the issue of this Prospectus have been given and at the time of this Prospectus have not been withdrawn by the following parties:

**HopgoodGanim Lawyers** has given and has not withdrawn its consent to be named in this Prospectus as lawyers to the Bonus Option Offer in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name. They do not make any other statement in this Prospectus and did not authorise or cause the issue of this Prospectus. HopgoodGanim Lawyers will be paid for work performed in accordance with usual time based charge out rates and estimate that their fees at the date of this Prospectus are in the order of \$20,000 exclusive of GST.

**Automic Registry Services** has given and, at the date of this Prospectus, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named. It has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registrar to the Company and has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

**Directors' statement**

This Prospectus is issued by Alligator. Each of the Directors has consented to the lodgement of the Prospectus with ASIC.

Signed on the date of this Prospectus on behalf of by

A handwritten signature in black ink, appearing to read 'Paul Dickson', written in a cursive style.

**Paul Dickson**

## 7. Definitions and glossary

Terms and abbreviations used in this Prospectus have the following meaning:

<b>ASIC</b>	Australian Securities and Investments Commission
<b>ASX</b>	ASX Limited and the Australian Securities Exchange
<b>ASX Listing Rules</b>	The official listing rules of the ASX
<b>ASX Settlement</b>	ASX Settlement Pty Ltd
<b>ASX Settlement Operating Rules</b>	The operating rules of ASX Settlement
<b>Bonus Option</b>	An option granted for no consideration pursuant to this Prospectus to acquire one fully paid ordinary Share, exercisable no later than 5:00pm on the Bonus Option Expiry Date
<b>Bonus Option Exercise Notice and Application Form</b>	The Exercise Notice for the Bonus Options accompanying this Prospectus
<b>Bonus Option Expiry Date</b>	1 February 2022
<b>Bonus Option Issue Date</b>	5 November 2021
<b>Bonus Option Offer</b>	The pro-rata non-renounceable offer to Eligible Shareholders of one Bonus Option for every seven Shares held on the Record Date to acquire one fully paid ordinary Share at an Exercise Price of \$0.045, exercisable no later than 5:00pm on the Bonus Option Expiry Date
<b>Business Day</b>	A day, other than a Saturday, Sunday or public holiday, on which banks are open for general banking business in Sydney
<b>Company or Alligator</b>	Alligator Energy Limited ACN 140 575 604
<b>Constitution</b>	The Constitution of the Company
<b>Corporate Governance Principles and Recommendation</b>	Corporate Governance Principles and Recommendation 3 <sup>rd</sup> Edition initially released by the ASX Corporate Governance Council in March 2014
<b>Corporations Act</b>	<i>Corporations Act</i> 2001 (Cth)
<b>Directors or Board</b>	The Board of directors of Alligator from time to time
<b>Eligible Shareholder</b>	A shareholder of the Company having a registered address in a Permitted Jurisdiction as at 5:00pm on the Record Date.  If a shareholder is in the United States, the shareholder is an Eligible Shareholder if it is an “institutional accredited investors” (“IAIs” within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act) and must complete a US investor certificate making representations as to such status and other customary US securities law matters.
<b>Exercise Notice</b>	A notice given to the Company by a Recipient requiring the Company to issue Shares on exercise of the Option
<b>Exercise Price</b>	\$0.045

<b>Existing Options</b>	All existing options to subscribe for Shares currently on issue as at the date of this Prospectus that are unrestricted and have vested.
<b>Group</b>	The Company and each of its wholly owned subsidiaries
<b>Ineligible Shareholders</b>	Shareholders as at the Record Date who are not Eligible Shareholders
<b>Issue Price of Bonus Options</b>	Nil
<b>Law</b>	The <i>Corporations Act</i> or any relevant and applicable law in Australia
<b>Offer or Issue</b>	The Bonus Option Offer
<b>Official List</b>	The official list of entities that ASX has admitted and not removed
<b>Official Quotation</b>	The official quotation of securities by the ASX in accordance with the ASX Listing Rules
<b>Option Holders</b>	The holders of the Existing Options
<b>Options</b>	Options on issue in the Company from time to time
<b>Permitted Jurisdictions</b>	Australia, Canada (British Columbia and Ontario), European Union (Germany, Ireland), New Zealand, Hong Kong, Thailand, the United Kingdom and the United States
<b>Prospectus</b>	This Prospectus as modified or varied by any supplementary prospectus made by the Company and lodged with the ASIC from time to time and any electronic copy of this prospectus and supplementary prospectus
<b>Recipient</b>	A person who holds Options issued pursuant to this Prospectus
<b>Record Date</b>	29 October 2021
<b>Register</b>	Company Register of Alligator
<b>Securities</b>	Has the same meaning as in section 92 of the <i>Corporations Act</i>
<b>Share Registry or Automic</b>	Automic Pty Limited
<b>Shares</b>	The ordinary shares on issue in the Company from time to time
<b>Shareholders</b>	The holders of Shares from time to time

## Corporate Directory

<b>Directors</b>	<b>Administration and Registered Office</b>
Paul Dickson Gregory Hall Peter McIntyre Andrew Vigar	Suite 2 128 Bowen Street Spring Hill QLD 4000
<b>Share Registry</b>	<b>Solicitors to the Offer</b>
Automic Registry Services Level 5, 126 Phillip Street Sydney NSW 2000 Tel: 1300 288 664; or +61 2 9698 5414 or by email at hello@automic.com.au <a href="http://www.investor.automic.com.au">www.investor.automic.com.au</a>	HopgoodGanim Lawyers Level 8 Waterfront Place 1 Eagle Street Brisbane QLD 4000 Tel: + 61 7 3024 0000 <a href="http://www.hopgoodganim.com.au">www.hopgoodganim.com.au</a>