

## TARGET MARKET DETERMINATION

**MADE BY:** Resolution Minerals Limited (ACN 617 789 732) of Level 4, 29-31 King William Street, Adelaide SA 5000 (**Resolution** or the **Company**)

**PRODUCT:** Options (**New Options**) to acquire fully paid ordinary shares in the capital of the Company (**Shares**) that are to be issued under a prospectus dated 25 May 2022 (**Prospectus**).

**EFFECTIVE DATE:** 25 May 2022

Capitalised terms used but not otherwise defined within this target market determination (**TMD**) have the meaning ascribed to them within the Prospectus.

This TMD has been approved by the Company in relation to the offers of New Options made by the Company in the Prospectus (**Offers**). The Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 25 May 2022.

The New Options entitle persons invited by the Company to participate in the Offers (**Participants**) to receive:

- (a) in respect of the Placement Option Offer, one (1) New Option for every one (1) Share issued to the Participants under the Placement;
- (b) in respect of the Entitlement Offer, one (1) New Option for every two (2) Shares registered as being held by Eligible Shareholders as at the Record Date, being 6:30pm (Adelaide time) on 31 May 2022 at an issue price of \$0.002;
- (c) in respect of the Lead Manager Option Offer, up to 24,613,748 Shortfall Placement Options and 38,772,912 Advisor Facilitator Options; and
- (d) in respect of the Public Shortfall Offer, New Options not subscribed for pursuant to the Entitlement Offer.

The Offers will be made in the Prospectus. This TMD is not a disclosure document for the purposes of the *Corporations Act 2001* (Cth) (**Corporations Act**) and therefore has not been lodged, and does not require lodgement, with ASIC.

This TMD does not take into account your investment objectives, financial situation or particular needs. This TMD is not, and should not, be treated as a full summary of the terms and conditions of the New Options and is not intended to provide financial advice. You should refer to the Prospectus for the terms and conditions of the New Options when making a decision in respect of the New Options. The Company is not licensed to provide financial product advice in relation to the New Options.

### Target market

The following persons are entitled to receive New Options pursuant to the Offers:

- (a) participants in the Placement;
- (b) the Lead Manager;
- (c) shareholders of the Company who:
  - (1) are recorded as at 6:30pm (Adelaide Time) on 31 May 2022 in the Company's register of members as having a registered address in Australia or New Zealand; and
  - (2) as far as the Company is aware, is not located in the United States of America (**United States**) and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States or is not otherwise ineligible under all applicable securities laws to receive an offer under the Offers; and
- (d) other persons whom the Company is satisfied, in its sole discretion, that it would not be unlawful to offer New Options to, with or without any such conditions as the Company sees fit (in its sole discretion), based on the local laws of the country in which that person may reside.

Shares that are issued on exercise of the New Options will rank equally in all respects with the then issued Shares in the Company.

The information below summarises the overall class of investors that fall within the target market for the New Options.

Investors with a short-term outlook for their investment will benefit from the ability to, prior to the 31 July 2025 expiry date (**Expiry Date**), trade the underlying Share on exercise of the New Options should the exercise price be lower than the Share price at that time.

Investors with a medium term outlook will benefit from the ability to exercise the New Options prior to the Expiry Date and increase their Share holding and exposure to potential upside on the Shares of the Company into the future.

An exercise price is required to be paid to acquire Shares on the exercise of New Options. As such the capacity to realise the underlying value of the New Options could require that they be exercised on or before the Expiry Date. Investors in the target market will need to be in a financial position to have sufficient available funds so as to facilitate an exercise of the New Options prior to the Expiry Date. Prior to the Expiry Date, investors ability to liquidate the New Options may be limited by a lack of liquidity in the trading of the Company's securities and the price of the Shares.

While the Company does not have an established eligibility framework for investors such as age, expected return or volatility, it is expected that the target market of investors will be able to withstand potential fluctuations in the value of their investment and will be those who wish to obtain optionality for exposure to the Company's ongoing operations. The New Options offer no income guarantee or capital protection for investors.

The Company considers that an investment in the New Options is highly speculative, such that an investment in the Company may not be appropriate for an investor who would not be able to bear the loss of some or all of their investment. Investors should also have sufficient financial literacy and resources (including appropriate advisers) to understand and appreciate the potential risks of investing in an ASX listed mining exploration entity (including the New Options).

The New Options are not suitable for investors:

- (a) who are not seeking to have the potential to increase their investment in the Company; and
- (b) who do not understand and appreciate the risks of investing in options as an asset class generally and the more specific risks of investing in the Company.

#### Distribution conditions

The Offers of New Options is made under the Prospectus to be sent to Participants.

New Options will only be issued to Participants who have subscribed for New Options in accordance with the instructions in an application form that accompanies a copy of the Prospectus. The Company will include a copy of this TMD on its website.

The Company considers that these distribution conditions will ensure that persons who invest in the New Options will fall within the target market.

#### Review triggers

The New Options are being offered for a limited period, between the date of the Prospectus (being 25 May 2022) and the date that is three months after the Closing Date (as that term is defined in the Prospectus) (**Offer Period**).

The New Options will not be available following the end of the Offer Period. Accordingly, this TMD applies for the duration of the Offer Period.

To allow the Company to determine whether circumstances exist indicating this TMD is no longer appropriate to the New Options, the following review triggers apply for the Offer Period:

- (a) the Company receiving notice that:
  - (1) there is a material statement in the Prospectus that is false or misleading;
  - (2) there is an omission from the Prospectus of material required by the Corporations Act to be including in the Prospectus;
  - (3) there is a significant change affecting any matter contained in the Prospectus; or
  - (4) the Company becoming aware of any significant new matter having arisen, the inclusion of information in respect of which would have been required to be included if the matter had arisen prior to the lodgement of the Prospectus;
- (b) the Company issuing, or becoming aware of the need to issue, a supplementary or replacement prospectus for the Offers;
- (c) the Company identifies a substantial divergence in how the New Options are being distributed from this TMD;
- (d) ASIC raises concerns with the Company regarding the adequacy of the design or distribution of the New Options or this TMD; or
- (e) the Company becoming aware of any material change to the legislative regime applying to the Offer in Australia or New Zealand.

#### Review period

If a review trigger occurs during the Offer Period, the Company will review this TMD in light of the review trigger. The Company will otherwise complete a review of the TMD immediately prior to the end of the Offer Period, and after such time the TMD will no longer apply.

#### Review Trigger information reporting requirements

Distributors of the New Options must provide the following information to the Company, within the required timeframes:

<b>Information type</b>	<b>Description</b>	<b>Timeframe for reporting</b>
Complaints about the New Options	Information relating to the number of complaints received and a summary of the nature of each complaint or a copy of each complaint	During the Offer Period, the distributor is to make a report within 10 business days after the end of each quarter. A report is also to be made 10 business days after the end of the Offer Period
A significant dealing of the New Options that is not consistent with this TMD	Information to include details of the significant dealing and reasons the distributor considers the significant dealing is not consistent with this TMD	Report as soon as reasonably practicable (and in any event no more than 10 business days) after the significant dealing occurs

#### Contact

For further information please contact the Company Secretary, Jarek Kopias, by email at [jkopias@resolutionminerals.com](mailto:jkopias@resolutionminerals.com).