



TAITON RESOURCES LIMITED

(ACN 062 284 084)

PROSPECTUS

For a bonus issue of one (1) Option (**Bonus Option**) for every four (4) Shares held by those Eligible Shareholders registered at the Record Date (**Offer**). No funds will be raised as a result of the Offer.

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Options offered under this Prospectus should be considered speculative.

Table of Contents

1.	Corporate Directory	2
2.	Important Notes	3
3.	Key Offer Information	4
4.	Details of the Offer	5
5.	Purpose and effect of the Offer	9
6.	Rights and liabilities attaching to securities	11
7.	Risk Factors	14
8.	Additional Information	23
9.	Directors' Authorisation	33
10.	Definitions	34

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1. Corporate Directory

Directors

Datuk Siak Wei Low (Non-executive Chairman)
Chee Cheong (David) Low (Executive Director)
Shane Tomlinson (Technical Director)

Company Secretary

Ian Gregory

Registered Office

Level 30, Collins Place
35 Collins Street
Melbourne VIC 3000
Telephone: +61 3 8648 6431
Email: info@taiton.com.au

Website

<https://www.taiton.com.au/>

ASX Code:

T88

Legal Advisers

GrilloHiggins Lawyers
Level 25, 367 Collins Street
Melbourne VIC 3000

Auditor*

William Buck
Level 20, 181 William Street
Melbourne VIC 3000

Share Registry*

Automic Group
Level 5, 191 St Georges Terrace
Perth WA 6000
Telephone (within Australia): 1300 288 664
Telephone (overseas): +61 2 9698 5414
Website: <https://www.automicgroup.com.au/>

<p>* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.</p>

2. Important Notes

2.1 Important Notes

This Prospectus is dated 22 April 2026 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. 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.

2.2 Web Site – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at <https://www.taiton.com.au/>. If you are accessing the electronic version of this Prospectus for the purpose of making an Investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

As noted in Section 4.1, since this is a bonus issue of Options, Eligible Shareholders are not required to apply for Bonus Options and, as such, there is no application form attached to this Prospectus for the Offer.

2.3 Website

No document or information included on our website is incorporated by reference into this Prospectus.

2.4 Risk Factors

Potential investors should be aware that subscribing for Bonus Options in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 7 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Bonus Options in the future. Accordingly, an investment in the Company should be considered highly speculative.

2.5 Overseas Investors

The distribution of this Prospectus in jurisdictions outside Australia, New Zealand, Malaysia, Singapore and China may be restricted by law and therefore persons into whose possession

this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Bonus Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

2.6 Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offer of the Bonus Options described in this Prospectus which is not contained in this Prospectus. Any information not so contained may not be relied upon as having been authorised by the Company or any other person in connection with the Offer of the Bonus Options. You should rely only on information in this Prospectus.

3. Key Offer Information

3.1 Timetable

Action	Date
Announcement of Offer to ASX	16 April 2026
Release of Appendix 3B for the Offer to ASX	16 April 2026
Lodgement of Prospectus with ASIC and ASX	22 April 2026
Ex date	27 April 2026
Record Date for the Offer	28 April 2026
Issue of Bonus Options to security holders	5 May 2026

The above timetable is indicative only and subject to change. The Company reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws.

3.2 Key Offer Information

Ratio	1 Bonus Option for 4 Shares held at the Record Date
Issue Price per Bonus Option	Nil
Exercise Price of Bonus Options	\$0.15
Expiry Date of Bonus Options	30 June 2029
Quotation terms	Unquoted
Maximum Bonus Options to be issued under Offer*	30,230,046

- * On the basis of the current share capital of the Company. If there are additional Shares issued after lodgement of this Prospectus with ASIC and before the Record Date, then the maximum number of Bonus Options to be issued under Offer will increase. The Company notes the actual number of Bonus Options to be issued may vary due to rounding of individual entitlements.

4. Details of the Offer

4.1 The Offer

The Offer is being made as a bonus issue of one (1) Bonus Option for every four (4) Shares held by Eligible Shareholders registered at the Record Date, to be issued for nil consideration.

All of the Bonus Options offered under this Prospectus will be issued with an exercise price of \$0.15 and an expiry date of 30 June 2029. Full terms and conditions of the Bonus Options are set out in Section 6.1 of this Prospectus.

Fractional entitlements will be round down to the nearest whole number. All references to numbers of Bonus Options to be issued pursuant to this Prospectus are expressed subject to rounding.

Based on the capital structure of the Company as at the date of this Prospectus and the number of Shareholders located in Australia, New Zealand, Malaysia, Singapore and China to whom the Offer is made (and assuming no additional Shares are issued prior to the Record Date), a maximum of 30,230,046 Bonus Options will be issued pursuant to this Offer. No funds will be raised as a result of the Offer.

As at the date of this Prospectus the Company has 30,079,779 Options on issue that may be exercised prior to the Record Date in order to participate in the Offer.

All of the Shares issued upon the future exercise of the Bonus Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6.2 for further information regarding the rights and liabilities attaching to the Shares.

As this is a bonus issue of Options, Eligible Shareholders are not required to apply for Bonus Options and, as such, there is no application form attached to this Prospectus for the Offer.

4.2 Minimum subscription

There is no minimum subscription.

4.3 ASX Listing

The Bonus Options will not be quoted on the ASX.

4.4 Objective

The Company is not seeking to raise any funds under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital. The primary purpose of this Prospectus is to issue the Bonus Options under the Offer and to remove any trading restrictions that may have attached to the Shares issued by the Company pursuant to the exercise of the Bonus Options.

4.5 Underwriting

The Offer is not underwritten.

4.6 Issue of Bonus Options

As noted in Section 4.1, no application form is required and the Bonus Options issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Holding statements for the Bonus Options issued under the Offer will be mailed as soon as practicable after the issue.

4.7 Restrictions on the distribution of the Prospectus

The distribution of this Prospectus outside Australia, New Zealand, Malaysia, Singapore and China may be restricted by law.

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

4.8 Overseas Shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

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

(a) New Zealand

The Bonus Options are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. The Company is issuing Bonus Options to existing shareholders of the Company for no consideration.

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

(b) **Malaysia**

No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to the offer of Bonus Options. The Bonus Options may not be offered, sold or issued in Malaysia except to existing shareholders of the Company.

Any Bonus Options not taken up under the entitlement offer may not be offered, sold or issued in Malaysia except to “sophisticated investors” within the meaning of the Guidelines on Categories of Sophisticated Investors as issued by the Securities Commission Malaysia and, as such, are persons prescribed under Part I of Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007.

(c) **Singapore**

This Prospectus and any other materials relating to the Bonus Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document relating to the Bonus Options may not be issued, 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 persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the “SFA”) or another exemption under the SFA.

This Prospectus has been given to you on the basis that you are an existing holder of the Company’s shares. If you are not such a shareholder, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

Any offer is not made to you with a view to the Bonus Options being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire Bonus Options and the underlying shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

(d) **Peoples Republic of China (PRC)**

This Prospectus has not been approved by, nor registered with, any competent regulatory authority of the PRC (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan).

Accordingly, the Bonus Options may not be offered or sold, nor may any invitation, advertisement or solicitation for Bonus Options be made from, within the PRC. This Prospectus does not constitute an offer of Bonus Options within the PRC.

The Bonus Options may not be offered to legal or natural persons in the PRC other than to:

- (i) “qualified domestic institutional investors” as approved by a relevant PRC regulatory authority to invest in overseas capital markets;
- (ii) sovereign wealth funds or quasi-government investment funds that have the authorisation to make overseas investments; or
- (iii) other types of qualified investors that have obtained all necessary PRC governmental approvals, registrations and/or filings (whether statutorily or otherwise).

If you are in the PRC, you represent to the Company that you are:

- (i) a “qualified domestic institutional investor” as approved by the relevant PRC regulatory authorities to invest in overseas capital markets;
- (ii) a sovereign wealth fund or quasi-government investment fund that has the authorization to make overseas investment; or
- (iii) another type of qualified investor that has obtained all necessary PRC governmental approvals, registrations and/or filings,

and further represent that you approached the Company on your own initiative and are not subscribing for the Bonus Options as a result of any marketing by the Company or any person acting on its behalf in the PRC.

4.9 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the securities of the Company.

4.10 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

Any questions concerning the Offer should be directed to Ian Gregory, Company Secretary, at +61 3 9101 8542 or email to info@taiton.com.au.

5. Purpose and effect of the Offer

5.1 Purpose of the Offer

The primary purposes of this Prospectus are to:

- (a) issue the Bonus Options under the Offer; and
- (b) facilitate secondary trading of any Shares issued upon exercise of the Bonus Options issued under the Offer.

Section 707(3) of the Corporations Act generally requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). However, the Company is precluded from issuing a 'cleansing' notice in respect of the Bonus Options as they are not in a class of securities that were quoted securities at all times in the last three months.

Consequently, the Company has issued this Prospectus in respect of the Offer. Issuing the Bonus Options under this Prospectus will enable persons who are issued the Bonus Options to on-sell any Shares issued on exercise of the Bonus Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

No funds will be raised through the issue of the Bonus Options pursuant to this Prospectus, however, if all the Bonus Options are exercised, the Company will receive approximately \$4.53 million by virtue of payment of the exercise price.

5.2 Effect of the Offer

The principal effect of the Offer, assuming all Bonus Options offered under the Prospectus are issued and no additional Shares are issued prior to the Record Date (including by exercise of Options), will be to increase the number of Options on issue from 30,079,779 as at the date of this Prospectus to 60,309,825 Options.

The Company will receive \$0.15 for each Bonus Option exercised and raise additional funds of approximately \$4.53 million if all Bonus Options are exercised. The likelihood of the Company raising the additional capital through the exercise of the Bonus Options is dependent on the price of the Shares from time to time until the Bonus Options expire.

5.3 Effect of the Offer on capital structure

The capital structure of the Company currently and following completion of the Offer is as follows:

Security	Shares ¹	Options ²	Performance Rights
Securities on issue as at the date of this Prospectus	120,920,184	30,079,779	6,000,000
Bonus Options to be issued pursuant to this Prospectus	-	30,230,046	-
Total securities on issue following completion of the Offer	120,920,184	60,309,825	6,000,000

¹ The rights and liabilities attaching to the Shares are summarised in Section 6.2.

² The full terms and conditions of the Bonus Options are set out in Section 6.1.

5.4 Financial effect of the Offer

The Bonus Options to be issued pursuant to the Offer will be issued for no 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, which will affect the Company's balance sheet.

The Company is unable to specify with any certainty the extent of any change to the balance sheet, given that there is no certainty if or when any of the Bonus Options will be exercised.

The expenses of the Offer will be met from the Company's existing cash reserves. Accordingly, the Offer will have an effect on the Company's financial position, being a decrease in the Company's existing cash reserves.

5.5 Directors' Interests in Securities

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

Director	Shares	Bonus Option entitlement
Datuk Siak Wei Low	27,711,896	6,927,974
Chee Cheong (David) Low	4,168,000	1,042,000
Shane Tomlinson	35,000	8,750

5.6 Details of Substantial Holders

Shareholder	Shares*	%*
Datuk Siak Wei Low	27,711,896	24.88
Gems Strategic Resource Fund	16,680,000	14.98
Global Bridge Group Limited	14,040,355	12.61
Fortune Worldwide Development Limited	10,039,200	9.01

* Based on most recent Form 604s lodged for the above substantial Shareholders with ASX. The above shareholders' equity holding percentages will be diluted by the placement announced on 16 April 2026.

The Offer will have no effect on the quantity of Shares held by the substantial Shareholders or the relevant interests held as only Options are being issued under this Prospectus.

6. Rights and liabilities attaching to securities

6.1 Bonus Options

The terms and conditions of the Bonus Options are as follows:

(a) **Entitlement**

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one (1) Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company.

(b) **Exercise of Option**

- (i) The Options are exercisable at any time from the issue date.
- (ii) Subject to paragraph (h), the Options expire at 5:00pm (AEST) on 30 June 2029. An Option which is not exercised on or before the expiry date will automatically lapse on the expiry date.
- (iii) The exercise price per option is \$0.15 (15 cents).
- (iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry.
- (v) Remittances must be made payable to 'Taiton Resources Limited'.

(c) **Quotation**

- (i) The Options are not transferrable without the consent of the Company and will not be listed.
- (ii) If the Shares of the Company are quoted on the ASX at the time when the Options are exercised, the Company will apply to the ASX for quotation of the Shares issued on the exercise of any Options within 5 Business Days (as defined in the ASX Listing Rules) of issue and for such Shares to be freely tradeable (including by promptly issuing a cleansing notice to support such trading).

(d) **Participation in securities issues**

The holder is not entitled to participate in new issues of securities without exercising the Options. There is no change in exercise price or to the number of Shares over which an Option can be exercised in the event of a pro-rata issue.

(e) **Dividend rights**

The Options will not give any right to participate in the dividends until Shares are allotted pursuant to the exercise of the relevant Options.

(f) **Voting rights**

An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.

(g) **Participation in a reorganisation of capital**

In the event of any reorganisation of capital of the Company prior to the expiry date for exercise of the Options, the number of Options to which the holder is entitled or the exercise price of the Options or both will be changed to comply with the Listing Rules applying to a reorganisation of capital at the time of reorganisation.

(h) **Change of control**

- (i) If a takeover bid within the meaning of the Corporations Act is made for the Shares and the bidder acquires a relevant interest in at least 90% of the Shares and the bid is unconditional, any Options not exercised within 7 days thereafter will automatically lapse.
- (ii) If a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company the effect of which is that a person will have a relevant interest in at least 90% of the Shares and that resolution is passed by the requisite majorities of shareholders, any Options not exercised within 2 days of the court order approving the scheme of arrangement will automatically lapse.

6.2 Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, ASX Listing Rules and the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) **Ranking of Shares**

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

(b) **Voting Rights**

Subject to any special rights or restrictions (at present there are none), at any meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each share held.

(c) **Dividend Rights**

Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.

(d) **Variation of Rights**

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) **Transfer of Shares**

Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the Company has a lien on those Shares.

(f) **General Meetings**

Each shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

(g) **Rights on Winding Up**

If the Company is wound up, the liquidator may, with the sanction of a special

resolution:

- (i) divide among the shareholders the whole or any part of the Company's property;
- (ii) vest any part of the assets of the Company in trustees of trusts for the benefit of the contributories or any of them as the liquidator thinks fit; and
- (iii) decide how the division is to be carried out between the shareholders.

7. Risk Factors

7.1 Introduction

This Section identifies the areas the Directors regard as the major risks associated with an investment in the Company. Potential investors should be aware that an investment in the Company, as a mining entity, involves many risks, which may be higher than the risks associated with an investment in other companies. Accordingly, the Bonus Options to be issued under this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities (as applicable). Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities in the Company.

The following summary, which is not exhaustive, represents some of the major risk factors potential investors need to be aware of as they may in the future materially affect the financial performance of the Company and the value of the Shares and Bonus Options to be issued under this Prospectus. Potential investors should read the whole of this Prospectus in order to appreciate such matters and the manner in which the Company intends to operate.

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There is also a range of more specific risks associated with the Company's business and its involvement in the exploration and mining industry. These risk factors are largely beyond the control of the Company and its directors because of the nature of the proposed business of the Company.

7.2 Company specific

(a) Rights of First Nations People

In relation to the claims which the Company has an interest in or will in the future acquire such an interest, there may be areas over which certain native title, heritage or cultural rights exist. If rights do exist, the ability of the Group to gain access to the claims (through obtaining consent of any relevant landowner) or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Directors will closely monitor the potential effect of native and heritage/cultural matters involving claims in which the Company has or may have an interest.

(b) **Climate Risk**

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

- (i) the emergence of new or expanded regulations associated with the transitioning to a lower carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

(c) **IT system failure and cyber security risks**

Any information technology system is potentially vulnerable to interruption and/or damage from a number of sources, including but not limited to computer viruses, cyber security attacks and other security breaches, power, systems, internet and data network failures, and natural disasters.

The Company is committed to preventing and reducing cyber security risks through outsourced the IT management to a reputable services provider.

(d) **Reliance on key personnel**

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

The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In

addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

(e) **Additional requirements for capital**

The funds raised under its recent placement are considered sufficient to meet the immediate objectives of the Company. Additional funding may be required in the event costs exceed the Company's estimates and to effectively implement its business and operational plans in the future to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. If such events occur, additional funding will be required.

In addition, should the Company consider that its exploration results justify further expenditure, additional funding will be required to implement the Company's development plans, the quantum of which remain unknown at the date of this report. Following completion of the Offer, the Company may seek to raise further funds in the future through equity or debt financing, joint ventures, licensing arrangements, or other means. Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of their activities and the Company's proposed expansion strategy. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing may not be favourable to the Company and might involve substantial dilution to Shareholders.

7.3 Industry specific

(a) **Exploration Costs**

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

(b) **Resource and Reserves and Exploration Targets**

The Company has identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining a resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted.

Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice.

Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.

(c) **Grant of future authorisations to explore and mine**

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

(d) **Mine Development**

Possible future development of mining operations at the projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production on one of the projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the projects.

The risks associated with the development of a mine will be considered in full should the projects reach that stage and will be managed with ongoing consideration of stakeholder interests.

(e) **Environmental**

The operations and proposed activities of the Company are subject to the relevant local laws and regulations 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.

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

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Group's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

The exploration undertaken on the Company's combined tenements in Western Australia and South Australia to date has not created significant environmental issues. However, environmental issues will arise as and when the moves into development and production and these issues will be thoroughly assessed at the time any mining authority is sought.

(f) **Regulatory risk**

The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

While the Company believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects.

Obtaining necessary permits can be a time-consuming process and there is a risk that the Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or

restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the claims.

(g) **Insurance**

The Company seeks to maintain appropriate policies of insurance consistent with those customarily carried by organisations in their industry sector. Any increase in the cost of the insurance policies of the Company or the industry in which they operate could adversely affect the Company's business, financial condition and operational results. The Company's insurance coverage may also be inadequate to cover losses it sustains. Uninsured loss or a loss in excess of the Company's insured limits could adversely affect the Company's business, financial condition and operational results.

(h) **Contractual disputes**

The Company's business model is dependent in part on contractual agreements with third parties that have an interaction with the Company's target market. The Company is aware that there are associated risks when dealing with third parties including but not limited to insolvency, fraud and management failure. Should a third party contract fail, there is the potential for negative financial and brand damage for the Company.

7.4 **General risks**

(a) **Commodity and Currency Price Volatility Risk**

Commodity prices are subject to influencing factors beyond the control of the Company and can be subject to significant fluctuations. Some of these influencing factors include:

- world demand for particular commodities;
- the level of production costs in major commodity producing regions; and
- expectations regarding inflation, interest rates and US dollar exchange rates.

Any significant and/or sustained fluctuation in exchange rates or commodity prices could have a materially adverse effect on the Company's operations and financial position.

Factors affecting commodity prices include:

- supply and demand fluctuations for specific commodities;
- changes in investor sentiment toward specific commodities;
- speculative trading;
- forward selling activities; and

- macro-economic factors such as inflation and interest rates.

(b) **Production and Cost Estimates Risk**

By their very nature, production and cost estimates and assumptions are inherently subject to significant uncertainties. Actual results may materially differ from the Company's estimates and assumptions and may materially and adversely affect the Company's commercial viability and future results.

(c) **New Project Risk**

To achieve the Company's objectives, the Company may acquire or invest in new projects from time to time. However, there is always risk that the Company may not be successful in negotiating for an acquisition of a new project.

(d) **Litigation Risk**

In the ordinary course of business, the Company may be involved in litigation disputes from time to time. Litigation disputes brought by third parties including, but not limited to customers, suppliers, business partners, employees and government bodies may adversely impact the financial performance and industry standing of the business, in the case where the impact of legal proceedings is greater than or outside the scope of the Company's insurance. Such litigation could negatively impact the industry standing of the Company, cause the Company to incur unforeseen expenses, occupy a significant amount of management's time and attention and could negatively affect the Company's business operations and financial position.

The Directors are otherwise not aware of any material legal proceedings pending, threatened against or affecting the Company.

(e) **Economic Risks**

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

(f) **Taxation**

The Company's profitability may be affected by changes in government taxation laws and policies, including royalties payable in respect of any future mining operations, in the jurisdictions in which the Company operates.

There may be tax implications arising from the acquisition of securities in the Company, any possible receipt of dividends (both franked and un-franked) and the disposal of securities in the Company (as appropriate). Investors should carefully consider these tax implications and if uncertain as to the relevant taxation issues, obtain further advice from a qualified professional adviser. Tax liabilities are the responsibility of each individual

investor and neither the Directors nor the Company will be responsible for any tax or related penalties incurred by investors.

(g) **Market conditions**

The market price of the Bonus Options and any Share issued on the exercise of the Bonus Options (whether the Bonus Options are quoted or not quoted on ASX) may be significantly adversely affected by a variety of factors including (but not limited to) perceptions of, or variations in, general market conditions, operating performance, commodity prices, project and country risk, Board and management strength and expertise and a broad range of other factors which may or may not relate to the Company's operations.

(h) **Geopolitical**

Politics on a global, regional or local scale could impact the Company's operations and financial position. Acts of terrorism or outbreak of war may disrupt or prevent the Company from undertaking its operations and intended programs.

(i) **Natural Disasters**

Natural disasters or adverse conditions may occur in those geographical areas in which the Company operates including severe weather, tsunamis, cyclones, tropical storms, earthquakes, floods, volcanic eruptions, excessive rainfall and droughts as well as power outages or other events beyond the control of the Company.

(j) **Force majeure**

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

(k) **Ukraine conflict and Middle East conflict**

The current conflict between Ukraine and Russia (**Ukraine Conflict**) and Israel, Gaza and Iran (**Middle East Conflict**) is impacting global economies and financial markets. The nature and extent of the effect the Ukraine Conflict and the Middle East Conflict may have on the Company's operations remains uncertain at this time. In the short to medium term, the Company's Share and New Option price may be adversely affected by the economic uncertainty caused by the Ukraine Conflict, the Middle East Conflict and the wider effect the conflict has on global economies and financial markets.

The Directors are monitoring the potential secondary and tertiary macroeconomics impacts of the Ukraine Conflict and the Middle East Conflict, including the fluctuations in commodity and energy prices and the potential risk of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in

response to the Ukraine Conflict and the Middle East Conflict, including limitations on travel and changes to import/export restrictions and arrangements involving Russia, may be adversely impact the Company's operations and are likely to be beyond the control of the Company.

(l) **Other Risk Factors**

There are risks involved with any investment in listed securities. The value of the Company's securities may rise or fall depending upon a range of factors and security conditions which are unrelated to the Company's future financial performance. Share market conditions are affected by many factors including, but not limited to:

- economic conditions both in Australia and internationally;
- investor sentiment and local and international share market conditions;
- changes in interest rates and the rate of inflation;
- changes in metal and commodity prices;
- changes to government regulation, policy or legislation;
- changes in exchange rates; and
- the nature of competition in the industry in which the Company operates.

Some of these risks can be mitigated by the use of contingency plans and safeguards. However, many are outside the control of the Company and cannot be mitigated.

Like all businesses, the Company is affected by general economic conditions including the level of interest rates, inflation and consumer spending. Any prolonged downturn in economic activity could be expected to have a negative impact on the Company. As a company having a smaller market capitalisation, the market in the Company's securities may suffer periods of illiquidity.

Before any decision is made to subscribe for securities in the Company, the above matters, and all other matters described in this document must be carefully considered. The Bonus 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.

Investment in the Company is regarded as speculative and neither the Company nor any of its Directors guarantee that any specific objective of the Company will be achieved or that any particular performance of the Company or its securities, including the Bonus Options offered by this Prospectus, will be achieved.

7.5 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares and Bonus Options offered under this Prospectus.

Therefore, the Bonus Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Bonus Options.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Bonus Options pursuant to this Prospectus.

8. Additional Information

8.1 Company update

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX, or the Company's website at <https://www.taiton.com.au/>.

8.2 Nature of this Prospectus

The Bonus Options to be issued pursuant to this Prospectus are options over continuously quoted securities. This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

The Offer made under this Prospectus is to allow the issue of the Bonus Options by the Company and the secondary trading of any Shares issued following the exercise of any Bonus Options.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information reasonably necessary to make an informed assessment of:

- (a) the effect of the Offer on the Company; and
- (b) the rights and liabilities attaching to the Bonus Options offered pursuant to this Prospectus and the underlying securities.

The 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 also have

regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company.

8.3 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. 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 invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus:
 - (i) the annual financial report most recently lodged by the Company with ASIC;

- (ii) any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

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

A list of documents filed lodged with ASX by the Company since its 2025 Annual Report was released on 30 September 2025 until close of trading on ASX on 21 April 2026 (being the date prior to the date of this Prospectus) is set out in the table below.

Date	Description of Announcement
17 April 2026	Update - Proposed issue of securities - T88
16 April 2026	Drilling at Highway Project Commences
16 April 2026	Proposed issue of securities - T88
16 April 2026	Proposed issue of securities - T88
16 April 2026	Proposed issue of securities - T88
16 April 2026	Proposed issue of securities - T88
16 April 2026	Successful \$1.25m Placement & Bonus Option Issue

Date	Description of Announcement
14 April 2026	Trading Halt
31 March 2026	Details of Company Address
13 March 2026	Half Year Accounts - 31 December 2025
12 February 2026	Exploration Update
9 February 2026	Notification regarding unquoted securities - T88
6 February 2026	Ceasing to be a substantial holder
3 February 2026	Notification regarding unquoted securities - T88
2 February 2026	Notification regarding unquoted securities - T88
2 February 2026	Application for quotation of securities - T88
2 February 2026	Change in substantial holding 3x
2 February 2026	Placement Completion - Tranche 2
30 January 2026	Quarterly Activities/Appendix 5B Cash Flow Report
2 January 2026	Application for quotation of securities - T88
2 January 2026	Placement Tranche 2
2 January 2026	Director Appointment/Resignation
18 December 2025	Drilling Completed at Challenger West
3 December 2025	Change of Director's Interest Notice
2 December 2025	Drilling Commences at Challenger West Project
1 December 2025	Application for quotation of securities - T88

Date	Description of Announcement
28 November 2025	Notification regarding unquoted securities - T88
26 November 2025	Results of Annual General Meeting
17 November 2025	Highway Project Drilling Program Approved
5 November 2025	Challenger West Drilling Program Approved
31 October 2025	Quarterly Activities/Appendix 5B Cash Flow Report
29 October 2025	Becoming a substantial holder
28 October 2025	Application for quotation of securities - T88
28 October 2025	Capital Raising - Issue of Placement Shares
24 October 2025	Letter to Shareholders and Proxy Form
24 October 2025	Notice of Annual General Meeting/Proxy Form
13 October 2025	AGM Date And Closing Date For Director Nomination
9 October 2025	Change in substantial holding
7 October 2025	Becoming a substantial holder
7 October 2025	Form 604 Change Of Substantial Holder x2
7 October 2025	Ceasing to be a substantial holder x2
6 October 2025	Notification regarding unquoted securities - T88
6 October 2025	Application for quotation of securities - T88
6 October 2025	Capital Raising - Issue of Placement Shares
3 October 2025	Proposed issue of securities - T88

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Date	Description of Announcement
3 October 2025	Proposed issue of securities - T88
3 October 2025	Proposed issue of securities - T88
3 October 2025	Proposed issue of securities - T88
3 October 2025	Proposed issue of securities - T88
3 October 2025	Proposed issue of securities - T88
3 October 2025	Proposed issue of securities - T88
2 October 2025	Successful \$2 million Capital Raising and Corporate Update
30 September 2025	Appendix 4G and Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website <https://www.taiton.com.au/>.

8.4 Market price of Shares

The highest and lowest market sale price of the Company's Shares on the ASX, during the three months immediately preceding the lodgement of this Prospectus with ASIC and the respective dates of those sales are set out below:

	Price	Date
Highest	\$0.190	21 and 22 January 2026
Lowest	\$0.090	24 March 2026 and 7 April 2026
Last	\$0.10	21 April 2026

The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.10 per Share is not reliable indicator as to the potential trading price of Shares after implementation of the Offer.

8.5 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.

8.6 Board of Directors

Datuk Siak Wei Low

Non-executive Chairman

Datuk Siak Wei Low is the Chief Executive Officer of Sepangar Bay Power Corporation Sdn Bhd, an independent power producer company which owns and operates a 100MW gas-fired power plant in Sabah, Malaysia. He is also President of several companies in Indonesia and Laos which are developing hydro power projects in Northern Sumatera and Laos with a total capacity of 1,680 MW. Datuk Siak Wei Low is a Fellow of CPA Australia and alumni member of Harvard Business School.

He is also President of several companies in Indonesia and Laos which are developing hydro power projects in Northern Sumatera and Laos with a total capacity of 1,680 MW.

Other directorships of listed companies: Nil

Chee Cheong (David) Low

Executive Director

David Low is a CPA and was previously an investment banker in Asia for more than 10 years and had advised on various mergers and acquisitions, initial public offerings, fund raising (both debt and equity) and during the Asian Financial Crisis, corporate and debt restructuring. David Low is currently director of JCL Capital Pty Ltd and for the past 18 years, he has been involved in various capital raisings and cross border acquisitions involving private and ASX listed companies.

Other directorships of listed companies: Nil

Shane Tomlinson

Technical Director

Shane is a Geologist with over 20 years of experience in exploration and mining geology, covering underground and open pit operations across multiple commodities throughout Western Australia and West Africa.

His recent positions included being the Exploration Manager for Taiton Resources Limited and Aurumin Limited, Principal Geologist for Mineral Resources, Geology Manager for Hexagon Resources Limited.

Other directorships of listed companies: Nil

8.7 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offer.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Number of Shares held*	Number of Options held*	Number of Performance Rights held*
Datuk Siak Wei Low	27,711,896	2,228,700	-
Chee Cheong (David) Low	4,168,000	1,700,000	2,000,000
Shane Tomlinson	35,000	900,000	-

* Includes indirect holdings in which the Director has a relevant interest.

Remuneration

The following table shows each Director's total remuneration for the last financial years ended 30 June 2024 and 30 June 2025, and their current remuneration:

Director	FY24 (ex GST)	FY25 (ex GST)	FY26 (ex GST)*
Datuk Siak Wei Low	\$66,600.00	\$95,717.00	\$53,760
Chee Cheong (David) Low	\$314,143.00	\$134,817.00	\$177,960
Shane Tomlinson**	-	-	\$100,800

* Cash remuneration figures for the 2026 financial year.

** Shane Tomlinson was appointed as a director on 31 December 2025, and therefore this remuneration will apply pro-rata for the 2026 financial year.

Further details of the remuneration of Directors are set out in the Company's 2025 annual report which was announced to ASX on 30 September 2025. Shane Tomlinson was appointed as an executive director as of 31 December 2025 and therefore has no historical remuneration data.

8.8 Related Party Transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

8.9 Interests of experts and advisers

Other than as 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:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (f) the Offer,

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

- (g) the formation or promotion of the Company; or
- (h) the Offer.

GrilloHiggins Lawyers has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay GrilloHiggins Lawyers \$7,500.00 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, GrilloHiggins Lawyers has been paid fees totalling approximately \$Nil for legal services provided to the Company.

Automic Group has been appointed to conduct the Company's share registry functions and to provide administrative services to the Company, and is paid for these services on standard industry terms and conditions.

8.10 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

GrilloHiggins Lawyers has given its written consent to being named as the legal advisers to the Company in this Prospectus. GrilloHiggins Lawyers has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

8.11 Estimated expenses of Offer

The estimated expenses of the Offer are estimated to be approximately \$10,000.00 (excluding GST) and are expected to comprise legal fees and other administrative expenses, including ASIC fees. The estimated expenses will be paid out of the Company's existing working capital.

8.12 Electronic Prospectus

ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

As noted in Section 4.1, since this is a bonus issue of Options, Eligible Shareholders are not required to apply for Bonus Options and, as such, there is no application form attached to this Prospectus for the Offer.

8.13 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing certificates for the Bonus Options issued under the Offer. The Company is a participant in CHES, for those investors who have, or wish to have, a

sponsoring stockbroker. Investors who do not wish to participate through CHESSE will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Bonus Options issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESSE and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

8.14 Privacy Act

The Company collects, holds and will use securityholder information to service your needs as a securityholder, facilitate distribution payments and corporate communications to you as a securityholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

9. Directors' Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC.



Datuk Siak Wei Low

Non-executive Chairman
Taiton Resources Limited

10. Definitions

\$ means Australian dollars.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Board means the board of Directors unless the context indicates otherwise.

Bonus Options means the Options offered pursuant to the Offer, and with the terms and conditions set out in Section 6.1.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Company means Taiton Resources Limited (ACN 062 284 084).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors means the directors of the Company as at the date of this Prospectus.

Eligible Shareholder means a Shareholder as at the Record Date who is eligible to participate in the Offer.

Offer means the non-renounceable bonus issue of Bonus Options the subject of this Prospectus.

Option means an option to acquire a Share.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out in Section 3.1.

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

Share Registry means Automic Group.

Shareholder means a shareholder of the Company.