



**BELARAROX LIMITED
ACN 649 500 907**

OPTIONS PROSPECTUS

For the offer of:

- (i) up to 3,790,000 free New Options, on the basis of one (1) New Option for every two (2) Shares subscribed for by investors in the Placement (**Placement Options Offer**); and
 - (ii) 1,263,333 New Options to the Lead Manager (or its nominee) of the Placement (**Broker Options Offer**),
- (together, the **Offers**).

Important Notice

This document is important and should be read in its entirety (including the 'Risk Factors' in Section 5) before deciding whether to apply for New Options. If, after reading this Prospectus, you have any questions about the New Options being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The New Options offered by this Prospectus should be considered highly speculative.

The Placement Options Offer and Broker Options Offer are being made under this Prospectus such that relief provided under ASIC Corporations (Sale Offers that Do Not Need Disclosure) Instrument 2016/80 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

IMPORTANT NOTICES

This Prospectus is dated 3 July 2023 and a copy of this Prospectus was lodged with ASIC on that date. ASIC, ASX and its officers, respectively, take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. The Company will apply to ASX for the New Options to be granted quotation on ASX.

Neither of the Offers are available to the general public. The Offers are only available to those persons who are personally invited by the Company to accept the Offers. The Company will provide an Offer Application Form to those persons only.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for New Options under this Prospectus to determine whether it meets your objectives, financial situation and needs.

Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

Continuous disclosure obligations

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

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

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

Please refer to Section 6.2 for further details.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.belararox.com.au. If you are accessing the

electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus, or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company Secretary, Mr John Traicos, by phone on +61 417 885 279 during office hours or by emailing the Company at info@belararox.com.au.

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

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.

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

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

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

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Overseas shareholders

This Prospectus does not constitute an offer in any place in which or to any person to whom it would not be lawful to make such an offer. Applications for securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

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

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore, persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws.

Applicants should rely on their own knowledge of the Company, refer to disclosures made by the Company to the ASX and consult their professional advisers before deciding whether to accept the Offers. Announcements made by the Company to ASX are available from the ASX website at <http://www.asx.com.au/>. The information in this Prospectus does not constitute a securities recommendation or financial product advice.

This Prospectus, including each of the documents attached to it and which form part of this Prospectus, is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser.

In particular, it is important that you consider the risk factors in Section 5 that could affect the performance of the Company before making an investment decision.

Some words and expressions used in this Prospectus have defined meanings which are explained in Section 8.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary, Mr John Traicos, on +61 417 885 279.

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1. INDICATIVE TIMETABLE

	Date*
Lodge Prospectus with ASIC and ASX	Monday, 3 July 2023
Opening Date	Tuesday, 4 July 2023
Closing Date (5.00pm WST)	Thursday 6, July 2023
Issue of New Options under the Offers	Monday, 10 July 2023
Expected Quotation Date of New Options	Monday, 10 July 2023

** The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offer early without notice. As such, the date the New Options are expected to be quoted on ASX may vary with any change in the Closing Date.*

2. DETAILS OF THE OFFERS

2.1 Background

Belararox Limited (ACN 649 500 907) (**Belararox** or the **Company**) announced on 19 June 2023 that it had received commitments from sophisticated, professional, and institutional investors (**Investors**) for a placement of 7,580,000 Shares at an issue price of \$0.33 per Share to raise approximately \$2.5 million (**Placement**).

In the same announcement, the Company advised that:

- (a) the Investors would be entitled to receive 3,790,000 New Options (in aggregate) on the basis of one (1) New Option for every (2) Shares subscribed for by Investors under the Placement (**Placement Options Offer**); and
- (b) PAC Partners Securities Pty Ltd (ACN 623 653 912), as lead manager and bookrunner to the Placement (**Lead Manager**), would be entitled to receive 1,263,333 New Options (**Broker Options Offer**).

The Company confirmed by way of announcement on 27 June 2023 that it had completed the allotment and issue of the Shares to Investors under the Placement utilising the Company's existing placement capacity under ASX Listing Rule 7.1 (1,886,998 Shares) and ASX Listing Rule 7.1A (5,693,002 Shares).

2.2 Placement Options Offer

By this Prospectus, the Company makes the Placement Options Offer, which invites Investors to apply for one (1) free New Option for every two (2) Shares subscribed for under the Placement.

The maximum number of New Options to be issued under the Placement Options Offer is 3,790,000, being half the number of Shares issued under the Placement. The Company intends to issue the New Options offered under the Placement Options Offer utilising its available placement capacity under ASX Listing Rule 7.1.

The Placement Options Offer is extended to the Investors only. Accordingly, Application Forms will only be provided by the Company to these persons. No funds will be raised from the Placement Options Offer as the New Options are being issued for nil consideration.

All New Options offered under the Placement Options Offer will be issued on the terms set out in Section 4.2. All Shares issued on exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus.

The Company will apply for Official Quotation of the New Options offered pursuant to the Placement Options Offer.

2.3 Broker Options Offer

This Prospectus also includes an offer of 1,263,333 New Options to the Lead Manager (or its nominee). The Company intends to issue the New Options offered under the Broker Options Offer utilising its available placement capacity under ASX Listing Rule 7.1.

Only the Lead Manager (or its nominee) may accept the Broker Options Offer, by using the relevant Application Form in relation to the Broker Options Offer. No funds will be raised from the Broker Options Offer as the New Options are being issued in consideration for services provided by the Lead Manager.

All New Options offered under the Broker Options Offer will be issued on the terms set out in Section 4.2. All Shares issued on exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus.

The Company will apply for Official Quotation of the New Options offered pursuant to the Broker Options Offer.

2.4 Lead Manager

On 30 May 2023, the Company entered into an agreement with the Lead Manager to provide lead manager and bookrunning services to the Company in relation to the Placement, on the following material terms:

- (a) **(Engagement):** the Lead Manager will be engaged as lead manager and provide capital raising activities, corporate and financial advice to the Company;
- (b) **(Term):** commencing 30 May 2023 until 30 May 2024; and
- (c) **(Fees):** the Company has agreed to pay/issue the Lead Manager:
 - (i) a capital raising fee equal to 6% of the total amount raised under the Placement (plus GST if applicable); and
 - (ii) 1,263,333 New Options on a 1-for-6 basis for each share subscribed for under the Placement (to be issued on the same terms and conditions as the Placement Options, as set out in Section 4.2).

The mandate letter otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, indemnity provisions and confidentiality provisions).

2.5 Minimum Subscription

There is no minimum subscription in respect of the Offers.

2.6 Oversubscriptions

No oversubscriptions will be accepted by the Company.

2.7 Opening and Closing Dates

The opening date of the Offers will be Tuesday, 4 July 2023 and the Closing Date will be 5.00pm WST on Thursday, 6 July 2023. The Company reserves the right to extend the Closing Date or close the Offer early without notice. As such, the date the New Options are expected to be quoted on ASX may vary with any change in the Closing Date.

2.8 Application, Issue of New Shares and Options and Application Money

Applications for New Options can only be made by the Investors and the Lead Manager (or their nominee(s)) at the direction of the Company and must be made using the appropriate Application Form accompanying this Prospectus. Completed Application Forms must be mailed or delivered to the address set out on the Application Form by no later than the Closing Date. The New Options are being issued for nil cash consideration and therefore the Applicants are not required to pay any funds with their application.

Completed Application Forms must be mailed or delivered to the address set out on the Application Form by no later than the Closing Date.

The Company reserves the right to close the Offers early.

2.9 Implications of Completing an Application Form

By completing an Application Form, Applicants will be taken to have declared that all details and statements made by them are complete and accurate and that they have personally received the Application Form together with a complete and unaltered copy of this Prospectus.

Completed Application Forms must be returned to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by no later than 5.00pm (AWST) on the Closing Date, which is currently scheduled to occur on Thursday, 6 July 2023.

If you require assistance in completing an Application Form, please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or the Company Secretary, Mr John Traicos, on +61 417 885 279.

2.10 Not underwritten

The Offers are not underwritten.

2.11 ASX Quotation

Application for Official Quotation of the New Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If the New Options are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of this Prospectus, or such period as varied by the ASIC, the Company will issue the New Options as unlisted Options.

The fact that ASX may grant Official Quotation to the New Options is not to be taken in any way as an indication of the merits of the Company or the Options now offered for subscription.

2.12 Issue of New Options

The New Options offered by this Prospectus will be issued in accordance with the ASX Listing Rules and timetable set out in Section 1 of this Prospectus. Holding statements for New Options issued pursuant to the Offers will be mailed in accordance with the ASX Listing Rules and timetable set out in Section 1 of this Prospectus.

2.13 Defects in Applications

If an Application Form is not completed correctly, the Company may, in its discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

2.14 Offer Outside Australia

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of the New Options these Shareholders would be offered, and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offers are not being extended and New Options will not be issued to Shareholders with a registered address that is outside Australia.

Nominees and custodians

Nominees and custodians may not submit an Application Form on behalf of any Shareholder resident outside Australia without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

2.15 Taxation Implications

The Directors do not consider that it is appropriate to give advice regarding the taxation consequences of applying for New Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of applicants. Applicants should consult their own professional tax adviser in connection with the taxation implications of the Offers.

2.16 Enquiries

Any queries regarding the Offers should be directed to the Company Secretary, Mr John Traicos, on +61 417 885 279 or by email at info@belararox.com.au.

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

3. PURPOSE AND EFFECT OF OFFERS

3.1 Purpose of the Offers

The purpose of the Placement Options Offer is to offer Investors who participated in the Placement one (1) free New Option for every two (2) Shares subscribed for under the Placement.

The purpose of the Broker Options Offer is to satisfy the Company's agreement to issue 1,263,333 New Options to the Lead Manager (or its nominee).

In addition to the above purposes, the Offers are being made under this Prospectus to remove any trading restrictions attaching to the New Options and any Shares issued on exercise of the New Options. The Company confirms that:

- (a) the New Options offered under this Prospectus are being issued with disclosure under this Prospectus (which is a disclosure document under Part 6D.2 of the Corporations Act); and
- (b) the Offers are being made such that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Subject to the New Options being granted to Official Quotation on the ASX, holders of the New Options will be able to trade the New Options on the ASX and will be able to exercise the New Options into Shares and trade those Shares without the need for additional disclosure and without any trading restrictions.

No funds will be raised from the Placement Options Offer and the Broker Options Offer as the New Options are being issued for nil cash consideration. However, if all New Options are exercised into Shares, the Company will receive approximately \$3,335,120.

3.2 Effect of the Offers

The principal effects of the Offers, assuming all New Options offered under the Prospectus are issued, will be:

- (a) an increase in the number of Options currently on issue from 40,390,059 as at the date of this Prospectus to 45,443,392; and
- (b) to remove any trading restrictions attaching to the New Options and to enable the on-sale of any Shares issued on exercise of the New Options issued under this Prospectus.

3.3 Effect of the Offers on Capital Structure

The effect of the Offers on the Company's capital structure, assuming all the New Options are issued, is as follows:

Shares	Number
Shares currently on issue ¹	64,510,020
Shares offered pursuant to the Offers	Nil
Total Shares on completion of the Offers	64,510,020

Options	Number
Options currently on issue ²	40,390,059

New Options offered pursuant to the Placement Options Offer	3,790,000
New Options offered pursuant to the Broker Options Offer	1,263,333
Total Options on completion of the Offers	45,443,392

Performance Rights	Number
Performance Rights currently on issue ³	12,050,000
Performance Rights offered pursuant to the Offers	Nil
Total Performance Rights on completion of the Offers	12,050,000

Notes:

1. The rights attaching to the Shares are summarised in Section 4.1 of this Prospectus. Included in the Shares currently on issue are the Placement Shares issued on 27 June 2023 and 16,000,000 Shares that are subject to ASX escrow restriction until 28 January 2024.
2. The Company currently has on issue 40,390,059 listed Options expiring 6 June 2024 (ASX: BRXO).
3. The Company currently has on issue 12,050,000 Performance Rights, including 250,000 Performance Rights subject to ASX escrow restriction until 28 January 2024.

The capital structure on a fully diluted basis as at the date of this Prospectus is 116,950,079 Shares and on completion of the Offers (assuming all New Options offered under this Prospectus are issued and exercised into Shares) would be 122,003,412 Shares.

3.4 Financial effect of the Offers

The expenses of the Offers are estimated to be approximately \$26,969. The Offers are not expected to have any material financial effect on the Company.

The expenses of the Offers will be met utilising the Company's existing cash reserves.

Accordingly, the financial effect of the Offers will be to reduce the Company's existing cash reserves by \$26,969.

3.5 Substantial Shareholders

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

Shareholder	Shares	%
Michelle Stokes (and associates) ¹	7,500,000	11.63%
Arvind Misra (and associates) ²	4,775,000	7.40%
Neil Warburton (and associates) ³	3,860,000	5.98%

Notes:

1. Ms Stokes was a Non-Executive Director of Belararox who resigned from the Company on 1 July 2023.
2. Mr Misra is the Managing Director of Belararox.
3. Mr Warburton is the Non-Executive Chairman of Belararox.

4. RIGHTS AND LIABILITIES ATTACHING TO NEW SECURITIES

4.1 Rights attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares in the Company currently on issue. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights attaching to Shares are set out in the Constitution, which is available for review by Shareholders at the Company's website www.belararox.com.au and at the office of the Company during normal business hours. A copy of the Constitution can also be sent to Shareholders upon request to the Company Secretary who can be contacted on +61 417 885 279 or at info@belararox.com.au.

- (a) **(General Meeting)** Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the ASX Listing Rules.
- (b) **(Voting)** Subject to any rights or restrictions for the time being attached to any class or classes of shares whether by the terms of their issue, the Constitution, the Corporations Act or the ASX Listing Rules, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by a representative, proxy or attorney has one vote on a show of hands and every such holder present in person or by a representative, proxy or attorney has one vote per Share on a poll. A person who holds an ordinary Share which is not fully paid up is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share. A member is not entitled to vote unless all calls and other sums presently payable by the member in respect of shares in the Company have been paid. Where there are two or more joint holders of the Share and more than one of them is present at a meeting and tenders a vote in respect of the Share (whether in person or by proxy or attorney), the Company will count only the vote cast by the member whose name appears before the other(s) in the Company's register of members.
- (c) **(Issues of Further Shares)** The Directors may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Company's Constitution, the ASX Listing Rules, the Corporations Act and any rights for the time being attached to the shares in special classes of shares.
- (d) **(Variation of Rights)** At present, the Company has on issue one class of shares only, namely ordinary shares. The rights attached to the shares in any class may be altered only by a special resolution of the Company and a special resolution passed at a separate meeting of the holders of the issued shares of the affected class, or with the written consent of the holders of at least three quarters of the issued shares of the affected class.
- (e) **(Transfer of Shares)** Subject to the Constitution, the Corporations Act, the ASX Settlement Operating Rules and the ASX Listing Rules, ordinary shares are freely transferable. The Shares may be transferred by a proper transfer effected in accordance with ASX Settlement Operating Rules, by any other method of transferring or dealing introduced by ASX and as otherwise permitted by the Corporations Act or by a written instrument of transfer in any usual form or in any other form approved by the Directors that is permitted by the Corporations Act.

The Company may decline to register a transfer of shares in the circumstances described in the Company's Constitution and where permitted to do so under the ASX Listing Rules. If the Company declines to register a transfer, the Company must give the lodging party written notice of the refusal and the reasons for refusal. The Directors must decline to register a transfer of shares when required by law, by the ASX Listing Rules or by the ASX Settlement Operating Rules.

- (f) **(Partly Paid Shares)** The Directors may, subject to compliance with the Constitution, the Corporations Act and the ASX Listing Rules, issue partly paid shares upon which amounts are or may become payable at a future time(s) in satisfaction of all or part of the unpaid issue price.
- (g) **(Dividends)** Subject to the Corporations Act, the ASX Listing Rules, the Constitution and the rights of any person entitled to shares with special rights to dividend, the Directors may determine that a dividend is payable. The Company in general meeting may declare a dividend if the Directors have recommended a dividend and a dividend shall not exceed the amount recommended by the Directors. The Directors may authorise the payment to the members of such interim dividends as appear to the Directors to be justified by the Company's profits and for that purpose may declare such interim dividends. Subject to the rights of members entitled to shares with special rights as to dividend (if any), all dividends in respect of shares (including ordinary shares) are to be declared and paid proportionally to the amount paid up or credited as paid up on the shares.
- (h) **(Winding Up)** Subject to the rights of holders of shares with special rights in a winding up, if the Company is wound up, members (including holders of ordinary shares) will be entitled to participate in any surplus assets of the Company in proportion to the shares held by them respectively irrespective of the amount paid up or credited as paid up on the shares.
- (i) **(Dividend Plans)** The Directors may establish and maintain dividend plans under which (among other things) a member may elect that dividends payable by the Company be reinvested by way of subscription for shares in the Company or a member may elect to forego any dividends that may be payable on all or some of the shares held by that member and to receive instead some other entitlement, including the issue of shares.
- (j) **(Directors)** The Constitution states that the minimum number of Directors is three.
- (k) **(Powers of the Board)** The Directors have power to manage the business of the Company and may exercise that power to the exclusion of the members, except as otherwise required by the Corporations Act, any other law, the ASX Listing Rules or the Constitution.

4.2 Terms and conditions of New Options

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

- (a) **(Entitlement):** Subject to the terms and conditions set out below, each Option entitles the holder to the issue of one fully paid ordinary share in the capital of Belarox (**Share**).
- (b) **(Issue Price):** The Options are free attaching options which are being issued for nil additional cash consideration.
- (c) **(Exercise Price):** The Options are exercisable at \$0.66 each (Exercise Price).
- (d) **(Expiry Date):** Each Option will expire at 5.00pm (WST) on the date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
- (f) **(Notice of Exercise):** Options may be exercised by notice in writing to Belarox specifying the number of Options being exercised (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to Belarox.

Any Notice of Exercise of an Option received by Belarox will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise

and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

- (g) (**Issue of Shares**): Within 5 Business Days of the valid exercise of an Option, Belararox will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
 - (ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- (h) (**Ranking**): All Shares issued upon the exercise of Options will upon issue rank equally in all respects with other Shares.
- (i) (**Transferability**): The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
- (j) (**Dividend rights**): An Option does not entitle the holder to any dividends.
- (k) (**Voting rights**): An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of Belararox, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (l) (**Quotation of the Options**): Belararox will apply for quotation of the Options on the ASX within 7 days after the date of this Prospectus.
- (m) (**Adjustments for reorganisation**): If there is any reorganisation of the issued share capital of Belararox, the rights of the Option holder will be varied in accordance with the ASX Listing Rules.
- (n) (**Entitlements and bonus issues**): Subject to the rights under Section 3.2(p) below, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- (o) (**Adjustment for bonus issues of Shares**): If Belararox makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (p) (**Return of capital rights**): The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (q) (**Rights on winding up**): The Options have no right to participate in the surplus profits or assets of Belararox upon a winding up of Belararox.
- (r) (**Takeovers prohibition**):
 - (i) The issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (ii) Belararox will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- (s) (**No other rights**) An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (t) (**Amendments required by ASX**) The terms of the Options may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules,

or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment the economic and other rights of the holder are not diminished or terminated.

- (u) **(Constitution)** Upon the issue of the Shares on exercise of the Options, the holder will be bound by Belarox Constitution in respect of those Shares.

5. RISK FACTORS

5.1 Overview

The New Options offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus, and to consult their professional advisers, before deciding whether to apply for New Options pursuant to this Prospectus.

There are specific risks which relate directly to the business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

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

5.2 Company Specific Risks

(a) Land access and tenure

Mining and exploration tenements are subject to periodic renewal. The Tenements are subject to the Mining Acts and the regulations made under the Mining Acts.

Mineral rights in NSW and WA may be owned by private parties, local government, state government, federal government, or indigenous groups. Verifying the chain of title can be complex and may require that remedial steps be taken to correct any defect in title. Securing exploration and extraction rights to federally-owned mineral rights requires strict adherence to claim staking and maintenance requirements. The Company has taken reasonable steps to verify the title to the Tenements in which it has, or has a right to acquire, an interest. Although these steps are in line with market practice for exploration projects, they do not guarantee title to the Tenements nor guarantee that the Tenements are free of any third party rights or claims.

The maintaining of exploration licenses, obtaining renewals, or getting additional exploration or mining licenses granted, often depends on the Company being successful in obtaining the required statutory approvals for its proposed activities and that the licences, concessions, leases, permits or consents it holds will be renewed as and when required. There is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions (such as increased expenditure and work commitments) will not be imposed in connection with any such renewals. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or the performance of the Company.

(b) Argentina and the TMT Project

The Company is subject to certain risks specific to mining operations conducted in Argentina as a result of the acquisition of the TMT Project located in the province of San Juan, Argentina (**TMT Project**). GWK Minerals S.A (a company incorporated in Argentina) is the Company's wholly-owned subsidiary that holds all of the 14 tenements that comprise the TMT Project.

GWK Minerals S.A.'s operating activities are subject to Argentinian laws and regulations governing expropriation of property, health and worker safety, employment standards, waste disposal, protection of the environment, mine development, land and water use, prospecting, mineral production, exports, taxes, labour standards, occupational health standards, toxic wastes, the protection of endangered and protected species and other matters.

The TMT Project is located in Argentina, South America. Argentina is a less-developed country (when compared to Australia) with associated political, economic, legal and social risks. Consideration should be given to the risks associated with operating in Argentina as it has an economy and legal system different from that of some developed countries. Such risks can include economic,

social or political instability or change, disease outbreak, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local residents or contractors or require other benefits to be provided to local residents.

Inflation remains a major concern in Argentina, and amounted to approximately 95% in 2022. Inflation remains a risk connected to Argentina in 2023.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right application and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the Company's operations or profit ability.

In addition, changes to exploration, mining or investment policies and legislation or a shift in political attitude in the jurisdictions in which the Company operates may adversely affect the Company's proposed operations and profitability.

The Company may also be required by local authorities to invest in social projects for the benefit of the local community. Additional social expenditures in the future may have a negative impact on the Company's profitability.

(c) **Argentine Legal system**

The legal system of Argentina is less developed than those in more established countries and this could result in the following risks:

- (i) political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation or in an ownership dispute;
- (ii) a higher degree of discretion held by various government officials or agencies;
- (iii) the lack of political or administrative guidance on implementing applicable rules and regulations, particularly in relation to taxation and property rights;
- (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or
- (v) relative inexperience of the judiciary and courts in matters affecting the Company.

The commitment from local business, people, government officials and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that the Company will not be adversely affected by the actions of the government authorities or others. As such, the effectiveness and enforcement of such arrangements cannot be assured.

(d) **Enforcing liabilities against assets in Argentina may be difficult**

It may be difficult for the Company to enforce judgments obtained in Australian courts against assets held in Argentina. In addition, there is uncertainty as to whether the courts of Argentina or any other jurisdictions in which the Company operates would recognise or enforce judgments of Australian courts obtained against the Company based on provisions of the laws of Australia.

(e) **Native title**

There is significant uncertainty associated with native title issues in Australia and this may impact on the Company's future plans. The existence of a native title claim

is not an indication that native title in fact exists on the land covered by the claim, as this is a matter ultimately determined by the Federal Court of Australia.

If a native title claim exists or is made, or native title rights are determined to exist over areas covered by the Company's tenements, the ability of the Company to gain access to the Tenements, or to progress from the exploration phase to the development and mining phases of operations, may be adversely affected.

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

The right to negotiate process under native title matters can result in significant delays to the implementation of any project or stall it. Negotiated native title agreements may adversely impact on the economics of projects depending on the nature of any commercial terms agreed.

(f) **Access risk**

In relation to the Belara Project, the Company will be required to negotiate access arrangements and pay compensation to landowners, local authorities, traditional land users and others who may have an interest in the area covered by a mining tenement. The Company's ability to resolve access and compensation issues will have an impact on the future success and financial performance of the Company's operations. Legal processes are available in the case of a dispute however the Company will attempt to reach agreement with landholders. A land access agreement has been signed with the underlying landowner of the main project, Belara, under standard terms and conditions. Other agreements will be negotiated as required including on the grant of the pending Tenements that are part of the Belara Project and for ongoing exploration work.

The Company has access to the Bullabulling Project area through arrangements with relevant owners of pastoral land.

(g) **Tenement applications and license renewal**

The Company cannot guarantee additional applications for tenements made by the Company will ultimately be granted, in whole or in part. Further, the Company cannot guarantee that renewals of valid Tenements will be granted on a timely basis, or at all. The Company has yet to receive regulatory and environmental approval to convert its exploration licences into production concessions. There is a risk that these approvals may not be obtained.

There is no guarantee that future acquired tenements located in Argentina and/or future applications relating to the TMT Project or future acquired tenements located in Argentina will be approved by the relevant authority.

(h) **Offer risk**

If ASX does not admit the New Options to Official Quotation before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will issue the New Options as unlisted Options.

(i) **Liquidity risk**

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

Further, the price at which the New Options (and the resulting Shares) trade on ASX following their quotation may be subject to fluctuations in response to variations in operating performance and general operations and business, as well as external operating factors which the Directors and the Company have no control, such as movements in mineral prices and exchange rates, changes to government policy, legislation or regulation and other events or factors.

(j) **Limited exploration on the Projects**

Although there have been various phases of exploration across the Tenements that comprise the Projects, the prospects on which the Company are focusing do not, except for the Belara and Native Bee Projects, contain any resources that are consistent with the current JORC Code guidelines. Further evaluation of data and exploration is required to determine whether any historical mineralisation estimates within the licences may be upgraded to be consistent with the current JORC Code guidelines.

(k) **Exploration and evaluation risks**

The mineral licenses of the Company are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration activities conducted on these exploration licenses, or any other licenses that may be acquired in the future, will result in the discovery of an economic ore deposit. 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, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its exploration licenses and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the exploration licenses, a reduction in the cash reserves of the Company and possible relinquishment of the exploration licenses.

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

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

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

(m) **Development risks and costs**

If the Company makes a decision to proceed with developing the Projects to the production stage, the process of developing and constructing the mine will be subject to additional risks, including those set out in this section.

While the Company would make a decision to proceed to production only after completing feasibility studies, which will be prepared with a higher level of detailed investigation and therefore a higher degree of assumed accuracy than the work completed to date, there will remain a risk that economic and technical estimates and assumptions will prove to be inaccurate, and unforeseen factors will result in outcomes that are materially less favourable than those estimated or assumed in the feasibility study.

There are many uncertainties that are inherent in developing a mining project, including:

- (i) the availability of capital to finance feasibility studies, construction and development activities;
- (ii) the timing and cost of constructing mining and processing facilities and related infrastructure;
- (iii) the availability and cost of skilled labour, power, water and transport; and
- (iv) the need to obtain necessary governmental permits and the timing of those permits.

As with any mining project, the Company may experience unexpected problems and delays during development, construction and mine start-up. Even if mining commences, there is a risk that the geology of the mines will be more complex than the Company's geological investigations have indicated, and that the ore extracted will be lower grade or have different metallurgy than anticipated, which may increase mining costs, increase processing costs or result in lower recoveries.

(n) **Operating risks**

The Company may be subject to risks associated with the establishment of a new mining operation if the Company decides to develop its mineral assets. There is no assurance that can be given to the level of viability that the Company's operations may achieve. Lower than expected productivity and technical difficulties and late delivery of materials and equipment could have an adverse impact on any future construction and commissioning schedules. No assurance can be given that the intended production schedules will be met or that the estimated operating cash costs and development costs will be accurate.

Further, the operations of the Company, if production commences, may have to be shut down or may otherwise be disrupted by a variety of risks and hazards which are beyond the control of the Company, including environmental hazards, industrial accidents, technical failures, labour disputes, weather conditions, fire, explosions and other accidents at the mine, processing plant or related facilities beyond the control of the Company. The occurrence of any of the risks and hazards could also result in damage to, or destruction of, amongst other things, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently maintains insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all, or that any coverage it obtains will be adequate and available to cover any such claims).

(o) **Environmental risk**

The Company is subject to a number of laws and regulations to minimise the environmental impact of any operations as well as rehabilitation of any areas affected by the Company's operations. These laws can be costly to operate under and can change further adversely affecting the Company. No assurance can be given that current or future requirements under environmental laws will not result in the cessation of exploration or production activities, the curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects. Penalties for failure to adhere to the laws or in the event of environmental damage the penalties and remediation costs can be substantive.

The Company may require approval from relevant authorities before it can undertake activities that may impact the environment. Failure to obtain such approvals may prevent the Company from achieving its business objectives. The Company intends to conduct itself and manage any joint venturers so that their activities are conducted in an environmentally responsible manner and in accordance with all applicable laws. Despite this, the Company may still be subject

to accidents or other unforeseen events which may compromise its environmental performance, and which may have adverse financial implications.

(p) **Future capital requirements**

At the date of this Prospectus, the Company has no income producing assets.

The Company will use the proceeds of the Placement to fund further drilling and exploration programmes on the Projects. However, funds raised under the Placement will not be sufficient for expenditure expected to be required for any development of the Projects beyond these milestones, including the works required to commence production at the Projects.

Accordingly, the Company expects to raise additional funds for working capital and in order to finance its projected capital expenditure at the Projects, potentially by raising debt and/or equity. However, if these funding alternatives do not eventuate or are insufficient the Company may need to raise additional equity. Any additional equity financing may be dilutive to Shareholders, and debt financing (including lease financing of equipment), if available, may involve restrictions on financing and operating activities.

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

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

(q) **Potential acquisitions**

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

(r) **Risk of adverse publicity**

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

(s) **Reliance on key personnel**

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

(t) **Insurance and uninsured risks**

The Company, where economically feasible, may insure its operations in accordance with industry practice. However, even if insurance is taken out, in certain circumstances the Company's insurance may not be of a nature or level to provide

adequate insurance cover. The occurrence of an event that is not covered, or fully covered, by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance of all risks associated with mineral exploration and production is not always available and, where available, the costs can be prohibitive.

(u) **Contractual**

The ability of the Company to carry out or achieve its stated objectives may be materially affected by the performance by the parties of obligations under certain agreements. If any party defaults in the performance of its obligations it may be necessary for the Company to commence legal proceedings to seek a remedy, which can be costly.

(v) **Failure to satisfy expenditure commitments**

Interests in tenements in New South Wales and Western Australia are governed by the Mining Acts and regulations that are current and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in any Tenement if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

(w) **Fluctuations in commodity prices and exchange rate risks**

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

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

In particular, Argentina is considered to be an emerging market economy. Emerging markets are generally more vulnerable to market volatility as well as political and economic instability more so than developed markets. As such, investments in securities of issuers with all or substantially all of its interests in an emerging market are subject to certain risks that may affect economic and fiscal results. Although economic conditions are different in each country, investors' reaction to developments in one country can have effects on the securities of issuers in other countries, including Argentina. There can be no assurance that the economic conditions in Argentina will not continue to be affected negatively by events elsewhere, especially in emerging markets.

(x) **Inherent mining risks**

The Company's business operations are subject to risks and hazards inherent in the mining industry. The exploration for and the development of mineral deposits involves significant risks, including: environmental hazards; industrial accidents;

metallurgical and other processing problems; unusual or unexpected rock formations; structure cave-in or slides; flooding; fires and interruption due to inclement or hazardous weather conditions. These risks could result in damage to, or destruction of, mineral properties, production facilities or other properties, personal injury or death, environmental damage, delays in mining, increased production costs, monetary losses and possible legal liability.

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

(y) **COVID-19**

The coronavirus (**COVID-19**) is continuing to impact global markets, commodity prices and foreign exchange rates. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.

The COVID-19 pandemic may also give rise to supply chain disruptions or delays which may cause delays or cost increases. In addition, the effects of COVID-19 on the Company's Share price and global financial markets generally may also affect the Company's ability to raise equity or debt or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders.

The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.

5.3 **General risks**

(a) **Economic**

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

(b) **Operations**

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes, labour shortages and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

(c) **Management of risk**

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

(d) **Competition risk**

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

(e) **Royalties**

The Company's mining projects in Australia may be subject to State royalties. In the event that State royalties are increased in the future, the profitability and commercial viability of the Company's Australian Projects may be negatively impacted.

The Company will pay royalties to the vendors of the TMT Project as previously disclosed to the ASX.

(f) **Market risk**

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

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) commodity price fluctuations;
- (v) changes in investor sentiment toward particular market sectors;
- (vi) the demand for, and supply of, capital; and
- (vii) terrorism and other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(g) **Exchange rate and commodity price risks**

The value of the Company's assets and potential earnings may be affected by fluctuations in commodity prices and exchange rates between the Australian dollar, United States dollar and Argentine peso as determined by international markets.

These prices can significantly fluctuate and are exposed to numerous factors beyond the control of the Company, such as world demand for precious and other metals, forward selling by producers and production cost levels in major metal producing regions. Other factors include expectations regarding inflation, the financial impact of movements in interest rates, resource price forward curves, global economic trends and domestic and international fiscal, monetary and regulatory policy settings.

International prices of many commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets. At this time, the Company has not put any hedging arrangements in place, but may do so in future when the Directors consider it appropriate.

(h) **Investment speculative**

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of Securities.

Existing and prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the New Options offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those New Options.

Before deciding whether to subscribe for New Options under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

(i) **Force majeure**

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

6. ADDITIONAL INFORMATION

6.1 Litigation

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

6.2 Continuous Disclosure Obligations

As set out in the Important Notices Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the most recent annual financial statements of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) any half year report of the Company lodged with ASIC after the lodgement of the annual financial report in (i) above and before the lodgement of this Prospectus; and
 - (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules, as referred to in section 674(1) of the Corporations Act.

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

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
30 September 2022	Annual Report to Shareholders
30 September 2022	Appendix 4G
30 September 2022	Notice of Annual General Meeting/Proxy Form
5 October 2022	Application for quotation of securities - BRX
6 October 2022	EM Surveys Confirm Extension of Mineralisation at Native Bee
10 October 2022	Form 604 Substantial Shareholder Change of Interest

Date	Description of Announcement
10 October 2022	Form 604 Change of Substantial Shareholder Interest
10 October 2022	Form 604 Change of Interests of Substantial Shareholder
17 October 2022	Met tests show saleable concentrates & excellent recoveries
26 October 2022	September Quarterly Report
1 November 2022	Trading Halt
3 November 2022	Significant Belara and Native Bee Maiden Resource Estimate
3 November 2022	AGM Results
7 November 2022	Application for quotation of securities - BRX
7 November 2022	Application for quotation of securities - BRX
7 November 2022	Issue of Options - cleansing statement
7 November 2022	Appendix 3Y
8 November 2022	Application for quotation of securities - BRX
8 November 2022	Issue of Options - Cleansing Statement
16 November 2022	Investor Webinar
16 November 2022	Webinar Presentation
16 November 2022	Replacement Webinar Contact
21 November 2022	Application for quotation of securities - BRX
23 November 2022	Broker Briefing Mining & Resources Investor Webinar
23 December 2022	Pause in Trading
23 December 2022	Trading Halt
28 December 2022	Suspension from Quotation
3 January 2023	Belararox secured rights to Project in Argentina
3 January 2023	Proposed issue of securities - BRX
3 January 2023	Proposed issue of securities - BRX
3 January 2023	Proposed issue of securities - BRX
3 January 2023	Reinstatement to Quotation
27 January 2023	Quarterly Report December 2022
31 January 2023	Belara Phase 2 Drilling Programme

Date	Description of Announcement
6 February 2023	Lithium Prospectivity identified at Bullabulling
14 February 2023	Investor Presentation RIU Conference
28 February 2023	Phase 2 Drilling campaign for massive sulphides at Belara
28 February 2023	Extension of Acquisition End Date
8 March 2023	Massive Sulphides at Native Bee
16 March 2023	Half Year Accounts
22 March 2023	Pause in Trading
22 March 2023	Trading Halt
23 March 2023	TMT Project Acquired
24 March 2023	Notice of Extraordinary General Meeting
27 March 2023	Proposed issue of securities - BRX
5 April 2023	Bullabulling Exploration Update
27 April 2023	Extraordinary General Meeting Results
28 April 2023	Quarterly Activities Report
8 May 2023	Bullabulling Exploration Update
12 May 2023	Native Bee Drilling Results
17 May 2023	Settlement of Acquisition of TMT Project
17 May 2023	Webinar - TMT Project Update
18 May 2023	Porphyry Prospectivity at TMT Project
18 May 2023	Application for quotation of securities - BRX
18 May 2023	Notification regarding unquoted securities - BRX
18 May 2023	Application for quotation of securities - BRX
18 May 2023	Cleansing Notice - Issue of Securities
23 May 2023	Amended ASX Release 18 May 2023
29 May 2023	Toro Investor Presentation 18 May 2023
30 May 2023	Belararox Board Changes
2 June 2023	Director Appendix 3X
5 June 2023	Bullabulling Update

Date	Description of Announcement
8 June 2023	TMT Project Environmental Impact Assessments Lodged
8 June 2023	Amended Update Bullabulling Project
14 June 2023	Trading Halt
19 June 2023	Belararox \$2.5m Placement
19 June 2023	Proposed issue of securities - BRX
19 June 2023	Proposed issue of securities - BRX
26 June 2023	Bullabulling Assay Results confirm LCT Pegmatites
27 June 2023	Application for quotation of securities - BRX
27 June 2023	\$2.5m Placement / Cleansing Notice
3 July 2023	Appendix 3Z
3 July 2023	Form 604
3 July 2023	Form 604

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

The announcements are also available through the Company's website at www.belararox.com.au.

6.3 Market price of Securities

The Company is a disclosing entity for the purposes of the Corporations Act and its Securities are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares and Options on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Shares: BRX	\$	Date
Highest	\$0.44	9 June 2023
Lowest	\$0.16	23 March 2023
Last	\$0.265	30 June 2023

Options: BRXO	\$	Date
Highest	\$0.016	8 June 2023
Lowest	\$0.007	24 March 2023
Last	\$0.016	30 June 2023

The Company will apply for the quotation of the New Options on the ASX, which will be a new class of listed options.

6.4 Directors' Interests

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

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

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

Directors' direct and indirect interests in securities of the Company at the date of this Prospectus are:

Director	Shares	Options	Performance Rights
Neil Warburton ¹	3,860,000	1,875,000	Nil
Arvind Misra ²	4,750,000	2,250,000	Nil
Simon Robertson	50,000	25,000	400,000
Jason Ward ³	240,384	96,153	1,009,615
John Traicos	Nil	Nil	400,000

Notes:

1. Mr Warburton holds his relevant interest through the Warburton Superfund Pty Ltd and Michlange Pty Ltd.
2. Mr Misra holds his Relevant interest through Aranak Pty Ltd. 4,500,000 of these Shares are escrowed until 28 January 2024.
3. Mr Ward has a Relevant Interest in 240,384 Shares, 96,153 listed Options and 1,009,615 Performance Rights as a result of his 12.5% interest in Octo Opportunities Pty Ltd (the vendor of the TMT Project and the holder of the securities) through the related entity Metal Holdings Pty Ltd. Mr Ward also has a Relevant Interest in 3,000,000 Shares in lieu of services under the Services Agreement entered into by the Company, Condor Prospecting Pty Ltd and Jason Ward.

No Director will be issued any Securities under the Offers.

Remuneration

The Directors may be paid such remuneration as is from time to time determined by the Company in general meeting and all travelling, hotel and other expenses properly incurred by them in attending at and returning from meetings of the directors or any committee of the directors or general meetings of the Company or otherwise in connection with the business of the Company. The Directors' remuneration is deemed to accrue from day to day and the remuneration (other than a managing director or other executive director) shall be a fixed sum and not a commission or calculated on a percentage of profits or turnover.

A Director may be paid a fee or other amounts (i.e. non-cash performance incentives such as options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

The following table shows the total annual remuneration paid to the Directors as disclosed in the Company's 2021 and 2022 Annual Reports and the proposed remuneration for the current financial year.

Director	FY ended 30 June 2021	FY ended 30 June 2022	Proposed remuneration for FY ended 30 June 2023
Neil Warburton	\$4,167	\$50,000	\$50,227
Arvind Misra	\$18,990	\$171,982	\$307,200
Michelle Stokes ¹	-	\$40,000	\$40,181
Simon Robertson ²	-	\$3,333	\$40,181
Jason Ward ³	-	-	\$3,348
John Traicos ⁴	-	\$7,833	\$94,427

Notes:

1. Ms Stokes resigned from the Company on 1 July 2023.
2. Mr Robertson was appointed as Non-Executive Director of the Company on 1 June 2022.
3. Mr Ward was appointed as Non-Executive Director of the Company on 1 June 2023.
4. Mr Traicos was appointed as Company Secretary and Non-Executive Director of the Company on 1 June 2022.

6.5 Interests of Experts and Advisers

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

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

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

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

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

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

Allion Partners Pty Ltd has acted as the Australian solicitors to the Company in respect of the Prospectus. The Company estimates it will pay Allion Partners \$10,000 (excluding GST and disbursements) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. Allion Partners has not received any other fees in relation to the Offers in the 2 years preceding lodgement of this Prospectus with ASIC.

PAC Partners Securities Pty Ltd has acted as Lead Manager to the Placement. Refer to Section 2.4 of this Prospectus for the fees to be paid to the Lead Manager. The Lead Manager has not received any other fees in relation to the Offers in the 2 years preceding lodgement of this Prospectus with ASIC.

6.6 Consents

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

Each of the parties referred to in this Section:

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

Allion Partners has given its written consent to being named as the solicitors to the Company in this Prospectus. Allion Partners has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

PAC Partners Securities Pty Ltd has given its written consent to being named as the Lead Manager to the Placement in this Prospectus. PAC Partners Securities Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

6.7 Estimated Expenses of the Offers

The total expenses of the Offers are estimated to be approximately \$26,969 (excluding GST) and are expected to be applied towards the items set out in the table below:

Item	Amount
ASIC fees	\$3,206
ASX fees	\$12,763
Legal fees	\$10,000
Share registry fees	\$1,000
Total	\$26,969

6.8 Privacy Act

If you complete an application for New Options, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules. You should note that if you do not provide the information required on the

application for New Options, the Company may not be able to accept or process your application.

7. **DIRECTORS' AUTHORISATION**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented, and as at the date of this Prospectus has not withdrawn their consent, to the lodgement of this Prospectus with the ASIC.

Signed on behalf of the Directors pursuant to a resolution of the Board.



Arvind Misra
Managing Director
For and on behalf of
BELARAROX LIMITED

8. GLOSSARY

A\$, \$ and dollars	Australian dollars, unless otherwise stated.
Applicant	means an investor that applies for New Options pursuant to the Placement Options Offer or Broker Options Offer (as the case may be).
Application	an application for New Options pursuant to the Application Form.
Application Form	the application form attached to or accompanying this Prospectus.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 98 008 624 691) or the market operated by that entity, as the context requires.
ASX Listing Rules	means the listing rules of the ASX.
ASX Settlement	ASX Settlement Pty Ltd (ACN 49 008 504 532).
ASX Settlement Operating Rules	the settlement rules of ASX Settlement.
Board	the Board of Directors.
Broker Options Offer	means the offer of New Options to the Lead Manager as set out in Section 2.3.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.
CHESS	ASX Clearing House Electronic Sub-register System.
Closing Date	5.00pm WST on Thursday, 6 July 2023 or such other date as may be determined by the Directors under this Prospectus.
Company	Belararox Limited (ACN 649 500 907).
Constitution	the constitution of the Company, as amended from time to time.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a Director of the Company at the date of this Prospectus and Directors has a corresponding meaning.
Investors	has the meaning given in Section 2.1.
Lead Manager	means PAC Partners Pty Ltd (ACN 623 653 912).
Listing Rules	the official listing rules of the ASX.
Mining Acts	means (as the context requires) the <i>Mining Act 1992</i> (NSW) or <i>Mining Act 1978</i> (WA) or any amendment or statutory replacement of those Acts and includes regulations and orders made under those Acts.
Offers	means the Placement Options Offer and Broker Options Offer the subject of this Prospectus and Offer means either of them (as the context requires).
Official Quotation	official quotation on ASX.

Opening Date	Tuesday, 4 July 2023.
Option	an option to acquire a Share, including where the context requires, New Options.
Optionholder	means a holder of an Option.
Performance Rights	means a performance right convertible into a Share upon the satisfaction of the relevant performance criteria.
Placement	has the meaning given in Section 2.1.
Placement Options Offer	has the meaning given in Section 2.1.
Prospectus	the prospectus constituted by this document.
Projects	means the Bullabulling Project in WA, the Belara Project located in NSW and the TMT Project located in San Juan, Argentina.
Securities	means Shares, Options and/or Performance Rights as the context requires.
Section	means a section of this Prospectus.
Share	a fully paid ordinary share in the Company.
Shareholder	the holder of a Share.
Tenements	means the tenements held by the Company relating to the Bullabulling and Belara Projects located in WA and NSW respectively.
TMT Project	means the TMT Project located in the province of San Juan, Argentina.
WST	means Australian Western Standard Time.

CORPORATE DIRECTORY

Directors

Neil Warburton, Non-Executive Chairman
Arvind Misra, Managing Director
Simon Robertson, Non-Executive Director
Jason Ward, Non-Executive Director
John Traicos, Non-Executive Director

Company Secretary

John Traicos

Stock Exchange Listing

Australian Securities Exchange (ASX)
ASX Code: BRX

Auditor*

BDO Audit Pty Ltd (Perth)
38 Station Street
Subiaco WA 6008

Registered Office

Level 11, 12 The Esplanade
Perth WA 6000
Telephone: +61 417 885 279
Email: info@belararox.com.au
Website: www.belararox.com.au

Solicitors to the Company

Allion Partners Pty Limited
Level 9, 200 St Georges Terrace
Perth WA 6000

Lead Manager

PAC Partners Securities Pty Ltd
Level 29, 360 Collins Street
Melbourne VIC 3000

Share Registry*

Computershare Investor Services
Pty Limited
Telephone: 1300 850 505 (within
Australia) or +61 3 9415 4000
(outside Australia)

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