



Argonaut Resources NL

ACN 008 084 848

Offer Booklet

Non-renounceable pro-rata entitlement offer of 1 New Share for every 1 Existing Share at A\$0.05 per New Share to raise up to approximately A\$3,658,108 (before costs).

The Entitlement Offer opens at 9:00am (Sydney time) on Thursday, 5 October 2023 and closes at 5:00pm (Sydney time) on Tuesday, 17 October 2023 (unless extended).

The Entitlement Offer is fully underwritten by Taylor Collison Limited.

This Offer Booklet is an important document and requires your immediate attention. It should be read in its entirety and before you decide whether to participate in the Entitlement Offer. If you have any questions about any part of the Offer Booklet you should consult your professional adviser.

The New Shares offered under the Offer Booklet should be considered highly speculative.

This Offer Booklet may not be released to U.S. wire services or distributed in the United States.

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IMPORTANT INFORMATION

The Entitlement Offer is being made in Australia and New Zealand (and to certain existing shareholders who are institutional or professional investors in any other jurisdictions as determined by Argonaut) in accordance with section 708AA of the Corporations Act as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84, which allow entitlement offers to be made to investors without a prospectus provided certain conditions are met. Neither ASIC nor ASX, nor any of their officers or employees takes responsibility for this Offer Booklet or the merits of the investment to which this Offer relates.

Not a Prospectus

The Entitlement Offer to which this Offer Booklet relates complies with the requirements of section 708AA of the Corporations Act. Accordingly, neither this Offer Booklet nor the Entitlement and Acceptance Form is a prospectus, product disclosure statement or other disclosure document for the purposes of the Corporations Act. Accordingly, these documents do not contain all of the information which an investor may require to make an informed investment decision. They do not, and are not required to, contain all of the information which would be required to be disclosed in a prospectus, product disclosure statement or other disclosure document under the Corporations Act. They are not required to be, and will not be, lodged with ASIC.

The information in this Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Offer Booklet together with the Entitlement and Acceptance Form should be read in its entirety before you decide to participate in the Entitlement Offer. As this offer is not being made under a prospectus, investment statement or product disclosure statement, it is important for Eligible Shareholders to read carefully and understand this Offer Booklet and the Entitlement and Acceptance Form and the information about the Company and the Entitlement Offer that is made publicly available.

In particular, please refer to the materials in this Offer Booklet, the Company's annual reports and other ASX announcements made available at www.argonautresources.com (including the Company's 2023 annual report which was released to ASX on Monday, 25 September 2023), and other ASX announcements which may be made by the Company after publication of this Offer Booklet.

By paying for your New Shares through BPAY® or EFT (for New Zealand Shareholders only) in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Offer Booklet and you have acted in accordance with and agreed to the terms of the Entitlement Offer detailed in this Offer Booklet. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved.

Future performance and forward-looking statements

This Offer Booklet may contain certain forward-looking statements. The words *anticipate, believe, expect, project, forecast, estimate, likely, intend, should, could, may, target, plan, consider, foresee, aim, will* and other similar expressions are intended to identify forward looking statements. Indications of, and guidance on, future activities, financial position and performance of the Company and Shares are also forward-looking statements. Such forward looking statements are based on an assessment of present economic and operating conditions and a number of assumptions regarding future events and actions that, as at the date of this Offer Booklet are expected to take place and are provided as a general guide only. The Company cannot and does not give any assurance that the activities, results, performance or achievements expressed or implied by such statements will actually occur. Any such activity, result, performance or achievement involves known and unknown risks, uncertainties and other factors, many of which are outside the control of the Company and which are based on change without notice, and could cause such activities, results, performances or achievements to differ materially from those expressed or anticipated in such statements. Shareholders are cautioned not to place undue reliance on these forward-looking statements.

No Investment advice

This Offer Booklet is not financial product or investment advice nor a recommendation to acquire New Shares and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek legal, taxation and financial advice appropriate to their jurisdiction and circumstances.

The Company is not licensed to provide financial product advice in respect of New Shares or any other financial products. No cooling off period applies to the acquisition of the New Shares.

Risks

An investment in New Shares is subject to investment and other known and unknown risks, uncertainties and assumptions, many of which are beyond the control of the Company and the Board, including the risks described in section 5 of this Offer Booklet, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any forward looking statements in this Offer Booklet. Neither the Company, its officers, employees, agents, associates and advisers, nor any other person warrants or guarantees the future performance of the New Shares or any particular rate of return or the performance of the Company, nor does it guarantee the repayment of capital from the Company or any particular taxation treatment. In considering an investment in New Shares, investors should have regard to (among other things) the risks and disclaimers outlined in this Offer Booklet.

Past performance

Past performance information given in this Offer Booklet is provided for illustrative purposes only and should not be relied on as (and is not) an indication of future performance. The historical information in this Offer Booklet is, or is based on, information that has been released to the market. For further information, please see past announcements released to ASX.

No representations

This Offer Booklet has been prepared by the Company. No person is authorised to give information or to make any representation in connection with this Offer Booklet which is not contained in the Offer Booklet. Any information or representation not so contained may not be relied upon.

This Offer Booklet is dated Thursday, 5 October 2023.

KEY DETAILS OF THE ENTITLEMENT OFFER

Key Offer Terms	
Issue Price	A\$0.05 per New Share.
Entitlement	1 New Share for every 1 Existing Share held on the Record Date. Eligible Shareholders are not entitled to apply for New Shares in excess of their Entitlement.
Shares on issue on the Record Date	73,162,152 Shares.
Number of New Shares to be issued under the Entitlement Offer	73,162,152 New Shares (subject to rounding).
Shares to be issued to Orpheus Minority Investors after the Record Date	Up to 7,400,000 Shares. As at the date of this Offer Booklet, the Company has received commitments from Orpheus Minority Investors to sell 5,600,000 Orpheus shares to Argonaut in exchange for the issue of 5,600,000 Argonaut Shares to the Orpheus Minority Investors.
Maximum number of Shares on issue following the Entitlement Offer	151,924,304 Shares.
Gross proceeds to be raised under the Entitlement Offer (excluding expenses)	A\$3,658,108.

The following are key indicative dates relating to the Entitlement Offer and the Consolidation:

Event	Date (2023)
Announcement of the Entitlement Offer	Monday, 25 September
Completion of Consolidation	Wednesday, 27 September
Record Date for eligibility to participate in the Entitlement Offer	Monday, 2 October
Entitlement Offer Opening Date at 9.00am (Sydney time)	Thursday, 5 October
Offer Booklet and Entitlement and Acceptance Forms made available to Eligible Shareholders	Thursday, 5 October
Entitlement Offer Closing Date at 5.00pm (Sydney time)	Tuesday, 17 October
Announcement of results of the Entitlement Offer Settlement of the Entitlement Offer	Monday, 23 October
Issue of New Shares	Tuesday, 24 October
Trading of New Shares	Wednesday, 25 October

The above dates are indicative only and may be subject to change. Subject to the Corporations Act, the ASX Listing Rules and other applicable laws, the Directors reserve the right:

- (a) to vary the dates of the Entitlement Offer; or
- (b) not to proceed with the whole or part of the Entitlement Offer at any time prior to issue of the New Shares.

In the event the Directors decide not to proceed with the whole or part of the Entitlement Offer, Application Monies (without interest) will be returned in full to Applicants. An extension of the Closing Date for the Entitlement Offer will delay the anticipated date for issue of the New Shares. The commencement of quotation of New Shares is subject to confirmation from ASX.

Eligible Shareholders wishing to participate in the Entitlement Offer are encouraged to follow the instructions provided in their personalised Entitlement and Acceptance Form to apply for New Shares and make payment of the appropriate Application Monies as soon as possible after the Entitlement Offer opens.

You cannot, in most circumstances, withdraw an Application once it has been accepted. No cooling-off rights apply to the Entitlement Offer.

CHAIRMAN'S LETTER

Dear Shareholders

On behalf of the directors of Argonaut Resources NL ACN 008 084 848 (**Argonaut** or **Company**), I am pleased to invite you to participate in a non-renounceable entitlement offer to subscribe for new fully paid ordinary shares in Argonaut (**New Shares**).

Your entitlement will be calculated as being 1 New Share for every 1 Existing Share held in Argonaut on the Record Date at an Issue Price of A\$0.05 per New Share (**Entitlement Offer**) to raise approximately A\$3,658,108 (before costs).

The Entitlement Offer is fully underwritten by Taylor Collison Limited.

The proceeds of the Entitlement Offer will be used to fund exploration for uranium mineralisation on the Uranium Exploration Assets, general working capital and pay the costs associated with conducting the Entitlement Offer. See section 7.2 for further details on the Uranium Exploration Assets.

New Shares issued under the Entitlement Offer will rank equally in all respects with existing Shares. The Record Date for determining eligibility to participate in the Entitlement Offer is 7.00pm (Sydney time) on Monday, 2 October 2023.

Use of Proceeds

Consistent with our stated intention to focus the Company's resources on progressing its Australian uranium assets, Argonaut will use the funds raised under the Entitlement Offer for:

- exploration of its Uranium Exploration Assets;
- working capital; and
- costs of the Entitlement Offer.

See section 1.3 for further details.

Consolidation of capital

At the Extraordinary General Meeting held on 20 September 2023 (**2023 EGM**), the Company obtained Shareholder approval to undertake a consolidation of its capital on a 1 for 100 basis (**Consolidation**). The purpose of the Consolidation was to create a more appropriate and effective capital structure for the Company and a more appropriate share price for a wider range of investors.

Normal trading of the Company's Shares post-Consolidation commenced on 28 September 2023. Refer to section 1 of the explanatory statement attached to the Notice of Meeting for further information on the Consolidation.

The Company is undertaking the Entitlement Offer on a post-Consolidation basis.

Issue of Shares to Orpheus Minority Investors

At the 2023 EGM, Shareholders approved the Company's proposal to acquire the interests of the minority shareholders in Orpheus Minerals Limited ACN 643 685 929 (**Orpheus**) through a swap of shares on a one (1) for one (1) basis (i.e. one post-Consolidation Share in the Company to be issued in exchange for each Orpheus share).

See section 7.1 for further details.

How to apply

Accompanying this Offer Booklet is your personalised Entitlement and Acceptance Form which contains details of your Entitlement. The closing date for the receipt of Entitlement and Acceptance Forms and Application Monies is 5:00pm (Sydney time) on Tuesday, 17 October 2023. To participate in the Entitlement Offer please ensure that, before this time, you have paid your Application Monies by BPAY® in accordance with the instructions set out in the enclosed Entitlement and Acceptance Form and section 2 of this Offer Booklet.

For New Zealand Shareholders only, you will be provided with alternative electronic funds transfer (**EFT**) payment arrangements for the payment of your Application Monies on your Entitlement and Acceptance Form. Where you do not have an account that supports BPAY® transactions to an Australian bank account, please make your payment via EFT using the details set out in your Entitlement and Acceptance Form.

If you do not wish to take up any of your Entitlement, you do not have to take any action.

You should read this Offer Booklet carefully and in its entirety as it contains the full details on the Entitlement Offer (including a summary of some of the key risks associated with an investment in the Company). Additionally, you can call our Share Registry for further information on Telephone: 1300 737 760 (within Australia) Telephone: +61 2 9290 9600 (outside Australia) between 8:30am and 5:00pm (Sydney time) Monday to Friday.

On behalf of the Board, I thank you for your continued support as a shareholder and I encourage you to consider this investment opportunity.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Patrick Elliott', with a horizontal line underneath.

Patrick Elliott
Chairman

ENTITLEMENT OFFER

1 DETAILS OF THE ENTITLEMENT OFFER

1.1 The Entitlement Offer

The Entitlement Offer is non-renounceable. This means that Shareholders who do not take up their Entitlements by 5.00pm (Sydney time) on the Closing Date of Tuesday, 17 October 2023 will not receive any payment or value for those Entitlements and their proportionate equity interest in the Company will be diluted. Eligible Shareholders cannot trade their Entitlements on ASX or transfer or otherwise dispose of them to third parties if they do not wish to take them up.

Each Eligible Shareholder is entitled to subscribe for 1 New Share for every 1 Existing Share held on the Record Date.

The number of New Shares to which you are entitled is shown on the accompanying personalised Entitlement and Acceptance Form. If you have more than one registered holding of Shares, you will be provided with more than one personalised Entitlement and Acceptance Form and you will have a separate Entitlement for each separate holding.

The Entitlement Offer is fully underwritten (see Section 1.6 for further information). Any New Shares not taken up by Eligible Shareholders under the Entitlement Offer will be taken up by the Lead Manager or sub-underwriters.

New Shares issued under the Entitlement Offer will be fully paid and rank equally with Existing Shares on issue. If you take no action you will not be allocated any New Shares and your Entitlement will lapse.

1.2 Eligibility

To qualify for the Entitlement Offer under this Offer Booklet, a Shareholder must:

- (a) be registered as a Shareholder at 7:00pm (Sydney time) on the Record Date of Monday, 2 October 2023; and
- (b) either:
 - (i) have an address in Australia or New Zealand; or
 - (ii) be eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus, disclosure document, or any lodgement, filing, registration or qualification and to whom the Company decides to extend the Entitlement Offer in its sole and absolute discretion,

(each such person being an **Eligible Shareholder**).

1.3 Purpose of the Entitlement Offer and Use of Funds

The purpose of this Offer is to raise capital for the Company to fund exploration for uranium mineralisation on the Uranium Exploration Assets, general working capital and pay the costs associated with conducting the Entitlement Offer.

The proceeds of the Entitlement Offer, together with the Company's existing cash reserves are intended to be used in accordance with the table below.

Use of available funds	
Exploration for uranium mineralisation	A\$2.06 million
Working capital	A\$1.38 million
Cost of the Entitlement Offer	A\$0.22 million
Total	A\$3.66 million

The above table is a statement of the Board's current intentions as at the date of this Offer Booklet. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending upon a number of factors, the Company's operational and development activities, the identification of new opportunities, and market and general economic conditions. In light of this, the Board reserves the right to alter the way that the funds are applied.

1.4 Minimum subscription

There is no minimum subscription in respect of the Entitlement Offer.

1.5 No shortfall offer

Eligible Shareholders are not entitled to apply for New Shares in excess of their Entitlement.

1.6 Underwriting

The Entitlement Offer is fully underwritten by Taylor Collison Limited (**Lead Manager**).

The Lead Manager is not related party of the Company for the purposes of the ASX Listing Rules and Corporations Act.

A summary of the underwriting arrangements for the Entitlement Offer is set out in section 8.4.

1.7 Issue of New Shares

New Shares under the Entitlement Offer are expected to be issued on or around Tuesday, 24 October 2023 (subject to change at the discretion of the Company).

The Company reserves the right (in its absolute discretion) to reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claims prove to be overstated or otherwise incorrect or if they fail to provide information to substantiate their claims.

1.8 ASX quotation

The Company will apply for quotation of New Shares issued under this Offer Booklet. If permission for quotation is not granted by ASX, the New Shares will not be issued and Application Monies will be refunded (without interest) as soon as practicable.

1.9 Application Monies

Until New Shares are issued under the Entitlement Offer, the Company's Share Registry will hold the Application Monies in one or more bank accounts in Australia. The account(s) will be established and kept solely for the purpose of depositing Application Monies and retaining those funds for as long as required.

Any interest accrued on Application Monies will be retained and will not be paid to the relevant Eligible Shareholder, including if the Entitlement Offer is cancelled or withdrawn.

1.10 Eligible Shareholders

The New Shares being offered under this Offer Booklet are being offered to Shareholders who:

- (a) have a registered addresses in Australia or New Zealand; or
- (b) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus, disclosure document, or any lodgement, filing, registration or qualification and to whom the Company decides to extend the Entitlement Offer in its sole and absolute discretion.

The Entitlement Offer will not be offered to Ineligible Shareholders. The Company has determined pursuant to Listing Rule 7.7.1 that making the Entitlement Offer to Ineligible Shareholders is not reasonable in the circumstances, taking into account:

- (a) the number of Shareholders outside of Australia and New Zealand;
- (b) the number and value of the securities to be offered to Shareholders outside of Australia and New Zealand; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, the Entitlement Offer is not being extended to any Shareholders outside Australia and New Zealand unless those Shareholders would be eligible under all applicable securities laws to receive an offer of, and be issued, New Shares under the Entitlement Offer without lodgement, filing or registration of the Entitlement Offer or any document issued in connection with the Entitlement Offer with any regulatory authority and the Company, at its sole discretion, elects to extend the Entitlement Offer to certain Shareholders outside Australia and New Zealand.

Where this Offer Booklet has been made available to an Ineligible Shareholder and where that jurisdiction's law, code or legislation prohibits or restricts in any way the making of the Entitlement Offer, this Offer Booklet is provided for information purposes only.

For further details see the Foreign Jurisdictions section 6 of this Offer Booklet.

1.11 Nominees and custodians

If the Company believes you hold Shares as a nominee or custodian you will shortly receive a letter in respect of the Entitlement Offer. Nominees and custodians should carefully consider the contents of that letter.

The Company is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Shares. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary will need to assess whether the distribution of any documents relating to the Entitlement Offer (including this Offer Booklet) or the indirect participation in the Entitlement Offer by the beneficiary complies with applicable foreign laws.

Nominees and custodians may not distribute any part of this Offer Booklet and may not permit any beneficial shareholder to participate in the Entitlement Offer, in any country outside Australia or New Zealand, without the consent of the Company, taking into consideration applicable securities laws.

Due to legal restrictions, nominees and custodians may not send copies of this Offer Booklet or any material relating to the Entitlement Offer or accept the Entitlement Offer in relation to any person in any other jurisdiction outside Australia and New Zealand, without the consent of the Company.

1.12 Risks

There are a number of risks associated with an investment in the Company which may affect its financial performance, financial position, cash flows and Share price. The key risk factors are set out in section 5 of this Offer Booklet.

1.13 Rights and liabilities attaching to New Shares

New Shares issued under this Offer Booklet will be fully paid ordinary shares in the capital of the Company and will rank equally with all Existing Shares.

The rights and liabilities attaching to Shares are set out in the Company's constitution and are regulated by the Corporations Act, the general law, the ASX Listing Rules and the ASX Settlement Operating Rules. The constitution may only be varied by a special resolution which is a resolution passed by at least 75% of the votes cast by Shareholders present (and entitled to vote).

1.14 Disclaimer

No person is authorised to give any information or make any representation in connection with the Entitlement Offer described in this Offer Booklet, which is not contained in this Offer Booklet. Any information or representation not contained in this Offer Booklet may not be relied on as being authorised by the Company in connection with the Entitlement Offer.

1.15 Financial amounts

Money as expressed in this Offer Booklet is in Australian dollars (\$) or A\$) unless otherwise indicated. Any discrepancies between totals in tables and sums of components in tables in this Offer Booklet and between those figures and figures referred to in other parts of this document may be due to rounding.

1.16 Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

1.17 Privacy

Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of your Shares) to be included in the public register of the Company. Information is collected to administer your Shares. Your personal information may be disclosed to the Company. You can obtain access to your personal information by contacting the Share Registry at the address or telephone number listed in the corporate directory.

1.18 Governing Law

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in South Australia, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of South Australia, Australia.

2 REQUIRED ACTIONS

2.1 Eligible Shareholders

For details in relation to whether or not you are an Eligible Shareholder, see section 1.10 of this Offer Booklet.

The number of New Shares to which you are entitled is shown in your personalised Entitlement and Acceptance Form (obtained online at <https://www.investorserve.com.au/>).

If you are an Eligible Shareholder you may either:

- (a) take up all of your Entitlement in accordance with this Offer Booklet;
- (b) take up some of your Entitlement, in which case the balance of your Entitlement will lapse and you will receive no value for your lapsed Entitlement; or
- (c) do nothing, in which case your Entitlement will lapse and you will receive no value for your lapsed Entitlement.

Before you decide whether to accept the Entitlement Offer, the Board recommends that Eligible Shareholders:

- (a) read this Offer Booklet in full; and
- (b) consider the risks associated with the Entitlement Offer, as summarised in the Risk Factors section of this Offer Booklet (section 5), in light of your personal circumstances.

If you decide to participate in the Entitlement Offer, whether by taking up all or some of your Entitlement, you will need apply for New Shares and arrange payment for the New Shares by the methods described immediately below.

2.2 Payment

The Issue Price of A\$0.05 per New Share is payable on exercise of your Entitlement. For all Eligible Shareholders, payments must be received by 5.00pm (Sydney time) on the Closing Date (or such other date as may be determined by the Company).

Payment will only be accepted in Australian currency and must be (other than with the express consent of the Company) through the BPAY® facility according to the instructions provided in your personalised Entitlement and Acceptance Form.

Cash will not be accepted and receipts for payments made in cash will not be issued by the Share Registry. If you provide insufficient funds to meet the Application Monies due to take up all or part of your Entitlement, you may be taken by the Company to have applied for such lower number of New Shares as your cleared Application Monies will pay or your Application may be rejected.

Any surplus Application Monies received for more than your final allocation of New Shares will be refunded (only where the amount is A\$5.00 or greater). You are not entitled to any interest that accrues on any Application Monies received or returned (wholly or partially).

2.3 Eligible Shareholders may pay through BPAY® or EFT if in New Zealand

Eligible Shareholders with an Australian bank account may pay through BPAY®. Payment by BPAY® should be made in accordance with the instructions set out in the Entitlement and

Acceptance Form using the reference number shown on that form and must be received by no later than 5.00pm (Sydney time) on the Closing Date (or such other date as may be determined by the Company). Applicants should be aware that their own financial institution may implement earlier cut off times with regard to electronic payment. Applicants should therefore take this into consideration when making payment. It is the responsibility of the Applicant to ensure that funds submitted through BPAY® are received by this time.

For New Zealand Shareholders only, you will be provided with alternative electronic funds transfer (**EFT**) payment arrangements for the payment of your Application Monies on your Entitlement and Acceptance Form. Where you do not have an account that supports BPAY® transactions to an Australian bank account, please make your payment via EFT when you submit your personalised Entitlement and Acceptance Form in accordance with the instructions on the form.

The reference number is used to identify your holding. If you have multiple holdings you will also have multiple reference numbers. You must use the reference number shown on each Entitlement and Acceptance Form to pay for each holding separately.

If you make your payment by BPAY® or EFT you do not need to return the Entitlement and Acceptance Form to the Share Registry.

Your BPAY® or EFT acceptance, once received cannot be withdrawn. No cooling off period applies.

2.4 Options available to Eligible Shareholders

If you wish to take up part or all of your Entitlement, please follow the instructions provided in your personalised Entitlement and Acceptance Form.

If you decide not to take up all or part of your Entitlement, the Entitlements which are unexercised will lapse and will be subscribed for by the Lead Manager or sub-underwriters. Your Entitlement to participate in the Entitlement Offer is non-renounceable and cannot be traded on the ASX nor any other financial markets, nor can it be privately transferred. Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

If you decide not to participate in the Entitlement Offer, you do not need to fill out or return the accompanying Entitlement and Acceptance Form. Although you will continue to own the same number of Shares as you held prior to the Entitlement Offer, your percentage shareholding in the Company will be diluted by the issue of New Shares under the Entitlement Offer.

2.5 Ineligible Shareholders

The New Shares being offered under this Offer Booklet are being offered to Shareholders with a registered address in Australia and New Zealand (or as otherwise determined by the Company).

The Entitlement Offer will not be offered to Ineligible Shareholders. The Company has determined that it is not economically viable and/or practicable for it to make offers to Ineligible Shareholders due to the cost of meeting compliance requirements with securities laws in each applicable jurisdiction in which Ineligible Shareholders reside. The Company reserves the right in its absolute discretion to offer the Entitlement Offer to a Shareholder with an address in the Company's share register outside Australia or New Zealand if the Company is satisfied that it is not precluded from lawfully issuing New Shares to that Shareholder either unconditionally or after compliance with conditions which the Directors in their sole discretion regard as acceptable.

For further details see the Foreign Jurisdictions disclosures in section 6 of this Offer Booklet.

2.6 Warranties made on acceptance of Entitlement Offer

By making a payment by BPAY® (or EFT for New Zealand Shareholders only), you will be deemed to have acknowledged, represented and warranted that you, and each person on whose account you are acting, are an Eligible Shareholder or otherwise eligible to participate in the Entitlement Offer.

By making a payment by BPAY® (or EFT for New Zealand Shareholders only), you will also be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- (a) you are (or the person on whose account you are acting is) an Eligible Shareholder and are not otherwise a person to whom it would be illegal to make an offer of or issue of New Shares under the Entitlement Offer and under any applicable laws and regulations;
- (b) you and each person on whose account you are acting have not and will not send any materials, or copies thereof, relating to the Entitlement Offer to any person in any other country outside Australia or New Zealand or are otherwise eligible to participate in the Entitlement Offer;
- (c) you acknowledge that you have read and understand this Offer Booklet and your Entitlement and Acceptance Form in their entirety;
- (d) you agree to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet and the Company's constitution;
- (e) you authorise the Company to register you as the holder of New Shares allotted to you;
- (f) you declare that all details and statements in your Entitlement and Acceptance Form are complete and accurate;
- (g) you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under your Entitlement and Acceptance Form and as described in this Offer Booklet;
- (h) you acknowledge that after the Company receives your payment of Application Monies by BPAY® (or EFT for New Zealand Shareholders only), you may not withdraw your application or funds provided except as allowed by law;
- (i) you agree to apply for and be issued up to the number of New Shares for which you have submitted payment of any Application Monies by BPAY® (or EFT for New Zealand Shareholders only) at the Issue Price;
- (j) you authorise the Company, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry on using the contact details set out in your Entitlement and Acceptance Form;
- (k) you declare that you were the registered holder at the Record Date of the Shares indicated on your Entitlement and Acceptance Form as being held by you on the Record Date;
- (l) you acknowledge that the information contained in this Offer Booklet and your Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;

- (m) you acknowledge that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- (n) you acknowledge the statement of risks in the Risk Factors section of this Offer Booklet (section 5) and that investments in the Company are subject to known and unknown risks;
- (o) you acknowledge that none of the Company, or its Related Bodies Corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;
- (p) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (q) you authorise the Company to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- (r) you represent and warrant that the law of any place does not prohibit you from being given this Offer Booklet and your Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Entitlement Offer;
- (s) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in regular transactions on the ASX or otherwise where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or is acting for the account or benefit of a person in the United States; and
- (t) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are accepting the Entitlement Offer is resident in Australia or New Zealand or otherwise eligible to participate in the Entitlement Offer (as applicable), and you have not sent this Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person.

2.7 Refunds

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the Closing Date (except for where the amount is less than A\$5.00). No interest will be paid to applicants on any Application Monies received or refunded.

2.8 Withdrawals

You cannot, in most circumstances, withdraw your application once it has been accepted. Cooling off rights do not apply to an investment in New Shares.

3 PRO FORMA FINANCIAL POSITION

The Company's audited statement of financial position as at 30 June 2023 is set out below, together with the scenario assuming the Entitlement Offer is fully subscribed (given it is fully underwritten), prepared on the basis of accounting policies normally adopted by the Company and reflect the changes to its financial position since 30 June 2023.

	Audited	Unaudited
	Balance Sheet as at 30 June 2023	Pro Forma Balance Sheet as at 30 June 2023
	(A\$'000)	(A\$'000)
Current Assets		
Cash and Cash Equivalents	329	3,767
Trade and Other Receivables	162	162
Other	9	9
Total Current Assets	500	3,938
Non-Current Assets		
Plant and Equipment	25	25
Exploration and Evaluation Assets	3,247	3,247
Total Non-Current Assets	3,272	3,272
Total Assets	3,772	7,210
Liabilities		
Current Liabilities		
Trade and Other Payables	912	912
Provisions	459	459
Total Current Liabilities	1,371	1,371
Non-Current Liabilities		
Provisions NC	15	15
Total Non-Current Liabilities	15	15
Total Liabilities	1,386	1,386
Net Assets	2,386	5,824
Equity		
Issued Capital	65,509	68,947
Reserves	2,244	2,244
Accumulated Losses	(66,019)	(66,019)
Non-controlling interest	652	652
Total Equity	2,386	5,824

The Company notes that the above pro forma adjustments have not been audited or reviewed and are provided for information purposes only.

4 EFFECT OF THE ENTITLEMENT OFFER

The principal effect of the Entitlement Offer will be to:

- (a) increase the cash reserves and issued capital by approximately \$3,658,108 immediately after completion of the Entitlement Offer and prior to deducting the estimated expenses of the Entitlement Offer; and
- (b) increase the total number of Shares on issue from 73,162,152 (excluding the Shares issued to Orpheus Minority Investors) by 73,162,152 Shares, which, together with 5,600,000 Shares to be issued to Orpheus Minority Investors, will result in total issued capital of approximately 151,924,304 Shares on completion of the Entitlement Offer.

Subject to rounding of fractional Entitlements, the capital structure of the Company following the issue of New Shares under the Entitlement Offer will be as follows:

Shares	Number
Shares on issue as at date of this Offer Booklet	73,162,152.
New Shares offered under the Entitlement Offer as per this Offer Booklet	73,162,152.
Shares to be issued to Orpheus Minority Investors	Up to 7,400,000 Shares. As at the date of this Offer Booklet, the Company has received commitments from Orpheus Minority Investors to sell 5,600,000 Orpheus shares in exchange for the issue of 5,600,000 Argonaut Shares.
Total Shares on issue on close of the Entitlement Offer	151,924,304 (assumes 5,600,000 Shares are issued to Orpheus Minority Investors).

The Company has the following unlisted options on issue:

Expiry Date	Number	Exercise Price (A\$)
11 August 2025	300,000	\$2.00
30 November 2026	100,000	\$2.00

In addition, the Company is required to issue 4,611,691 Lead Manager Options to the Lead Manager (or nominee) on completion of the Entitlement Offer.

4.2 Financial effect of the Entitlement Offer

Please see section 3 of this Offer Booklet for the financial effect of the Entitlement Offer on the Company.

4.3 Details of substantial holders

Based on publicly available information as at the close of trading on 2 October 2023, the substantial holders of Argonaut are as follows:

Shareholder	Number of Shares Held	Voting Power
Paul John Pheby	5,130,060	7.01%
Cleland Projects Pty Ltd	4,666,667	6.38%

4.4 Impact on control

As the acquisition of New Shares under the Entitlement Offer does not satisfy the requirements of exception 10 in section 611 of the Corporations Act, no person will be entitled to acquire New Shares pursuant to the Entitlement Offer if to do so would result in their, or another person's, Voting Power in the Company increasing from 20% or below to more than 20%, or from a starting

point above 20% to below 90%, unless an exception to the restrictions contained in section 606 of the Corporations Act applies.

Accordingly, while there are no applicable exceptions to the restrictions contained in section 606 of the Corporations Act, in light of the size of the Entitlement Offer and the underwriting and sub-underwriting arrangements entered into, the Entitlement Offer is not expected to have any material effect or consequence on the control of the Company.

Details of the control implications are set out below.

The potential effect that the issue of the New Shares under the Entitlement Offer will have on the control of the Company will depend on a number of factors, including Shareholder demand and the extent to which Eligible Shareholders take up New Shares under the Entitlement Offer.

Given the structure of the Entitlement Offer as a pro-rata issue, the likely effect that the issue of the New Shares will have on the control of the Company can be summarised as follows:

- (a) if all Eligible Shareholders take up their Entitlement for the New Shares under the Entitlement Offer, the Entitlement Offer will have no material effect on the control of the Company;
- (b) to the extent that any Eligible Shareholder does not take up their Entitlement for the New Shares under the Entitlement Offer, that Eligible Shareholder's percentage holding in the Company will be diluted;
- (c) to the extent that there are any Shortfall Shares remaining following completion of the Entitlement Offer, the Lead Manager will be required to subscribe for, or procure subscriptions for, those Shortfall Shares pursuant to the Underwriting Agreement it has entered into with the Company (see Section 8.4 for the key terms of the Underwriting Agreement).

Assuming there is no take-up under the Entitlement Offer and all of the Shortfall Shares reverted to the Lead Manager and sub-underwriters for subscription, no person is expected acquire a relevant interest in more than 19.9% of the Company's issued Shares on completion of the Entitlement Offer.

4.5 Dilution

Shareholders should note that if they do not participate in the Entitlement Offer, their percentage shareholding in the Company will be diluted as compared to their holdings and number of Shares on issue as at the Record Date.

5 RISK FACTORS

5.1 Overview

Investment in the New Shares offered under this Offer Booklet should be regarded as speculative due to the inherent risks associated with the Company's activities as the Company is a listed mineral exploration and development company with uranium projects in Australia. Shareholders should appreciate that the value of Shares on the ASX may rise or fall depending on a range of factors beyond the control of the Company. Neither the Company nor the Directors warrant the future performance of the Company or any investment made pursuant to this Offer Booklet. To that extent the New Shares carry no guarantee with respect to the payment of dividends, return on capital or the price at which Shares will trade on ASX.

The Directors recommend that Eligible Shareholders and potential investors examine the contents of this Offer Booklet together with previous ASX disclosures and public documents of the Company, including its most recent audited financial statements, and rely on the advice of their professional advisers before deciding whether or not to apply for New Shares pursuant to this Offer Booklet.

The following summary, which is not exhaustive, represents some of the material risk factors that may affect the financial position of the Company, the value of an investment in the Company, as well as the Company's operations, which potential investors need to be aware of.

The risks outlined below are specific to the Company's operations and to the resource exploration industry in which the Company operates.

5.2 Risks specific to an investment in the Company

(a) No JORC resource or reserve at the Uranium Exploration Assets

Each exploration licence (**EL**) and exploration licence application (**ELA**) comprising the Uranium Exploration Assets (defined at section 7.2 below) is at a very early stage of exploration and no JORC resource or reserve has been estimated at any of the Uranium Exploration Assets.

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

In the event that the Company is not successful in defining a JORC resource at one of the Uranium Exploration Assets, it will be unable to establish an operating mine, and will accordingly be unable to generate revenues from mining activities.

(b) Risk of non-grant or non-renewal of ELs

Exploration activities and mining operations are subject to various laws, policies and regulations and to obtaining and maintaining the necessary permits and licences, and associated land access arrangements with landowners and Traditional Owners – including, in particular, the ELs and ELAs comprising the Uranium Exploration Assets.

The mining and exploration activities at the Uranium Exploration Assets are dependent upon the maintenance (including renewal) of the ELs and the conversion of the ELAs into ELs. In turn, this is dependent on, among other things, meeting the licence conditions imposed by relevant authorities including compliance with minimum expenditure requirements.

A material number of the Company's tenements in the Northern Territory are held under ELAs. The conversion of ELAs to granted ELs is highly regulated and is often a lengthy process. The Company may not be successful in meeting all requirements for the grant of ELs in respect of some or all of its ELA areas.

There is no guarantee that all necessary licences, permits and approvals in relation to the Uranium Exploration Assets (or other tenements acquired by the Company) will be obtained and maintained: for example, the Company's ELA's may not be converted to

ELs or its existing ELs may not be extended or granted in a timely manner or on acceptable terms, or that all conditions that are imposed will be complied with. Authorisations may also be subject to challenge by third parties which, if successful, could impact on exploration, development and/or mining and/or processing activities at the Uranium Exploration Assets or other resource assets.

(c) Uranium-related risks

Unique political, technological and environmental factors affect the uranium exploration and broader nuclear industry, exposing it to the risk of public opinion, which could have a negative effect on the demand for nuclear power and increase the regulation of the nuclear power industry. An accident at a nuclear reactor anywhere in the world, for example as a result of the current Ukraine war, could affect acceptance of nuclear energy and the future prospects for nuclear generation and therefore uranium exploration. The Company anticipates that debate on the relative dangers and benefits of uranium as an energy source will be ongoing.

The mining, milling, sale and export of uranium and other radioactive substances is highly regulated, both at Commonwealth and State or Territory level. Various permits, approvals and licences would need to be obtained from both the State and Commonwealth authorities prior to the grant of a mining lease for uranium production. These processes are complex and lengthy and subject to change. There is no guarantee that required permissions will be granted.

If the Company achieves exploration success and regulatory approvals leading to mineral production, the revenue it will derive through the sale of product exposes the Company to uranium price and exchange rate risks. Spot uranium prices and long-term uranium contract prices are affected by many factors beyond the control of the Company. Such factors include amount of supply by primary uranium producers or from the secondary uranium market, as well as potential changes in demand arising from issues such as technological changes in the energy market (resulting in an alternative base-load low carbon emissions option).

(d) Future capital needs and additional funding

The funds raised by the Entitlement Offer will primarily be used to fund exploration on the Uranium Exploration Assets. The proceeds of the Entitlement Offer are not likely to be sufficient to complete all necessary development activities associated with that these projects and further funding is likely to be required.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including the prospectivity of tenements (existing and future), the results of exploration, further feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all).

If adequate funds are not available on acceptable terms the Company may not be able to fund its exploration activities in the future.

(e) Reliance on key personnel

The Company's performance is dependent to a large extent on the efforts and abilities of its management team and other members of the Board. While each of these executives

is party to an employment contract or consultancy agreement, each individual is permitted to terminate the relevant contract by giving a specified period of written notice. The loss of a member of the senior management team may have a material adverse impact on the activities of the Company.

The Company's ability to meet its business objectives is also partly dependent upon its ability to hire additional key personnel as necessary to meet its operational needs. While every effort will be made to retain key employees and to recruit new personnel as the need arises, the loss of key personnel or the inability to attract additional personnel may have an adverse impact on the activities of the Company.

5.3 Industry-specific risks

(a) Exploration success

The Uranium Exploration Assets are at a very early stage of maturity, and potential investors should understand that mineral exploration and development are highly speculative and high-risk undertakings that may be impeded by circumstances and factors beyond the control of the Company.

There can be no assurance that exploration of the Uranium Exploration Assets, or any other exploration properties that may be acquired in the future, will result in the discovery of an economic mineral resource. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, changing government regulations and many other factors beyond the control of the Company.

(b) Native title and consultation issues

Native title claims as well as related consultation issues and administration requirements may impact the Company's ability to pursue exploration, development, and mining at the Uranium Exploration Assets. Managing relations with the relevant local Traditional Owner groups is a matter of great importance to the Company. There may be no assurance however that title claims as well as related consultation issues and administrative requirements, will not arise on or with respect to the Uranium Exploration Assets. This could lead to unanticipated delays in accessing tenements for ground-based works, which could have an adverse impact on the Company's exploration timetable.

(c) Risk of failure to obtain land access agreements

In addition to Traditional Owner consultation, the Company is required to engage local pastoral and other leaseholders, freehold landowners and other stakeholders in the areas in which the Company operates. While the Company intends to engage all stakeholders in a constructive, respectful and consultative manner, there can be no guarantee that discussions will lead to agreements and consents to enter and conduct exploration activities on the Company's exploration tenements. Difficulties in securing these consents could delay or even indefinitely halt exploration activities with respect to the Uranium Exploration Assets.

(d) Work health and safety risks

The Company's employees and contractors are at risk of workplace accidents and incidents given the nature of the industry in which the Company operates. Whilst the Company intends to maintain (or exceed) compliance with work health and safety regulations in each of the areas in which it operates, in the event that a Company employee (or contractor) is injured or dies in the course of their employment or service, the Company may be liable for penalties or damages under relevant work health and safety legislation.

(e) Environmental risks

The operations and proposed activities of the Company are subject to 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. The Company aims 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.

(f) Risks associated with climate change

The emergence of new or expanded regulations associated with the transition to a lower-carbon economy and market changes related to climate change mitigation may impact the way in which exploration and mining activities are undertaken.

Further, climate change may cause certain physical and environmental risks that cannot be predicted, 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.

(g) Mine development risks

Possible future development of mining operations at one or more of the Uranium Exploration Assets 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, any technical and operational difficulties encountered in extraction and production activities, potential mechanical failure of operating plant and equipment, availability and prices 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.

(h) Grant of future authorisations to mine

If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require submissions to and approval of environmental impact assessments. Environmental legislation is evolving, which can mean enforcement, fines and penalties for non-compliance are becoming more stringent. Environmental assessment of proposed projects carries a heightened degree of responsibility for companies and directors, officers and employees. Potential future changes in environmental regulation may adversely affect the Company's operations, including its capital expenditures and competitive position.

(i) Alternative energy sources

Uranium is used primarily as a fuel source in nuclear power plants for electricity generation. Other sources of fuel available for power generation include coal and gas, while other sources of energy such as solar, wind and hydro-electricity, are alternatives to nuclear energy. Factors that influence the decision of power producers to choose uranium rather than other fuels or energy sources include political, technological and environmental considerations (both locally and globally). While these, to date, have impacted negatively on the growth of the uranium industry, recent concerns in relation to carbon-based emissions have strengthened the case for the use of uranium. However, sufficient advances in the technology associated with other carbon-efficient power generation (such as wind, solar or geothermal power generation) could see the demand for uranium as a fuel source decrease, which would be likely to have a negative impact on the Company and the value of the Company's Shares.

(j) Litigation and claims

The Company is exposed to potential legal and other claims or disputes in the course of its business, including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation.

Any costs involved in defending or settling legal and other claims or disputes that may arise, or where a claim or dispute is proven, could be costly and may impact adversely on the Company's operations, financial performance and financial position, and could cause damage to its reputation.

(k) Insurance-related risks

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. Insurance of all risks associated with mineral exploration and production, in particular in relation to uranium, is not always available and where available the costs may be prohibitive.

The occurrence of an event that is not fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

5.4 General risks

(a) General investment risks

The price at which New Shares are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the New Shares to trade at prices below the price at which the New Shares are being offered under this Offer Booklet. There is no

assurance that the price of the New Shares will increase following the quotation on the ASX. Some of the factors which may affect the price of the New Shares include:

- fluctuations in the domestic and international market for listed stocks;
- fluctuations in the spot price for uranium;
- geopolitical risks;
- general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices or changes to government fiscal, monetary or regulatory policies, legislation or regulation;
- inclusion in or removal from market indices; and
- general operational and business risks.

Other factors which may negatively affect investor sentiment and influence the price of New Shares specifically or the capital markets more generally, include acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural events.

(b) Trading in New Shares might not be liquid

There can be no guarantee that an active market in the New Shares will develop. There may be relatively few potential buyers or sellers of the New Shares on the ASX at any time, particularly given the level of ownership retained by the Existing Shareholders. This may increase the volatility of the market price of the New Shares. It may also affect the prevailing market price at which Shareholders are able to sell their New Shares. This may result in Shareholders receiving a market price for their New Shares that is less or more than the price that Shareholders paid for their New Shares.

(c) Australian Accounting Standards may change

Australian Accounting Standards are set by the AASB and are outside the control of the Company. The AASB regularly introduces new or refined Australian Accounting Standards, which may affect future measurement and recognition of key statements of profit and loss and balance sheet items, including revenue and receivables.

There is also a risk that interpretations of existing Australian Accounting Standards, including those relating to the measurement and recognition of key statements of profit and loss and balance sheet items, may differ. Changes to Australian Accounting Standards issued by the AASB, or changes to commonly held views on the application of those standards, could have a materially adverse effect on the financial performance and position reported in the Company's consolidated financial statements.

(d) Force majeure events may occur

Events may occur within or outside Australia that could impact upon the Australian economy and the price of the New Shares. The events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the short and long term operations of the Company.

6 FOREIGN JURISDICTIONS

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the New Shares or otherwise permit the offering of the New Shares in any jurisdiction outside of Australia and New Zealand. This Offer Booklet and accompanying Entitlement and Acceptance Form may not be distributed outside Australia and New Zealand except as may be permitted under section 1.10 or this section 6 of this Offer Booklet, or as otherwise set out in this Offer Booklet.

Accordingly, this Entitlement Offer is not being extended to, and no New Shares will be issued to, Shareholders having registered addresses outside Australia and New Zealand (unless the Company, at its discretion, determines that an offer can be made outside those jurisdictions in compliance with applicable securities laws).

Making your payment will be taken by the Company to constitute a representation by you that there has been no breach of any such laws.

The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand or as otherwise set out in this Offer Booklet may be restricted by law. If you come into possession of this Offer Booklet, you should observe such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Due to legal restrictions, nominees and custodians may not send copies of this Offer Booklet or any material relating to the Entitlement Offer or accept the Entitlement Offer in relation to any person in any other jurisdiction outside Australia and New Zealand or as otherwise set out in this Offer Booklet (except as the Company may otherwise permit in compliance with applicable law).

This Offer Booklet may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia and New Zealand except to the extent permitted below.

6.1 New Zealand

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

This Offer Booklet 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 (New Zealand). This Offer Booklet is not a product disclosure statement or other disclosure document under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement or other disclosure document under New Zealand law is required to contain.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products. The offer of New Shares may involve a currency exchange risk as they will be quoted on the ASX in Australian dollars.

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

6.2 Hong Kong

WARNING: This Offer Booklet has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**).

Accordingly, this Offer Booklet may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

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

6.3 United States

The New Shares have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

7 INFORMATION REGARDING ORPHEUS MINERALS LIMITED

7.1 Issue of Shares to Orpheus Minority Investors

Orpheus was incorporated by the Company on 21 August 2020. At that time, Argonaut was the sole shareholder of Orpheus, with 100 fully paid ordinary shares issued for nominal consideration of \$1.00 per share.

Orpheus (rather than Argonaut) holds the direct interests in the Uranium Exploration Assets.

Orpheus conducted a capital raise on 28 and 29 October 2021 which raised \$670,000.00 through the issue of 22,400,000 fully paid ordinary shares to the Company and certain investors (**2021 Capital Raise**).

Following the 2021 Capital Raise, and as at the Record Date, Orpheus had on issue 22,400,100 fully paid ordinary shares, which were held as follows:

- (a) 15,000,100 shares held by the Company, representing 66.96% of the total current issued share capital; and
- (b) 7,400,000 fully paid ordinary shares held by investors who participated in the 2021 Capital Raise, or persons to whom those investors have transferred their shares (together the **Orpheus Minority Investors**), representing 33.04% of the total current issued share capital.

At an Extraordinary General Meeting on 22 August 2022, Shareholders gave approvals necessary for the Company to proceed with a partial, non-standard spin-out of Orpheus by way of an initial public offer of Orpheus shares (**Proposed IPO**).

The Proposed IPO closed on 9 December 2022 without meeting the minimum subscription condition. Accordingly, the Proposed IPO was withdrawn on 12 December 2022.

As a result, Orpheus remained a majority, but not wholly, owned Subsidiary of Argonaut. Refer to section 4 of the explanatory memorandum attached to the Notice of Meeting dated 17 August 2023 for further information on the 2021 Capital Raising and the Proposed IPO.

At the 2023 EGM, Shareholders approved the Company's proposal to acquire the interests of the Orpheus Minority Investors in Orpheus through a swap of shares on a one (1) for one (1) basis (i.e. one post-Consolidation Share in the Company to be issued in exchange for each Orpheus share).

Each Orpheus Minority Investor paid \$0.05 for each Orpheus share it held and received 1 Argonaut Share (on a post-Consolidation basis) for each Orpheus share it agreed to sell. Accordingly each Orpheus Minority Investor was issued the Argonaut Shares at the effective Issue Price at which New Shares under the Entitlement Offer will be issued.

As at the date of the date of this Offer Booklet, Argonaut has received commitments from Orpheus Minority Investors to sell 5,600,000 Orpheus shares to Argonaut in exchange for the issue of 5,600,000 Shares to the Orpheus Minority Investors. The transfers are expected to complete shortly after the Opening Date and accordingly, the Orpheus Minority Investors are not entitled to participate in the Entitlement Offer as holders of the relevant Shares.

On completion of these transfers, Argonaut is expected to hold 20,600,100 Orpheus shares, representing 91.96% of the total issued capital of Orpheus.

7.2 Details of Uranium Exploration Assets

As announced on 3 July 2023, following review of exploration strategy and projects by the Board, the Company has elected to shift its strategic direction to focus principally on its Australian uranium assets (**Uranium Exploration Assets**).

The Uranium Exploration Assets are comprised of seven exploration projects held by Orpheus and located in South Australia and the Northern Territory:

- (a) **Frome Project (SA):** targeting sediment-hosted uranium mineralisation in the Frome Embayment, Orpheus' tenements cover a network of interpreted tertiary palaeochannels south of Lake Frome, where mineralisation potential has been identified similar in style to producing uranium operations, delineated resources and advanced exploration projects at Beverley, Four Mile, Honeymoon and Goulds Dam.

The Company is well advanced in discussions with the native title holders and has signed a Heritage Survey Agreement that will allow for a process to progress advanced exploration, including drilling activities of prospective areas identified within the project area. In parallel with undertaking Heritage surveys, the Company intends to expand its geochemical and geophysical coverage of the project, including implementation of Radon monitoring and geochemical sampling to detect geochemical dispersion halos as a direct measure of uranium mineralisation and passive seismic techniques to map palaeochannels. The Company has several drill-ready targets in the project area and approvals for these are being advanced as soon as possible.

- (b) **Cummins Project (SA):** targeting sediment hosted uranium mineralisation developed within tertiary sediments of the Cummins-Wanilla basin on the Southern Eyre Peninsula.

The Company will be focused on engagement with local communities and landowners to gain access for exploration. The Company is targeting sediment or structurally-hosted uranium mineralisation that may be amenable to In-situ Recovery methods and should not require major pit excavation of conventional mining. This project will benefit from enhanced geochemical and geophysical techniques to determine the limits of paleochannels and/or the presence of buried uranium mineralisation.

- (c) **Marree Project, (SA):** the Marree project was recently granted and is considered highly prospective for roll-front, sedimentary-hosted uranium mineralisation associated with Tertiary and/or Permian palaeochannels. The region is situated approximately 70 kilometres northwest of the significantly radiogenic region of the Mount Painter Uranium Field host to the Mount Gee hard rock uranium deposits and Beverley sediment-hosted Tertiary palaeochannel uranium deposits.

- (d) **Mount Douglas Project (NT):** in the eastern part of the Rum Jungle Mineral Field of the Northern Territory, this area was the first major uranium mining and processing centre in Australia. There are a number of uranium mineral occurrences in the Mount Douglas region, most of which are interpreted to represent unconformity-style mineralisation, the principal target type in the project area.

Uranium mineralisation has been identified in outcrop at Radiometric Anomaly 1 and the intent is to do trenching across the mineralised zone, followed by percussion drilling in due course during the dry season. The project area is extensive and there are several radiometric anomalies that require field reconnaissance. In addition, high quality historical geophysics datasets (such as detailed airborne Radiometrics) have been located and will require processing and interpretation by consultant geophysicists.

- (e) **Ranger North-East Project (NT):** located within the Alligator Rivers Uranium Field approximately 30 km northeast of the Ranger uranium mine and approximately 15 km east of the Jabiluka deposit, the project area covers a distinct uranium/thorium anomaly in open file regional radiometric survey data and is prospective for unconformity style uranium deposits.
- (f) **T-Bone Project (NT):** located in the South Alligator Valley Mineral Field, a narrow, northwest trending belt around 100 km southwest of Jabiru, which contains at least 13 uranium deposits and a further 15 uranium occurrences.
- (g) **Woolner Project (NT):** has the potential for the discovery of a large unconformity-style deposit in an area that has seen little previous exploration and is a conceptual target based largely on an interpretation of geology under cover.

The Board considers that each of these projects possesses a number of geological attributes to be prospective for sandstone-hosted (roll front) style and unconformity-style uranium mineralisation, and are located in project areas that are considered to have prospectivity for economic uranium deposits (due to historical discoveries of the target type sought by Orpheus).

Subject to completion of the Entitlement Offer, the Company will be well positioned to commence exploration on the Uranium Exploration Assets.

8 ADDITIONAL INFORMATION

8.1 Continuous disclosure obligations

The Company is listed on the ASX and its Shares are quoted on the ASX under the code: ARE. The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports. The Company is required to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

This Offer Booklet is issued pursuant to section 708AA of the Corporations Act without disclosure to investors under Part 6D.2 of the Corporations Act.

This Offer Booklet 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 or other disclosure document that is required to satisfy the Corporations Act. 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 enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of the ASX Listing Rules as applicable from time to time throughout the three months before the issue of this Offer Booklet 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 operated by ASX.

8.2 Not a prospectus

Neither this Offer Booklet nor the Entitlement and Acceptance Form is a prospectus for the purposes of the Corporations Act and has not been lodged with ASIC. These documents do not contain the type of information which would be required to be included in a prospectus.

Accordingly, the level of disclosure contained in this Offer Booklet is significantly less than required under a prospectus and Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and all disclosures made to the ASX and should consult their professional advisors before deciding to accept the Entitlement Offer.

8.3 Interests of Directors

The interests of the Directors held either directly or through their controlled entities, in the securities of the Company as at the date of this Offer Booklet are as follows:

Director	Shares	Options
Patrick J Elliott	543,012	100,000
Michael Robert Billing	90,000	100,000
Andrew Bursill	45,742	100,000

8.4 Summary of underwriting arrangements for the Entitlement Offer

The Lead Manager has agreed to manage and fully underwrite the Entitlement Offer on the terms set out in an underwriting agreement dated 25 September 2023 between the Lead Manager and the Company (**Underwriting Agreement**).

As is customary with these types of arrangements:

- (a) the obligations of the Lead Manager to underwrite the Entitlement Offer pursuant to the Underwriting Agreement are conditional on the satisfaction or waiver of certain conditions precedent;
- (b) the Company has agreed, subject to certain carve-outs, to indemnify the Lead Manager, their respective affiliates and related bodies corporate, and each of their respective directors, officers, partners and employees against any losses they may suffer or incur in connection with the Entitlement Offer;
- (c) the Company and the Lead Manager have given certain representations, warranties and undertakings in connection with the Entitlement Offer;
- (d) the Lead Manager will receive, in aggregate:
 - (i) an underwriting and management fee equal to 6.0% of the gross Entitlement Offer proceeds; and
 - (ii) up to 4,611,691 unlisted options, exercisable at a price of \$0.075 each and expiring on the three year anniversary of their date of issue, as approved by Shareholders at the 2023 EGM (**Lead Manager Options**);
- (e) the Lead Manager is entitled to reimbursement of certain costs and expenses; and
- (f) the obligations of the Lead Manager to underwrite the Entitlement Offer are also subject to certain events of termination. The Lead Manager may terminate its obligations under the Underwriting Agreement by notice to the Company, at any time before the Settlement Date, where:
 - (i) the Company ceases to be admitted to the official list of ASX or the Company's Shares are suspended from trading on, or cease to be quoted on ASX or it is announced by ASX or the Company that such an event will occur;
 - (ii) the Company or a material subsidiary is insolvent or to the best of the Company's knowledge and belief there is an act or omission, or a circumstance arises, which is likely to result in the Company or a material subsidiary becoming insolvent;
 - (iii) the Company withdraws all or any part of the Entitlement Offer;
 - (iv) an event or occurrence, including any statute, order, rule, regulation, directive or request of any governmental agency, makes it illegal for the Lead Manager to satisfy a material obligation of the Underwriting Agreement;
 - (v) the Company is unable to issue or prevented from issuing any New Shares by virtue of the ASX Listing Rules, applicable laws, a governmental agency or an order of a court of competent jurisdiction;

- (vi) any regulatory body commences any public action against the Company, or any director or the chief executive officer or chief financial officer of the Company, or publicly announces that it intends to take any such action;
- (vii) the Company varies its capital structure or a term of its Constitution before completion of the Entitlement Offer without the prior written consent of the Lead Manager (otherwise than permitted under the Underwriting Agreement);
- (viii) the S&P/ASX 300 Resources Index (ASX.XKR) falls to a level which is 10% or more below the level of that index on the close of trading on the business day before the date of the Underwriting Agreement and closes at or below that level on:
 - (A) any two consecutive business days after the date of the Underwriting Agreement and on or before the business day immediately prior to the Settlement Date; or
 - (B) at the close of trading on the business day immediately prior to the Settlement Date;
- (ix) the Sprott Physical Uranium Trust share price (ticker U.UN) falls to a level which is 15% or more below the level of that share price on the close of trading on the Business Day before the date of the Underwriting Agreement and closes at or below that level on:
 - (A) any two consecutive Business Days after the date of this agreement and on or before the Business Day immediately prior to the Settlement Date; or
 - (B) at the close of trading on the Business Day immediately prior to the Settlement Date;
- (x) an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Entitlement Offer or any of the Entitlement Offer materials or ASIC commences, or gives notice of an intention to hold, any investigation or hearing under Part 3 of the ASIC Act in relation to the Entitlement Offer or any of the Entitlement Offer materials or prosecutes or commences proceedings against, or gives notice of an intention to prosecute or commence proceedings against, the Company;
- (xi) there is an application to a governmental agency for an order, declaration (including of unacceptable circumstances) or other remedy in connection with the Entitlement Offer (or any part of it), except in circumstances where the existence of the application has not become public and has been withdrawn, discontinued or terminated by the date that is the earlier of:
 - (A) the business day immediately preceding the Settlement Date; or
 - (B) the date that is 3 business days after the application, hearing, inquiry, investigation, prosecution or notice is commenced or received;
- (xii) ASIC makes a determination under subsection 708AA(3) of the Corporations Act;
- (xiii) a Cleansing Notice issued in connection with the Entitlement Offer is defective;

- (xiv) any material licence, lease, permit, concession, tenement, authorisation or concession of the Company is, or is likely to be, invalid, revoked, unenforceable or breached in a material respect;
- (xv) the Company commits a breach of the Corporations Act, ASX Listing Rules, the Constitution, or other applicable laws or its Constitution;
- (xvi) a Certificate required to be furnished by the Company under the Underwriting Agreement is not furnished when required, or if furnished is untrue, incorrect or misleading or deceptive in any material respect (including by omission);
- (xvii) unconditional approval by ASX for official quotation of the New Shares is refused or is not granted by the time required to issue the relevant New Shares in accordance with the Timetable or, if granted, is modified (in a manner which would have a material adverse effect on the success or settlement of the Entitlement Offer) or withdrawn;
- (xviii) any event specified in the Timetable is delayed without the prior written consent of the Lead Manager;
- (xix) the Company fails to perform any of its obligations under the Underwriting Agreement.
- (xx) any due diligence documents required to be provided under the Underwriting Agreement are withdrawn or varied without the prior written consent of the Lead Manager.
- (xxi) any due diligence documents required to be provided under the Underwriting Agreement or the information provided by or on behalf of the Company to the Lead Manager in relation to due diligence, the Entitlement Offer materials or the Entitlement Offer, is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- (xxii) a representation or warranty made or given by the Company under the Underwriting Agreement is breached or proves to be, or has been, or becomes, untrue or incorrect or misleading or deceptive;
- (xxiii) legal proceedings or any enquiry or public action by any regulatory body are commenced against the Company, a Related Body Corporate or Director;
- (xxiv) the Company or any of its directors or officers engages in misleading or deceptive conduct or activity in connection with the Entitlement Offer;
- (xxv) a new circumstance arises which is a matter adverse to investors in New Shares and which would have been required by the Corporations Act to be included in the Cleansing Notice had the new circumstance arisen before the Cleansing Notice was given to ASX;
- (xxvi) an adverse change, or an event occurs that is likely to give rise to an adverse change, in the business, assets, liabilities, financial position or performance, operations, management, outlook or prospects of the Company or its Related Bodies Corporate;
- (xxvii) any expression of belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data) in the Entitlement Offer materials or public information is or becomes

incapable of being met or, in the reasonable opinion of the Lead Manager, is unlikely to be met in the projected timeframe;

- (xxviii) the Entitlement Offer materials:
 - (A) contain a statement which is or becomes false, misleading or deceptive or likely to mislead or deceive; or
 - (B) do not contain all information required to comply with all applicable laws;
- (xxix) the Company issues, varies or withdraws any Entitlement Offer materials without the prior approval of the Lead Manager (such approval not to be unreasonably withheld);
- (xxx) a new law or regulation will be introduced or government policy adopted (as the case may be) (other than a law or policy that has been announced before the date of the Underwriting Agreement), any of which does or is likely to prohibit or regulate the Entitlement Offer or adversely affects the Company;
- (xxxi) any of the following occurs:
 - (A) a general moratorium on commercial banking activities in Australia, New Zealand, the United States, Japan, Singapore, the United Kingdom, a member state of the European Union or the People's Republic of China (including Hong Kong) (the **Specified Jurisdictions**) is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or
 - (B) trading in all securities quoted or listed on the ASX, the London Stock Exchange, the New York Stock Exchange, NASDAQ, the SGX or the Hong Kong Stock Exchange, is suspended or limited in a material respect; or
 - (C) the occurrence of any other adverse change or disruption to financial, political or economic conditions, currency exchange rates or controls or financial markets in a Specified Jurisdiction or any change or development involving such a prospective adverse change in any of those conditions or markets;
- (xxxii) major hostilities not existing at the date of the Underwriting Agreement commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of the Specified Jurisdictions or a national emergency is declared by any of those countries, or a major terrorist act is perpetrated anywhere in the world;
- (xxxiii) there is a material escalation of hostilities in Ukraine involving biological or nuclear weapons or a nuclear incident or the direct involvement of a NATO member state; or
- (xxxiv) an event specified in paragraphs (a) to (h) of subsection 652C(1) of the Corporations Act (as if references to 'the target' were replaced by references to 'the Company') occurs in relation to the Company, otherwise than permitted under the Underwriting Agreement.

The events set out in clauses (xix) to (xxxiv) above (inclusive) do not entitle the Lead Manager to exercise its termination right unless it believes, on reasonable grounds, that the event:

- (i) has had, or is likely to have, a material adverse effect on:
 - (A) the financial position or performance, shareholders' equity, profits, losses, results, condition, operations or prospects of the Company or its Related Bodies Corporate;
 - (B) the success or outcome of the Entitlement Offer;
 - (C) the willingness of investors to subscribe for New Shares;
 - (D) the likely price at which New Shares will trade on ASX; or
 - (E) the ability of the Lead Manager to market, promote or effect settlement of, the Entitlement Offer; or
- (ii) has given rise to or could reasonably be expected to give rise to a liability for the Lead Manager under the Corporations Act or any applicable laws.

8.5 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

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

The Company currently operates an electronic issuer-sponsored register and an electronic CHES sub-register. The two sub-registers together will comprise the Company's register of Shares.

The Company will not issue certificates for Shares. Investors who are allotted Shares under this Offer Booklet will be provided with a transaction confirmation statement which sets out the number of Shares allotted to the Investor. Investors who elect to hold Shares on the issuer-sponsored sub-register will be provided with a holding statement (similar to a bank account statement) which sets out the number of Shares allotted to the Shareholder under this Offer Booklet. For Investors who elect to hold their Shares on the CHES sub-register, the Company will issue an advice that sets out the number of the Shares allotted to the Investor under this Offer Booklet. At the end of the month of allotment, CHES, acting on behalf of the Company, will provide those Shareholders with a holding statement that confirms the number of Shares held and any transactions during that month.

A holding statement (whether issued by CHES or the Company) will also provide details of the applicable Holder Identification Number in case of a holding on the CHES sub-register or Reference Number in case of a holding on the issuer-sponsored sub-register. Following distribution of these initial holding statements, a holding statement will also be provided to each Shareholder at the end of any subsequent month during which the balance of that holding of securities in the Company changes.

A Shareholder may request a holding statement at any other time from the Share Registry for no additional cost.

8.7 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects, holds and will use that information to assess your Application, service your needs as a holder of equity securities in the Company, facilitate distribution of payments and corporate communications to you as a Shareholder and carry out administration.

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

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

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

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process the Application.

8.8 Litigation

As announced by the Company on (and before) 31 July 2023:

- (a) During January 2022, the Company became aware that its large-scale exploration licence, 22399-HQ-LEL – Lumwana West (**Lumwana West Licence**), was not renewed by the Zambian Government on 28 December 2021 as expected;
- (b) at the time of the purported cancellation, the Company's 90% held Subsidiary, Mwombezhi Resources Ltd (**Mwombezhi**), was operating in full compliance with all licence conditions and other regulatory requirements; and
- (c) the Company is engaged in legal action with the Zambian Minister of Mines aimed at the reinstatement of the Lumwana West Licence to Mwombezhi.

The Company is working cooperatively with the relevant Zambian authorities to achieve the reinstatement of Lumwana West Licence, however there is a material risk that the Company may not be successful with that reinstatement.

8.9 No cooling-off rights

Cooling-off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been accepted.

8.10 Alteration of terms

The Company reserves the right, at its discretion, to vary all or part of the Entitlement Offer at any time, subject to the Corporations Act and ASX Listing Rules and any other law or regulation to which the Company is subject.

9 TAXATION

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of the Entitlement Offer under this Offer Booklet. Taxation implications will vary depending on the particular circumstances of individual Eligible Shareholders.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. As a result, Eligible Shareholders should consult their professional tax adviser in connection with the Entitlements under this Offer Booklet.

10 INFORMATION AVAILABILITY

Eligible Shareholders can obtain a copy of this Offer Booklet and their personalised Entitlement and Acceptance Form at <https://www.investorserve.com.au/> during the Entitlement Offer period. Eligible Shareholders will need to provide their Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode to access this online system.

If you are unable to access <https://www.investorserve.com.au/>, please contact the Share Registry on 1300 737 760 (in Australia) or +61 2 9290 9600 (outside Australia).

Eligible Shareholders who have elected to receive their notices by email will receive an email with a link to download the Offer Booklet and a URL link to download their personalised Entitlement and Acceptance Form.

A copy of this Offer Booklet can also be obtained online from the ASX website at www.asx.com.au, however the online version on the ASX website does not include the personalised Entitlement and Acceptance Form.

Persons who access the electronic version of this Offer Booklet and the Entitlement and Acceptance Form should ensure that they download and read the entirety of each document.

Eligible Shareholders in Australia and New Zealand can obtain a copy of this information during the period of the Entitlement Offer by calling the Share Registry on 1300 737 760 (within Australia) and +61 2 9290 9600 (outside Australia) between 8.30am to 5.00pm (Sydney time) Monday to Friday during the Entitlement Offer period. A replacement Entitlement and Acceptance Form can be requested by calling the Share Registry.

GLOSSARY

Term	Definition
2023 EGM	The extraordinary general meeting of the Company's Shareholders on 20 September 2023.
Applicant	An Eligible Shareholder who applies for New Shares under this Offer Booklet.
Application	An application for a specified number of New Shares by an Applicant under this Offer Booklet.
Application Monies	Funds paid by BPAY® or EFT (for New Zealand Shareholders only).
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.
ASX Listing Rules	The listing rules of ASX.
ASX Settlement	ASX Settlement Pty Limited (ACN 008 504 532).
ASX Settlement Operating Rules	The operating rules of ASX Settlement.
Board	The Directors acting as the board of the Company.
Closing Date	The date on which the Entitlement Offer closes, expected to be 5.00pm (Sydney time) on Tuesday, 17 October 2023.
Company or Argonaut	Argonaut Resources NL ACN 008 084 848.
Consolidation	Has the meaning given in the Chairman's Letter accompanying this Offer Booklet.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	The directors of the Company.
EL and ELA	Exploration Licence and Exploration Licence Application.
Eligible Shareholder	Has the meaning given in section 1.2.
Entitlement	The number of New Shares each Eligible Shareholder is offered under the Entitlement Offer as specified on their Entitlement and Acceptance Form.
Entitlement and Acceptance Form	The personalised Entitlement and Acceptance Form which can be obtained online at https://www.investorserve.com.au/ and which accompanies this Offer Booklet.
Entitlement Offer	The non-renounceable entitlement offer to Eligible Shareholders as at the Record Date to subscribe for 1 New Share for every 1 Existing Share at the Issue Price.
Existing Shares	Shares on issue at the Record Date.
Ineligible Shareholder	A Shareholder of the Company on the Record Date that is not an Eligible Shareholder.

Term	Definition
Institutional Investor	An investor who, if located in Australia, is a sophisticated, experienced or professional investor as defined in sections 708(8), (10) and (11) of the Corporations Act and if located in any other jurisdiction, is entitled to participate in the Entitlement Offer pursuant to the laws of the jurisdiction in which they are located and to whom New Shares can lawfully be offered and issued without registration, lodgement or other formality.
Issue Price	The price payable for one New Share under this Offer Booklet, being A\$0.05.
Lead Manager	Has the meaning given in section 1.6.
Lead Manager Options	Has the meaning given in section 8.4(d).
New Share	A Share offered and issued under this Offer Booklet, the terms and conditions of which are set out in this Offer Booklet.
Notice of Meeting	The notice of meeting and explanatory statement dated 17 August 2023, giving notice of the 2023 EGM.
Offer Booklet	This document which was given to ASX on Thursday, 5 October 2023.
Orpheus	Orpheus Minerals Ltd ACN 643 685 929.
Orpheus Minority Investors	Has the meaning given in section 7.1.
Record Date	7:00pm (Sydney time) on Monday, 2 October 2023.
Related Body Corporate	The meaning given to that term in section 50 of the Corporations Act.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of at least one Share as recorded on the Company's share register.
Share Registry	Boardroom Pty Limited.
Shortfall Share	A New Share not subscribed for under the Entitlement Offer.
Subsidiary	Has the meaning given to that term in the Corporations Act.
Timetable	The Entitlement Offer timetable.
Underwriting Agreement	Has the meaning given in section 8.4.
Uranium Exploration Assets	Has the meaning given in section 7.2.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
Voting Power	Has the meaning given to that term in the Corporations Act.

CORPORATE DIRECTORY

Present Directors	Share Registry
Patrick J Elliott Michael Robert Billing Andrew Bursill	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia
Administration and Registered Office	Company Secretary
Level 6, 100 Pirie Street Adelaide SA 5000 Australia	Richard Willson
Other Information	
Stock Exchange Listing	Argonaut Resources NL shares are listed on the Australian Securities Exchange (ASX:ARE)