

# First Graphene Limited

ACN 007 870 760

## Prospectus

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This Prospectus is being issued for a pro rata non-renounceable entitlement issue of approximately 186,932,376 New Options at a grant price of \$0.005 per New Option to Eligible Shareholders on the basis of 1 New Option for every 4 Shares held as at the Record Date to raise up to approximately \$934,662 (**Entitlement Offer**).

This Prospectus is being issued for the Shortfall in respect of the Entitlement Offer under the Shortfall Offer for the same price per New Option as New Options are offered under the Entitlement Offer.

This Prospectus is also for the grant of up to 6,000,000 Broker Options to Foster Stockbroking Pty Limited (ABN 15 088 747 148) and Ord Minnett Limited (ABN 86 002 733 048) (or their nominees) (**Brokers**) (**Broker Offer**).

The Brokers have been appointed as the brokers to place Shortfall to the Entitlement Offer and were appointed joint lead managers to the Placement.

### IMPORTANT NOTICE

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

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

This Prospectus may not be distributed in the United States except by the Company to Approved US Shareholders.

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## IMPORTANT NOTICES

### General

This Prospectus is dated 28 February 2025 and was lodged with ASIC on that date with the consent of all Directors. None of ASIC, ASX or their respective officers or employees takes any responsibility for the contents of this Prospectus.

This Prospectus is important and should be read in its entirety before deciding to participate in any Offer. In particular, you should consider the risk factors set out in Section 6 of this Prospectus in light of your personal circumstances (including financial and taxation issues) and seek advice from your accountant, financial advisor, stockbroker, lawyer, tax advisor or other independent and qualified advisor if you have any questions.

### Continuously Quoted Securities

In preparing this Prospectus, regard has been had to the fact the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisors. This Prospectus is a transaction specific prospectus 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 it is intended to be read in conjunction with publicly available information in relation to the Company which has been notified to ASX.

### No Exposure Period

No exposure period applies to the Offers.

### Expiry Date

No New Options will be granted on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

### Not financial product advice

The information in this Prospectus is not financial product advice and has been prepared without taking into account your financial and investment objectives, financial situation or particular needs (including financial or taxation issues).

Some of the risk that investors and their professional advisors should consider before deciding whether to invest in the Company are set out in Section 6 of this Prospectus. There may be additional risks to those that should be considered in light of your personal circumstances.

### Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offers in 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 the Offers.

Except to the extent required by law, no person named in this Prospectus, nor any other person, warrants or guarantees the performance of the Company, the repayment of capital by the Company, the payment of a return on the Shares underlying the New Options or the future value of the same. The business, financial condition, operating results and prospects of the Company may change after the date of this Prospectus. You should be aware that past performance is not indicative of future performance. Any new or change in circumstances that arise after the date of this Prospectus will be disclosed by the Company to the extent required and in accordance with the Corporations Act.

### No cooling-off rights

Cooling-off rights do not apply to an investment in New Options offered under this Prospectus. This means that, except where permitted by the Corporations Act, you cannot withdraw your Application once it has been accepted.

### Geographic Restrictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this Prospectus comes should observe any such restrictions, including those set forth below. Any failure to comply with such restrictions could constitute a violation of law.

This Prospectus does not constitute an offer of New Options of the Company in any jurisdiction in which it would be unlawful. In particular, Prospectus may not be distributed to any person, and the New Options may not be offered or sold in the offer, in any country outside Australia except to the extent permitted below.

### Germany

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

2017/1129 of the European Parliament and the Council of the European Union (the “Prospectus Regulation”).

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

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

### **New Zealand**

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

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

### **United Kingdom**

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

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

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

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

### **United States**

The New Options and the underlying shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Options and the underlying shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The Offer is being made in the United States only to shareholders of the Company who are institutional accredited investors (within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act) and who sign and return a US investor certificate to the Company.

### **Notice to custodians and nominees**

The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws. Return of a duly completed Entitlement and Acceptance Form, or payment by BPAY® or EFT in accordance with the Entitlement and Acceptance Form, will be taken by the Company to constitute a representation that there has been no breach of those requirements.

Nominees and custodians may not distribute this Prospectus and may not permit any beneficial shareholder to participate in the Offers in any country other than Australia except where the Company has determined it is lawful and practical to make the Offers and provided its written consent.

### **Obtaining a copy of this Prospectus**

You can obtain a copy of this Prospectus, free of charge, by contacting the Company Secretary on 1300 660 448 during normal business hours or by email at [elizabeth.lee@firstgraphene.net](mailto:elizabeth.lee@firstgraphene.net)

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on

1300 660 448 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at <https://firstgraphene.net/>

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.

The Offers contemplated by this Prospectus are only available in electronic form to persons receiving an electronic version within Australia.

Where this Prospectus has been dispatched to or accessed by persons other than Eligible Shareholders, this Prospectus is provided for information purposes only.

### **Application for New Options**

Applications for New Options offered pursuant to this Prospectus can only be submitted in accordance with the instructions on the relevant original Application Form.

### **Defined Terms**

A number of terms used in this Prospectus are defined in Section 9 of the Prospectus.

### **Risk factors**

Potential investors should be aware that subscribing for and holding New Options (or subsequent exercise into Shares) in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed companies not specifically referred to, may affect the value of the New Options (or the underlying Shares) in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for New Options.

### **Target Market Determination**

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website <https://firstgraphene.net/>. By making an application under the Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

### **Forward-looking statements**

Some of the statements appearing in this Prospectus are in the nature of forward-looking statements, including statements of intention, opinion and belief and predictions as to possible future events. Such statements are not statements of fact and are subject to inherent risks and uncertainties (both known and unknown) which may or may not be within the control of the Company. You can identify such statements by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and are predictions or indicative of future events.

Although the Directors believe these forward-looking statements (including the assumptions on which they are based) are reasonable as at the date of this Prospectus, no assurance can be given that such expectations or assumptions will prove to be correct. Actual outcomes, events and results may differ, including due to risks set out in section 6 of this Prospectus.

The Company and its Directors, officers, employees and advisors cannot and do 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 does not intend 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.

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## 1. Corporate directory

### Directors

Warwick Grigor  
(Non-Executive Chair)

Michael Bell  
(Managing Director)

Andrew Goodwin  
(Non-Executive Director)

Michael Quinert  
(Non-Executive Director)

### Company Secretary

Elizabeth Lee

### Registered office

Unit 1  
1 Sepia Close  
Henderson WA 6166

Telephone: 1300 660 448  
Email: [elizabeth.lee@firstgraphene.net](mailto:elizabeth.lee@firstgraphene.net)  
Website: <https://firstgraphene.net/>

### Auditor

BDO Audit Pty Ltd  
Level 9, Mia Yellagonga Tower 2, 5  
Spring St, Perth WA 6000

### Share Registry\*

Automic Group  
Level 5, 191 St Georges Terrace  
Perth WA 6000

Telephone: 1300 288 664  
Email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)  
Website: [www.automicgroup.com.au](http://www.automicgroup.com.au)

### Solicitors

EMK Lawyers  
Suite 1  
519 Stirling Highway  
Cottesloe WA 6011

### Brokers to the Entitlement Offer and lead manager to Placement

Foster Stockbroking Pty Limited  
Suite 1 Level 9, 275 George St  
Sydney NSW 2000

Ord Minnett Limited  
Level 27/180  
St Georges Terrace  
Perth WA 6000

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## 2. Timetable

Lodgement of Prospectus with the ASIC and ASX	28 February 2025
Company announces the Offers and lodges updated Appendix 3B with ASX	28 February 2025
“Ex” date	4 March 2025
Record Date for determining Entitlements 4pm (WST)	5 March 2025
Prospectus sent out to Eligible Shareholders & Company announces this has been completed	10 March 2025
Opening Date for the Offers	10 March 2025
Last day Company can extend Closing Date	19 March 2025
Closing Date of the Offers* 5.00pm (WST)	24 March 2025
Securities quoted on a deferred settlement basis (from market open)	25 March 2025
Announcement of results of the Offers	31 March 2025
Grant date of New Options under the Offers / Lodgement of Appendix 2A with ASX*	31 March 2025

\* The dates above are indicative only and are subject to change. The Directors may vary these dates subject to any applicable requirements of the Corporations Act or the Listing Rules. The Directors may extend the Closing Date for the Entitlement Offer by giving at least three (3) Business Days’ notice to ASX prior to the Closing Date. The Directors may extend the Closing Date for the other Offers at any time. As such the date the New Options are expected to commence trading on ASX may vary.

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## 3. Details of the Offers

### 3.1 The Placement

On 26 February 2025, the Company announced completion of a capital raising comprising placement of 47,740,000 Shares at an issue price of \$0.05 per Share to raise in aggregate approximately \$2,387,000 (**Placement**).

Funds raised under the Placement will be used to execute the Company's pipeline of commercial opportunities across high-growth and high-margin sectors, as well as general working capital.

### 3.2 The Entitlement Offer

The Entitlement Offer is being made as a pro-rata non-renounceable entitlement issue of 1 New Option for every 4 Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.005 per New Option.

Fractional entitlements will be rounded up to the nearest whole number.

The Entitlement Offer Options will expire 5.00pm (WST) on 30 June 2027 and have an exercise price of 8.5 cents per Option.

The Entitlement Offer Options will otherwise be on the terms set out in section 5.1 of this Prospectus.

New Shares granted upon exercise of New Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to section 5.3 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of the Entitlement Offer and the intended use of funds raised are set out in section 4.1 of this Prospectus.

### 3.3 Broker Offer

The Broker Offer is an offer of the Broker Options the Company is required to grant the Brokers under the Joint Lead Managers Mandate.

Refer to Section 7.5 of this Prospectus for a summary of the Joint Lead Managers Mandate.

The Broker Offer will only be extended to the Brokers or their nominees. Broker Offer Application Forms will only be provided by the Company to these parties. There is no issue price for the Broker Options.

Applications for the Broker Offer must be made by Brokers (or their nominees) using the Broker Offer Application Form accompanying this Prospectus. By completing a Broker Offer Application Form, Applicant's 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 Broker Offer Application Form together with a complete and unaltered copy of this Prospectus.

The Broker Options offered under this Prospectus will be granted on the terms and conditions set out in Section 5.2 of this Prospectus. All of the Shares issued upon the



future exercise of the Broker Options will rank equally with the Shares on issue as at the date of this Prospectus.

### **3.4 Joint Lead Managers**

Foster Stockbroking Pty Limited (ABN 15 088 747 148) and Ord Minnett Limited (ABN 86 002 733 048) (**Brokers**) acted as joint lead managers for the Placement (**Brokers**) and will acts Brokers to place the Shortfall under the Shortfall Offer.

In consideration for these services, the Brokers:

- (a) was paid fees equal to 6% (plus GST) of the capital raised under the Placement;
- (b) will receive the Broker Options the subject of the Broker Offer; and
- (c) will be paid a fee equal to 6% of the Shortfall to the Entitlement Offer which is placed by the Brokers.

The terms of the Broker Options are set out in Section 5.2 of this Prospectus.

Refer to Section 7.5 of this Prospectus for a summary of the Joint Lead Managers Mandate.

### **3.5 Minimum subscription amount**

There is no minimum subscription for the Offers.

### **3.6 Underwriting**

The Offers are not underwritten.

### **3.7 Shortfall Offer – Entitlement Offer**

Any Entitlement not taken up pursuant to the Entitlement Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the Closing Date. The issue price for each New Option to be granted under the Shortfall Offer shall be \$0.005, being the price at which New Options have been offered under the Entitlement Offer.

All New Options granted under the Shortfall Offer shall be granted on the same terms as the Entitlement Offer Options (including the issue price).

Eligible Shareholders may apply for additional New Options under the Shortfall in accordance with the Entitlement and Acceptance Form and by paying the appropriate Application Monies in accordance with the instructions set out in the Entitlement and Acceptance Form.

Additionally, other investors who are not currently Shareholders who wish to participate in the Shortfall may apply for Shortfall New Options by following the instructions set out on the Shortfall Application Form and paying the appropriate Application Monies.

The Directors reserve the right to issue any Shortfall at their discretion. The Directors reserve the right to issue an Eligible Shareholder a lesser number of Shortfall New Options than applied for or no Shortfall New Options at all. All decisions regarding the allocation of Shortfall New Options will be made by the Directors, and will be final and binding on all applicants under the Shortfall Offer. As such, there is no guarantee that any Shortfall New Options applied for will be granted to Eligible Shareholders.

The allocation of the Shortfall will be done by the Company in agreement with the Brokers under the Joint Lead Manager Mandate.

The allocation policy in relation to Shortfall currently is as follows:

- (a) firstly, to Eligible Shareholders who have validly applied for Shortfall New Options in excess of their Entitlement before the Closing Date; and
- (b) secondly, to third parties agreed to by the Company and the Brokers.

The Company will have no liability to any Applicant who receives less than the number of additional New Options they applied for under the Shortfall Offer. If the Company scales back any applications for New Options under the Shortfall Offer any application monies will be returned (without interest) in accordance with the provisions of the Corporations Act.

### **3.8 Entitlement Offer – Applications**

#### **Acceptance of Entitlement Offer – what Eligible Shareholders may do**

Your acceptance of the Entitlement Offer must be in accordance with the Entitlement and Acceptance Form accompanying this Prospectus.

Other than where you apply for Shortfall Entitlement Offer Options, your acceptance must not exceed your Entitlement as shown on that form.

You may participate in the Entitlement Offer as follows:

- (a) accept your **full** Entitlement;
- (b) accept **part** of your Entitlement; or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

The Entitlement Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

Refer to Section 3.7 of this Prospectus and the Entitlement and Acceptance Form regarding how Eligible Shareholders can apply for Shortfall.

#### **No Return of Entitlement and Acceptance Forms**

The Company has resolved that Applicants do NOT need to return their completed Entitlement and Acceptance Forms to the Company and payments must be made by BPAY®, or EFT.

#### **No payment by cheque**

The Company has resolved that Applications under Entitlement Offer cannot be paid for by cheque.

### **Payment by BPAY®**

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form if you pay by BPAY® but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Entitlement Offer Options which is covered in full by your Application Monies paid by BPAY®.

### **Payment by Electronic Funds Transfer**

For payment by Electronic Funds Transfer (**EFT**), please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

- (a) you must make payment to the designated entitlement offer bank account using your unique reference number as shown in the 'Option B – Electronic Funds Transfer' section of your Entitlement and Acceptance Form. You must quote your unique reference number as your **payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your Application and the Entitlement Offer Options not being granted;** and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Entitlement Offer Options which is covered in full by your application monies.

### **Cut-off for Receipt of BPAY® and EFT Payments**

Applicants should be aware of the cut off time for payment to the Company's Share Registry, Automic Pty Ltd, which is 5.00pm (WST) on the Closing Date. Applicants should also be aware of their own financial institutions cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure that funds are submitted correctly by the closing date and time (being 5.00pm WST on 24 March 2025) including taking into account any delay that may occur as a result of payments being made after 5.00pm (WST) and/ or on a day that is not a business day.

Any application monies received for more than your final allocation of Entitlement Offer Options (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

## **3.9 ASX Quotation**

Application for Official Quotation of the New Options the subject of the Entitlement Offer and the Shortfall Offer offered pursuant to this Prospectus on the ASX will be made in accordance with the timetable set out at the commencement of this Prospectus.

If ASX does not grant Official Quotation of the New Options the subject of the Entitlement Offer and the Shortfall Offer offered pursuant to this Prospectus, or if the Company does not meet the minimum requirements to be granted Official Quotation of those New Options, then those New Options will not be granted and Application Monies will be returned in accordance with the Corporations Act

The fact that ASX may grant Official Quotation to the New Options the subject of the Entitlement Offer and the Shortfall Offer offered pursuant to this Prospectus is not to be taken in any way as an indication of the merits of the Company or those New Options now offered for subscription.

The Company will not seek application for quotation of the Broker Options.

### **3.10 Grant of New Options**

New Options granted pursuant to the Offers will be granted in accordance with the ASX Listing Rules and timetable set out in Section 2 of this Prospectus provided that New Options granted pursuant to the Shortfall Offer will be granted on a progressive basis.

Under the Entitlement Offer, where the number of Entitlement Offer Options granted is less than the number applied for, or where no issue is made, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

Pending the grant of the New Options or payment of refunds pursuant to this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for New Options granted under the Offers will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus. Holding Statements for any Shortfall New Options granted under the Shortfall Offer will be mailed as soon as practicable after their grant.

### **3.11 Overseas shareholders**

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

The Entitlement Offer is being made to all Shareholders with registered addresses, on the Record Date, in Australia, Germany, New Zealand, the United Kingdom or the United States (Approved US Shareholders only) (**Eligible Shareholders**). This Prospectus does not constitute an offer of New Options of the Company in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the New Options may not be offered or sold in the offer, in any country outside Australia except to the extent permitted below.

#### **Germany**

This Prospectus has not been, and will not be, registered with or approved by any securities regulator in Germany or elsewhere in the European Union. Accordingly, this Prospectus may not be made available, nor may the New Options be offered for sale, in Germany except in circumstances that do not require a prospectus under Article

1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the “Prospectus Regulation”).

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

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

### **New Zealand**

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

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### **United Kingdom**

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

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

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

In the United Kingdom, this Prospectus is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (“FPO”), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together “relevant persons”). The investment to which this

Prospectus relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus.

### **United States**

The New Options and the underlying shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Options and the underlying shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The Offer is being made in the United States only to shareholders of the Company who are institutional accredited investors (within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act) and who complete and return a US investor certificate to the Company.

### **Other Places**

In relation to Shareholders with registered addresses on the Record Date in places other than Australia, Germany, New Zealand, the United Kingdom and the United States, the Company has decided that it would be unreasonable to make the Entitlement Offer to those Shareholders having regard to:

- (a) the number of Shareholders in each such place;
- (b) the number and value of securities the holders would be offered; and
- (c) the costs of complying with legal requirements, and requirements of regulatory authorities, each such place.

As at the date of this Prospectus, no Shares are held by Shareholders with registered addresses outside of Australia, Germany, New Zealand, the United Kingdom and the United States. Entitlements of Shareholders with registered addresses outside of Australia, Germany, New Zealand, the United Kingdom and the United States as at the Record Date will form part of the Shortfall.

### **Custodians and nominees**

Nominees and custodians may not distribute this Prospectus, and may not permit any beneficial shareholder to participate in the Entitlement Offer, in any country outside Australia and New Zealand except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Entitlement Offer.

### **Ineligible Shareholders**

Shareholders with registered addresses on the Record Date in places other than Australia, Germany, New Zealand and the United Kingdom and the United States (Approved US Shareholders only) are not eligible to participate in or accept the Entitlement Offer (**Ineligible Shareholders**).

## **3.12 CHES and Issuer Sponsorship**

The Company will not be issuing certificates for the New Options offered under this Prospectus. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate

through CHESSE will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Investors who are granted New Options under this Prospectus will be provided with a holding statement (similar to a bank account statement) that sets out the number of New Options granted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESSE and issuer sponsorship.

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

### **3.13 Rounding for the Entitlement Offer**

Fractional entitlements under the Entitlement Offer will be rounded up to the nearest whole number. All references to numbers of New Options to be granted pursuant to this Prospectus are expressed subject to rounding.

### **3.14 Privacy Act**

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

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

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

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

### **3.15 Enquiries**

Any questions concerning the Offers should be directed to Mrs Elizabeth Lee, Company Secretary, on 1300 660 448 or by email to [elizabeth.lee@firstgraphene.net](mailto:elizabeth.lee@firstgraphene.net)

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## 4. Purpose and effect of the Offers

### 4.1 Purpose of the Entitlement Offer

The purposes of the Entitlement Offer are:

- (a) to raise up to approximately \$934,662 assuming the Entitlement Offer is Fully Subscribed;
- (b) to reward Shareholders for supporting the Company; and
- (c) to provide the Company with a potential source of additional capital if the New Options are exercised.

The funds raised from the Offers are planned to be used in accordance with the table set out below:

Item	Proceeds of the Entitlement Offer	Full Subscription (\$)	%
1.	Execute the Companies pipeline of commercial opportunities including progressing composites/polymers, cement/concrete opportunities	\$500,000	53.50%
2.	Expenses of the Entitlement Offer <sup>1</sup>	\$32,263	3.45%
3.	Working capital	\$402,649	43.05%
<b>Total</b>		<b>\$934,662</b>	<b>100%</b>

**Notes:**

1. Refer to section 7.9 of this Prospectus for further details relating to the estimated expenses of the Offer.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis. The Company's current cash resources and additional capital proposed to be raised by the Entitlement Offer are sufficient to meet its current stated objectives.

In the event that the Entitlement Offer is not fully subscribed (and the Shortfall Offer is also not fully subscribed), the Company shall apply the actual proceeds raised by the Entitlement Offer first towards the estimated expenses of the Entitlement Offer, then towards Item 1 up to a maximum of \$200,000 with the balance (if any) applied equally towards Items 2 and 3. The Board reserves the right to alter the priority and proportions in which funds raised are applied.

In the event that insufficient funds are raised to meet the expenses of the Offer, the Company intends to use its existing working capital to meet the expenses of the Offer.

On completion of the Entitlement Issue, the Board believes the Company will have sufficient working capital to achieve these objectives. Any funds raised upon exercise of the New Options will be applied towards working capital.



## 4.2 Purpose of Broker Offer

The Purpose of the Broker Offer is to grant Brokers (or their nominees) the Broker Options as per the terms of the Joint Lead Managers Mandate.

## 4.3 Effect of the Offers

The principal and immediate effect of the Offers, assuming all New Options offered under the Prospectus are issued and quoted by ASX, will be to:

- (a) introduce a new class of listed securities, being a maximum of 186,932,376 Entitlement Offer Options; and
- (b) introduce a new class of unlisted securities, being the 6,000,000 Broker Options; and
- (c) raise approximately \$934,662 (before Costs) assuming the Entitlement Offer is Fully Subscribed.

## 4.4 Details of substantial holder

Based on publicly available information, the Company has no substantial holders (i.e. a holder with a Relevant Interest (either alone or with Associates) in 5% or more of the Voting Shares), as at the Lodgement Date.

## 4.5 Pro-forma statement of financial position

The balance sheet as at 31 December 2024, reviewed by the Company's auditor as part of the 31 December 2024 financial statements, and has been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Shares are issued before the Record Date and including the expenses of the Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	Unaudited 31 December 2024	Subsequent Event	Pro-forma Entitlement Offer and Broker Offer
<b>Current assets</b>			
Cash	1,322,559	2,293,371	3,615,930

	Unaudited 31 December 2024	Subsequent Event	Pro-forma Entitlement Offer and Broker Offer
Trade and other receivables	77,170	0	77,170
Other current assets	852,120	0	852,120
<b>Total current assets</b>	<b>2,251,849</b>	<b>2,293,371</b>	<b>4,545,220</b>
<b>Non-current assets</b>			
Plant and equipment	1,811,482	0	1,811,482
Other non-current assets	3,110,370	0	3,110,370
Exploration and evaluation expenditure	0	0	0
<b>Total non-current assets</b>	<b>4,921,852</b>	<b>0</b>	<b>4,921,852</b>
<b>TOTAL ASSETS</b>	<b>7,173,701</b>	<b>2,293,371</b>	<b>9,467,072</b>
<b>Current liabilities</b>			
Creditors and borrowings	3,338,225	(750,000)	2,588,225
<b>Total current liabilities</b>	<b>3,338,225</b>	<b>(750,000)</b>	<b>2,588,225</b>
<b>Non-current liabilities</b>			
Creditors and borrowings	419,880	0	419,880
<b>Total non-current liabilities</b>	<b>419,880</b>	<b>0</b>	<b>419,880</b>
<b>TOTAL LIABILITIES</b>	<b>3,758,105</b>	<b>(750,000)</b>	<b>3,008,105</b>
<b>NET ASSETS (LIABILITIES)</b>	<b>3,415,596</b>	<b>3,043,371</b>	<b>6,458,967</b>
<b>Equity</b>			
Contributed equity	111,910,419	3,937,258	115,847,677
Reserves	6,434,576	0	6,491,851
Accumulated losses	(114,929,399)	(892,887)	(115,879,561)
<b>TOTAL EQUITY</b>	<b>3,415,596</b>	<b>3,043,371</b>	<b>6,458,967</b>

#### Notes

- (a) On 26 February 2025 the Company issued 47,740,000 Shares at an issue price of \$0.05 per Share under the Placement issued under the Company's

Listing Rule 7.1 placement capacity to unrelated sophisticated investors to raise \$2,387,000.

- (b) The following pro forma transactions are yet to occur, but are proposed to occur immediately before or following completion of the Offers:
- (i) the grant of 186,932,376 New Options at \$0.005 per Option pursuant to the Entitlement Offer;
  - (ii) the grant of 6,000,000 New Options under the Broker Offer; and
  - (iii) the payment of cash costs related to the Offers \$32,263.

## 4.6 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming the Offers are fully subscribed, is set out below.

Shares	Number
Shares on issue at the date of this Prospectus	747,729,502
Shares offered under the Offers	Nil
<b>Total Shares on issue after completion of the Offers</b>	<b>747,729,502</b>

Options	Number
Options currently on issue	0
Options offered pursuant to the Entitlement Offer	186,932,376
Options offered pursuant to the Broker Offer	6,000,000
<b>Total Options on issue after completion of the Offers</b>	<b>192,932,376</b>

Performance Rights	Number
Performance Rights currently on issue (ASX Code FGRAC)	10,707,334
Performance Rights offered pursuant to the Offers	Nil
<b>Total Performance Rights on issue after completion of the Offers</b>	<b>10,707,334</b>

The issued capital of the Company on a fully diluted basis as at the date of this Prospectus is 758,436,836 Shares and on completion of the Offers (assuming all Offers are fully subscribed and subsequently converted) would be 951,369,212 Shares.

## 4.7 Effect on control

The Entitlement Offer will not have any effect on the control of the Company or dilute the interests of non-participating Shareholders as the Entitlement Offer involves the issue of Options only. If the Entitlement Offer Options issued under the Entitlement Offer are subsequently exercised and new Shares are issued then the issue of those new Shares will dilute the holding of all Shareholders at that time. As the Entitlement Offer Options to be issued under the Entitlement Offer are intended to be quoted on ASX and able to be traded, the Company is not presently able to speculate whether the exercise of these New Options could impact on the control of the Company.

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## 5. Rights and Liabilities attaching to Securities

### 5.1 Terms of Options offered under the Entitlement Offer

The Entitlement Offer Options entitle the holder (**Optionholder**) to subscribe for, and be issued, ordinary shares in the capital of the Company (**Shares**) on and subject to the following terms and conditions:

(c) Entitlement

Each Option gives the Optionholder the right to subscribe for, and be issued, one Share.

(d) Expiry Date

The Options will expire at 5.00pm (WST) on 30 June 2027 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) Exercise Price

Subject to Part (j), the amount payable upon exercise of each Option will be A\$0.085 (**Exercise Price**).

(f) Notice of Exercise

An Optionholder may exercise any Options by lodging with the Company, before the Expiry Date:

(i) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and

(ii) a cheque or electronic funds transfer for the aggregate Exercise Price for the number of Options being exercised.

(g) Exercise Date

An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(h) Timing of issue of Shares on exercise and quotation

Within 5 Business Days of the Exercise Date, the Company will:

(iii) allot the applicable Shares to the Optionholder; and

(iv) if the Company is admitted to the official list of the ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

(i) Shares issued on exercise

All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other issued fully paid Shares.

(j) Reorganisation

If, prior to the Expiry Date, the issued capital of the Company is reorganised, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and any requirements with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(k) Participation in new issues

(v) There are no participating rights or entitlements inherent in the Options.

(vi) An Optionholder will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Options except to the extent that Options are exercised prior to the 'record date' for determining entitlements for the new issue.

(l) Change in exercise price

An Option does not confer on the holder any right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

(m) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australia securities law.

(n) Agreement to be bound

By lodging an Exercise Notice, the Optionholder agrees to take the applicable Shares and agrees to be bound by the constitution of the Company.

## 5.2 Terms of Options offered under the Broker Offer

The Broker Options entitle the holder (**Optionholder**) to subscribe for, and be issued, ordinary shares in the capital of the Company (**Shares**) on and subject to the following terms and conditions:

(a) Entitlement

Each Option gives the Optionholder the right to subscribe for, and be issued, one Share.

(b) Exercise Price

Subject to Part (i), the amount payable upon exercise of each Option will be A\$0.0875 (**Exercise Price**).

(c) Expiry Date

The Options will expire at 5.00pm (WST) on the date which is 2 years after the date of grant of the Options (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Notice of Exercise

An Optionholder may exercise any Options by lodging with the Company, before the Expiry Date:

- (i) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and
- (ii) a cheque or electronic funds transfer for the aggregate Exercise Price for the number of Options being exercised.

(e) Exercise Date

An Exercise Notice is only effective when the Company has received the full amount of the aggregate Exercise Price in relation to the Options the subject of that Exercise Notice.

(f) Timing of issue of Shares on exercise

Within 5 Business Days of receipt of the Exercise Notice and the aggregate Exercise Price, the Company will allot the applicable Shares to the Optionholder.

(g) Shares issued on exercise

All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other issued fully paid Shares.

(h) Quotation of Shares issued on exercise

If admitted to the official list of the ASX at the time, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 5 Business Days after the date of allotment of those Shares.

(i) Reorganisation

If, prior to the Expiry Date, the issued capital of the Company is reorganised, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and any requirements with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(j) Participation in new issues

- (iii) There are no participating rights or entitlements inherent in the Options.
- (iv) An Optionholder will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Options except to the extent that Options are exercised prior to the 'record date' for determining entitlements for the new issue.

(k) Change in exercise price

An Option does not confer on the holder any right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are not transferable without prior approval of the board of directors of the Company (at its discretion) and are subject to any restriction or escrow arrangements imposed by ASX or under applicable Australia securities law.

- (m) Agreement to be bound

By lodging an Exercise Notice, the Optionholder agrees to take the applicable Shares and agrees to be bound by the constitution of the Company.

### **5.3 Shares (being the Security underlying the New Option)**

The following is a summary of the more significant rights and liabilities attaching to Shares underlying the New Options being offered pursuant to this Prospectus. 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 and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

- (a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

- (b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of Shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one (1) vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one (1) vote for each Share held.

- (c) Dividend rights

Subject to the rights of any preference shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. The Directors may set aside any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the Company's profits may be properly applied. Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on shares which are participating shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the Company's property, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of shareholders.

(e) Shareholder liability

As the Shares issued upon exercise of New Options will be fully paid shares at the time of issue, they will not be subject to any calls for further moneys by the Directors and will therefore not become liable for forfeiture.

(f) Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of, or failure to observe the provisions of, a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) Future increase in capital

The issue of any new Shares is under the Directors' control. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) Variation of rights

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders, vary or abrogate the rights attaching to Shares.

(i) Alteration of Constitution

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



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## 6. Risk factors

### 6.1 Introduction

The New Options offered under this Prospectus are considered 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 Company's 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 Entitlement Offer Options (noting the Broker Options will not be listed on ASX).

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

### 6.2 Company specific

(a) Going Concern

The Company's 2024 Annual Report to Shareholders includes a note on the financial condition of the Company and the possible existence of material uncertainty about the Company's ability to continue as a going concern.

Notwithstanding the 'going concern' paragraph included in the 2024 Annual Report to Shareholders, the Directors believe that as a result of the Placement and upon successful completion of the Entitlement Offer that the Company has and will have sufficient funds to adequately meet the Company's current expenditure commitments and short term working capital requirements.

(b) Operating risks

The current and future operations of the Company, including exploration and production activities, may be affected by a range of factors.

Factors that may affect the operations of the Company, include:

- (i) geological conditions;
- (ii) unanticipated operational and technical difficulties encountered in geophysical surveys, drilling and production activities;
- (iii) mechanical failure of operating plant and equipment, industrial and environmental accidents, acts of terrorism or political or civil unrest and other force majeure events;
- (iv) industrial action, disputation and disruptions;

- (v) unavailability of aircraft or drilling equipment to undertake airborne electromagnetic and other geological and geophysical investigations;
  - (vi) unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment;
  - (vii) prevention or restriction of access by reason of political unrest, outbreak of hostilities, and inability to obtain consents or approvals;
  - (viii) current exploration operations and future development of the Licences are subject to the Company's ability to obtain a wide range of permits, licences and approvals and there is no guarantee that such permits, licences and approvals will be granted or will be granted in a timely matter;
  - (ix) advancement of the exploration operations to mine development can be a lengthy process taking a number of years where the Company's projects may be subject to new laws, regulation, and taxes which may have a material impact on the Company; and
  - (x) restriction of access to infrastructure by Sri Lankan authorities.
- (b) The Company may face challenges managing the planning growth of its business

The Company's strategy is to grow annual cash flows through the sale of PureGRAPH® graphene products, technologies and intellectual property licences. The Directors believe significant future growth may require expansion of current commercial production and/or research facilities. The Company's future success will depend, in part, on its ability to manage the anticipated expansion. Such expansion is expected to place demands on all areas of the business and if the Company group is unable to manage its expansion effectively, its business and financial results could suffer.

Further, there can be no assurance the Company will be able to implement its strategy for growth successfully. The Company may incur significant costs attempting to implement its growth strategies and initiatives and the management could be diverted away from existing business functions in its attempts to implement those strategies and initiatives. This could lead to the Company suffering reputational damage and a loss of support from customers and could have a material adverse effect on the business and cash flows, business prospects, financial condition and results of its operations.

### **6.3 Industry specific**

- (a) Environmental risks

The operations and proposed activities of the Company's projects in Sri Lanka are subject to Sri Lankan laws and regulation concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

(b) Infrastructure

Several of the Licenses are located in areas that have access to limited infrastructure including roads, electricity, running water and health and emergency services.

The limited infrastructure may impact negatively on the economic viability of any deposits discovered by the Company in those regions and may require the Company to negotiate access to existing infrastructure and/or invest on the upgrade of existing infrastructure or development of new infrastructure.

(c) Graphite price volatility

Substantially all of the Company's revenues and cash flow (should the Company enter production) will be derived from the sale of graphite. Therefore, the financial performance of the Company would be exposed to fluctuations in the graphite price. Historically, the graphite price has fluctuated widely and has experienced periods of significant decline.

Graphite prices are affected by numerous factors and events that are beyond the control of the Company. These factors and events include general economic activity, world demand, forward selling activity as well as general, global economic conditions and political trends.

If graphite prices should fall below or remain below the Company's costs of production for any sustained period due to these or other factors and events, the Company's exploration and proposed production could be delayed or even abandoned. A delay in exploration or production or the abandonment of one or more of the Company's projects may require the Company to write down its graphite assets and may have a material adverse effect on the Company's production, earnings and financial position.

(d) Fluctuations in the advanced material industry

The Company's business may be adversely affected by fluctuations in the advanced material industry as well as economic, political and market factors that are beyond the Company's control.

The Company's performance is directly linked to the development and sale of its PureGRAPH® graphene products, technologies and intellectual property licences to commercialise these products.

Economic, political and market factors can also affect the level of investment into development of advanced materials such as graphene and customer appetite for them. All or any of these factors could have a material adverse effect on the Company's business, prospects for growth, financial condition and results of its operations.

(e) Competition

The development of graphene products, technologies and associated intellectual property licenses is competitive and the Company faces competition from a number of sources globally. The Company's growth strategy depends on the ability to derive net inflows from customers. While it strives to remain competitive by way of continuing to develop its products, technologies and associated intellectual property licenses and maintaining competitive pricing, if the Company is unable to adapt to challenging market pressures or customer demands, and keep pace with technological change

relative to its competitors, or is forced to reduce pricing in response to competition, its revenues and profit markets could be effected, which could have a material adverse effect on its business and cash flows, financial conditions and results of its operations.

(f) Competition

Competition may also increase in response to demand dynamics, further consolidation in the wider advanced materials sector and new competitive entrants into the market. If the Company is not able to maintain its competitive position, this could have an adverse effect on the Company's business, prospects for growth, financial condition and results of its operations.

(g) Technology risks

The Company's business depends on technology and accordingly subject to the influence of technological delivery and change. If the Company fails to capitalise upon technological change or anticipate and respond to the demand and industry standards for new or existing products and technologies on a timely and cost effective basis, or fails to adapt to technological advancements and changing standards, it may be unable to compete effectively.

The adaptation of new technologies or industry practices may require the Company to devote additional resources to improve or adapt its products, and there can be no assurance these investments will be successful. If there is insufficient demand for a new product or customers do not meet demand for new products in a timely manner, new initiatives may be unsuccessful or result in significant losses.

Any failure or delay in developing new technology or an inability to exploit technology as successfully or cost effectively as competitors, could result in a decrease in customer demand, which could have a material adverse effect on the Company's business and cash follows, prospect for growth, financial condition and results of operations.

(h) Operational failure in the Company's processes

An operational failure in the Company's processes could result in losses. If the Products of the Company are not to specification, such errors or failures could have a material adverse effect on its business, financial condition or results of operations.

(i) Disaster recovery

The Company depends on the performance, reliability and availability of its plant, equipment and information technology systems. Any damage to, or failure of equipment and/ or systems could result in disruptions to the Company's operations. The Company's disaster recovery plans may not adequately address every potential event and its insurance policies may not cover any loss in full or in part (including losses result from business interruptions) or damage that it suffers fully or at all, which could have a material adverse effect on the Company's business, financial position or prospects.

(j) Disruption to the operations of the Company's Commercial Graphene Facility (CGF)

Any prolonged disruption in the operations at the Company's CGF could harm the Company's business, financial and other conditions, profitability and results of operations.

The Company is reliant on production of graphene from its CGF. As a result, any prolonged disruption in the operations of this facility, whether due to technical or labour difficulties, destruction or damage to the facility, real estate or other reasons, could result in increased costs and reduced turnover and the Company's financial condition, profitability and prospects could be harmed.

(k) Intellectual property risk

The Company may not be able to protect its intellectual property adequately, which could harm the value of its products and brands and adversely affect its business, financial and other conditions, profitability and results of operations.

The Company depends on its intellectual property, quality of its products and brands. The Company relies on its trademarks and other intellectual property registrations to protect its brands and trade secrets and pending patents on its products and production processes. The success of the Company's business depends in part on its continued ability to protect its intellectual property and use existing trademarks in order to increase brand awareness.

Although the Company is not aware of any third party interests in relation to the intellectual property rights of its intellectual property, and has taken steps to protect and confirm its interests in these rights, there is always the risk of third parties claiming involvement in technological and medical discoveries, and if any disputes arise, they could adversely affect the Company.

While the Company will implement all reasonable endeavours to protect its intellectual property, there can be no assurance that measures have been, or will be sufficient.

(l) Litigation and product liability

Legal proceedings, with or without merit, may arise from time to time in the course of the Company's business, including in connection with intellectual property rights. The Directors cannot preclude litigation being brought against the Company and any litigation brought against the Company could have an adverse material effect on the financial condition, results or operations of the Company. The Company's business may be materially adversely affected if the Company and/ or its employees or agents are found not to have met the appropriate standard of care or exercised their discretion or authority in a prudent or appropriate manner in accordance with accepted standards.

(m) Climate change risk

Transitioning to a lower-carbon economy may entail extensive policy, legal, technology and market changes to address mitigation and adaptation requirements related to climate change. Depending on the nature, speed and focus of these changes, transition risks may pose varying levels of financial and reputational risk to the Company. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences.

Climate change may also cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns, incidence of extreme weather events and longer term physical risk such as shifting climate patterns. These physical risks may have financial implications for the Company, such as indirect impacts from supply chain disruption and industry demand. All these risk associated with climate change may significantly change the industry in which the Company operates.

## 6.4 Risks

(a) Foreign exchange risk

The Company will be exposed to the volatility and fluctuations of the exchange rate between the United States dollar, the Sri Lanka rupee and the Australian dollar. Global currencies are affected by a number of factors that are beyond the control of the Company. These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation, and other economic factors. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities together with the ability to find those plans and activities.

(b) Economic

General economic conditions, introduction of tax reform, new legislation, movements and interest and inflation rates 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.

(c) Market Conditions

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 manufacturers factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or 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 and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(d) Additional requirements for capital

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate and come from its operations, the Company may require further financing. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programs as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(e) Insurance risks

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of 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 against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

(f) Government and policy changes

Government action or policy change, both in Australia and Sri Lanka, particularly in relation to lands and infrastructure, compliance with environmental regulations, taxation and royalties, may adversely affect the Company's operations and financial performance.

(g) Potential acquisitions

As part of its business strategy, the Company intends to make acquisitions of, or significant investments in, complimentary companies or projects. Any such future transactions would be accompanied by the risks commonly encountered in making such acquisitions.

(h) Reliance on key personnel

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

## 6.5 Speculative investment

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

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

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



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## **7. Additional information**

### **7.1 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.

### **7.2 Continuous disclosure obligations**

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

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is primarily 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.

This Prospectus is issued in circumstances where significant publicly available information in relation to the Company exists by virtue of disclosures to ASX. This Prospectus 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 are encouraged to have regard to the other publicly available information available through the ASX 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 (3) months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not generally been included in this Prospectus other than certain information required to be included in this Prospectus by the Corporations Act.

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

- (a) the Company is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, the offices of the ASIC; and
- (c) the Company 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 annual financial report most recently lodged by the Company with ASIC;
- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure notices given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected, or a copy obtained, 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 date of lodgement of this Prospectus with ASIC are set out in the table below.

Date	Description of announcement
26/02/2025	Cancel - Notification regarding unquoted securities - FGR
26/02/2025	Cleansing Statement Private Placement
26/02/2025	Application for quotation of Securities - FGR
19/02/2025	Notification regarding unquoted Securities – FGR
19/02/2025	Proposed issue of Securities – FGR
19/02/2025	Proposed issue of Securities – FGR
19/02/2025	Successful raise of \$2.4m Private Placement
17/02/2025	Trading Halt
31/01/2025	Quarterly Activities/Appendix 4C Cash Flow Report
30/01/2025	Additional R&D tax rebate received
28/01/2025	Patents secured to produce critical minerals and hydrogen
22/01/2025	Tax Rebate and Distribution Agreements
17/01/2025	Application for quotation of securities - FGR
17/01/2025	Cleansing Statement

<b>Date</b>	<b>Description of announcement</b>
14/01/2025	Response to ASX Price and Volume Query
14/01/2025	Pause in Trading
09/01/2025	Patent for Hydrogen Production
02/12/2024	Continued expansion into China and Vietnam
21/11/2024	Application for quotation of securities - FGR
11/11/2024	Change of Director's Interest Notice
11/11/2024	Change of Director's Interest Notice
11/11/2024	Change of Director's Interest Notice
11/11/2024	Change of Director's Interest Notice
08/11/2024	Notification regarding unquoted securities - FGR
08/11/2024	Results of Meeting
08/11/2024	AGM 2024 Presentation
08/11/2024	Chair's Address to Shareholders
01/11/2024	Application for quotation of securities - FGR
29/10/2024	Quarterly Activities/Appendix 4C Cash Flow Report
28/10/2024	Comprehensive Annual Report to shareholders
10/10/2024	Notice of Annual General Meeting/Proxy Form
09/10/2024	Cleansing Statement
09/10/2024	Application for quotation of securities - FGR
07/10/2024	Application for quotation of securities - FGR
04/10/2024	Change of Director's Interest Notice
04/10/2024	Notification of cessation of securities - FGR

Date	Description of announcement
01/10/2024	Reinstatement to Quotation
01/10/2024	Appendix 4G
01/10/2024	Corporate Governance Statement
01/10/2024	Annual Report to shareholders

ASX maintains files containing publicly available information for all listed companies. Copies of all documents released by the Company to the ASX are available on the ASX website at [www.asx.com.au](http://www.asx.com.au).

### 7.3 Market price of Shares

The highest, lowest and last market sale prices of the Shares on ASX during the three (3) months immediately preceding the date of lodgement of this Prospectus with the ASIC and the last respective date of those sales were:

	Price	Date
Highest	\$0.072	10 and 11 February 2025
Lowest	\$0.025	16 December 2024
Last	\$0.041	27 February 2025

### 7.4 Directors support

All of the Directors, and the entities that they control, have agreed to take up some or all of their Entitlements under the Entitlement Offer.

### 7.5 Joint Lead Managers Mandate

On 16 February 2025, the Company and Foster Stockbroking Pty Limited (ABN 15 088 747 148) and Ord Minnett Limited (ABN 86 002 733 048) (**Brokers**) entered into a mandate letter agreement under which the Company appointed Brokers as the joint lead managers for the Placement (**Lead Manger**) and as brokers to place Shortfall under the Entitlement Offer (**Joint Lead Managers Mandate**). The material terms of the Joint Lead Managers Mandate include:

- (a) the Brokers will receive fees equal to 6% (plus GST) of the capital raised under the Placement;
- (b) the Brokers or their nominees be granted the Broker Options the subject of the Broker Offer;
- (c) the Brokers will receive a fee equal to 6% (plus GST) of the Shortfall placed by the Brokers;
- (d) the Brokers will be reimbursed for expenses where pre-approved by the Company; and

- (e) the Company provides Brokers its related companies and officers, employees, agents and advisors of the same a wide ranging indemnity relating to the services provided by Brokers to the Company, the Offer and this Prospectus. The indemnity does not apply to the extent the losses were caused or contributed to by the gross negligence or wilful misconduct, negligent misrepresentation and/ or fraud of the Brokers.

The Joint Lead Managers Mandate is otherwise on terms and conditions customary for an agreement of this nature.

## 7.6 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the two (2) years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
- (i) its formation or promotion; or
- (ii) the Offers; or
- (c) 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 a Director or proposed Director:

- (a) to a Director or proposed Director as an inducement to become, or to qualify as, a Director; or
- (b) to a Director, proposed Director or Relevant Person for services provided in connection with:
- (i) the formation or promotion of the Company; or
- (ii) the Offers.

### Directors' Interests in Securities

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

Director	Current Shares	Current Performance Rights <sup>2</sup>
Warwick Grigor	19,083,772 <sup>1</sup>	1,000,000 <sup>3</sup>
Michael Bell	2,880,808	6,941,755
Michael Quinert <sup>4</sup>	392,500	500,000

Andrew Goodwin	2,380,993 <sup>5</sup>	450,000
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**Note**

1. Held indirectly through Far East Capital Limited (110,000 Shares), Gregorach Pty Ltd (15,685,946 Shares), Gregorach Pty Ltd <Grigor Superfund> (2,187,826) and Sgian Dubh Pty Ltd (1,100,000 Shares). Mr Grigor is a director and shareholder of all of the aforementioned companies.

2. Unlisted Performance Rights issued under the ASX Code FGRAC.

3. Held by Gregorach Pty Ltd < Grigor Superfund A/C>. Mr Grigor is the majority shareholder in, and director and company secretary of, Gregorach Pty Ltd and is a beneficiary of the Grigor Superfund.

4. Held by Kastin Pty Ltd of which Mr Quinert is the sole director/ shareholder.

5. 450,000 Shares are held by Bolam Materials Research Limited of which Mr Goodwin is a director and shareholder. The balance of the Shares are held directly by Mr Goodwin.

The Directors respective Entitlements under the Entitlement Offer, is set out in the table below.

Director	Entitlement – New Options	Total Subscription Price for Entitlement
Warwick Grigor	4,770,943	\$23,855
Michael Bell	720,202	\$3,601
Michael Quinert	98,125	\$491
Andrew Goodwin	595,248	\$2,976

**Remuneration**

The remuneration of an executive director is decided by the Board, without the affected executive director participating in that decision-making process. The total maximum remuneration of non-executive directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules as applicable. The determination of non-executive directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive director. The current amount has been set to not exceed \$300,000 per annum and excludes the value of incentive securities issued to Directors.

A director may be paid fees 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. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration (excluding statutory superannuation) paid to both executive and non-executive directors.

Director	FY2023 (Actual)	FY2024 (Actual)	FY 2025 (Proposed)
Michael Bell	\$596,298	\$483,488	\$509,107
Warwick Grigor	\$132,500	\$143,618	\$112,963
Michael Quinert	\$41,242	\$45,507	\$40,640
Andrew Goodwin	\$75,495	\$46,483	\$45,648

Notes:

1. This does not include any reimbursements that the Directors may receive for work related expenses.

## 7.7 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; or
- (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 two (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) any Offer; or
- (f) any Offer,

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

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

EMK Lawyers has acted as the solicitors to the Company in relation to this Prospectus. The Company estimates it will pay EMK Lawyers \$15,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, EMK Lawyers has been paid fees totalling \$23,017 (excluding GST and disbursements) for legal services provided to the Company.

Foster Stockbroking Pty Limited (ABN 15 088 747 148) (**Foster**) will receive a fee equal to 6% (plus GST) of the Shortfall they place in relation to the Shortfall Offer. Foster was paid fees totally \$71,510 in relation to acting as the joint lead manager to the Placement plus the grant of half of Broker Options (to itself or its nominees). During the 24 months preceding lodgement of this Prospectus with the ASIC, Foster has been paid fees totalling \$nil (plus GST) by the Company.

Ord Minnett Limited (ABN 86 002 733 048) (**Ord Minnett**) will receive a fee equal to 6% (plus GST) of the Shortfall they place in relation to the Shortfall Offer. Ord Minnett was paid fees totally \$71,610 in relation to acting as the joint lead manager to the Placement plus the grant of half of Broker Options (to itself or its nominees). During the 24 months preceding lodgement of this Prospectus with the ASIC, Order Minnett has been paid fees totalling \$nil (plus GST) by the Company.

BDO Audit Pty Ltd ACN (134 022 870) is the Auditor of the Company and has reviewed the balance sheet in section 4.5 of this Prospectus. The Company estimates it will pay BDO Audit Pty Ltd approximately \$nil (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, BDO Audit Pty Ltd has been paid fees totalling \$213,000 (excluding GST and disbursements) for audit services provided to the Company.

## 7.8 Consents

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) 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.

EMK Lawyers has given its written consent to being named as the solicitors to the Company in this Prospectus and have not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC.

Foster Stockbroking Pty Limited (ABN 15 088 747 148) has given its written consent to being named as broker to the Shortfall and joint lead manager of the Placement to the Company in this Prospectus and has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Ord Minnett Limited (ABN 86 002 733 048) has given its written consent to being named as broker to the Shortfall and joint lead manager of the Placement to the Company in this Prospectus and has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

BDO Audit Pty Ltd (ACN 134 022 870) has given its written consent to being named as auditor to the Company in this Prospectus and the inclusion of the reviewed balance sheet as at 31 December 2024 in section 4.5 of this Prospectus and has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

## 7.9 Expenses of the Entitlement Offer



In the event that all Entitlements are accepted, the total expenses of the Offers are estimated to be approximately \$57,469 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	3,206
ASX fees	31,259
Legal fees	15,000
Printing and distribution	4,000
Miscellaneous	2,004
<b>Total</b>	<b>57,469</b>

#### **Note**

The above excludes any fees paid to the Brokers on Shortfall placed by the Brokers. If payable these fees will be paid from general working capital.

### **7.10 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.

### **7.11 Electronic prospectus**

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on 1300 660 448 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at <https://firstgraphene.net/>.

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.

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## 8. Directors' authorisation

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



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**Warwick Grigor**

**Non-Executive Chairman**

For and on behalf of  
First Graphene Limited

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## 9. Glossary

**\$** means the lawful currency of the Commonwealth of Australia.

**Applicant** means:

- (a) a Shareholder who applies for Entitlement Offer Options pursuant to the Entitlement Offer; or
- (b) a party who applies for New Options pursuant to the Shortfall Offer; or
- (c) an eligible applicant under the Broker Offer Application Form.

**Application** means an application to subscribe for New Options under this Prospectus.

**Application Form** means an Entitlement and Acceptance Form or Shortfall Application Form or Broker Offer Application Form, as the context requires.

**Application Monies** means money submitted by Applicants in respect of an Application (as relevant to an Offer).

**Approved US Shareholders** means institutional accredited investors (within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act.

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

**Associates** has the meaning given in section 12 of the Corporations Act.

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

**ASX Listing Rules** means the listing rules of the ASX.

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

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

**Broker Offer Application Form** means the Broker Offer Application Form accompanying this Prospectus.

**Broker Offer** has the meaning given on the cover page of this Prospectus.

**Broker Options** means Options offered under the Broker Offer on the terms set out in Section 5.2 of this Prospectus.

**Brokers** means Foster Stockbroking Pty Limited (ABN 15 088 747 148) and Ord Minnett Limited (ABN 86 002 733 048).

**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.

**CHES** means the Clearing House Electronic Sub-Register System operated by ASX Settlement Pty Ltd.

**Closing Date** means the date specified in the timetable set out in section 2 of this Prospectus (unless extended).

**Company** means First Graphene Limited (ACN 007 870 760).

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

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

**Directors** mean the directors of the Company.

**Eligible Shareholder** means a Shareholder of the Company as at the Record Date other than an Ineligible Shareholder.

**Entitlement** means the entitlement of a Shareholder who is eligible to participate in the Entitlement Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form either attached to or accompanying this Prospectus.

**Entitlement Offer** means the offer of Entitlement Offer Options by way of the non-renounceable entitlement issue the subject of this Prospectus.

**Entitlement Offer Options** means Options granted on the terms set out in Section 5.1 of this Prospectus.

**Fully Subscribed** means that the Entitlement Offer is fully subscribed on the assumption that no further Shares are issued by the Company prior to the Record Date.

**Ineligible Shareholder** means a Shareholder as at the Record Date whose registered address in the Company's register of members is not situated in Australia, Germany, New Zealand, the United Kingdom or the United States (and any Shareholder in the United States who is not an Approved US Shareholder is an Ineligible Shareholder).

**Joint Lead Managers Mandate** has the meaning given in Section 7.5 of this Prospectus.

**Native Title Act** means the *Native Title Act 1993* (Cth).

**New Option** means the Entitlement Offer Options and the Broker Options, as the context requires.

**Offers** means the Entitlement Offer, the Shortfall Offer or the Broker Offer (as the context requires).

**Official Quotation** means official quotation on ASX.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Performance Right** means a right to acquire a Share.

**Placement** means has the meaning given in Section 3.1 of this Prospectus.

**Prospectus** means this prospectus.

**Record Date** means the date specified in the timetable set out at the commencement of this Prospectus.

**Relevant Interest** has the meaning given in sections 608 and 609 of the Corporations Act.

**Securities** means Shares, Options and New Options.

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

**Shareholder** means a holder of a Share.

**Share Registry** means the share registry of the Company as noted in section 1 of this Prospectus.

**Shortfall** means the Shares not applied for under the Entitlement Offer (if any).

**Shortfall Application Form** means the shortfall application form either attached to or accompanying this Prospectus.

**Shortfall Offer** means the offer of the Shortfall on the terms and conditions set out in section 3.7 of this Prospectus.

**WST** means Western Standard Time as observed in Perth, Western Australia.