



Star Minerals Limited ACN 648 048 631



PROSPECTUS

– Initial Public Offer

For an offer to the public of 25,000,000 Shares at an issue price of \$0.20 per New Share, to raise \$5,000,000 (before costs), with one free-attaching New Option for every 2 New Shares subscribed for, having an exercise price of \$0.30 and an expiry date of 3 years from the date of grant (**Public Offer**).

For the offers of a total of 15,000,000 Shares, 3,000,000 Class A Performance Rights and 4,000,000 Class B Performance Rights to the Vendors in accordance with the Tenement Acquisition Agreements (**Vendor Offers**).

For the offer of a total of 2,500,000 Class B Performance Rights to the Directors and the CEO (**Performance Rights Offer**).

For the offer of up to 2,000,000 New Options to any Mandated Broker (**Broker Offer**).

Proposed ASX Code: SMS

The Public Offer opens on [date] July 2021 and closes at 5:00pm (AEST) on [date] August 2021.

The Public Offer is not underwritten.



Legal Advisor

IMPORTANT INFORMATION

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

The New Shares offered by this Prospectus should be considered speculative.

Important Notices

General

This Prospectus is issued by Star Minerals Limited (ACN 648 048 631) (**Star Minerals** or **Company**).

This Prospectus is dated [date] June 2021 and was lodged with the ASIC on the same date. Neither ASIC nor ASX take responsibility for the contents of this Prospectus or the investment to which this Prospectus relates.

Prospectus

Star Minerals will apply to ASX within 7 days following the Prospectus Date for the Securities offered by this Prospectus to be listed for quotation by ASX.

Star Minerals will not issue the Securities the basis of this Prospectus later than the expiry date of this Prospectus of [date] June 2022, being 13 months after the Prospectus Date.

Before applying for the Offers under this Prospectus, potential investors should carefully read this Prospectus so that they can make an informed assessment of:

- the rights and liabilities attaching to the New Shares;
- the assets and liabilities of Star Minerals; and
- Star Minerals' financial position, performance and prospects.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Offers should be considered speculative.

Star Minerals has not authorised any person to give any information or make any representation in connection with an offer which is not contained in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by Star Minerals or its Directors.

Exposure period

This Prospectus is subject to an exposure period of 7 days from the date of lodgement with ASIC pursuant to the Corporations Act (**Exposure Period**). ASIC may extend this period by a further 7 days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of the funds. The examination may result in the identification of deficiencies in this Prospectus and in such circumstances, any Applications received during the Exposure Period may need to be dealt with in accordance with section 724 of the Corporations Act.

This Prospectus will be available online at Star Minerals' website at www.starminerals.com.au, or in hard copy upon request during the Exposure Period. Applications received during this time will not be processed until after the expiration of the Exposure Period and preference will not be conferred on such Applications.

Applications

Applications for Shares under the Offers must be made via the online Application Form by following the instructions on Star Minerals' website at www.starminerals.com.au and completing a BPAY® payment, or otherwise by arrangement with any Mandated Broker. Paper Application Forms will not be made available or accepted.

The Corporations Act prohibits any person from passing an Application Form to any other person unless it is attached to, or accompanied by, a hard copy of this Prospectus or a complete and unaltered electronic copy of this Prospectus.

An Application Form included in this Prospectus may only be distributed if it is included in, or accompanied by, a complete and unaltered copy of this Prospectus. Each Application Form contains a declaration that the investor has personally received the complete and unaltered Prospectus prior to completing an Application Form. Star Minerals reserves the right not to accept a completed Application Form if it has reason to believe that the Applicant has not received a Prospectus or that the Application Form has been altered or tampered with in any way.

Not investment advice

The Prospectus does not provide investment advice. You should seek your own financial advice in relation to the Offers. The Offers contained in this Prospectus do not take into account your investment objectives, financial situation and particular needs. It is important that you read this Prospectus carefully and in full before deciding to accept an Offer. In particular, in considering the prospects of Star Minerals, you should consider the risk factors that could affect the financial performance of Star Minerals in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer, or other professional adviser before deciding to invest. Applicants should carefully consider the risk factors that affect Star Minerals and

the industry in which it operates. Section 6 of this Prospectus outlines some significant risk factors that may impact on the prospects of Star Minerals. Further, any number of known and unknown risks, uncertainties and other factors could affect the actual results, performance, or achievements of Star Minerals.

In particular, you should carefully consider these risk factors in light of your personal circumstances, investment objectives, financial circumstances, tax position and particular needs (including financial and taxation issues) and seek accountant, stockbroker, lawyer, or other professional adviser before deciding whether to invest in Star Minerals. There may be risks in addition to these that should be considered in light of your personal circumstances.

Competent Persons' statements

The information in this Prospectus that relates to mineral resource estimates and exploration results at the Tumblegum South Project and West Bryah Project [is based on information compiled by Sam Ulrich and Ivy Chen, who are each Members of the Australasian Institute of Mining and Metallurgy. Sam Ulrich and Ivy Chen are employed by CSA Global Pty Ltd. They have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which being undertaking to qualify as a 'Competent Person' as defined in the JORC Code. Sam Ulrich and Ivy Chen consent to the inclusion in this Prospectus of the statements based on their information in the form and context in which they appear.

Exploration Results, Exploration Targets, Mineral Resources and Ore Reserves

Statements of Exploration Results and Mineral Resources contained in this Prospectus are stated in accordance with the JORC Code and are expressions of judgment based on knowledge, experience and industry practice. Although Exploration Results and Mineral Resources contained in this Prospectus comply with the JORC Code, they may not comply with the relevant guidelines in other countries.

Disclaimer and forward-looking statements

Except as required by law and only to the extent so required, neither Star Minerals nor any other person guarantees the future performance of Star Minerals, or any return on any investment made

pursuant to this Prospectus. The information contained in reports of third parties includes assumptions, estimates and generalisations that Star Minerals believes to be reliable, but Star Minerals cannot warrant or guarantee the completeness of such information. No person is authorised to give any information or make any representation in connection with an offer which is not contained in this Prospectus. Any information or representation not contained in the Prospectus may not be relied on as having been authorised by Star Minerals or the Directors.

This Prospectus contains forward-looking statements which are identified by words such as “may”, “could”, “believes”, “estimates”, “expects”, “intends” and other similar words that involve risks and uncertainties. These forward-looking statements are no guarantee of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors and speak only as of the Prospectus Date. Many of these forward-looking statements are beyond the control of Star Minerals and Star Minerals does not undertake to publicly update or revise any forward-looking statement. Unless specifically noted, statements made by, attributed to or based on statements by third parties have not been consented to for the purpose of section 716(2) of the Corporations Act and are included in this Prospectus by Star Minerals on the basis of ASIC Corporations (Consents to Statements) Instrument 2016/72 relief from the Corporations Act for statements used from books, journals, or comparable publications.

Jurisdictional restrictions

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offers, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia. The distribution of this Prospectus (including in electronic form) outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice and observe any such restrictions. This Prospectus does not constitute an offer or invitation in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

Residents of the United States of America

Neither this Prospectus nor the Shares offered by it have been, nor will they be, registered under the US Securities Act of 1993 as amended (US Securities Act) and may not be offered, sold or resold:

- in the United States of America or to, or for the account or benefit of US Persons (as defined in Rule 902 under the US Securities Act) except in a transaction exempt from the registration requirements of the US Securities Act and applicable United States state securities laws; and
- outside the United States of America, except to non-US persons in offshore transactions in compliance with Regulation S under the US Securities Act.

Residents of the United Kingdom

The content of this Prospectus has not been approved as a financial promotion for the purposes of section 21 of the Financial Services and Markets Act 2000 of the UK.

If you are considering engaging in any investment activity, you should seek appropriate independent financial advice and make your own assessment. It is emphasised that this Prospectus is being provided to you in reliance upon your acknowledgement and acceptance that this Prospectus is being made to and directed solely at persons in the UK who are reasonably believed to be of a kind described in Article 19(5) (‘Persons having professional experience in matters relating to investment’), Article 48 (‘Certified high net worth individuals’), Article 49(2)(a)-(d) (‘High net worth companies, unincorporated associations, etc’), Article 50(1) (‘Sophisticated Investors’), or Article 50A (‘Self-certified sophisticated investors’) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) and persons who are otherwise permitted by law to receive it (collectively, in this Section, **Relevant Persons**). This Prospectus must not be acted upon or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this Prospectus relates is available only to Relevant Persons and will only be engaged in with such persons. Any recipient of this Prospectus who is not a Relevant Person should return it to Star Minerals immediately and not take any other action.

Residents of Singapore

This Prospectus has not been registered with the Monetary Authority of Singapore. This Prospectus and any other materials in connection with the offer or sale, solicitation, or invitation for subscription, or purchase of Shares may not be circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore, other than to the following (each an **Exempt Investor**):

- to an ‘institutional investor’ under section 274 of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**);
- to a ‘relevant person’ pursuant to section 275(1) of the SFA, or any person pursuant to section 275(1A) of the SFA and, in each case, in accordance with the conditions specified in section 275 of the SFA; or
- otherwise pursuant to and in accordance with the conditions of, any other applicable provision of the SFA.

Where Shares are subscribed for or purchased and if you are an Exempt Investor, you are subject to restrictions on transferability and re-sale. The Shares may not be transferred or re-sold in Singapore, except as permitted under the SFA. By accepting this Prospectus, you agree to be bound by the disclaimers, limitations and restrictions described herein.

This Prospectus is distributed in connection with an offer of Shares in Singapore that will not be issued to any person other than a person to whom this Prospectus is sent with the consent of Star Minerals. A person receiving a copy of this document in Singapore may not treat the same as constituting an invitation to that person unless such an invitation could lawfully be made to them without compliance with any registration or legal requirements, or where such registration or legal requirements have been complied with.

Residents of Hong Kong

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

Important Notices

This Prospectus has not been registered in Hong Kong and it has not been approved by the Securities and Futures Commission of Hong Kong under the Securities and Futures Ordinance (Chapter 571) of Hong Kong (SFO). This Prospectus and any other materials in connection with the offer or sale, solicitation or invitation for subscription, or purchase of Shares may not be circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Hong Kong, other than to the following:

- to a ‘professional investor’ under the SFO;
- in circumstances which will not result in the Prospectus constituting a ‘prospectus’ under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance.

By accepting this Prospectus, you agree to be bound by the disclaimers, limitations and restrictions described herein.

Electronic Prospectus

An electronic version of this Prospectus is available online at www.starminerals.com.au. The Offers constituted by this Prospectus in electronic form are available only to Australian residents accessing the website and receiving this Prospectus in electronic form within Australia. Persons who access the Prospectus in electronic form should ensure that they download and read the entire Prospectus. Persons having received a copy of this Prospectus in its electronic form may, during the Offer Period, obtain a paper copy of this Prospectus (free of charge within Australia) by contacting Star Minerals at its registered office during normal business hours.

No internet site is part of this Prospectus

The content of Star Minerals’ website does not form part of this Prospectus. Any reference in this Prospectus to a website or a document included on a website is a textual reference for information and convenience only and none of those documents or websites are incorporated by reference.

Glossary, Financial Amounts and Time

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary of this Prospectus.

All references to currency are to Australian dollars, unless otherwise stated.

All references to time are to the time in Perth, Australia, unless otherwise indicated.

Financial information

Section 7 sets out in detail the financial information referred to in this Prospectus and the basis of preparation of that financial information.

The Financial Information is presented on both an actual and pro forma basis and has been prepared and presented in accordance with the recognition and measurement principles of Australian Accounting Standards (including the Australian Accounting Interpretations) issued by the Australian Accounting Standards Board, which are consistent with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board (IFRS).

The Financial Information is presented in an abbreviated form insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

Unless otherwise stated or implied, all pro forma data in this Prospectus gives effect to the pro forma adjustments referred to in Section 7.

Readers should be aware that certain financial data included in this Prospectus is ‘non-IFRS financial information’ under Regulatory Guide 230 ‘Disclosing non-IFRS financial information’, published by ASIC. Star Minerals believes this non-IFRS financial information provides useful information to users in measuring the financial performance and conditions of Star Minerals. The non-IFRS financial measures do not have standardised meanings prescribed by Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial

measures determined in accordance with Australian Accounting Standards. Readers are cautioned, therefore, not to place undue reliance on any non-IFRS financial information or ratio included in this Prospectus.

Non-financial data is as at the Prospectus Date, unless otherwise stated.

Proximate projects

Section 3 contains references to other parties and projects either nearby or proximate to the Company’s Projects and includes references to topographical or geological similarities. It is important to note that such references do not in any way guarantee that Star Minerals will have any success at all or similar successes at the Company’s Projects.

Privacy

If you apply for Shares you will provide personal information to Star Minerals and the Share Registry. Star Minerals and the Share Registry will collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

The Corporations Act requires Star Minerals to include information about its Shareholders (including name, address and details of the Shares held) in its public Share Register.

Your personal information may also be provided to Star Minerals’ agents and service providers on the basis that they deal with such information in accordance with Star Minerals’ privacy policy and as authorised (or would be authorised) under the Privacy Act 1988 (Cth). Star Minerals’ agents and service providers may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared include: the Share Registry for ongoing administration of the Share Register; printers and other companies for the purpose of preparation and distribution of statements and for handling mail; market research companies for the purpose of analysing Star Minerals’ Shareholder base and for product development and planning; and legal and accounting firms, auditors, contractors,

consultants and other advisers for the purpose of administering and advising on, the Shares for associated actions.

Your personal information may also be used from time to time to inform you about other products and services offered by Star Minerals which it considers may be of interest to you. You may request access to your personal information held by (or on behalf of) Star Minerals. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. You can request access to your personal information by writing to or telephoning the Share Registry using the details set out in the Directory.

If any of your information is not correct or has changed, please contact the Share Registry or Star Minerals to update your information. In accordance with the requirements of the Corporations Act, information on the Share Register will be accessible to members of the public.

Photographs and diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by Star Minerals. Diagrams and maps used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs, tables and figures is based on information available at the Prospectus Date.

No cooling-off rights

Cooling-off rights do not apply to an investment in Securities issued under this Prospectus. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

Enquiries

If you require assistance to complete an Application for Securities under this Prospectus, require additional copies of this Prospectus, have any questions in relation to the Offers, please contact the Company at [phone number] or at the Company's website at www.starminerals.com.au.

If you are uncertain as to whether accepting an Offer is a suitable investment for you, you should seek professional advice from your accountant, stockbroker, lawyer, or other professional adviser before deciding whether to invest in Star Minerals.

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This Prospectus is important and you should read it in full.

Key information on the Offers

The below key information is a summary only and is not intended to provide complete information about Star Minerals, the Offers, the New Shares, the New Options, or the Performance Rights. This Section should be read in conjunction with the information contained in the balance of this Prospectus.

Key details of the Public Offer

Price per New Share under the Public Offer	\$0.20
Total New Shares offered under the Public Offer	25,000,000
Price per New Option under the Public Offer	\$0.00
Total New Options offered under the Public Offer	12,500,000
Cash proceeds of the Public Offer (before costs)	\$5,000,000

Key details of the Vendor Offers

Price per security under the Vendor Offers	\$0.00
Total New Shares offered under the Vendor Offers	15,000,000
Total Performance Rights offered under the Vendor Offers	3,000,000 Class A Performance Rights 4,000,000 Class B Performance Rights
Cash proceeds of the Vendor Offers (before costs)	\$0.00

Key details of the Performance Rights Offer

Price per Performance Right under the Performance Rights Offer	\$0.00
Total Performance Rights offered under the Performance Rights Offer	2,500,000 Class B Performance Rights
Cash proceeds of the Performance Rights Offer (before costs)	\$0.00

Key details of the Broker Offer

Price per security under the Broker Offer	\$0.00
Total New Options offered under the Broker Offer	2,000,000
Cash proceeds of the Broker Offer (before costs)	\$0.00

Indicative Timetable

Prospectus lodged with ASIC	[date] July 2021
Expiry of Exposure Period	[date] July 2021
Opening Date of the Offers	[date] July 2021
Closing Date of the Offers	[date] August 2021
Issue of securities under the Offers	[date] August 2021
Dispatch of Holding Statements	[date] August 2021
Shares commencing trading on ASX	[date] August 2021

Note: This timetable is indicative only and is subject to change. Investors are encouraged to submit their Applications as early as possible as the Offers may close early. Star Minerals reserves the right, subject to the Corporations Act and all other applicable laws and regulations, to vary the dates in this timetable without prior notice, including to extend the Closing Date, or to accept late Applications, or to delay or withdraw the Offers. If the Offers are withdrawn, all Application Moneys for New Shares which have not been issued will be refunded (without interest) as soon as practicable.

Key information on the Offers

Key investment risks

Nature of mineral exploration, development and mining	The business of mineral exploration, development and production is subject to risk by its nature. Potential investors should understand that mineral exploration, development and mining (the activities undertaken or intended to be undertaken by Star Minerals) are high-risk enterprises, only occasionally providing high rewards. Mineral exploration and development requires large amounts of expenditure over extended periods of time and may be impeded by circumstances and factors beyond Star Minerals' control.
Agents and contractors	The ability of Star Minerals to achieve its business objectives will depend on the performance by Star Minerals and counterparties of their contractual obligations. If any party defaults in the performance of its obligations under a contract, it may be necessary for either party to approach a court to seek a legal remedy, which could be costly for Star Minerals.
Acquisitions	Star Minerals may make acquisitions of, or significant investments in, companies or assets that are complementary to its business in the future as part of future growth plans. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving mineral exploration success and retaining key staff.
Litigation	Star Minerals is exposed to possible litigation risks, including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, Star Minerals may be involved in disputes with other parties in the future which may result in litigation.
Operational risks	The operations of the Company may be affected by various factors such as (but not limited to) failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining and operational and technical difficulties encountered in mining.
Conditions to the Tenements	Interests in tenements in Western Australia are governed by legislation and are evidenced by the granting of leases and licences by the State. The Company is subject to the Mining Act and the Mining Regulations 1981 (WA) and the Company has an obligation to meet conditions that apply to the Tenements, including the payment of rent and prescribed annual expenditure commitments.
Grant of future authorisations to explore and mine	If Star Minerals discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licences and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licences and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.

Key investment risks

Results of studies	Subject to the results of any future exploration and testing programs, Star Minerals may progressively undertake a number of studies in respect to the Projects or any new projects of Star Minerals. These studies may include scoping studies, pre-feasibility studies and bankable feasibility studies. Even if a study determines the economics of any of Star Minerals' projects, there can be no guarantee that the Projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study.
Expenditure Risk	Expenditure may need to be incurred that has not been taken into account in this Prospectus.
Future capital requirements	Star Minerals currently has no operating revenue. As is typical for exploration companies that do not have cash-generating businesses, Star Minerals' ability to meet its on-going operating costs and capital expenditure requirements will ultimately involve expenditure that exceeds the estimated cash resources that Star Minerals is expected to have.
No profit to date and limited operating history	Since the Company intends to invest in the exploration and development of the Projects, the Directors anticipate that the Company will make losses in the foreseeable future.
Reliance on key personnel	Star Minerals' success depends to a significant extent upon its key management personnel, as well as other employees and technical personnel, including sub-contractors. Star Minerals has a small management team. Therefore, the loss of the services of one or more of these key personnel could have an adverse effect on Star Minerals.

An investment in Star Minerals carries risk, including those specific to Star Minerals' business activities, the industry in which it operates and those more general risks associated with investing in the Company's securities. Many of these risks are partially or completely outside of the control of Star Minerals, its Directors and its officers. Consequently, the New Shares offered under this Prospectus carry no guarantee in respect of profitability, dividends or return of capital. Neither Star Minerals, nor its Directors, nor any party associated with the preparation of this Prospectus warrants that any specific objective of Star Minerals will be achieved.

Additional key risks are disclosed in **Section 6** of this Prospectus.

Enquiries

If you require assistance to complete an Application, require additional copies of this Prospectus, or have any questions in relation to the Offer, please contact the Company at [insert phone] or at www.starminerals.com.au.

If you are uncertain as to whether accepting the Offer is a suitable investment for you, you should seek professional advice from your accountant, stockbroker, lawyer, or other professional adviser before deciding whether to invest in Star Minerals.



Star Minerals is a mineral exploration company established for the purpose of exploring for and discovering high grade gold and base metals located at its Tumblegum South Project and West Bryah Project (the **Projects**), each located in central Western Australia.

Chairman's Letter

Dear Investor,

On behalf of the Directors of Star Minerals Limited, it gives me great pleasure to present this Prospectus for Star Minerals' initial public offer to raise \$5,000,000 (before costs).

Star Minerals is a mineral exploration company established for the purpose of exploring for and discovering high grade gold and base metals located at its Tumblegum South Project and West Bryah Project (the **Projects**), each located in central Western Australia.

The key purpose of the Offers is for the Company to raise additional funds to advance exploration at the Projects.

The Company is led by a well-qualified board and management team with strong technical, financial and commercial expertise which is ideally suited to manage the Company's activities and to capitalise on exploration success.

I encourage you to read this Prospectus in its entirety before making your investment decision.

Investors should note that the Company's project is still in the exploration and evaluation phase. Accordingly, any investment made in the Company should be considered highly speculative.

An investment in the Company is also subject to risks, including Company specific risks such as those associated with mining and exploration, commodity price fluctuations and currency exchange. More detailed information about certain risks is set out in Section 5 of this Prospectus. Before you make your investment decision, the Company recommends that you also seek professional investment advice.

I look forward to you adding to your existing shareholding or joining us as a new Shareholder and sharing in what we believe are exciting and prospective times ahead for the Company.

Yours faithfully,

[signature]

Ian Stuart

Chairman, Star Minerals Limited

1. Investment Overview

Topic	Summary	Where to find more information
This Prospectus		
Who is the issuer of this Prospectus?	Star Minerals Limited (ACN 648 048 631), referred to as “ Company ” or “ Star Minerals ” in this Prospectus.	
What is the purpose of this Prospectus?	<p>The purpose of this Prospectus is:</p> <ul style="list-style-type: none"> to make the Public Offer to the general public to raise \$5,000,000 (before costs); to make the Vendor Offers to the Vendors under the Tenement Acquisition Agreements; to make the Performance Rights Offer and the Broker Offer; to satisfy the requirements for the admission of Star Minerals to the Official List of ASX which will enable efficient trading of Star Minerals’ securities, as well as to increase access on additional future funding after the Offers; and to position Star Minerals to meet its business objectives, being primarily to carry out its exploration program related to the Tumblegum South Project and the West Bryah Project. 	Section 2.9
Overview of Star Minerals and the Projects		
What is Star Minerals?	<p>Star Minerals is an Australian public company that was incorporated on 18 February 2021. It carries on the business of mineral exploration, focused on the exploration and evaluation of the Tumblegum South Project and the West Bryah Project (together, the Projects), located in central Western Australia.</p> <p>Star Minerals has entered into the Tenement Acquisition Agreements for the acquisition of the Tenements comprising the Projects.</p> <p>Star Minerals’ subsidiary, White Star Minerals Pty Ltd, has agreed to acquire the Tenement comprising the Tumblegum South Project and Star Minerals has agreed to acquire the Tenements comprising the West Bryah Project.</p> <p>Other than as disclosed in the Prospectus, Star Minerals does not presently have any business operations</p>	Section 3.1

Topic	Summary	Where to find more information
	other than by virtue of the holding of an interest in existing tenements at the Projects and proposed exploration of the Projects.	
What is the Tumblegum South Project?	<p>The Tumblegum South Project is located approximately 630 km northeast of Perth and 40 km south of Meekatharra at the historical Gabanintha mining centre in Western Australia.</p> <p>The project comprises a granted mining lease M51/888 to be acquired from AVL and miscellaneous licence L51/112 to be acquired from Bryah Resources.</p> <p>Star Minerals has entered into agreements with AVL and Bryah Resources to acquire the Tenements comprising the Tumblegum South Project.</p>	<p>Sections 3.2 and 7.2</p> <p>Independent Technical Assessment Report</p> <p>Solicitors' Report on Tenements</p>
What is the West Bryah Project?	<p>The West Bryah Project consists of 7 granted exploration licences covering a total of 349.3km² located approximately 140km north of Meekatharra in central Western Australia.</p> <p>Star Minerals has entered into agreements with Bryah, Jalein, Pet FC and Pinny to acquire the Tenements comprising the West Bryah Project.</p>	<p>Section 3.3 and 7.2</p> <p>Independent Technical Assessment Report</p> <p>Solicitors' Report on Tenements</p>
What is Star Minerals' business model and its key objectives?	<p>Star Minerals' management strategy and its key objectives are to:</p> <ul style="list-style-type: none"> • systematically undertake exploration of the Projects aimed at the discovery and development of Mineral Resources; and • implement a growth strategy to seek out further exploration opportunities which complement Star Minerals' focus on gold/base metals deposits. 	Sections 3.4 and 3.5
What are Star Minerals' key dependencies?	<p>Star Minerals' business activities and operations are dependent upon:</p> <ul style="list-style-type: none"> • funding: securing sufficient funding to undertake its ongoing exploration activities; • exploration: the successful mineral exploration activities at the Projects or other future projects conducted by the Company; • key personnel: attracting and retaining suitably skilled key management personnel; 	Section 3.7

1. Investment Overview

Topic	Summary	Where to find more information
	<ul style="list-style-type: none"> • tenure: maintaining its mining tenements and obtaining title to any other claims or permits required to conduct its business operations; and • consents and approvals: obtaining all consents and approvals necessary for the conduct of its exploration activities. 	
What material contracts has Star Minerals entered into?	<p>Star Minerals is a party to, or has the benefit of, the following material contracts:</p> <ul style="list-style-type: none"> • Tenement Acquisition Agreements; • Development Agreement Tumblegum South Project; • Deeds of Indemnity with the Directors; • Employment Contract with Greg Almond as Chief Executive Officer; and • Appointment letters with each Non-Executive Director 	<p>Section 7</p> <p>Solicitors' Report on Tenements</p>
Investment highlights and risks		
What are the perceived investment highlights and benefits associated with investing in Star Minerals?	<p>The Directors are of the view that an investment in the Company provides the following non-exclusive list of advantages:</p> <ul style="list-style-type: none"> • A quality portfolio of exploration tenements in a highly prospective province in central Western Australia, which the Board considers have the potential to host significant gold and base metals deposits. • An opportunity to be involved in the potential growth or expansion of the Projects following exploration or development success. • A reputable and experienced team to progress exploration and technical studies and capitalise on success. 	<p>Section 3.2 and Section 3.3</p>
What are key risks associated with investing in Star Minerals?	<p>Risks associated with the business, assets and operations of Star Minerals, have the potential to influence the operating and financial performance of Star Minerals in the future. These risks can impact on the value of an investment in New Shares.</p> <p>The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly</p>	<p>"Investment and risks" section, Section 5</p>

Topic	Summary	Where to find more information
	<p>unpredictable and the extent to which the Board can effectively manage them is limited.</p> <p>Based on the information available, a non-exhaustive list of the key risk factors affecting Star Minerals are as follows:</p> <ul style="list-style-type: none"> • the nature of mineral exploration, development and mining; • the ability to successfully estimate a Mineral Resource based on the existing Exploration Results at West Bryah Project; • agent and contractor risk; • acquisition risk; • litigation risk; • conditions to tenements; • grant of future authorisations to explore and mine risks; • results of studies; • expenditure risk; • future funding risk; • liquidity risk; • no profit to date; and • reliance on key management. <p>A detailed summary of key risks is set out in Section 6 of this Prospectus.</p>	

Financial information

How has Star Minerals performed over last 12 months?	<p>Star Minerals was incorporated on 18 February 2021. Accordingly, Star Minerals has a limited operating history and therefore no historical financial performance on which an assessment of the prospects of Star Minerals can be made.</p> <p>As a result, Star Minerals is not in a position to disclose any key financial ratios other than its historical statement of profit or loss and other comprehensive income, historical statement of cash flows, historical statement of financial position and pro-forma statement of financial position which are included in the Financial Information set out in Section 6 of this Prospectus.</p> <p>Given the Company's limited operating history, the Board does not consider that the financial history is a relevant guide to the future performance post the Offers.</p>	<p>Sections 5.2(m) and 6</p> <p>Independent Limited Assurance Report</p>
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1. Investment Overview

Topic	Summary	Where to find more information
	However, details of Star Minerals historical financial information and a pro forma statement of financial position showing the effect of the offer are set out in Section 6 of this Prospectus.	
How will Star Minerals generate revenue?	Star Minerals does not anticipate generating any revenue in the near future as it will initially be solely undertaking exploration activities.	Sections 3.3 and 5.2(m)
What is the financial outlook for Star Minerals?	<p>Star Minerals has existing cash reserves as at the Prospectus date of approximately \$[insert].</p> <p>Following completion of the Offer, Star Minerals will have cash reserves of between approximately \$[insert] and \$[insert] available to pursue its exploration and development strategies.</p> <p>The Directors consider that Star Minerals will have sufficient cash reserves to pursue its exploration and development strategies if the Offer closes with the minimum subscription of \$5,000,000.</p> <p>Given the current status of Star Minerals' projects and the speculative nature of mineral exploration, the Directors do not consider it appropriate to forecast future earnings.</p> <p>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 on a reasonable basis.</p>	Sections 5.5 and 6
What is Star Minerals' dividend policy?	As at the Prospectus Date, Star Minerals does not intend to declare or pay any dividends in the immediately foreseeable future. However, it is the aim of Star Minerals that, in the longer term, its financial performance and position will enable the payment of dividends.	Section 9.2

Directors and key management

Who are the Directors and senior management of Star Minerals?	<p>The Board is comprised of:</p> <ul style="list-style-type: none"> • Ian Stuart – Non-Executive Chairman; • Ashley Jones – Non-Executive Director; and • Stephen Strubel – Non-Executive Director. 	Sections 4.1 and 4.2
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Topic	Summary	Where to find more information
	The senior management of the Company will comprise Greg Almond - Chief Executive Officer.	
What interests do Directors have in the securities of Star Minerals?	Each Director's interest in securities of Star Minerals is set out in Section 11.6.	Section 9.3(a)
Are the Directors participating in the Public Offer?	It is expected that some or all of the Directors will participate in the Public Offer. The Directors may participate in the Offer by subscribing New Shares on the same terms as any other investor.	Section 9.3(b)
Are the Directors participating in the Vendor Offer?	<p>No Director is directly participating in the Vendor Offer.</p> <p>Bryah Resources Limited will be issued with 11,000,000 Shares under the Vendor Offer (and will therefore have a relevant interest of 20.75% of the total Shares on issue) and 7,000,000 Performance Rights.</p> <p>Ian Stuart is a director of Bryah. He holds directly and indirectly 3,100,000 shares in Bryah (1.57% of the total number of Bryah shares) and 3,000,000 performance rights in Bryah.</p>	Section 7.2(c)
Overview of the Offers		
What is the Public Offer?	For the offer to the public of a minimum of 25,000,000 New Shares at an issue price of \$0.20 per New Share to raise \$5,000,000 (before costs), with one free-attaching New Option for every 2 New Shares subscribed for, having an exercise price of \$0.30 and an expiry date of 3 years from the date of grant.	Section 2.1
What securities are being offered under the Public Offer?	<p>The Public Offer is an offer of:</p> <p>(a) fully-paid ordinary shares in Star Minerals (Shares); and</p> <p>(b) Options having an exercise price of \$0.30 and an expiry date of 3 years from the date of grant and otherwise having the terms set out in Section 8.2.</p>	<p>Sections 2.1</p> <p>Sections 8.1 and 8.2</p>
Is the Public Offer underwritten?	The Public Offer is not underwritten.	Section 2.3
What are the Vendor Offers?	For the offer to the Vendors of a total of 15,000,000 Shares, 3,000,000 Class A Performance Rights and 4,000,000 Class B Performance Rights in	Section 2.4

1. Investment Overview

Topic	Summary	Where to find more information
	accordance with the Tenement Acquisition Agreements.	
What securities are being offered under the Vendor Offers?	<p>The Vendor Offers comprise offers to the Vendors of:</p> <p>(a) a total of 15,000,000 fully paid Shares; and</p> <p>(b) 3,000,000 Class A Performance Rights and 4,000,000 Class B Performance Rights having the terms set out in Section 8.3,</p> <p>as consideration for the acquisition of the Tenements pursuant to the Tenement Acquisition Agreements.</p>	Sections 2.4, 7.2 and 8.3
What is the Performance Offer?	For the offer to the Directors and the CEO of a total of 2,500,000 Class B Performance Rights.	Section Reference not found. Error! source
What securities are being offered under the Performance Rights Offer?	Class B Performance Rights having the terms set out in Section 8.3, to incentivise the CEO and the Directors to achieve the Performance Rights' milestones.	Section 8.3
What is the Broker Offer?	For the offer to any Mandated Broker of 2,000,000 New Options having an exercise price of \$0.30 and an expiry date of 3 years from the date of grant.	Section 2.7
What securities are being offered under the Broker Offer?	New Options having an exercise price of \$0.30 and an expiry date of 3 years from the date of grant and otherwise having the terms set out in 8.2, in accordance with any Broker Mandate.	Section 8.2
How will the Offers affect the capital structure of Star Minerals?	<p>If the Offers close successfully:</p> <p>(a) the number of fully-paid ordinary shares on issue will increase from 13,000,001 Shares to 53,000,001 Shares;</p> <p>(b) the number of Options on issue will increase from 0 to up to 16,500,000 Options; and</p> <p>(c) the number of Performance Rights on issue will increase from 0 to 9,500,000 Performance Rights.</p>	Section 2.12
Will the Shares be quoted on the ASX?	Star Minerals will apply for quotation of its Shares under the ASX code "SMS".	Section 2.23
Will the Options be quoted on the ASX?	Star Minerals will apply for quotation of its Options under the ASX code "SMSOA".	Section 2.23

Topic	Summary	Where to find more information
Is there a minimum subscription requirement for the Public Offer?	The Public Offer is subject to a minimum subscription of \$5,000,000.	Section 2.5
What are the expenses of the Offers?	The expenses of the Offer are estimated to be approximately \$[insert].	Sections 2.10 and 9.6
Will any New Shares or New Options be subject to escrow restrictions?	<p>New Shares and New Options issued under the Public Offer are not expected to be subject to ASX-imposed escrow restrictions.</p> <p>Shares and Performance Rights issued under the Vendor Offers are expected to be to be escrowed for up to 24 months following the Company's admission to ASX.</p> <p>Performance Rights issued under the Performance Rights Offer are expected to be to be escrowed for up to 24 months following the Company's admission to ASX</p> <p>New Options issued under the Broker Offer are expected to be escrowed for up to 24 months following the Company's admission to ASX.</p>	Section 2.14
Applying for New Shares		
Who can apply for New Shares under the Public Offer?	Members of the public (including existing Shareholders) may apply for New Shares, provided that doing so does not contravene any foreign securities laws (as determined by the Directors).	Section 2.1
Who can apply under the Vendor Offers?	Only the Vendors, who are parties to the Tenement Acquisition Agreements, may apply under the Vendor Offers.	Section 2.4
Who can apply under the Performance Rights Offer?	Only the CEO and Directors may apply for Performance Rights under the Performance Rights Offer.	Section Error! Reference source not found.
Who can apply under the Broker Offer?	Only a Mandated Broker may apply under the Broker Offer.	Section 2.7
What is required to apply for New Shares?	Applicants who wish to apply for Shares under the Public Offer must do so by completing an electronic Application Form online via Star Minerals' website at www.starminerals.com.au which will accompany an electronic version of the Prospectus. Paper forms will not be accepted. Alternatively, Applicants may make an Application by arrangement with a Mandated Broker.	Sections 2.1, 2.16 and 2.20 Application Form

1. Investment Overview

Topic	Summary	Where to find more information
	<p>Applicants who apply for Shares online must complete a BPAY® payment, as outlined in Section 2.17(b).</p> <p>Applicants who submit Applications under this Prospectus must complete a BPAY® payment. Cheques or money order payments will not be accepted.</p>	
How will Applications be Allocated?	<p>If Applications are received for New Shares in excess of the maximum number under the Public Offer, [insert summary of allocation policy, including priority offer to BYH and AVL shareholders].</p> <p>Applications will otherwise be allocated at the Directors' discretion. The Directors will generally allocate New Shares in the manner they consider will provide an optimal and appropriate Shareholder base, having regard to ASX's admission requirements.</p>	Section 2.22
Can the Offers be withdrawn?	<p>Star Minerals reserves the right to withdraw the Offers at any time before the issue of New Shares to Applicants under the Public Offer. If the Offers are withdrawn, Application Moneys will be refunded to Applicants in full without interest.</p>	Section 2.25
Use of Proceeds		
How will funds raised from the Public Offer be used?	<p>Star Minerals intends to use the funds raised from the Public Offer as follows:</p> <ul style="list-style-type: none"> to carry out soil sampling, RAB drilling and RC drilling at the Tumblegum South Project; to carry out soil sampling and RAB drilling at the West Bryah Project; for working capital purposes; to enable its admission to the Official List of ASX; and to pay the costs of the Offer. <p>These intended uses may be affected by new circumstances and financial requirements that arise. The Board reserves the right to vary the way in which funds are applied.</p> <p>Refer to Section 2.10 for a more detailed budget for Star Minerals' use of funds.</p>	Section 2.10
Further information		

Topic	Summary	Where to find more information
Are there any taxation consequence?	<p>The acquisition and disposal of Shares may have tax consequences for Applicants depending on their individual taxation circumstances and affairs. Each Applicant should consult their own taxation adviser for advice about any taxation consequences associated with subscribing for and disposing of Shares. None of Star Minerals and the Directors have given any advice regarding the taxation consequences of subscribing for Shares. To the extent permitted by law, Star Minerals, the Directors and Star Minerals' advisers and officers do not accept any responsibility or liability for any taxation consequences for persons subscribing for Shares.</p> <p>Shares may be subject to Australian tax on any future dividends and possibly capital gains tax on a future disposal of New Shares issued under this Prospectus.</p> <p>The Australian taxation consequences of any investment in New Shares will depend upon each Shareholder's or investor's particular circumstances. Applicants should make their own enquires concerning the taxation consequences of an investment in Star Minerals.</p>	Section 2.26
Where can I find out more information about this Prospectus or the Offers?	<p>A person considering applying under an Offer should read this Prospectus in full and should consult their own qualified investment advisors if they have any questions.</p> <p>The Company releases certain material information about its affairs, both under periodic and continuous disclosure obligations.</p> <p>Certain information referred to in this Prospectus, including copies of Star Minerals' corporate governance charters and policies, is available on Star Minerals' website at www.starminerals.com.au.</p> <p>If you have any queries concerning your existing holding of Shares or the method of accepting the Public Offer, please contact the Share Registry.</p> <p>If you have any queries on this Prospectus generally, please contact Star Minerals. Please refer to the Directory for contact details.</p>	Corporate Directory and Section 3.1

1. Investment Overview

This section is a summary only and not intended to provide full information for investors intending to apply for Shares offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

2. Details of the Offers

2.1 Public Offer

Subject to satisfaction of the conditions summarised in Section 2.8, the Public Offer under this Prospectus invites investors to participate in an offer of a minimum of 25,000,000 New Shares at \$0.20 per New Share to raise \$5,000,000 (before costs), with one free-attaching New Option for every 2 New Shares subscribed for, having an exercise price of \$0.30 and an expiry date of 3 years from the date of grant (12,500,000 New Options).

All New Shares issued pursuant to the Public Offer will be issued as fully-paid ordinary shares and will rank equally in all respects with Shares already on issue. Further details of the rights attaching to New Shares are set out in Section 8.1.

Further details of the rights attaching to New Shares are set out in Section 8.1. The full terms of the New Options are set out in Section 8.2.

Star Minerals reserves the right to reject any Application or to allocate any Applicant fewer New Shares than the number applied for and reserves the right to withdraw the Public Offer at any time before New Shares are issued under it.

Please refer to Section 2.16 for details on how to apply for New Shares under the Public Offer.

2.2 Minimum subscription of Public Offer

The Public Offer is subject to a minimum subscription condition that the Company receives Applications for at least 25,000,000 New Shares to raise a minimum of \$5,000,000.

2.3 Underwriting

The Public Offer is not underwritten.

2.4 Vendor Offers

Subject to satisfaction of the conditions summarised in Section 2.8, the Vendor Offers under this Prospectus contemplates the to the Vendors of a total of 15,000,000 Shares, 3,000,000 Class A Performance Rights and 4,000,000 Class B Performance Rights in accordance with the Tenement Acquisition Agreements.

All New Shares issued pursuant to the Vendor Offers will be issued as fully-paid ordinary shares and will rank equally in all respects with Shares already on issue. Further details of the rights attaching to New Shares are set out in Section 8.1.

Further details of the rights attaching to Performance Rights are set out in Section 8.3.

Members of the public who are not Vendors may not apply under the Vendor Offers.

2.5 Performance Rights Offer

The Performance Rights Offer under this Prospectus contemplates the offer to the CEO and the Directors of a total of 2,500,000 Class B Performance Rights to incentivise the CEO and the Directors to achieve the Performance Rights' milestones.

It is proposed the Performance Rights will be granted to the CEO and the Directors as follows:

- Greg Almond, CEO 1,000,000 Performance Rights
- Ian Stuart, Chairman 750,000 Performance Rights;
- Ashley Jones, Director 375,000 Performance Rights; and

2. Details of the Offers

- Stephen Strubel, Director 375,000 Performance Rights

Further details of the rights attaching to Performance Rights are set out in Section 8.3.

Members of the public who are not the CEO or Directors may not apply under the Performance Rights Offer.

2.6 Independent Expert's Report on Performance Rights

The Performance Rights to be issued under the Performance Rights Offer and the Vendor Offers (would, if the applicable milestones are achieved, convert into a total of 9,500,000 Shares, being approximately 17.92% of the number of Shares that Star Minerals proposed to have on issue on the date of its intended admission to ASX. Therefore, in accordance with section 13 of ASX Guidance Note 19 *Performance Securities*, Star Minerals has engaged BDO Corporate Finance (WA) Pty Ltd (**Independent Expert**) to prepare a report (**Independent Expert's Report**) to opine on whether issue of the Performance Rights is fair and reasonable to non-participating security holders. The Independent Expert's Report is set out in Annexure E. The Independent Expert has concluded that the issue of the Performance Rights is **not fair but reasonable** to non-participating security holders.

2.7 Broker Offer

The Broker Offer under this Prospectus contemplates the issue to any Mandated Brokers of a total of 2,000,000 New Options in accordance with any Broker Mandate, which is summarised at Section 7.5.

The full terms of the New Options are set out in Section 8.2.

Members of the public may not apply for any Options under the Broker Offer.

2.8 Conditions of Offers

The Offers are conditional upon:

- the Company satisfying the minimum subscription requirement of raising at least \$5,000,000 under the Public Offer (refer to Section 2.4);
- completion of the Tenement Acquisition Agreements in accordance with their terms; and
- ASX approving Star Minerals' application for admission to the Official List and Star Minerals receiving conditional approval for quotation of its Shares and Options on ASX on terms acceptable to Star Minerals (acting reasonably) (refer to Section 2.23),

within 3 months after the Prospectus Date.

If the above conditions to the Offers are not satisfied, Star Minerals may issue a supplementary or replacement prospectus to Applicants allowing them one month to withdraw their Applications and obtain a refund of their Application Money. Alternatively, Star Minerals may determine not to proceed with the Offers, in which case it will repay all Application Money received without interest in accordance with the Corporations Act.

2.9 Purpose of the Offers

The purpose of the Offers is to:

- make the Public Offer to the general public to raise \$5,000,000 (before costs);
- make the Vendor Offers to the Vendors under the Tenement Acquisition Agreements;
- make the Performance Rights Offer and the Broker Offer;

- satisfy the requirements for the admission of Star Minerals to the Official List of ASX which will enable efficient trading of Star Minerals' securities, as well as to increase access on additional future funding after the Offers;
- position Star Minerals to meet its business objectives, being primarily to carry out its exploration program related to the Tumblegum South Project and the West Bryah Project; and
- pay the costs of the Offers.

2.10 Use of funds

The following tables shows the sources of funds and expected use of funds following completion of the Offers:

Sources of funds	Amount
Funds raised from issue of seed capital	\$250,000
Funds raised from the Offer	\$5,000,000
Total funds available	\$5,250,000

Use of funds	Year 1	Year 2
Tumblegum South Project		
• Soil sampling	\$1,215,500	\$962,500
• RAB drilling		
• RC drilling		
West Bryah Project		
• Soil sampling	\$412,500	\$467,500
• RAB drilling		
Costs of the Offers	\$405,232	-
Transfer duty on acquisition of Tenements (estimated)	\$174,422	-
Amounts payable to Vendors on acquisition of Tenements for reimbursement of exploration expenses	\$505,000	-
Administration costs	\$408,000	\$408,000
Total funds allocated	\$3,120,654	\$1,838,000
Remaining cash	\$2,129,346	\$291,346

Notes:

1. The above table is a statement of current intentions of the Company as of the Prospectus Date. Due to market conditions and/or any number of other factors (including the risk factors outlined in Section 6), actual expenditure levels may differ significantly to the above estimates. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the way funds are ultimately applied. The Directors reserve the right to alter the way funds are applied on this basis.
2. Exploration expenditures will be reviewed on an on-going basis, depending upon the nature of results from the respective exploration activities. The results obtained from exploration and evaluation programs may lead to increased or decreased levels of expenditure on certain deposits or projects reflecting a change in emphasis.
3. Star Minerals may look to develop strategic opportunities that meet appropriate scale and risk criteria, are situated in the appropriate locations and offer growth potential and there may be a need to direct funds for that purpose or to raise additional equity capital. Star Minerals intends to capitalise on future opportunities as they arise which may result in costs being incurred which are not included in these summaries.
4. Costs of the Offers include the fees and the other costs identified in Section 9.6.

2. Details of the Offers

5. The stated use of funds is current as at the Prospectus Date. The use of funds may change depending on any intervening events or changes in Star Minerals' circumstances. The Board reserves the right to change the way funds are used and applied.
6. Administration costs comprise the Company's administration and overhead costs and include operating expenses, accounting costs, auditing costs, insurance costs, legal costs, share registry costs, Directors' and management remuneration, ASX fees and regulatory compliance costs and expenses.

2.11 Working capital

On completion of the Offers and the issue of New Shares and admission of the Company to the Official List of ASX, the Company will have enough working capital to carry out its objectives as stated in this Prospectus.

2.12 Effect on capital structure and dilution

The anticipated effect of the Offers on the capital structure of Star Minerals is set out below:

Shares	
Shares currently on issue	13,000,001
New Shares offered pursuant to the Public Offer	25,000,000
New Shares offered pursuant to the Vendor Offers	15,000,000
Total Shares on issue after completion of the Offers	53,000,001
Options	
Options currently on issue	2,500,000
New Options offered pursuant to the Public Offer	12,500,000
New Options offered pursuant to the Broker Offer	2,000,000
Total Options on issue after completion of the Offers	16,500,000
Performance Rights	
Performance Rights currently on issue	0
New Performance Rights issued to Vendors	7,000,000
New Performance Rights issued to Directors	2,500,000
Total Performance Rights on issue after completion of the Offers	9,500,000

The New Shares issued under the Public Offer will represent:

- 47.17% of the total Shares on completion of the Offers; and
- 21.58% of the total Shares and Options on issue on completion of the Offers.

New Shares and New Options issued under the Public Offer will represent 39.57% of the total Shares and Options on issue on completion of the Offers.

2.13 Details of substantial holders

As at the Prospectus Date, the Directors are aware of the following persons who, together with their Associates, will have or are expected to have a relevant interest in Shares representing 5% or more of the total Shares on issue on completion of the Offers (53,000,001 Shares):

Shareholder	Shares	Relevant Interest (%)
Bryah Resources Limited (a Vendor)	11,000,000	20.75%
Jalein Pty Ltd (a Vendor)	2,750,000	5.19%
[other?]	[insert]	[insert]%

Notes:

1. The information in the table above is based on the registered holdings of Shares as set out in the Company's register of Shareholders at the Prospectus Date. The register may not reveal all relevant interests held in the Company's Shares, particularly if those relevant interests do not arise from being the registered holder of Shares.

2.14 Escrow restrictions

Star Minerals estimates that, if it is admitted to the Official List of ASX, the following of its securities will be subject to ASX imposed escrow restrictions for the period set out in the table below:

Period of restriction	Shares	Options	Performance Rights
24 months from the admission to the Official List	24,250,001	2,000,000	9,500,000
12 months from issue of Security	3,750,000	2,500,000	-
Unrestricted – including all Securities issued under Public Offer	28,000,000	12,500,000	-

The securities in the table above include some or all of Star Minerals' existing securities issued to related parties (including Directors), promoters, seed capital investors and others prior to the Offers. ASX is yet to make a final determination of which securities will be classified as Restricted Securities. Star Minerals expects to announce these details and the escrow restrictions applicable to such securities, prior to Shares commencing trading on ASX.

2.15 Offer Period

The Offers are expected to open for acceptance on [date] July 2021 (unless the exposure period is extended). The Offers will remain open until 5:00 pm (AEST) on [date] August 2021, unless the Board determines to close them early or extend them, at the Board's discretion.

2.16 Priority to shareholder of Bryah Resources and Australasian Vanadium

[Insert details of priority offers to BYH and AVL shareholders.]

2.17 Application for New Shares

(a) Form of application

Applications for New Shares under the Offers must be made on the Application Form which accompanies this Prospectus. An Application Form must be completed in accordance with the instructions set out on the form.

In an effort to encourage contactless payments and processing during the current COVID-19 pandemic, Application Forms **must be submitted in electronic format** as outlined below and payment **must be made via BPAY®**, unless alternative arrangements are made with a Mandated Broker. The Company will not distribute nor accept paper-based Application Forms.

[insert details to be provided by Automic for lodgement of applications]

Applications under the Public Offer must be for a minimum of 10,000 New Shares (\$2,000) and thereafter increments of 1,000 New Shares (\$200). Payment for the New Shares must be made in full at the issue price of \$0.20 per New Share.

Investors who wish to apply under the Public Offer are urged to lodge an Application Form as soon as possible, as the Offers may close early without notice.

The Company reserves the right to accept or reject a lesser amount to the total amount of New Shares applied for by an Applicant in an Application Form at its complete discretion.

2. Details of the Offers

An Application Form which is lodged together with **BPAY®** payment for the Application Money constitutes a binding and irrevocable offer to subscribe for the number of New Shares specified in that Application Form. The form does not need to be signed to be valid.

The Company reserves the right to refuse a completed Application Form.

If an Application Form is not completed correctly or if the accompanying payment is for an incorrect amount, it may be treated by the Company as valid at its discretion. The Directors' decision as to whether to treat such an application as valid and how to construe, amend or complete the Application Form is final. However, an Applicant will not be treated as having applied for more New Shares than is indicated by the amount of Application Money.

No brokerage or transfer/stamp duty is payable in relation to the Offers.

(b) **Payment using BPAY®**

Applicants who submit an online Application for New Shares under the Public Offer will receive a BPAY® biller code and unique customer reference number upon completion of the online Application Form.

Using these BPAY® details, to complete the BPAY® payment an Applicant must:

- access the Applicant's participating BPAY® financial institution either through telephone or internet banking;
- select to use BPAY® and follow the prompts;
- enter the supplied biller code and unique customer reference number;
- enter the total amount to be paid which corresponds to the amount equal to the number of New Shares for which the Applicant wishes to apply, multiplied by the Offer Price (i.e. \$0.20) of those New Shares;
- select the account from which the payment will be deducted;
- schedule the payment to occur on the same day that the online Application Form will be completed; and
- record and retain the BPAY® receipt number and the date on which the payment was made.

BPAY® payments must be made from an Australian dollar account of an Australian financial institution.

Applicants should be aware that financial institutions may implement earlier cut-off times with regard to BPAY® or EFT payments. Applicants should therefore take this into consideration when making a payment. Applicants are responsible for ensuring that BPAY® payments (or EFT payments if applicable) are received by Star Minerals before **5.00pm (AEST) on the Closing Date**.

(c) **Applications through a Mandated Broker**

Persons who have received a firm allocation of New Shares from a Mandated Broker (either directly or via their stockbroker) may apply for New Shares by arrangement with the Mandated Broker and the Company.

Each such Applicant must submit a completed Application Form together with the Application Money before **5:00pm (AEST) on the Closing Date**, in accordance with the Mandated Broker's directions.

By making an Application through a Mandated Broker, an Applicant will be taken to have confirmed that they have received a copy of the Prospectus together with the Application Form.

2.18 Application Moneys to be held in trust

Application Moneys will be held in trust in a subscription account until allotment of New Shares. Star Minerals will retain any interest earned on Application Moneys. In the event that an Applicant is not issued with New Shares in full satisfaction of the Application Moneys provided, the relevant Application Moneys will be refunded without interest.

2.19 Exposure Period

This Prospectus is subject to an exposure period of seven days from the date of lodgement with ASIC. This period may be extended by ASIC for a further period of up to seven days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. If this Prospectus is found to be defective, Applications received during the Exposure Period will be dealt with in accordance with section 724 of the Corporations Act. Applications received prior to the expiration of the Exposure Period will not be processed until after the expiry of the Exposure Period.

2.20 Applicants outside of Australia

This Prospectus does not constitute an offer of New Shares in any jurisdiction where, or to any person to whom, it would not be lawful to issue this Prospectus or make an Offer. The Directors may, at their absolute discretion, accept Applications from persons outside of Australia if the Directors are satisfied that doing so will not contravene any foreign securities laws.

Star Minerals has not taken any action to register or qualify the New Shares or the Offers, or otherwise to permit a public offering of the New Shares, in any jurisdiction outside Australia.

It is the responsibility of any Applicant who is resident outside Australia to ensure compliance with all laws of any country relevant to their Application and any such Applicant should consult their professional adviser as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be issued New Shares. Completing an Application Form will constitute a representation and warranty by an Applicant that there has not been any breach of such regulations.

2.21 Allotment and issue of securities

Securities to be issued under the Offers are expected to be issued in accordance with the indicative timetable set out in this Prospectus, subject to ASX granting approval for Star Minerals to be admitted to the Official List of ASX. The allotment and issue of securities to Applicants will occur as soon as practicable after the Closing Date following which Holding Statements will be dispatched.

It is the responsibility of Applicants to confirm the number of New Shares and New Options allotted to them prior to trading in those New Shares. Applicants who sell New Shares or New Options before they receive notification of the number of New Shares and New Options allocated to them do so at their own risk.

If an Application Form is not completed correctly, or if the accompanying payment of the Application Moneys is for the wrong amount, it may still be treated as a valid Application. The Directors' decision whether to treat the Application as valid and how to construe, amend, or complete the Application Form is final. However, an Applicant will not be treated as having applied for more New Shares than is indicated by the sum of the Application Moneys.

2.22 Allocation of New Shares

Subject to the obligations set out in any Broker Mandate, the Directors have the right to allocate New Shares at their discretion under the Public Offer.

2. Details of the Offers

The Directors may reject any Application or allocate to any Applicant under the Public Offer fewer New Shares than applied for.

The Directors will generally allocate New Shares at their discretion in the manner which they consider will provide an optimal and appropriate Shareholder base, having regard to the requirements of the Listing Rules that Star Minerals must have a prescribed minimum number of Shareholders that hold a parcel of New Shares valued at \$2,000 or more (i.e. 10,000 New Shares).

If Applications are received for New Shares in excess of the maximum number under the Public Offer, [insert allocation policy, including priority to BYH and AVL shareholders].

If your Application is not accepted, or is accepted in part only, the relevant part of the Application Money will be returned to you without any accrued interest.

The Directors may participate in the Public Offer but will not receive any priority.

2.23 ASX listing and quotation

Star Minerals will apply to ASX within 7 days after the Prospectus Date for ASX to admit Star Minerals to the Official List of ASX and for quotation of its Shares and New Options (including the New Shares offered under this Prospectus) on ASX. Quotation will not be sought for securities that may be designated by ASX as Restricted Securities and therefore subject to ASX-imposed escrow restrictions.

If approval for quotation of the New Shares and New Options to be issued pursuant to this Prospectus is not granted within 3 months after the Prospectus Date, Star Minerals will not allot or issue any securities under the Offers and will repay all Application Moneys without interest as soon as practicable.

ASX does not take any responsibility for the contents of this Prospectus. The fact that ASX may admit Star Minerals to the Official List is not to be taken in any way as an indication of the merits of Star Minerals or New Shares offered pursuant to this Prospectus.

2.24 CHESS and issuer sponsorship

Star Minerals will apply to participate in the Clearing House Electronic Sub-Register System (**CHESS**), operated by ASX Settlement (a wholly-owned subsidiary of ASX), in accordance with the Listing Rules and Settlement Rules. Star Minerals will operate an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up Star Minerals' principal register of its securities.

Under CHESS, Star Minerals will not issue certificates to the holders of securities. Instead, Star Minerals will provide holders with a Holding Statement (similar to a bank account statement) that sets out the number of Shares allotted and issued to them under this Prospectus.

This holding statement also advises investors of either their Holder Identification Number (**HIN**) in the case of a holding on the CHESS sub-register or Security Holder Reference Number (**SRN**) in the case of a holding on the issuer sponsored sub-register.

A statement will be routinely sent to holders at the end of any calendar month during which their holding changes. A holder may request a statement at any other time however a charge may be incurred for additional statements.

2.25 Withdrawal or early close of the Offers

The Offers may close early or be withdrawn by the Company. In such circumstances, no New Shares or New Options will be issued and all Application Moneys paid by Applicants will be refunded to them in full, with any interest earned on those funds being retained by Star Minerals.

2.26 Taxation Implications

The Australian taxation consequences of any investment in Star Minerals' securities will depend upon each Shareholder's or investor's particular circumstances. Therefore, the Directors consider it inappropriate to give advice regarding the taxation consequences of investing in Star Minerals. Neither Star Minerals, the Directors, nor any advisers accept any responsibility or liability for such taxation consequences. Applicants should make their own enquires concerning the taxation consequences of an investment in Star Minerals. If you are in doubt as to the course that you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser without delay.

2.27 Privacy disclosure

Star Minerals collects information about each Applicant from the Application Form for the purpose of processing the Application and, if the Applicant is successful, for the purposes of administering the Applicant's security holding in Star Minerals.

By submitting an Application Form, each Applicant agrees that Star Minerals may use the information in the Application Form for the purposes set out in this Section 2.27.

At the Prospectus Date, the Directors consider Star Minerals to be a 'small business' and not required to comply with the Australian Privacy Principles under the *Privacy Act 1988* (Cth) (**Privacy Act**). This position may change as Star Minerals develops.

Star Minerals and the Shares Registry may disclose an Applicant's personal information for purposes related to the Applicant's investment to their agents and service providers including those listed below or as otherwise would be authorised if Star Minerals was required to comply with the Australian Privacy Principles under the Privacy Act:

- the Share Registry for ongoing administration of Star Minerals' registers of security holders;
- a Mandated Broker for the purposes of the capital raising part of the Offers; and
- the printers and the mailing house for the purposes of preparing and distributing Holding Statements and for the handling of mail.

If an Applicant becomes a shareholder of Star Minerals, the Corporations Act requires Star Minerals to include information about the shareholder (name, address and details of the Shares held) in its public register. This information must remain in Star Minerals' register even if that person ceases to be a shareholder of Star Minerals. Information contained in Star Minerals' register is also used to facilitate distribution payments and corporate communications (including Star Minerals' financial results, annual reports and other information that Star Minerals may wish to communicate to its security holders) and compliance by Star Minerals with legal and regulatory requirements.

If an Applicant does not provide the information required on the Application Form, Star Minerals may not be able to accept or process their Application.

Under the Privacy Act, a person may request access to their personal information held by (or on behalf of) Star Minerals or the Share Registry. Notwithstanding that Star Minerals may not be subject to the Australian Privacy Principles, an Applicant can request access to their personal information by writing to Star Minerals through the Share Registry.

2.28 Forward-looking statements

As Star Minerals' business is at an early stage of development, there are significant uncertainties associated with forecasting future revenue. On this basis, the Directors, having considered ASIC regulatory guidance, do not believe that reliable forecasts can be prepared and accordingly have not included forecasts in this Prospectus.

Refer to Section 3 for further information about Star Minerals' business and activities.

2. Details of the Offers

Notwithstanding the above, this Prospectus includes, or may include, forward-looking statements including, without limitation, forward-looking statements regarding the Star Minerals' financial position, business strategy, plans and objectives and future operations (including development plans and objectives), which have been based on the Star Minerals' current expectations about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding Star Minerals' present and future business strategies and the environment in which the Company will operate in the future.

Matters not yet known to the Company or not currently considered material to the Company may impact on these forward-looking statements. The forward-looking statements in this Prospectus reflect views held only as at the Prospectus Date. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this Prospectus might not occur. Investors are therefore cautioned not to place undue reliance on these statements.

3. Company Overview

3.1 Company background

Star Minerals is an Australian public company that was incorporated as Star Minerals Pty Ltd on 18 February 2021. It carries on the business of mineral exploration, focused on the exploration and evaluation of its Tumblegum South Project and its West Bryah Project, located in central Western Australia.

Star Minerals is a “disclosing entity” under the Corporations Act. It is subject to both periodic reporting obligations, as well as continuous disclosure obligations whereby it must release price sensitive information concerning its affairs either to ASIC or on its website as soon as practicable after it becomes aware of the information (subject to certain exceptions).

3.2 Tumblegum South Project

(a) Location

The Tumblegum South Project is located approximately 630 km northeast of Perth and 40 km south of Meekatharra at the historical Gabanintha mining centre in Western Australia (refer Figure 1 below). The Tumblegum South Project principally consists of:

- granted mining lease M51/888 covering 0.71 km² over flat country to the south of the historic Gabanintha mining pits, to be acquired from AVL; and
- miscellaneous licence L51/112 to provide an access corridor from the nearest road to M51/888, to be acquired from Bryah Resources.

The Project is accessible by the Meekatharra-Sandstone unsealed road and then over about 1.5 km of unsealed tracks through the Gabanintha mining centre. Alternatively, it can also be reached by driving along the sealed Great Northern Highway 77 km north from Cue (or 35 km south from Meekatharra), then along 31 km of the unsealed Gabanintha–Nannine Road to the Meekatharra–Sandstone Road to the Gabanintha mining centre.

Meekatharra is a major supply centre for the pastoral and mining area in the Murchison region of Western Australia. There is a commercial airport located at Meekatharra and is the regional home to the Royal Flying Doctor Service.

The Meekatharra area has a long association with gold mining with first colonial settlement at Meekatharra established in 1894 after the discovery of gold in the area and miners moving to the new settlement from the other East Murchison goldfields.

The Gabanintha mining centre has many historical workings and small-scale shafts and adits where turn of the 19th to 20th century gold miners followed narrow high-grade shoots of gold-copper. Peak mining during this period occurred between 1895 and 1910. This style of mining at Gabanintha ceased in 1944.

Historical mining at Tumblegum South includes numerous shallow pits and at least one vertical shaft and a stope to a depth of approximately 80 m.

This region hosts significant mineral endowment. There are approximately 300 historical and operating sites, (refer to <http://www.australianminesatlas.gov.au/?site=atlas>) [incomplete sentence]

In the local area, there are four operating gold projects;

- Meekatharra Westgold (Paddys Flat, Yalgodinda, Reedy's)
- Vivian-Consols (Paddy's Flat Project)
- Whangamata (Yaloginda Project)

3. Company Overview

- Surprise - Yaloginda (Yaloginda Project, Surprise 2007)
- Callisto (Reedy's Project)

The area hosts a large number of exploration projects, ranging from early stage to advanced, supported by all-weather road infrastructure, townships and airports.

(b) Regional geology

The Tumblegum South Project area is situated in the Archaean Meekatharra–Wydgee Greenstone Belt of the Western Australian Yilgarn Craton, specifically the Murchison Terrane.

According to mapping undertaken by the GSWA, rocks in the region are mapped as largely part of the Murchison Supergroup, with most rocks being assigned to the Singleton Formation and Yaloginda Formation of the Norie Group (Figure 2). In addition, rocks of the intrusive Meeline Suite are present.

The Singleton Formation of the Gabanintha mining centre consists of generally north-south trending units of pyroxene spinifex textured basalts, pillow basalts, and komatiitic basalt that is schistose with pyroxene-spinifex texture locally preserved.

The Yaloginda Formation is present as thin north-south trending bands, consisting of felsic volcanic and volcanoclastic rocks that are highly weathered, and there are intrusive rocks of the Meeline Suite rocks present as well, including pyroxenite that ranges from fine-medium grained to massive to weakly foliated. Logging by company geologists notes strongly serpentinised and talc-rich units with actinolite in the Tumblegum South project area, that may correlate to schist of the Meeline Suite.

The regions greenstone rocks have been metamorphosed, including areas of granulite facies, notably around the intrusive Lady Alma mafic igneous complex, seen in the project area.

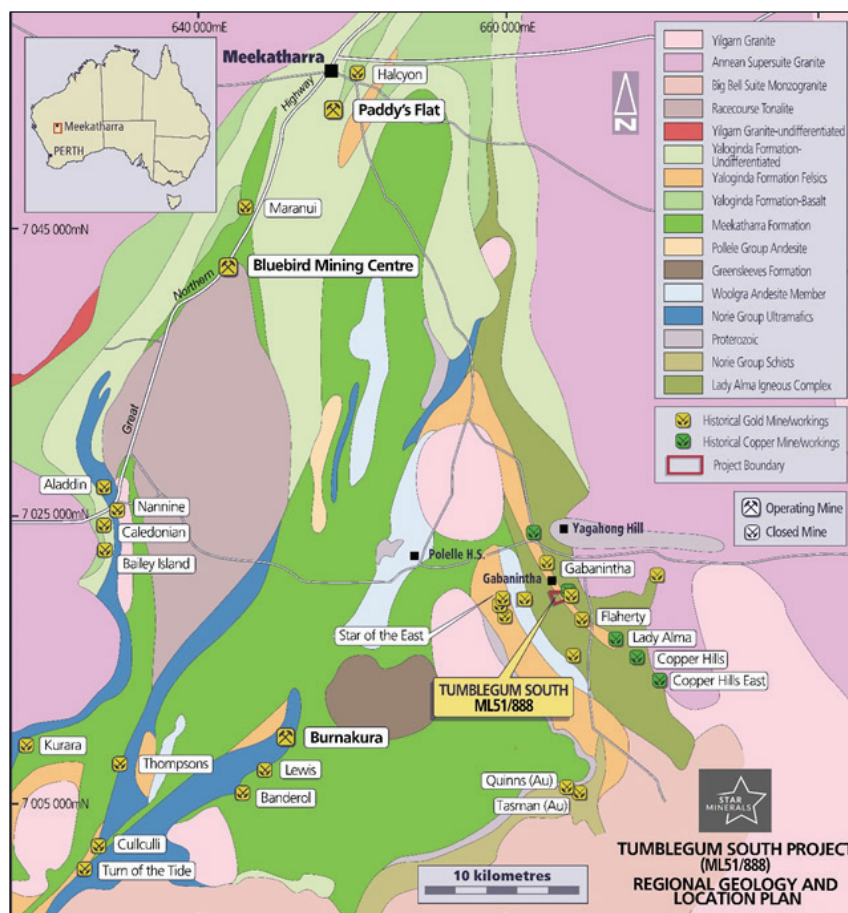


Figure 1 - Tumblegum South Project location

Major nearby deposits include the Historic Gabanintha mine site and a number of historic copper-gold mines, including the Flaherty, Lady Alma and Copper Hills mines along the same stratigraphic trend.

(c) Tumblegum South Project geology

The area immediately to the north of the project area was mined, most latterly, by Dominion Mining Ltd from 1987 up until 1992. The project is interpreted as the eastern limb of a synclinalorium, within a mafic/ultramafic volcanic suite, overlain with BIF/sediments/felsics.

The project area setting has undergone intense folding and shearing, with the major shear structure dubbed the “Gabanintha Shear” by Dominion. The shear is around 40m wide, with associated massive quartz blows, and trends northwest to southeast.

Adjacent to the shear zone in the mafic/ultramafic sequence are a series of folds, with steep limbs on the western side and more shallow limbs on the east. The folds plunge to the north at 10-30°. The ultramafic rocks on the eastern limb are sheared, and form foliated zones between the basalt and komatiitic units. Shear zones have formed, parallel to the main shear and as en échelon gashes. There are dolerite intrusions in many of the shear structure.

Gold mineralisation in the project is of two main types:

- Biotite-quartz-carbonate \pm pyrite \pm chalcopyrite within the ultramafics or along the contact between the ultramafics and dolerite.
- A quartz vein system within the dolerites and basalts.

More detailed interpretation at Tumblegum aligns well with the descriptions from the Dominion geologists, except for the orientation of the main shear - it trends slightly northeast rather than the northwest trend at Gabanintha. The main rocks seen are ultramafic units (with or without talc-carbonate alteration) and basalts, with occasional dolerite intrusions. Nickel assays proved useful to separate the different mafic units.

Structural interpretation has developed an interpretation that has proven consistent with the latest drilling, a main northeast-southwest set of gold-bearing structures, as well as an east-west splay.

3. Company Overview

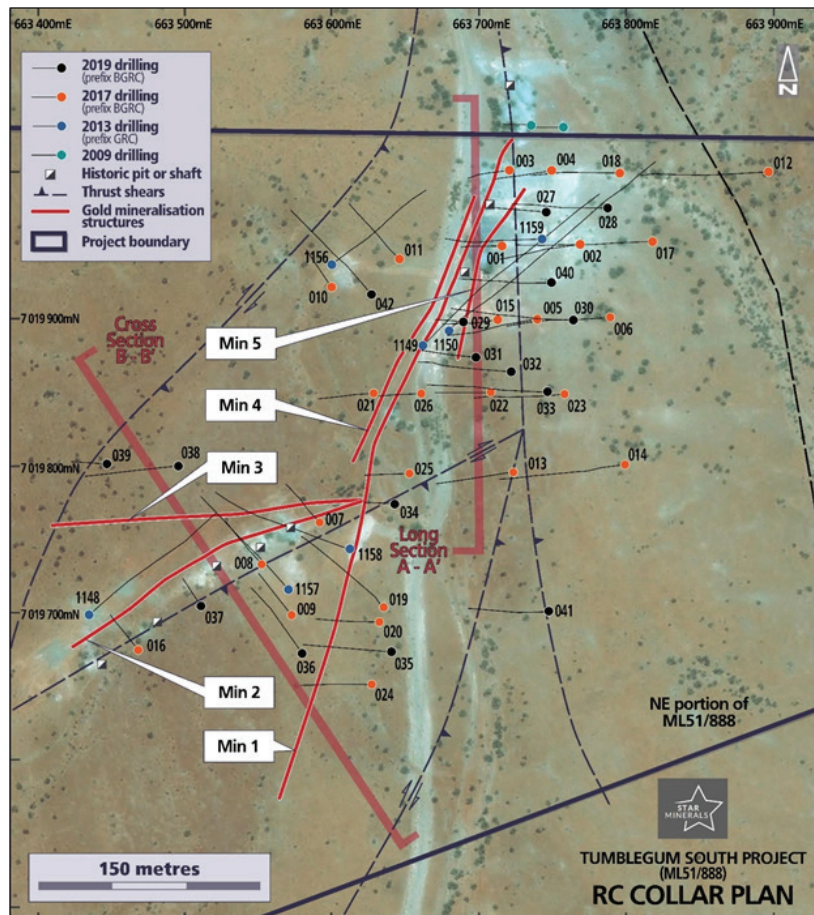


Figure 2 – Tumblegum South Project Drilling Plan

Historical mining at Gabanintha was begun during the turn of the 20th century, with small scale shaft sinking and adits chasing high grade shoots. This small mining was cover by the 1940's, with activity paused until the 1980's. Very little work was done on the Tumblegum South ground, with most drilling to the north centred on what became the Gabanintha Mining project. More recent activity occurred from 2013, performed by related companies under the direction of founders of Star Minerals.

This drilling work has been completed to a high standard, allowing the estimation of a Mineral Resource at the Tumblegum South Project:

Classification	Cut-off grade (g/t Au)	Tonnes	Gold grade (g/t)	Contained gold (oz)
Inferred	0.3	600,000	2.2	42,500

(d) Material drill-holes

Details of material drill-hole information in relation to the Tumblegum South Project is set out in the Independent Technical Assessment Report at Annexure **CError! Reference source not found.** A summary of the recent drill holes can be found in the table below:

Year	Company	Hole series	Number of holes	Total metres
2013	Yellow Rock	GRC11481150, GRC1156-1159	7	1,571
2017	Bryah	BGRC001-026	26	2,486
2019	Bryah	BGRC027-042	16	1,583

Total	All		49	5,640
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(e) **Independent Technical Assessment Report**

Please refer to the Independent Technical Assessment Report at Annexure C for further details on geology, exploration history, historical drilling, exploration potential and exploration strategy in respect of the Tumblegum South Project.

(f) **Tenure**

Please refer to the Solicitors' Report on Tenements at Annexure D for further details as to the status and the Company's tenure in respect of the Tumblegum South Project.

3.3 West Bryah Project

(a) **Location**

The West Bryah Project is located approximately ~140km north of Meekatharra in central Western Australia (refer Figure 3 below). The Project area is accessed by the Meekatharra-Mount Clere Road, which travels across the western part of the tenement package or alternatively by the Great Northern Highway, then by the Ashburton Downs-Meekatharra Road. The West Bryah Project consists of 7 granted exploration tenements covering a total of 349.3km². Star has entered into agreements to acquire these tenements from the respective owners.

Tenement	Star interest	Status	Current holder	Grant date	Expiry date	Area (km ²)
E52/3553	100% legal and beneficial	Granted	Pet FC Pty Ltd	31/07/2017	30/07/2022	30.9
E52/3737	100% legal and beneficial	Granted	Pinny Pty Ltd	8/11/2019	7/11/2024	12.4
E52/3739	100% legal and beneficial	Granted	Bryah Resources	8/11/2019	7/11/2024	117.5
E52/3802	100% legal and beneficial	Granted	Jalein Pty Ltd	18/01/2021	17/01/2026	55.6
E52/3803	100% legal and beneficial	Granted	Pinny Pty Ltd	19/05/2020	18/05/2025	12.4
E52/3804	100% legal and beneficial	Granted	Pinny Pty Ltd	19/05/2020	18/05/2025	21.6
E52/3809	100% legal and beneficial	Granted	Jalein Pty Ltd	3/06/2020	2/06/2025	98.9

The tenement package straddles the Meekatharra – Mt. Clare Road, in mostly flat arid country.

(b) **Regional geology**

The West Bryah Project is located on rocks of the Padbury and Bryah groups (forming the Bryah Basin), a series of sediments (stratigraphy is detailed in the accompanying Independent Technical report) that have been folded and form the northern flank of an antiform centred on Peak Hill (refer Figure 3 below). These rocks are interpreted to be part of a rift-spreading system.

3. Company Overview

The Padbury and Bryah groups sediments are unconformably overlaid atop the schists and Archaean granitoids and greenstones making up the Marymia and Narryer terranes, with granitoids and Yarlalweelor Gneiss occurring along the edge of the tenement area to the west.

The Bangemall Supergroup sediments are draped unconformably over the Bryah Basin sequence. Two of the major mines of the area, Horseshoe Lights and Fortnum are located near the Fortnum Fault, an east-west trending fault that forms the edge of the Bangemall Basin.

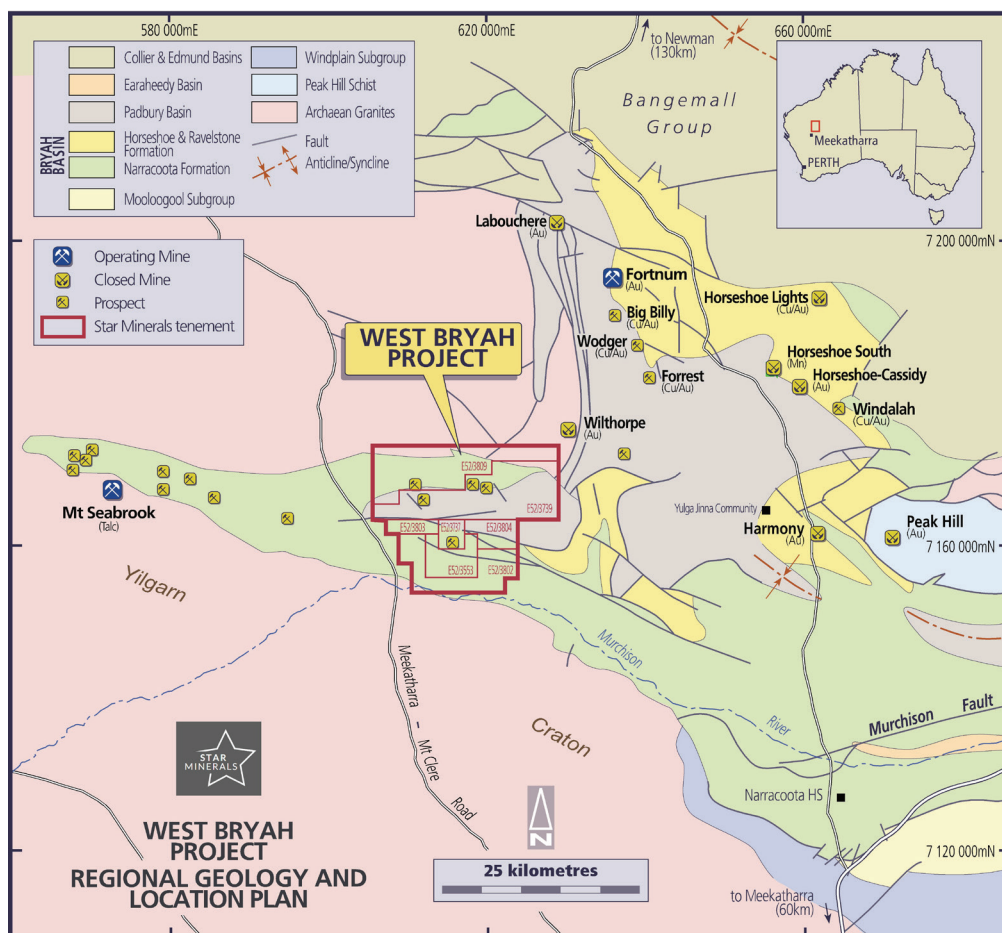


Figure 3 - West Bryah Project location

Much of the tenement package is covered with alluvial sediments related to the (seasonal and intermittent) Murchison River system.

This region hosts significant mineral endowment. Currently the region hosts major mining projects including the Fortnum and Mt Seabrook gold operations, and was home to a number of historical gold and copper-gold operations, including Harmony, Peak Hill and Horseshoe Lights.

(c) West Bryah Project geology

The Project is an early-stage exploration project which can be characterised as offering potential, but little historical data.

The region was first explored by prospectors during the gold rush period between 1897 and 1911, centred on Peak Hill. Modern exploration began in the 1960s, and was undertaken by a range of companies searching for gold, uranium, manganese, iron ore and base metals. Much of this work was soil sampling and shallow Rotary Air Blast (RAB)

drilling, and much of it was limited in scope, as other commodities were targeted so no gold assays are available.

Even when gold was the target, much of the drilling was in alluvial cover, with very limited work on the underlying strata. Of the more interesting results, these will be used by Star to provide initial targeting for further investigation, sampling and drilling.

Due to the unproductive nature of much of the previous work, the Company believes that these results were not effective and present an opportunity, as it indicates that more modern and effective methods may show good results. Star believes that the West Bryah project area is prospective for orogenic-style gold deposits, and base metal VHMS deposits that may prove to be economic.

(d) Independent Technical Assessment Report

Please refer to the Independent Technical Assessment Report at Annexure C for further details on the geology, exploration history, historical drilling, exploration potential and exploration strategy in respect of the West Bryah Project.

(e) Tenure

Please refer to the Solicitors' Report on Tenements at Annexure D for further details as to the status and the Company's tenure in respect of the West Bryah Project.

3.4 Business strategy

The Company will primarily focus on development and exploration of the Projects, using the data gathered to complete the needed works to bring the Tumblegum South project up to the necessary level for a decision to mine to be made. In addition, it will use the latest exploration techniques as well as results of previous exploration work undertaken by Bryah Resources and other explorers to investigate the potential of both the Tumblegum South and West Bryah projects.

Upon listing, Star Minerals will have the resources and expertise to undertake a thorough and cost-effective exploration, evaluation and approvals program.

The Board's strategy is to advance the exploration and development of deposits located within the Projects, wherever possible utilising established mining operations and infrastructure to achieve low risk early production outcomes.

In addition, the Company intends to continue to investigate ways to grow its business by:

- acquisition, application, or joint venturing into areas surrounding and adjacent to the Projects; and
- acquisition, application, or joint venturing into other, unrelated but economically attractive projects compatible with the Company's goals and capabilities if, and when opportunities of this type come available.

3.5 Strategy following admission to the ASX

The primary objective of Star Minerals is to focus on the development of mineral resource opportunities that have the potential to deliver growth and value uplift for Shareholders.

To achieve this objective, Star Minerals proposes to undertake a further Resource definition and exploration program and the needed technical studies to allow a decision to mine the Tumblegum South deposit to be made. Star Minerals intends to undertake work to improve the confidence of the current Mineral Resource from Inferred to Indicated and/or Measured, through infill drilling, geotechnical drilling, structural studies and further metallurgical testwork. They will also test possible extensions to the mineralisation down dip and along strike.

3. Company Overview

The results of the drilling program and technical studies will determine the economic viability and possible timing for the commencement of further exploration and/or testing including pre-feasibility studies and possibly the commencement of mining operations at Star Minerals' projects.

The Company intends to commence a drilling programme at Tumblegum South as soon as practicable after admission to ASX. In order to commence drilling in a timely manner, the Company intends to negotiate and subject to board delegated authorities, execute contracts necessary to secure the services of consultants and contractors, including technical and approvals consultants, drilling, earthworks, and provision of field staff. These contracts will be negotiated on commercial terms at arm's length on terms generally considered industry standard. The Company may negotiate and execute such contracts prior to the Closing Date and its admission to ASX. Preliminary discussions have already commenced with a number of these service providers.

In addition, Star Minerals will continue to explore opportunities to grow its projects by acquisition, application, or joint venturing into areas surrounding and adjacent to the projects.

3.6 Funding of proposed exploration program

Star Minerals intends to use a portion of the funds raised from the Offers and its existing cash balances to execute its strategy to systematically explore the Projects for commercial quantities of gold and associated base and precious metals. Star Minerals has prepared a two-year exploration budget assuming the Offers close successfully. The proposed budget is set out in Section 2.10 above. Star Minerals anticipates that the proposed budget will enable Star Minerals to carry out the proposed activities over the next two years.

Star Minerals does not currently have any material debt or finance facilities in place.

In the future, Star Minerals may require additional funding to carry out its activities and may seek additional capital to accelerate the exploration and development of the Projects depending upon the success of its exploration programmes.

3.7 Key dependencies

Star Minerals will not generate revenue immediately and expects to continue expending capital on exploring and developing the Projects, as well as any other projects that the Company may access or acquire in the future. Accordingly, its business strategy is primarily dependent upon being able to secure sufficient funding to undertake its ongoing exploration, development and other activities.

The Company's ability to secure funding will in part be dependent upon the success of the Company's mineral exploration activities at the Projects or other future project conducted by the Company.

Star Minerals' business strategy and operations will also be dependent upon:

- maintaining its mining tenements and obtaining title to any other claims or permits required to conduct its business operations;
- obtaining all consents and approvals necessary for the conduct of its exploration, development and mining activities; and
- its ability to attract and retain suitably skilled, experienced and qualified key management personnel.

4. Board and Management

4.1 Board of Directors

The Board brings relevant experience and skill including mining, financial management and corporate governance. As at the Prospectus Date, the Board comprises the following persons:

[insert photo]

Ian Stuart
B.Sc (Hons) F.FIN
MAICD

Non-Executive Chairman

Mr Stuart is a geologist by profession with experience in both the finance and mining industries. He holds an Honours degree in Geology, is a Fellow of the Financial Services Institute of Australasia and a member of the Australian Institute of Company Directors. Ian has extensive experience in capital markets and is conversant with public company governance and management across international jurisdictions.

Mr Stuart is Non-Executive Chairman of Bryah Resources Limited (ASX:BYH).

[insert photo]

Ashley Jones
[qualifications]

Non-Executive Director

Mr Ashley Jones is a geologist with over 20 years of a diverse range of exploration, mine geology and management experience in Australia and Africa. He has project development expertise in feasibility level projects with particular focus on resources and mine development. He was based in Africa for over 11 years exploring a range of commodities for ASX, AIM and TSX listed public companies. Ashley currently provides technical direction for ASX companies Bryah Resources Limited and Australian Vanadium Limited. Ashley graduated in 1997 with a B.Sc. Hons in Geology from the University of Canterbury, New Zealand. He has a Master of Applied Finance in 2014 from Kaplan University, Australia and an MBA with Distinction from Imperial College London, UK in 2017. He is a Member of the Australian Institute of Mining and Metallurgy (AusIMM) and Member of the Financial Services Institute of Australasia (FINSIA).

[insert photo]

Stephen Strubel,
[qualifications]

Non-Executive Director

Mr Strubel completed a Bachelor of Business in Banking and Finance/International Trade and Graduate Certificate in Business (Finance) from Victoria University and has an MBA from the Australian Institute of Business. He is a Fellow of the Governance Institute of Australia. Stephen has worked in financial markets in Melbourne for approximately 10 years with Patersons Securities and FIIG Securities. Stephen was a Director and Company Secretary of Pela Global Ltd (an unlisted mining exploration company with assets in Eastern Europe) for several years. He assisted with equity raisings throughout this time. He was also the past Company Secretary of ASX-listed Purifloh Ltd (ASX:PO3). Stephen was recently employed as a full time ASX Company Secretary via Boardroom Pty Limited and is currently a Corporate Consultant and Company Secretary to The Environmental Group Ltd (ASX: EGL).

Mr Strubel is the Executive Director & Company Secretary of Auric Mining Limited.

4. Board and Management

4.2 Chief Executive Officer and Company Secretary and management

[insert photo]

Greg Almond

[qualifications]

Chief Executive Officer

Mr Almond is a geologist by profession with experience in the mining industry in Australia and around the world. He holds a degree in Geology and Geography and is a member of the AusIMM. Greg has extensive experience in mining operation and exploration roles in open pit and underground roles in Australia and overseas and is experienced with business development and technical analysis of mining assets.

Mr Almond is presently not a director of any other ASX-listed company.

[insert photo]

Matthew Edmondson

[qualifications]

Company Secretary and
acting Chief Financial
Officer

Mr Edmondson holds a Bachelor of Commerce degree from the University of Western Australia and is a Chartered Accountant and Chartered Secretary. Mr Edmondson has acted as company secretary for ASX listed companies previously and has approximately 30 years' accounting and corporate experience, both in Australia and internationally.

4.3 Corporate governance overview

The ASX Corporate Governance Council has developed the ASX Recommendations, being the fourth edition of the Corporate Governance Principles and Recommendations, for entities listed on the ASX. The ASX Recommendations are not prescriptions, but guidelines. In the ASX Corporate Governance Council's opinion, the ASX Recommendations are likely to achieve good governance outcomes and meet the reasonable expectations of most investors in most situations.

Star Minerals has adopted relevant charters and policies that are substantially consistent with the ASX Recommendations, having regard to the nature and scale of Star Minerals' business. A summary of Star Minerals' approach to corporate governance is set out below.

(a) Composition of the Board

The Board comprises Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds. The Board comprises 3 Non-Executive Directors.

Two of the 3 Directors (Ashley Jones and Stephen Strubel) are considered to be independent Non-Executive Directors within the recommendation set by the ASX Corporate Governance Council.

The Chairman, Ian Stuart, is not considered to be an independent Director within the meaning of the recommendations of the ASX Corporate Governance Council because he is a director of Bryah, which is a Vendor and will be a substantial Shareholder of the Company on completion of the Offers.

(b) Role of the Board

The Board's role is to govern Star Minerals rather than to manage it. In governing Star Minerals, the Directors must act in the best interests of Star Minerals as a whole. It is the role of senior management to manage Star Minerals in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The principal functions and responsibilities of the board include:

- overseeing the Company, including its control and accountability systems;
- appointing, evaluating, rewarding and if necessary, removing the Chief Executive Officer (or equivalent), the Company Secretary, and senior management personnel;
- ratifying the appointment, and where appropriate, the removal, of senior executives;
- in conjunction with members of the senior management team, developing corporate objectives, strategies and operations plans and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, use of capital, acquisitions, divestitures and major funding activities;
- establishing appropriate levels of delegation to the executive Directors to allow them to manage the business efficiently;
- monitoring actual performance against planned performance expectations and reviewing operating information at a requisite level, to understand at all times the financial and operating conditions of the Company, including the reviewing and approving of annual budgets;
- monitoring the performance of senior management, including the implementation of strategy, and ensuring appropriate resources are available to them;
- identifying areas of significant business risk and ensure that the Company is appropriately positioned to manage those risks;
- assisting management to determine whether the Company has any material exposure to environmental or social risks and, if it does, disclosing to the public how it manages or intends to manage those risks;
- reviewing, at least annually, the Company's risk management framework to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board;
- overseeing the management of safety, occupational health and environmental matters;
- satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;
- satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, and internal control processes are in place and functioning appropriately;
- ensuring that appropriate internal and external audit arrangements are in place and operating effectively;
- having a framework in place to help ensure that the Company acts legally, ethically, and responsibly on all matters consistent with the Company's Code of Conduct, including reviewing the procedures that the Company has in place to ensure compliance with:
 - laws and regulations, particularly those which may have a major impact on the Company in areas such as medicinal cannabis, pharmaceuticals, occupational health and safety and the environment; and

4. Board and Management

- insider trading laws, continuous disclosure requirements and other best practice corporate governance processes, including requirements under the rules of any stock exchange on which the Company is listed; and
- reporting accurately to shareholders, on a timely basis.

(c) **Charters and policies**

Set out in the table below is a list of Star Minerals' corporate governance charters and policies and a brief description of the purpose of each. Copies of the charters and policies are in the corporate governance section of Star Minerals' website at www.starminerals.com.au.

As Star Minerals' activities develop in size, nature and scope, the implementation of additional corporate governance policies will be given further consideration.

Charter/Policy	Purpose
Board Charter	To govern the operations of the Board. It sets out the Board's role and responsibilities, composition, structure and membership requirements.
Corporate Code of Conduct	To state the standards of lawful, responsible and ethical conduct expected of Directors, officers and employees of Star Minerals.
Audit and Risk Management Committee Charter	<p>To establish the Audit and Risk Management Committee (including its composition) and set out the procedures for the committee's operation.</p> <p>The primary objectives of the committee are to assist the Board to discharge its obligations with respect to:</p> <ul style="list-style-type: none"> • the integrity and quality of interim and annual financial reporting and disclosures of the Company; • the integrity of the external audit of the Company (as applicable); • identification of key business, financial and regulatory risks relevant to the Company; • updating and implementing the risk management framework for the Company; • compliance by the Company with relevant laws, regulations, standards and codes; and • the adequacy of the internal financial and risk management controls of the Company.
Remuneration and Nomination Committee Charter	<p>To establish the Remuneration and Nomination Committee (including its composition) and set out the procedures for the committee's operation.</p> <p>The primary objectives of the committee are to assist the Board to discharge its obligations by assisting and advising the Board on the following matters:</p> <ul style="list-style-type: none"> • appointment, induction, development, evaluation and retirement of Directors; • remuneration policy for non-executive Directors; • reviewing and making recommendations on the remuneration of executive Directors, Chief Executive Officer and senior executives; • reviewing and approving executive remuneration policy to enable the Company to attract and retain executives to create value for the Company and to ensure the policy demonstrates a relationship between executive performance and remuneration; and • review the Company's policies for the recruitment, retention, remuneration, incentivisation and termination of managers.
Remuneration Policy	<p>To establish a framework for remuneration for Directors, senior executives and senior managers that is designed to:</p> <ul style="list-style-type: none"> • ensure that coherent remuneration policies and practices are observed which enable the attraction and retention of Directors, executives and senior managers who will create value for Shareholders;

4. Board and Management

Charter/Policy	Purpose
	<ul style="list-style-type: none"> • fairly and responsibly reward Directors, executives and senior managers having regard to the Company's performance, the performance of the senior management and the general pay environment; and • comply with all relevant legal and regulatory provisions.
Continuous Disclosure and Market Communications Policy	<p>To:</p> <ul style="list-style-type: none"> • ensure that Star Minerals complies with its continuous disclosure obligations under the Corporations Act and the Listing Rules; • provide Shareholders and the market with timely, direct and equal access to information issued by Star Minerals; and • promote investor confidence in the integrity of Star Minerals and its securities.
Shareholder Communications Policy	<p>To outline the processes through which Star Minerals will endeavour to:</p> <ul style="list-style-type: none"> • ensure timely and accurate information is provided equally to all Shareholders and the broader market regarding the Company; and • provide reasonable means for Shareholders to access and put queries to Directors and management.
Securities Trading Policy	<p>To:</p> <ul style="list-style-type: none"> • promote adherence to high ethical and legal standards by Directors, officers, employees, contractors, consultants and advisers of the Company (Relevant Persons) in relation to their personal investments in Securities; • minimise the risk of the personal investments of Relevant Persons conflicting with the interests of the Company and Shareholders; • minimise the risk of Relevant Persons contravening insider trading laws; • ensure the Company is able to meet its disclosure obligations under the ASX Listing Rules; • preserve market confidence in the integrity of dealings in Securities; and • increase transparency with respect to dealing in securities of the Company by Relevant Persons.
Anti-Bribery and Corruption Policy	<p>To:</p> <ul style="list-style-type: none"> • promote high standards of personal integrity and honest, ethical and responsible conduct; • promote behaviour in accordance with the values and best interests of the Company; • promote fair dealing practices; • maintaining a high standard of integrity, investor confidence and good corporate governance; • deter wrongdoing;

Charter/Policy	Purpose
	<ul style="list-style-type: none"> • avoid the commission of criminal conduct; and • ensure accountability for adherence to this policy. <p>The policy outlines what constitutes bribery and corruption.</p> <p>The policy also outlines the process to follow if there are concerns that any personnel are not complying with the policy.</p>
Diversity Policy	<p>This policy sets out the beliefs, objectives and strategies of the Company with respect to diversity within the Company.</p> <p>The objectives of the Company and the policy are to ensure that the Company:</p> <ul style="list-style-type: none"> • leverages unique skills, values, backgrounds and experiences of the Company's personnel to better enable the Company to pursue its overall business objectives; and • develops an inclusive work environment so that personnel can demonstrate their full potential, regardless of their background, gender, age, work status, marital status, religious identity or cultural identity.
Risk Management Policy	<p>To:</p> <ul style="list-style-type: none"> • recognise risk management is an integral part of the Company's business operations and is a continuous process demanding awareness and proactive measures to reduce the occurrence and impact of risk events; • provide a framework for identifying, assessing, monitoring and managing risk; • communicate the roles and accountabilities of participants in the risk management system; and • highlight the status of risks to which the Company is exposed, including any material changes to the Company's risk profile. • appropriate systems are in place to identify to the extent reasonably practicable all material risks that may impact on Star Minerals' business; • the financial impact of identified risks is understood and appropriate internal control systems are in place to limit Star Minerals' exposure to such risks; • appropriate responsibilities are delegated to control the identified risks effectively; and • any material changes to Star Minerals' risk profile are disclosed in accordance with Star Minerals' Continuous Disclosure Policy.
Whistleblower Policy	<p>To:</p> <ul style="list-style-type: none"> • encourage Directors and employees to raise any concerns and report instances of conduct that is illegal, unacceptable or undesirable, or the concealment of such conduct, where there are reasonable grounds to support such action, without fear of intimidation, disadvantage or reprisal; • outline the mechanisms for the reporting and investigation of such matters;

4. Board and Management

Charter/Policy	Purpose
	<ul style="list-style-type: none">• outline the measures in place to protect a Director or employee who alerts Star Minerals and/or a regulatory authority to such matters within Star Minerals; and• outline the additional procedures and protections that apply to whistleblowers under the Corporations Act in relation to the reporting of possible breaches of the Corporations Act.

(d) Board Committees

From time to time, the Board may establish committees as it considers necessary or appropriate to assist it in carrying out its responsibilities.

The Board has established the Audit and Risk Management Committee and the Remuneration and Nomination Committee. Other committees may be established by the Board in the future as and when required.

(e) Audit and Risk Management Committee

The Audit and Risk Management Committee is a committee of the Board established for the purpose of assisting the Board to carry out the following functions more efficiently and fully:

- oversight of the integrity of the Company's statutory financial reports and statements; and
- reviewing compliance with internal guidelines, policies and procedures.

Committee members are appointed by the Board.

The Committee will have at least 3 members comprised of non-executive Directors, provided that if the Board comprises less than 3 non-executive Directors, the Committee will be comprised of only 2 members who are non-executive Directors.

The chair of the committee should be an independent Director who is not the chairman of the Board.

(f) Remuneration and Nomination Committee

The Remuneration and Nomination Committee is a committee of the Board established for the purpose of assisting the Board in the effective discharge of its responsibilities in relation to remuneration of Directors, senior executives and senior managers, Board composition and succession planning of the Board and the CEO.

Committee members are appointed by the Board.

The Committee will have at least 3 members comprised of non-executive Directors, provided that if the Board comprises less than 3 non-executive Directors, the Committee will be comprised of only 2 members who are non-executive Directors.

The chair of the committee should be an independent Director who is not the chairman of the Board.

4.4 Corporate governance compliance with the ASX Recommendations

To the extent practicable, Star Minerals had adopted the ASX Recommendations.

Star Minerals' compliance with the ASX Recommendations as at the Prospectus Date is set out in the Company's Corporate Governance Statement, a copy of which is available at the corporate governance section of Star Minerals' website at www.starminerals.com.au.

Following admission to the Official List, Star Minerals will be required to report any departures from the ASX Recommendations in (or at the time of lodging) its annual financial report.

5. Risk Factors

5.1 Overview of risks

An investment in Star Minerals carries risk, including those specific to Star Minerals' business activities, the industry in which it operates and those more general risks associated with investing in securities. Many of these risks are partially or completely outside of the control of Star Minerals, its Directors and its officers. Consequently, the New Shares offered under this Prospectus carry no guarantee in respect of profitability, dividends, or return of capital. Neither Star Minerals, nor its Directors, nor any party associated with the preparation of this Prospectus warrants that any specific objective of Star Minerals will be achieved.

You should read the entire Prospectus before making any decision to invest, including this Section. Any potential investor should be aware that an investment in Star Minerals involves risk and should be made only after seeking professional independent advice. In particular, given Star Minerals is a mineral exploration company, Star Minerals faces significant challenges in becoming viable and profitable and an investment in New Shares should be considered to be highly speculative.

The information set out in this Section 6 is a summary only and does not purport to be, nor should it be construed as representing, an exhaustive list of the risks affecting Star Minerals. Additional risks and uncertainties not currently known to Star Minerals may also have a material adverse effect on Star Minerals' financial and operational performance. The occurrence and consequences of some of the risks described in this Section are partially or completely outside the control of Star Minerals, the Directors and the Star Minerals management team.

In addition, to the extent that statements in this Prospectus, including statements in this Section 6, constitute forward-looking statements, these statements involve known and unknown risks, uncertainties and other factors that may cause Star Minerals' actual results, levels of activity, performance or achievements to be materially different from any future results, levels or activity, performance or achievements expressed or implied by these forward-looking statements. Star Minerals cannot guarantee future results, levels of activity, performance or achievements of Star Minerals, or that historic results will be repeated.

You should consider whether the New Shares offered by this Prospectus are a suitable investment, having regard to your own individual investment objectives, financial circumstances and the risk factors set out below. This list is not exhaustive and investors should consult their accountant, stockbroker, lawyer or other professional adviser before deciding whether to apply for New Shares pursuant to this Prospectus.

5.2 Star Minerals specific risks

The following risks have been identified as being key risks relevant to Star Minerals' business. These risks have the potential to have a significant adverse impact on Star Minerals and may affect Star Minerals' financial position or prospects or the price or value of Star Minerals' securities.

Star Minerals is a mineral exploration company and mineral exploration, development and mining activities are high-risk undertakings. There can be no assurance that any exploration or development activity in regard to the Projects, or any tenements or assets that may be acquired in the future, will result in the discovery or exploitation of an economic Mineral Resource. Star Minerals' mineral exploration, development and mining activities may be hampered by circumstances beyond the control of Star Minerals. By their nature, these activities are speculative operations which are subject to a number of risks.

Star Minerals' business, financial condition, results of operations or prospects could also be harmed by risks and uncertainties that are not presently known to Star Minerals or that Star Minerals currently believes are not material. If any of the risks actually occur, Star Minerals' business, financial condition, results of operations and prospects could be materially and adversely affected.

(a) **Nature of mineral exploration, project development and mining**

The business of mineral exploration, development and production is subject to risk by its nature. Potential investors should understand that mineral exploration, project development and mining (the activities undertaken or intended to be undertaken by Star Minerals) are high-risk enterprises, only occasionally providing high rewards. Mineral exploration and development requires large amounts of expenditure over extended periods of time and may be impeded by circumstances and factors beyond Star Minerals' control.

Star Minerals' ability to succeed at its activities involves (amongst other things) the discovery and proving-up, or acquiring, an economically recoverable Mineral Resource or Ore Reserve, accessing adequate capital throughout the acquisition or discovery and project development phases of the project, maintaining title to relevant areas, obtaining required development consents and approvals necessary for the acquisition, exploration, development and production phases of a project and accessing the necessary experienced operational staff and recruiting skilled contractors, consultants and employees. At the same time, Star Minerals' exploration activities are subject to all the hazards and risks normally encountered in the exploration of minerals (such as geological and climatic conditions, operational and technical risks and risks associated with operating in remote areas and other similar considerations).

There is no assurance that exploration and development of the Projects or any other projects that may be acquired by Star Minerals in the future will result in the discovery of mineral deposits which are capable of being exploited economically. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited. If such commercial viability is never attained, Star Minerals may seek to transfer its property interests or otherwise realise value, or Star Minerals may even be required to abandon its business and fail as a "going concern".

Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, exporting of minerals and environmental protection. The combination of these factors may result in Star Minerals expending significant resources (financial and otherwise) on tenements without receiving a return. There is no certainty that expenditures made by Star Minerals towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

Star Minerals has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. Star Minerals believes that those consultants and others are competent and that they have carried out their work in accordance with internationally recognised industry standards. However, if the work conducted by those consultants or others is ultimately found to be incorrect or inadequate in any material respect, Star Minerals may experience delays or increased costs in exploring or developing its tenements.

(b) **Agents and contractors**

The ability of Star Minerals to achieve its business objectives will depend on the performance by Star Minerals and counterparties of their contractual obligations. If any party defaults in the performance of its obligations under a contract, it may be necessary for either party to approach a court to seek a legal remedy, which could be costly for Star Minerals.

The Company intends to outsource substantial parts of its exploration activities pursuant to services contracts with third party contractors. The Company is yet to enter into these formal arrangements. The Directors are unable to predict the risk of financial failure or default or the insolvency of any of the contractors that will be used

5. Risk Factors

by the Company in any of its activities or other managerial failure by any of the other service providers used by the Company for any activity.

Contractors may also underperform their obligations of their contract and in the event that their contract is terminated, the Company may not be able to find a suitable replacement on satisfactory terms.

(c) **Acquisitions**

Star Minerals may make acquisitions of, or significant investments in, companies or assets that are complementary to its business in the future as part of future growth plans. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving mineral exploration success and retaining key staff.

(d) **Litigation**

Star Minerals is exposed to possible litigation risks, including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, Star Minerals may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on Star Minerals' operations, financial performance and financial position. As at the Prospectus Date, there are no material legal proceedings affecting Star Minerals and the Directors are not aware of any legal proceedings pending or threatened against or affecting Star Minerals.

(e) **Operational risks**

The operations of the Company may be affected by various factors, including:

- failure to locate or identify mineral deposits;
- failure to achieve predicted grades in exploration and mining;
- operational and technical difficulties encountered in mining;
- insufficient or unreliable infrastructure, such as power, water and transport;
- difficulties in commissioning and operating plant and equipment;
- mechanical failure or plant breakdown;
- unanticipated metallurgical problems which may affect extraction costs;
- adverse weather conditions;
- industrial disputes and unexpected shortages;
- delays or unavailability of third-party service providers, such as those referred to in Section 3.5;
- delays in procuring, or increases in the costs of consumables, spare parts and plant and equipment; and
- other incidents beyond the control of Star Minerals.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. These factors are substantially beyond the control

of Star Minerals and, if they eventuate, may have an adverse effect on the financial performance of Star Minerals.

(f) **Conditions to Tenements**

Interests in tenements in Western Australia are governed by legislation and are evidenced by the granting of leases and licences by the State. The Company is subject to the Mining Act and the *Mining Regulations 1981* (WA) and the Company has an obligation to meet conditions that apply to the Tenements, including the payment of rent and prescribed annual expenditure commitments.

If a tenement holder fails to comply with the terms and conditions of a tenement, the Warden or Minister (as applicable) may impose a fine or order that the tenement be forfeited. In most cases an order for forfeiture can only be made where the breach is of sufficient gravity to justify forfeiture of the tenement. In certain cases, a third party can institute administrative proceedings under the Mining Act before the Warden seeks forfeiture of the tenement.

(g) **Ministerial approval to transfer**

Under the provisions of the *Mining Act*, tenements which are in their first year of grant cannot be transferred without Ministerial approval. Exploration licence 52/3802 was granted within 12 months of the Prospectus Date and accordingly Ministerial approval is required to permit its transfer to Star Minerals as contemplated by the Tenement Acquisition Agreements. Star Minerals has sought Ministerial approval and the Directors do not see any reason why such approval would not be granted.

If Ministerial approval is not granted, E52/3802 cannot be transferred to Star Minerals until the relevant dates 12 months after their grant. Under the terms of the Tenement Acquisition Agreements, if Ministerial approval is not forthcoming, the Vendor of the relevant Tenement (Jalein Pty Ltd) will hold the Tenement on trust for Star Minerals and permit Star Minerals to access and exploit the Tenements as if it were the legal holder, until such time as it could be transferred to Star Minerals without Ministerial approval.

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

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

(i) **Results of studies**

Subject to the results of any future exploration and testing programs, Star Minerals may progressively undertake a number of studies in respect to the Projects or any new projects of Star Minerals. These studies may include scoping studies, pre-feasibility studies and bankable feasibility studies.

These studies will be completed within certain parameters designed to determine the economic feasibility of the relevant project within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of Star Minerals' projects or the results of other studies undertaken by Star Minerals (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

Further, even if a study determines the economics of any of Star Minerals' projects, there can be no guarantee that the projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study, once production commences, including but not limited to operating costs, mineral recoveries and commodity prices. In addition, the ability of Star Minerals to complete

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a study may be dependent on Star Minerals' ability to raise further funds to complete the study if required.

(j) **Expenditure risk**

There is a risk that expenditure may need to be incurred that has not been taken into account in this Prospectus. Although the Company is not currently aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company and its proposed business plans.

(k) **Future capital requirements**

Star Minerals has no operating revenue. As is typical for exploration companies that do not have cash generating businesses, Star Minerals' ability to meet its on-going operating costs and capital expenditure requirements will ultimately involve expenditure that exceeds the estimated cash resources that Star Minerals is expected to have. Accordingly, Star Minerals' ability to meet these expenditures will depend on its ability to raise new equity capital or access debt funding for that purpose.

There can be no assurance as to the levels of future borrowings or further capital raisings that will be required to meet the aims of Star Minerals to explore and develop the Projects or otherwise for Star Minerals to undertake its business. No assurance can be given that Star Minerals will be able to procure sufficient funding at the relevant times on the terms acceptable to it.

Any additional equity financing will dilute Shareholders and debt financing, if available, may involve restrictions on financing and operating activities. If Star Minerals is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is no guarantee that Star Minerals will be able to secure any additional funding or be able to secure funding on terms favourable to Star Minerals.

(l) **Liquidity and volatility risk**

As is inherent with all listed companies, there is a risk that there will not be a highly liquid market for the Company's Shares or that the price of the Company's Shares may decrease considerably, particularly in times of share market turbulence or negative investor sentiment. There may be relatively few buyers or sellers of Shares on ASX at any given time and the market price may be highly volatile. This may result in Shareholders wishing to sell their Shares in the Company in circumstances where they may receive considerably less than the price paid for those Shares.

(m) **No profit to date and limited operating history**

Star Minerals has incurred operating losses since its inception and does not have a significant history of business operations. It is therefore not possible to evaluate Star Minerals' prospects based on past performance. No assurance can be given that Star Minerals will achieve commercial viability through the successful exploration and/or mining of the Projects or any tenements which are subsequently applied for or acquired. Since the Company intends to invest in the exploration and development of the Projects, the Directors anticipate that the Company will make losses in the foreseeable future.

There can be no certainty that Star Minerals will achieve or sustain profitability, achieve or sustain positive cash flow from its operating activities or identify a mineral deposit which is capable of being exploited economically or which is capable of supporting production activities.

(n) **Reliance on key personnel**

Star Minerals' success depends to a significant extent upon its key management personnel, as well as other employees and technical personnel, including sub-contractors. Star Minerals has a small management team. The loss of the services of one or more of these key personnel could have an adverse effect on Star Minerals.

It may be difficult for Star Minerals to attract and retain suitably qualified and experienced people, due to the relatively small size of Star Minerals compared with other industry participants and the inability to attract and retain the services of a sufficient number of suitably qualified personnel could adversely affect Star Minerals' operating results and financial performance.

(o) **Native title agreements**

The effect of present laws in respect of native title that apply in Australia is that mining tenements and tenement applications may be affected by native title claims or procedures. This may prevent or delay the granting of exploration and mining tenements, or affect the ability of the Company to explore, develop and commercialise the Mineral Resources on the Tenements. The Company may incur significant expenses to negotiate and resolve any native title issues, including compensation arrangements reached in settling native title claims lodged over any tenements held or acquired by the Company.

The Tumblegum South Project and surrounding tenure held by Star Minerals is not subject to Native Title.

The West Bryah Project and surrounding tenure to be held by Star Minerals is subject to Native Title granted to the Nharnuwangga Wajarri and Ngarlawangga People.

Star Minerals, as registered holder of the Tenements, operates under a Native Title Agreement for Exploration between Star and the Jidi Jidi Aboriginal Corporation.

In order to advance any mining on the Tenements, Star Minerals will require to enter into a formal agreement with JJAC for mining to commence.

5.3 Industry-specific risks

(a) **Contamination risks**

The mineral exploration sector operates under Australian State and Federal environmental laws. The Company's operations may use hazardous materials and produce hazardous waste which may have an adverse impact on the environment or cause exposure to hazardous materials. Despite efforts to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, the Company may be subject to claims for toxic torts, natural resources damages and other damages. In addition, the Company may be subject to the investigation and clean-up of contaminated soil, surface water and groundwater. This may delay the timetable of the Projects and may subject the Company to substantial penalties including fines, damages, clean-up costs or other penalties. The Company is also subject to environmental protection legislation, which may affect the Company's access to certain areas of its properties and could result in unforeseen expenses and areas of moratorium.

(b) **Metallurgy risk**

When compared with many industrial and commercial operations, mining exploration projects are high risk. Each ore body is unique and the nature of the mineralisation, the occurrence and grade of the ore, as well as its behaviour during mining can never be wholly predicted. Estimations of a mineral deposit are not precise calculations, but are based on interpretation and on samples from drilling which represent a very small sample of the entire ore body. Reconciliation of past production and Ore Reserves,

5. Risk Factors

where available, can confirm the reasonableness of past estimates, but cannot categorically confirm accuracy of future projections.

The applications of metallurgical test work results and conclusions to the process design, recoveries and throughput depend on the accuracy of the test work and assumption that the sample tests are representative of the ore body as a whole. There is a risk associated with the scale-up of laboratory and pilot plant results to a commercial scale and with the subsequent design and construction of any plant.

(c) **Mineral Resource and Ore Reserve estimates**

Mineral Resource and Ore Reserve estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Determining Mineral Resource and Ore Reserve estimates is an interpretive process based on available data and interpretations and thus estimations may prove to be inaccurate. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature, Mineral Resource and Ore Reserve estimates are imprecise and depend to some extent on interpretation which may prove to be inaccurate.

The actual quality and characteristics of ore deposits cannot be known until mining takes place and will almost always differ from the assumptions used to develop Mineral Resources. Further, Ore Reserves are valued based on future costs and future prices and, consequently, the actual Ore Reserves and Mineral Resources may differ from those estimated, which may result in either a positive or negative effect on operations and/or Star Minerals' financial performance.

Should Star Minerals encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, Mineral Resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect Star Minerals' operations.

(d) **Land access**

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to have access to land in Australia. Negotiations with both Native Title and land owners (or occupiers) are generally required before the Company can access land for exploration or mining activities. Inability to access, or delays experienced in accessing, the land may impact on the Company's activities.

(e) **Title risk, native title and Aboriginal heritage**

Star Minerals may lose title to, or interests in, its tenements if the conditions to which those tenements are subject are not satisfied or if insufficient funds are available to meet expenditure commitments.

In the jurisdictions in which Star Minerals operates or will operate in the future, both the conduct of operations and the steps involved in acquiring title to, or interests in, tenements involve compliance with numerous procedures and formalities. It is not always possible to comply with, or obtain waivers from, all such requirements, nor is it always clear whether requirements have been properly completed, or possible or practical to obtain evidence of compliance. In some cases, failure to follow such requirements or obtain relevant evidence may call into question the validity of the actions taken.

Further, it is possible that tenements in which Star Minerals has an interest may be subject to a native title claim. If native title rights do exist, the ability of Star Minerals to gain access to tenements, or to progress from the exploration phase to the development and mining phases of operations, may be adversely affected.

(f) **Environmental risks**

The operations and proposed activities of Star Minerals are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, Star Minerals' proposed activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. Such impact can give rise to substantial costs for environmental rehabilitation, damage, control and losses. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent Star Minerals from being able to develop potentially economically viable mineral deposits. Further, Star Minerals may require additional approvals from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent Star Minerals from undertaking its desired activities. Star Minerals is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase Star Minerals' cost of doing business or affect its operations in any area.

(g) **Environmental impact constraints**

The Company's exploration programs will, in general, be subject to approval by governmental authorities. Development of any of the Company's properties will be dependent on the relevant project meeting environmental guidelines and, where required, being approved by governmental authorities.

(h) **Rehabilitation of tenements**

In relation to the Company's proposed operations, issues could arise from time to time with respect to abandonment costs, consequential clean-up costs, environmental concerns and other liabilities. In these instances, the Company could become subject to liability if, for example, there is environmental pollution or damage from the Company's exploration activities and there are consequential clean-up costs at a later point in time.

(i) **Climate change regulation**

Mining of mineral resources is relatively energy intensive and is dependent on the consumption of fossil fuels. Increased regulation and government policy designed to mitigate climate change may adversely affect the Company's cost of operations and adversely impact the financial performance of the Company.

(j) **Insurance**

Insurance coverage of all risks associated with minerals exploration, development and production is not always available and, where available, the cost can be high. Star Minerals will have insurance in place considered appropriate for the Company's needs. Star Minerals will not be insured against all possible losses, either because of the unavailability of cover or because the Directors believe the premiums are excessive relative to the benefits that would accrue. The Directors believe that the insurance they have in place is appropriate. The Directors will continue to review the insurance cover in place to ensure that it is adequate.

(k) **Safety**

Safety is a fundamental risk for any exploration and production company in regard to personal injury, damage to property and equipment and other losses. The occurrence of any of these risks could result in legal proceedings against Star Minerals and substantial losses to Star Minerals due to injury or loss of life, damage or destruction of property, regulatory investigation and penalties or suspension of operations.

5. Risk Factors

Damage occurring to third parties as a result of such risks may give rise to claims against Star Minerals.

5.4 General risks

(a) Economic

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

(b) Commercial risk

The mining industry is competitive and there is no assurance that, even if commercial quantities are discovered, a profitable market will exist for sales of such commodities. There can be no assurance that the quality of the commodity will be such that the properties in which Star Minerals holds and interest can be mined at a profit.

(c) Commodity and exchange rate risk

If Star Minerals achieves exploration success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of Star Minerals to commodity price and exchange rate risks.

The profitability of Star Minerals will depend largely on the prices received for the commodities produced. Accordingly, Star Minerals' future revenues and cash flow will be impacted by fluctuations in the price and available markets of those commodities. Commodity prices fluctuate and are affected by many factors beyond the control of Star Minerals, including the end use of the commodity, the level of stockpiles, foreign exchange rates, the level of supply from competing producers and the level of demand from consumers, which varies from time to time.

Changes in commodity prices may have a positive or negative effect on Star Minerals' project development, plans and activities, including its ability to fund those activities. Star Minerals cannot provide any assurance as to the prices it will achieve for any mineral commodities it produces. Any substantial decline in the price of those commodities or in transport or distribution costs may have a material adverse effect on Star Minerals and the value of Shares.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of Star Minerals are and will be in Australian dollars, exposing Star Minerals to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets. The exchange rate is affected by numerous factors beyond the control of Star Minerals, including international markets, interest rates, inflation and the general economic outlook.

(d) Competition risk

Like many industries, the resources industry is subject to domestic and global competition. While Star Minerals undertakes all reasonable due diligence in its business decisions and operations, Star Minerals has no influence or control over the activities or actions of its competitors and these activities or actions may positively or negatively affect the operating and financial performance of Star Minerals.

(e) Currently no market

There is currently no public market for Star Minerals' Shares, the price of Shares is subject to uncertainty and there can be no assurance that an active market for Shares will develop.

Shareholders will continue to hold shares in a public unlisted company, unless and until such time as the requirements for listing on the ASX can be met (if at all). Listing is at the ASX's discretion and there is a risk that Star Minerals may not meet the requirements for admission to the official list of the ASX and achieve quotation of its Securities.

The price at which Shares trade on ASX after listing, if Star Minerals lists on the ASX at all, could be subject to fluctuations in response to variations in operating performance and general operations and business risk, as well as external operating factors over which the Directors and Star Minerals have no control, such as movements in mineral prices and exchange rates, changes to government policy, legislation, or regulation and other events or factors. There can be no guarantee that an active market in Shares will develop.

(f) **Equity market conditions**

Shares listed on a securities market and in particular shares of smaller companies at any early stage of commercial development, can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. These security market conditions may affect the value of the Company's quoted Shares regardless of the Company's operating performance.

General factors that may affect the market price of Securities include economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global Security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia and changes in exchange rates.

(g) **Taxation**

The acquisition and disposal of New Shares and New Options will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in Star Minerals are urged to obtain independent financial advice about the consequences of acquiring New Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, Star Minerals, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for New Shares under this Prospectus.

(h) **Force majeure**

Events outside the control of Star Minerals, such as acts of terrorism, civil disturbance or protest, war, political intervention and natural activities such as earthquakes, floods, fires and adverse weather conditions, may adversely impact Star Minerals by affecting its operations and those of its suppliers or service providers, the market for commodities, or the transport or other infrastructure relating to the operations of Star Minerals.

(i) **Government policy changes**

Governmental action, including delay, inaction, policy change or the introduction of new, or the amendment of existing, legislation or regulations (or changes in the interpretation of legislation), particularly in relation to foreign ownership, access to infrastructure, environmental regulation (including in respect of carbon emissions and management), land access arrangements, royalties and production and exploration

5. Risk Factors

licensing may adversely affect Star Minerals' future operations and financial performance.

Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations and mining and exploration activities of Star Minerals. It is possible that the current system of exploration and mine permitting in South Australia or elsewhere may change, resulting in impairment of rights and possibly expropriation of Star Minerals' properties without adequate compensation.

No assurance can be given that amendments to current laws and regulations or new rules and regulations will not be enacted, or that existing rules and regulations will not be applied in a manner which could substantially limit or affect Star Minerals' exploration.

(j) **Regulatory and tenure risks**

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

Obtaining necessary permits can be a time consuming process and there is a risk that Star Minerals will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict Star Minerals from proceeding with exploring or developing a project. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of Star Minerals' activities or forfeiture of one or more of the tenements in which it has an interest.

In addition, mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements or future applications for production tenements will be approved or renewed. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising Star Minerals' projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of Star Minerals.

(k) **Accounting standards**

Changes to any applicable accounting standards, including Australian Accounting Standards, or to any assumptions, estimates or judgments applied by management in connection with complex accounting matters may adversely impact Star Minerals' financial statements, results or condition.

(l) **COVID-19**

The ongoing COVID-19 pandemic affecting Australia and the world has the potential to adversely impact Star Minerals' operations. The Company's headquarters and operations are in Western Australia. In the short term, restrictions on interstate travel and challenges associated with maintaining government recommended social distancing practices may impact Star Minerals' ability to undertake fieldwork safely and cost effectively, even following the implementation of the Company's COVID-19 management plan. It also introduces a substantial element of uncertainty into the global economy, which may drive impacts discussed in Section 6.4(a)

5.5 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by Star Minerals or by investors in Star Minerals. The above factors and others not specifically referred to above, may in the future materially affect the financial performance of Star Minerals and the value of Shares.

Therefore, the Shares to be issued under this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Potential investors should consider that investment in Star Minerals is highly speculative and should consult their professional advisors before deciding whether to apply for New Shares pursuant to this Prospectus.

6. Financial Information

6.1 Introduction

The historical financial information contained in this Section has been prepared by the Directors.

The historical financial information has been provided by the Directors to potential investors to assist with their understanding of the historical financial performance, cash flows and financial position of the Company.

This Section contains a summary of:

- the historical financial information, which comprises the:
 - historical statement of profit or loss and other comprehensive income for the period from incorporation of the Company ([date]) until [date] and for the half-financial year ended [date];
 - historical statement of cashflows for the period from incorporation of the ([date]) until [date] and for the half-financial year ended [date]; and
 - historical statement of financial position as at [date] and as at [date]; and
- the pro forma historical financial information, which comprises the pro forma historical statement of financial position as at [date].

The pro forma historical financial information has been prepared based on the audited statutory historical financial information as at [date], adjusted for the anticipated effect of the Offers post [date].

The pro forma adjustment related to the Offers comprises the expected proceeds from this capital raising net of its associated costs. The pro forma historical financial information is unaudited but has been reviewed by [insert] (see the Independent Limited Assurance Report at Annexure B).

6.2 Basis of Preparation

The historical financial information and pro forma historical financial information have been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards, other mandatory professional reporting requirements and Star Minerals' adopted accounting policies.

The historical financial information and pro forma historical financial information are presented in an abbreviated form and do not contain all the disclosures that are usually provided in an annual report prepared in accordance with Australian Accounting Standards and the Corporations Act.

The historical financial information has been extracted from the general purpose financial statements of the Company for the period ended [date] 2021 which were reviewed by the Company's external auditor, Elderton Pty Ltd, which issued an unmodified audit opinion dated [insert date].

6.3 Historical statement of profit or loss and other comprehensive income

[insert]

The above historical statement of profit or loss and other comprehensive income is to be read in conjunction with the notes to the financial statements. Please refer to Section 6.2 on basis of preparation.

6. Financial Information

6.4 Historical statement of financial position

[insert]

The above historical statement of financial position is to be read in conjunction with the notes to the financial statements. Please refer to Section 6.2 on basis of preparation.

6.5 Historical statement of cashflows

[insert]

The above historical statement of cashflows is to be read in conjunction with the notes to the financial statements. Please refer to Section 6.2 on basis of preparation.

6.6 Historical statement of financial position and pro forma historical statement of financial position

The historical statement of financial position and the pro forma historical statement of financial position have been reviewed by Nexia Australia. Please refer to the Independent Limited Assurance Report in Annexure B.

[insert]

The above historical statement of financial position is to be read in conjunction with the notes to the financial statements. Please refer to Section 6.2 on basis of preparation.

6.7 Subsequent events adjustments

[insert]

6.8 Pro forma adjustments

The pro forma historical statement of financial position set out above contains the following pro forma adjustments to the historical statement of financial position. This reflects the expected impact of capital raising proposed under this prospectus:

[insert]

Direct costs of capital raising include fees associated with offer management and ASX and ASIC fees directly related to the issuance of new issued capital. These costs have been offset against the capital raised in Issued Capital. All other costs associated with the proposed IPO will be expensed as incurred and therefore have been recognised in retained losses.

6.9 Statement of significant accounting policies

The significant accounting policies adopted in the preparation of the historical financial information and pro forma historical statement of financial position included in this Section are set out in Annexure A.

6.10 Notes to the historical financial information and pro forma historical statement of financial position

[insert]

6.11 No forecasts

Mineral exploration is inherently uncertain. Consequently, there are significant uncertainties associated with forecasting future revenues (if any) and expenses associated with Star Minerals' proposed activities.

The Directors have considered the matters detailed 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 Star Minerals 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.

The Directors consequently believe that, given these inherent uncertainties, it is not possible to include reliable forecasts in this Prospectus.

7. Material Contracts

7.1 Introduction

Star Minerals has a number of contracts that it considers to be material to Shareholders, the Offers, the operation of the business of Star Minerals, or otherwise are or may be relevant to an investor in Star Minerals.

7.2 Tenement Acquisition Agreements

The Company proposes:

- the Tumblegum South Project, comprising mining lease M51/888 to be acquired from AVL and miscellaneous licence L51/112 to be acquired from Bryah Resources, be acquired by Company's wholly-owned subsidiary White Star; and
- to acquire the West Bryah Project, comprising exploration licences:
 - E52/3739 to be acquired from Bryah Resources;
 - E52/3809 and E52/3802 to be acquired from Jalein;
 - E52/3553 to be acquired from Pet FC; and
 - E52/3737, E52/3803 and E52/3804 to be acquired from Pinny.

(a) Acquisition of Tumblegum South Project

AVL is the registered holder of mining lease M51/888. Pursuant to the Mineral Rights Sale Agreement, AVL granted to Bryah Resources the exclusive right to explore, mine and treat any metals or minerals other than certain "Excluded Mineral Rights" (being vanadium, titanium, cobalt, chromium, uranium, lithium, tantalum, iron ore and manganese, which were retained by AVL) over a number of tenements which included M51/888. Part of the consideration paid to AVL included the grant of a royalty by AVL to Bryah Resources (**MRSA Royalty**).

Pursuant to a Tenement Acquisition Agreement dated 8 March 2021 (**Tumblegum South Acquisition Agreement**) between the Company, White Star (subsidiary of the Company), AVL and Bryah Resources, White Star will acquire:

- mining lease M51/888 from AVL; and
- miscellaneous licence L51/112 from Bryah Resources to provide an access corridor from the nearest road to M51/888.

These tenements will be acquired on the following basis:

- AVL and Bryah Resources will vary the Mineral Rights Sale Agreement to excise M51/888, effectively cancelling Bryah Resources' "Mineral Rights" and the MRSA Royalty over the area comprising M51/888;
- AVL and Bryah Resources will waive their respective rights of first refusal under the Mineral Rights Sale Agreement;
- AVL will transfer legal and beneficial title in M51/888 to White Star;
- Bryah Resources will transfer legal and beneficial title in L51/112 to White Star ; and
- the consideration payable by the Company and White Star to Bryah Resources and AVL will comprise as follows:

- White Star will pay AVL the amount of \$5,000, representing a reimbursement of expenditure incurred by AVL in developing the M51/888;
- White Star will grant to AVL a 0.75% net smelter return royalty on all products extracted or derived from the area of M51/888 (**AVL Royalty**);
- the Company will pay Bryah Resources the amount of \$500,000, representing a reimbursement of expenses incurred by Bryah Resources in conducting exploration works on the area of M51/888;
- the Company will effect the allotment and issue of the following securities in the capital of the Company to Bryah Resources:
 - 9,000,000 Shares;
 - 3,000,000 Class A Performance Rights; and
 - 4,000,000 Class B Performance Rights,

(the **Purchase Consideration**).

Completion under the Tumblegum South Acquisition Agreement is conditional on the following:

- the Company receiving conditional approval from ASX to admit its Securities to Official Quotation on ASX on terms acceptable to the Company (acting reasonably);
- each party obtaining all required authorisations necessary, including Ministerial consent under the *Mining Act 1978* (WA) (if required), to give effect to the Tumblegum South Acquisition Agreement;
- Bryah Resources obtaining the approval of its shareholders for the effective disposal of its mineral rights over M51/888 and the transfer of L51/112 for the purposes of ASX Listing Rule 11.4 and all other purposes; and
- Kirkalocka consenting to the assignment and assumption to and by White Star of Bryah Resources' rights under the Development Agreement.

Completion of the Tumblegum South Acquisition Agreement will occur on a date that is one business day after the conditions described above are satisfied or waived in accordance with its terms.

The Performance Rights to be issued as consideration to Bryah Resources will be issued on the terms and conditions summarised in Section 8.3.

The Tumblegum South Acquisition Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).

(b) **Acquisition of West Bryah Project**

The Company is to acquire the tenements comprising the West Bryah Project from each of Bryah Resources, Jalein, Pet FC and Pinny (each a **Vendor**) pursuant to separate Tenement Purchase Agreements each dated 8 March 2021 between the

7. Material Contracts

Company and each individual Vendor (**West Bryah Acquisition Agreements**), under which the Company will acquire the relevant tenements in consideration for:

- the issue of a total of 6,000,000 Shares, to be allotted to each Vendor as set out below; and
- the grant to each Vendor of a 0.75% net smelter return royalty on all products extracted or derived from the area within the boundary of the relevant tenement/s sold by that Vendor to the Company as described below (**Vendor Royalty**).

The material terms of each West Bryah Acquisition Agreement can be summarised as follows:

Vendor	Tenements to be acquired by the Company	Consideration
Bryah Resources	E52/3739	2,000,000 Shares and Vendor Royalty
Pet FC	E52/3553	500,000 Shares and Vendor Royalty
Pinny	E52/3737 E52/3803 E52/3804	750,000 Shares and Vendor Royalty
Jalein	E52/3802 E52/3809	2,750,000 Shares and Vendor Royalty

Completion under each West Bryah Acquisition Agreements is conditional on the following:

- the Company receiving conditional approval from ASX to admit its Securities to Official Quotation on ASX on terms acceptable to the Company (acting reasonably); and
- each party obtaining all required authorisations necessary, including Ministerial consent under the *Mining Act 1978* (WA) (if required) to give effect to each West Bryah Acquisition Agreement.

Completion of the West Bryah Acquisition Agreements will occur on a date that is one business day after the conditions described above are satisfied or waived in accordance with its terms.

The West Bryah Acquisition Agreements otherwise contain provisions considered standard for agreements of its nature (including representations, warranties and confidentiality provisions).

(c) Relationships concerning the Tenement Acquisition Agreements

The following relationships concerning the Tenement Acquisition Agreements are disclosed:

- Bryah Resources is a Promoter of the Company.
- Bryah will hold 20.75% of the total issued capital of the Company upon completion of the Offers.
- The Chairman of the Company, Ian Stuart, is a non-executive director of Bryah Resources. Ian Stuart directly and indirectly holds 3,100,000

shares in Bryah Resources (representing 1.57% of the issued capital of Bryah Resources shares) and directly holds 3,000,000 performance rights issued by Bryah Resources.

- Pet FC is a Shareholder of Bryah Resources, holding 3.79% of the issued capital of Bryah Resources.
- Pinny is a shareholder of Bryah Resources, holding 1.98% of the issued capital of Bryah Resources.
- Jalein is controlled by Leslie Ingraham, a director of Bryah Resources.
- Jalein is a shareholder of Bryah, holding 3.85% of the total issued capital of Bryah Resources.

7.3 Development Agreement Tumblegum South Project

Bryah Resources and Kirkalocka Gold SPV Pty Ltd (**Kirkalocka**) have entered into a Development Agreement in respect of the Tumblegum South Project, specifically M51/888 but only those minerals other than Vanadium, Uranium, Cobalt, Chromium, Titanium, Lithium, Tantalum, Manganese and Iron Ore (which were previously retained by AVL).

Under the Development Agreement, the parties have agreed to enter into a further agreement for the sale and purchase of ore (being economically recoverable rock and sands containing gold) subject to the satisfaction or waiver of certain conditions. These conditions must be satisfied or waived by 30 June 2021 and include (among others) drilling and testing the ore body, undertaking feasibility and each party being satisfied (in each party's absolute discretion) that the proposed sale and purchase of ore meets their respective investment criteria.

Either party may terminate the Development Agreement at any time on giving 30 days' notice to the other party.

The Development Agreement includes a draft form of an ore sale and purchase agreement which provides for the purchase by Kirkalocka of ore and stockpiles from Bryah Resources. This draft may be accepted by the parties with or without amendment or they may choose to enter into a replacement document.

Bryah Resources is obliged to obtain the consent of Kirkalocka for any assignment of its rights under the Development Agreement to Star Minerals **[and the parties have entered into a deed of assignment in this regard]**.

7.4 Agreements affecting Tenements

The Company is party to, or is required to observe the terms and conditions of, various agreements concerning the Tenements, comprising:

- Heritage Agreements with holders of native title in respect of some of the Tenements – a purpose of these agreements is ensure that any exercise of exploration rights in respect of a relevant Tenement avoids damage, disturbance or interference to or with an Aboriginal site;
- an Indigenous Land Use Agreement (ILUA) between the State of Western Australia and affected land on which a majority of the Tenements are located; the ILUA effectively obliges the Company to be party to a heritage agreement in respect of the relevant Tenements; and
- an Access Agreement between Bryah Resources and Monument Murchison Pty Ltd affecting L51/112 which is located over a mining lease held by Monument Murchison Pty Ltd to be assigned to the Company; Bryah Resources rights and obligations under that agreement are to be assigned to the Company.

7. Material Contracts

Information concerning these agreements is set out in Schedule 5 to Solicitors' Report on Tenements at Annexure D.

7.5 Broker Mandate

Star Minerals may enter into one or more agreements with a Broker under which the Broker agree to act as a manager and broker in relation to the Public Offer (**Broker Mandate**). The key terms of any Broker Mandate will be as follows:

- the term of any Broker Mandate will be for a period of [insert];
- in consideration for the provision of capital raising services, Star Minerals will pay to the Broker:
 - \$[insert] (excluding GST) fee on execution of the mandate;
 - a capital raising fee of 4% of the total amount raised pursuant to the Offer; and
 - a management fee of 2% of the total amount raised pursuant to the Offer;
- Star Minerals may terminate any Broker Mandate by providing written notice to the Broker.

Any Broker Mandate will otherwise be on terms and conditions that are considered standard for an agreement of this nature, and may include an indemnity for loss or damage incurred by the Broker in performing the mandate or as a consequence of breach of any warranty or undertaking by Star Minerals.

7.6 Deeds of Indemnity, Insurance and Access

Star Minerals has entered into deeds of indemnity, insurance and access with each Director, the CEO and the Company Secretary (each an **officer**). The key terms of the deeds are as follows:

- Star Minerals has agreed to indemnify and keep indemnified the officer, to the maximum extent permitted by law, from certain liabilities incurred by the officer in acting as an officer of Star Minerals (and as acting as an officer of certain other relevant entities);
- Star Minerals must, to the extent permitted by law, procure and pay the premium for an insurance policy which insures the officer against all liabilities incurred by the officer acting directly or indirectly as an officer of Star Minerals (or certain other relevant entities), subject to certain limitations;
- Star Minerals must provide access to certain company records which are relevant to the officer's position with, or any claim reasonably anticipated to be made against the officer in relation to matters arising in the course of the officer acting in connection with the affairs of, Star Minerals (or certain other relevant entities), for a period of seven years after the officer has ceased to be an officer of Star Minerals.

The deeds of indemnity, insurance and access otherwise contains terms and conditions that are considered standard for agreements of their nature.

7.7 Employment Agreement for CEO

Star Minerals has entered into an Employment Agreement with its Chief Executive Officer, Mr Greg Almond. The key terms of the agreement are as follows:

- Mr Almond is to be employed as the CEO of the Company on a full-time basis, commencing on the date of the Company's admission to ASX. His duties include the management of the day-to-day corporate and administrative affairs of the Company and any other duties allocated to him by the Board.
- Mr Almond is to report to the Board and is subject to the Board's direction.

- Mr Almond is to be paid an annual salary of \$180,000 per annum plus statutory superannuation entitlements.
- Mr Almond is entitled to be granted 1,000,000 Performance Rights under the Company's Employee Incentive Plan on the terms set out in Section 8.3.
- Mr Almond must keep information regarding Star Minerals received in the course of his employment confidential, except if disclosure is required by law, is in the course of performing his duties as CEO, the information becomes public without breach by Mr Almond, or Star Minerals provides its prior written consent.
- Star Minerals or Mr Almond may terminate Mr Almond's employment on giving 3 months' prior written notice. The Company may make payment in lieu of notice.
- Star Minerals may terminate Mr Almond's employment immediately for matters which include Mr Almond's serious misconduct, breach of duties or bankruptcy, or if he is physically or mentally unfit to attend to his duties over 3 consecutive months (or 3 non-consecutive months in a 12-month period).

The agreement otherwise contains terms and conditions considered customary for an employment contract of this nature.

7.8 Non-Executive Director engagement letters

Star Minerals has entered into a letter of engagement with each Non-Executive Director confirming their appointment and terms of engagement as Non-Executive Directors. The key terms of each letter are as follows:

- Each Non-Executive Director is entitled to be paid an annual director's fee (inclusive of statutory superannuation) for his services as a Non-Executive Director. Details of the current fees are set out in Section 9.3(c).
- Each Non-Executive Director is expected to discharge his duties in accordance with applicable statutory and general law duties of a director.
- Each Non-Executive Director must make all necessary disclosures to Star Minerals in relation to all interests and matters which impact his independence and any matters which may give rise to a conflict of interest, as well as changes in interests in the Company's securities.
- Each Non-Executive Director must keep information regarding Star Minerals received in the course of his directorship confidential, except if disclosure is required by law, is in the course of performing his duties as a Director, the information becomes public without breach by the Non-Executive Director, or Star Minerals provides its prior written consent.

The letters of appointment otherwise contain terms and conditions considered customary for engagement letters of this nature.

7.9 Employee Incentive Plan

(a) Employee Incentive Plan Rules

Star Minerals has established an Employee Incentive Plan for eligible Directors, officers, employees and contractors (**Plan**). The Plan is governed by the Incentive Plan Rules (**Rules**).

Under the Plan, the Company may provide share-based incentives (e.g. Shares, Options, Performance Rights) to eligible participants subject to conditions which must be satisfied before the participants may receive the full benefit of the incentives (**Awards**).

The Company may also issue loan funded Awards whereby the Company provides a secured limited-recourse loan to an eligible participant in order for the participant to acquire Awards.

7. Material Contracts

All Awards are issued/granted in accordance with the Rules and otherwise on terms and conditions set by the Board at its discretion.

The material terms of the Plan, as set out in the Rules, are as follows:

- The purpose of the Plan is:
 - to establish a method by which eligible persons can participate in the future growth and profitability of Star Minerals;
 - to provide an incentive and reward for eligible persons for their contribution to Star Minerals; and
 - to attract and retain a high standard of managerial and technical personnel for the benefit of Star Minerals.
- The following persons can participate in the Plan if the Board makes them an offer to do so:
 - a full-time or part-time employee, including an Executive Director of Star Minerals or its related bodies corporate;
 - a Non-Executive Director of Star Minerals or its related bodies corporate; and
 - a casual employee or contractor of the Company or its related bodies corporate where the employee or contractor is, or might reasonably be expected to be, engaged to work the pro-rata equivalent of 40% or more of a comparable full-time position.
- Awards issued/granted under the Plan are subject to vesting conditions set in the issue/grant of the Award, as determined by the Board. These are conditions which must be satisfied or waived before the Award can vest or can be exercised (if applicable). They may be time-based criteria or performance-based criteria.
- Awards issued/granted under the Plan and any resulting Shares, may be subject to restrictions on sale or disposal, as determined by the Board.
- In accordance with ASIC Class Order 14/1000, after the Company is admitted to the Official List of ASX, the total Awards that may be issued/granted under the Plan will not exceed 5% of the total number of Shares on issue. In calculating this limit, Awards issued/granted to participants under the Plan other than in reliance upon this Class Order are discounted.
- The Board has the discretion to administer the Plan.
- The Board may vary a vesting condition applicable to an Award provided that such variation is not materially adverse to the participant who holds the Awards.

The Rules otherwise contain terms and conditions considered standard for employee incentive plan rules of this nature.

(b) Maximum number of Equity Securities that may be issued under the Plan

For the purposes of the Listing Rule 7.2 Exception 13(a), the Company states that the maximum number of securities proposed to be issued under the Plan within the three-year period from the Prospectus Date is [5,100,000] Equity Securities, representing [10]% of the Shares in the Company proposed to be on issue at the time of the Company's admission to ASX.

The stated maximum number is not intended to be a prediction of, or a fixed limit to, the actual number of securities to be issued under the Plan, but is a stated maximum number for the purposes of the operation of Listing Rule 7.2 Exception 13(a) if the Company is admitted to ASX.

Listing Rule 7.1 limits the number of securities a listed company may issue in any 12-month period without shareholder approval. However, securities issued pursuant to an exception to Listing Rule 7.1 are not counted for the purposes of the limit. Listing Rule 7.2 Exception 13(a)

provides that Equity Securities issued under the Plan within 3 years of the Prospectus Date not exceeding the maximum number stated in this Prospectus will be an exception to Listing Rule 7.1.

8. Terms of Securities

8.1 Summary of rights and liabilities attaching to Shares

The rights attaching to all Shares are set out in the Constitution. A summary of the more significant and relevant rights and restrictions attaching to Shares is set out below.

A copy of the Constitution can be obtained from Star Minerals' website at www.starminerals.com.au.

(a) Voting at a general meeting

At general meetings, every Shareholder having the right to vote on a resolution and present in person or by proxy, representative or attorney has one vote on a show of hands (provided that persons voting in more than one capacity only have one vote) and, on a poll, one vote for each fully-paid Share held by that Shareholder.

(b) Meeting of members

Each Shareholder is entitled to receive notice of, attend and vote at, general meetings of Star Minerals.

(c) Dividends

Subject to the Corporations Act, the Constitution and the rights or restrictions attached to a class of Shares, the Board may by resolution determine a dividend is payable and fix the amount, the time for and method of payment.

(d) Authority to capitalise profits

Subject to the Corporations Act and the rights or restrictions attached to a class of Shares, the Constitution authorises the Board to resolve to capitalise any part of Star Minerals' profit. If this occurs, Star Minerals may use it to benefit those Shareholders who are entitled to dividends in the proportions that would apply if the entire amount of the profits to be capitalised were a dividend. The benefit may be given in any or all of the following ways:

- (i) in paying up an amount unpaid on Shares already issued;
- (ii) in paying up in full any unissued Shares or other securities in Star Minerals; and/or
- (iii) any other method permitted by law (if applicable).

(e) Transfer of Shares

Subject to the Constitution and any restrictions attached to a Share, a Share may be transferred by a written instrument of transfer in any usual or form or in any other form approved by the Board that is otherwise permitted by law or any other method that is permitted by the Corporations Act and approved by the Board.

The Board may, in its absolute discretion, refuse to register a transfer of Shares where permitted by the Corporations Act and the Board so resolves. The Board must refuse to register a transfer of Shares when required to do so by the Corporations Act.

(f) Issue of further Shares

Subject to the Corporations Act and any rights and restrictions attached to a class of Shares or other securities, Star Minerals may by resolution of the Board issue Shares, options to acquire Shares and other securities with rights of conversion to Shares on

any terms, to any person, at any time and for any consideration, as the Board resolves.

Star Minerals has the power to issue and allot Shares with any preferential, deferred or special rights, privileges or conditions subject to applicable shareholder approval requirements under the Corporations Act or as set out in the Constitution.

(g) **Winding up**

Subject to the rights or restrictions attached to a class of Shares, if Star Minerals is wound up, the liquidator may, with the sanction of a special resolution, divide among Shareholders all or any of Star Minerals' property and, for that purpose, determine how it will carry out the division between the different classes of Shareholders or between Shareholders, but the liquidator may not require a Shareholder to accept any property, including shares or other securities, in respect of which there is any liability.

(h) **Non-marketable parcels**

Where Star Minerals complies with the relevant procedure outlined in the Constitution, the Shares of a Shareholder who holds less than a marketable parcel of Shares may be sold.

(i) **Variation of class rights**

As at the Prospectus Date, Star Minerals only has one class of share on issue. Subject to the Corporations Act and the terms of issue of Shares in a particular class, Star Minerals may vary or cancel rights attached to a class by a special resolution passed at a meeting of Shareholders holding Shares in that class or with the written consent of Shareholders who are entitled to at least 75% of the votes that may be cast in respect of Shares in that class.

(j) **Reduction of Share capital**

Star Minerals may reduce its Share capital in any way permissible by the Corporations Act.

(k) **Dividend reinvestment plan**

Star Minerals may establish a plan under which Shareholders may elect to reinvest cash dividends from Star Minerals, by acquiring by way of issue or transfer Shares or financial products of any other body. The Directors have no current intention to establish a dividend reinvestment plan.

8.2 **Terms of New Options**

Set out below are the terms and conditions on which the New Options offered under the Public Offer and the Broker Offer will be granted.

(a) **Entitlement**

Each Option entitles the holder (**Option Holder**) to subscribe for one fully-paid ordinary Share in the Company. The Option Holder is not required to pay any amount on the grant of an Option.

(b) **Exercise price**

The exercise price of each Option is \$0.20 (**Exercise Price**).

8. Terms of Securities

(c) **Expiry date**

Each Option may be exercised at any time before 5.00pm (WST) on the date that is four years from the date of grant (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.

Certificate or Holding Statement: The Company must give the Option Holder a certificate or Holding Statement stating:

- (i) the number of Options issued to the Option Holder;
- (ii) the Exercise Price of the Options; and
- (iii) the Expiry Date of the Options.

(d) **Transfer**

- (i) The Options are transferable, subject to applicable law.
- (ii) Subject to the Listing Rules and the Corporations Act, the Option Holder may transfer some or all of the Options at any time before the Expiry Date by:
 - A. a proper ASTC regulated transfer (as defined in the Corporations Act) or any other method permitted by the Corporations Act; or
 - B. a prescribed instrument of transfer.
- (iii) An instrument of transfer of an Option must be:
 - A. in writing;
 - B. in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
 - C. subject to the Corporations Act, executed by or on behalf of the transferor and if required by the Company, the transferee; and
 - D. delivered to the Company, at the place where the Company's register of option holders is kept, together with the certificate (if any) of the Option to be transferred and any other evidence as the Directors require to prove the title of the transferor to that Option, the right of the transferor to transfer that Option and the proper execution of the instrument of transfer.

(e) **Quotation of Options**

The Company will apply to ASX for Official Quotation of Options.

(f) **Quotation of Shares**

If the Company is admitted to the Official List of ASX at the time of exercise of the Options, the Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.

(g) **New issues**

The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date

for determining entitlements to the new issue of Securities and participate as a result of holding Shares.

(h) **Bonus issues**

If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.

(i) **Reorganisation**

- (i) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (ii) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.
- (iii) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.

(j) **Exercise of Options**

- (i) To exercise Options, the Option Holder must give the Company or its Share Registry, at the same time:
 - A. a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;
 - B. payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
 - C. any certificate for the Options.
- (ii) The Option Holder may only exercise Options in multiples of 10,000 Options unless the Option Holder exercises all Options held by the Option Holder.
- (iii) Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.
- (iv) If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:
 - A. the Option Holder must surrender their Option certificate (if any); and
 - B. the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or Holding

8. Terms of Securities

Statement stating the remaining number of Options held by the Option Holder.

(k) **Issue of Shares on exercise of Options**

- (i) Within 5 Business Days after receiving an application for exercise of Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option Holder the number of Shares specified in the application.
- (ii) Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.

(l) **Governing law**

These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

8.3 Terms of Performance Rights

Set out below are the terms and conditions on the Performance Rights offered under the Vendor Offers and the Performance Rights Offer will be granted.

(a) **Grant**

The Company will offer performance rights (**Performance Rights**) to recipients (each a **Holder**) on and subject to these terms and conditions.

(b) **Classes of Performance Rights**

The following classes of Performance Rights will be granted by the Company on and subject to these terms:

- (i) Class A Performance Rights; and
- (ii) Class B Performance Rights.

(c) **Entitlement**

Subject to this paragraph (c) and any applicable requirements of the ASX Listing Rules, each vested Performance Right entitles the Holder to be issued with one fully-paid ordinary share in the Company (**Share**), (**Entitlement**) as follows:

Class	Milestone	Performance Rights	Number of Shares issued on satisfaction of Milestone	Milestone Date	End
A	The announcement by the Company to ASX of a measured Mineral Resource of 600,000 tonnes with a minimum cut-off grade of 0.3g/t gold in relation to tenement M51/888, as determined by an	3,000,000	3,000,000	5 years after the date of grant of Performance Right	

	independent Competent Person in compliance with the JORC Code 2012.			
B	Commencement of commercial gold production in relation to tenement M51/888.	6,500,000	6,500,000	5 years after the date of grant of Performance Right

In these terms:

Competent Person – means a ‘Competent Person’ within the meaning of the JORC Code 2012;

JORC Code 2012 – means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition;

Mineral Resource – means a ‘Mineral Resource’ within the meaning of the JORC Code 2012 which satisfies the requirements for reporting in accordance with the JORC Code 2012.

Commencement of commercial gold production is deemed to occur upon the first excavation or movement of material from the designed mining shell.

The Company’s obligations to the Holder in relation to a Performance Right are discharged and satisfied in full upon issuing the Entitlement for that class of Performance Rights.

(d) **Vesting**

- (i) Subject to paragraphs (o) and (p), a Performance Right automatically vests in the Holder upon satisfaction or achievement of the conditions stated in the table in paragraph (c) (each a **Milestone**) following which the Holder may elect to receive the Holder’s Entitlement.
- (ii) If a Milestone for a class of Performance Rights is not achieved, that class of Performance Rights will not vest, subject to these terms.
- (iii) The determination of the Purchaser’s board of directors as to whether a Milestone has been achieved is final.
- (iv) Satisfaction of the Milestones is to be determined in relation to each class of Performance Rights.

(e) **Expiry and forfeiture**

Each Performance Right that has not vested will automatically lapse and will be cancelled if at midnight on the last day by which the Milestone for that class of Performance Rights must be achieved is not achieved.

(f) **Transfer and Encumbrances**

- (i) A Performance Right is not transferrable.
- (ii) A Holder must not grant or permit any security interest or other encumbrances over a Performance Right.

(g) **Quotation of Performance Rights**

The Company will not apply for quotation on ASX of any class of Performance Right.

8. Terms of Securities

(h) Quotation of Shares

If the Entitlement is issued for a class of Performance Rights and the Company is admitted to ASX, the Company will apply to ASX for Official Quotation of those Shares.

(i) New issues of securities

A Holder is not entitled to participate in any new issue of securities in the Company to be issued to shareholders of the Company unless the Holder's Performance Rights (or any of them) have vested and the Entitlement has been issued before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares.

(j) No voting rights

Performance Rights do not confer any right to vote at general meetings of shareholders of the Company.

(k) No dividend entitlement

Performance Rights do not confer any entitlement to dividends declared by the Company.

(l) No rights to capital

Performance Rights do not confer any right to:

- (i) a return of capital, whether on winding up, upon a reduction of capital, or otherwise; or
- (ii) participate in the surplus profits or assets of the Company upon winding up of the Company.

(m) Reorganisation

- (i) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Holder in relation to each class of Performance Rights held by the Holder will be changed to the extent necessary to comply with the ASX listing rules applying to a reorganisation of capital at the time of the reorganisation.
- (ii) Any calculations or adjustments which are required to be made in relation to paragraph (i) will be made by the Company's Board of Directors and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder.
- (iii) The Company must, within a reasonable period of a reorganisation paragraph (i) occurring, give to the Holder notice of any change to the number of Shares which the Holder is entitled to receive under the Entitlement for a class of Performance Rights.

(n) Issue of Shares

Subject to the Company's Constitution, all Shares issued in relation to the Entitlement for a class of Performance Rights will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.

(o) Vesting on change of control

In the event that:

- (i) a person, or a group of associated persons, becoming entitled to sufficient Shares to give that person or persons the ability, in a general meeting, to replace all or a majority of the Board;
- (ii) a takeover bid under Chapter 6 of the Corporations Act is made in respect of the Company under which acceptances have been received for more than 50% of the Company's shares on issue and the bid is declared unconditional by the bidder; or
- (iii) a Court grants orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies (including under Part 5.1 of the Corporations Act,

prior to the Milestones being achieved for one or more classes of Performance Rights (**Unvested Rights**), then all of the Unvested Rights on issue will vest.

(p) **Deferral of vesting**

If the vesting of any class of Performance Rights (or any part thereof) would result in any person being in contravention of section 606(1) of the Corporations Act (**Takeover Restriction**) then:

- (i) the vesting of those Performance Rights (or any part thereof) will be deferred until such later time or times that the vesting would not result in a contravention of the Takeover Restriction;
- (ii) a Holder may give written notification to the Company if they consider that the vesting of those Performance Rights (or any part thereof) may result in the contravention of the Takeover Restriction, failing which the Company may assume the vesting of those Performance Rights will not result in any person being in contravention of the Takeover Restriction; and
- (iii) the Company may (but is not obliged to) by written notice to a Holder, request a Holder to provide the written notice referred to in paragraph (ii) above **Error! Reference source not found.** within 7 days if the Company considers that the vesting of those Performance Rights (or any part thereof) may result in a contravention of the Takeover Restriction. If the Holder does not give notification to the Company within 7 days that they consider the vesting of the Performance Rights (or part thereof) may result in the contravention of the Takeover Restriction, then the Company may assume that the vesting of the Performance Rights (or part thereof) will not result in any person being in contravention of the Takeover Restriction.

(q) **Amendments required by ASX**

These terms may be amended as necessary by the Company's Board of Directors in order to comply with the ASX listing rules (if applicable), or any directions of ASX (if applicable) regarding the terms, provided that, subject to compliance with the ASX listing rules, the economic and other rights of the Holder are not diminished or terminated following such amendment.

(r) **Governing law**

These terms and the rights and obligations of the Holder are governed by the laws of Western Australia. The Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia in this respect.

9. Additional Information

9.1 Star Minerals history, corporate structure and tax status

Star Minerals is an Australian public company that was incorporated on 18 February 2021

Star Minerals is an Australian tax resident public company. The financial year of Star Minerals ends on 30 June annually.

Star Minerals has one wholly owned subsidiary company, White Star Minerals Pty Ltd ACN 642 181 619.

9.2 Dividend policy

The extent, timing and payment of any dividends in the future will be determined by the Directors based on a number of factors, including future earnings and the financial performance and position of Star Minerals.

As at the Prospectus Date, Star Minerals does not intend to declare or pay any dividends in the immediately foreseeable future. However, it is the aim of Star Minerals that, in the longer term, its financial performance and position will enable the payment of dividends.

Any future determination as to the payment of dividends by Star Minerals will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of Star Minerals, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by Star Minerals.

9.3 Interests of Officers

(a) Security holdings

The Directors are not required, pursuant to the Constitution, to hold any shares in Star Minerals.

As at the Prospectus Date, the Directors, CEO and their Associates have interests in the following securities of Star Minerals that have been issued or which have been agreed to be issued:

Director	Shares	Options	Performance Rights
Greg Almond, CEO	Nil	Nil	1,000,000
Ian Stuart, Chairman	100,000	Nil	750,000
Ashley Jones, Director	110,000	Nil	375,000
Stephen Strubel, Director	1,800,001	Nil	375,000

Notes:

[insert details of any director associated entity which will be the actual subscriber of the securities]

(b) Participation in the Public Offer

The Directors (or any of them) may participate in the Public Offer on the same basis as all other Applicants. A Director will not receive any priority over other Applicants in respect of the Director's Application.

As at the Prospectus Date the following Directors have given commitments to subscribe for Securities in the Public Offer:

[insert details of Directors who will subscribe under the Public Offer]

(c) **Remuneration**

The Constitution contains the following provisions as to the remuneration of Directors:

- the Directors, other than an executive Director, may be paid by way of fees for services up to the maximum aggregate sum per annum as may be approved from time to time by Star Minerals in general meeting (and can be paid in cash or in any other manner agreed between Star Minerals and the relevant person);
- the Directors must also be paid all reasonable travelling, accommodation and other expenses properly incurred by them in attending meetings of the Board or any committee of the Board or general meetings of Star Minerals or otherwise in connection with Star Minerals' business; and
- the Company must not pay remuneration to Directors that is calculated as a commission on, or a percentage of operating revenue, or in the case of Non-Executive Directors, profits.

For further details on Directors' remuneration refer to Star Minerals' Constitution available in the Corporate Governance section of Star Minerals' website at www.starminerals.com.au.

The maximum annual remuneration that may be payable in aggregate to non-executive directors of Star Minerals for directors' fees is \$[insert]. This amount can only be increased by ordinary resolution of Shareholders passed at a general meeting.

The total fees and remuneration (excluding superannuation) paid or payable by Star Minerals to the Non-Executive Directors in the past 24 months and their current annual fees and remuneration (excluding superannuation) is as follows:

Director	Remuneration in past 2 years	Current annual remuneration
Ian Stuart, Chairman	Nil	\$60,000
Ashley Jones, Director	Nil	\$40,000
Stephen Strubel, Director	Nil	\$40,000

Notes:

[insert]

(d) **Permitted interests of Directors**

Under Star Minerals' Constitution, a Director is not disqualified, by virtue of being a Director, from holding an office in, being a member of or creditor of Star Minerals or a Related Body Corporate, except as an auditor and may enter into any agreement or arrangement with the Company.

A Director must keep Star Minerals informed in relation to all interests and matters and with respect to such interest or matter may be present for and participate in a vote at a Board meeting in accordance with applicable laws.

(e) **Other Interests of Directors**

Star Minerals has entered into Deeds of Indemnity, Insurance and Access with each Director on the terms set out in Section 10.7.

Other than as set out in this Prospectus, no Director or proposed Director of Star Minerals:

- holds, or has held, at any time during the last two years, an interest in:

9. Additional Information

- the formation or promotion of, or in any property acquired or to be acquired by, Star Minerals or in the Offer; and
- has been paid or agreed to be paid, or been given or agreed to be given any benefit to induce them to become or to qualify as a director of Star Minerals.

9.4 Interests and remuneration of key management

The following persons are the current key management of Star Minerals. Their interests and remuneration are as follows:

Name	Security holding	Cash and non-cash benefits			Termination notice and benefits
		Salary	Short term incentive	Long term incentive	
Greg Almond, CEO	Nil	\$180,000	Nil	1,000,000 Performance Rights	3 months or pay in lieu of notice
Matthew Edmondson, Company Secretary and CFO	[insert]	[insert]	[insert]	[insert]	[insert]

Notes:

1. The salaries in the table above are exclusive of superannuation entitlements.
2. [insert].

9.5 Interests of experts and advisors

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

- 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;
- promoter of Star Minerals,

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

- the formation or promotion of Star Minerals;
- any property acquired or proposed to be acquired by Star Minerals in connection with its formation or proportion or in connection with the Offer; or
- the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with the formation or promotion of Star Minerals or the Offer.

Expert/adviser	Service/function	Amount paid or to be paid
Blackwall Legal LLP	Legal adviser to the Offer, preparer of the Solicitors' Tenement Report and general legal services.	Blackwall Legal LLP will be paid approximately \$100,000 (plus disbursements) by Star Minerals for services related to this Prospectus. Blackwall Legal has been paid or is entitled to be paid approximately \$[insert] (plus GST and disbursements) by Star

		Minerals for legal services provided to Star Minerals in the two years prior to the Prospectus Date, in addition to the amount above.
Nexia Australia Pty Ltd	Preparation of the Independent Limited Assurance Report	Nexia Australia Pty Ltd (Nexia) will be paid approximately \$[insert] (plus disbursements) by Star Minerals for services related to this Prospectus. No other amount has been paid or agreed to be paid to CSA in the two years prior to the Prospectus Date.
CSA Global Pty Ltd	Preparation of the Independent Technical Assessment Report	CSA Global Pty Ltd (CSA) will be paid approximately \$40,000 (plus disbursements) by Star Minerals for services related to this Prospectus. No other amount has been paid or agreed to be paid to CSA in the two years prior to the Prospectus Date.
BDO Corporate Finance (WA) Pty Ltd	Preparation of the Independent Expert's Report	BDO Corporate Finance (W) Pty Ltd (BDO) will be paid approximately \$20,000 by Star Minerals for the provision of the Independent Expert's Report. No other amount has been paid or agreed to be paid to BDO in the two years prior to the Prospectus Date.
Elderton Pty Ltd	Auditing and assurance services	Elderton Pty Ltd has been paid or is entitled to be paid approximately \$[insert] (plus disbursements) by Star Minerals for professional services provided to Star Minerals in the two years prior to the Prospectus Date.
Automic Pty Ltd	Share registry services	Automic Pty Ltd (Automic) will be paid approximately \$[insert] (plus GST) for share registry services and services to be provided in relation to receiving and managing Applications under the Offers. No other amount has been paid or agreed to be paid to Automic in the two years prior to the Prospectus Date.

9.6 Expenses of the Offers

The total expenses of the Offers are estimated to be approximately \$[insert] and are expected to be applied towards the items set out in the table below.

Expense	Amount \$
ASIC fees	\$3,206
ASX fees	\$95,232
Legal fees	\$100,000
Investigating Accountant's fees	\$[insert]
Independent Technical Assessment Report	\$40,000

9. Additional Information

Expense	Amount \$
Independent Expert's Report	\$20,000
Other advisory costs	\$(insert)
Share registry expenses	\$(insert)
Graphic design, printing and distribution	\$30,000
Total	\$(insert)

Note: The ASX fees in the table above are calculated on the basis quotation will be sought for all Shares on issue and 12,500,000 New Options issued, but that ASX fees will not be payable on 25,000,000 Shares classified as Restricted Securities (quotation fees will be payable on Shares classified as Restricted Securities at the expiry of the applicable escrow periods).

9.7 Consent statements

Each of the parties referred to in this Section:

- does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- in light of the above, only 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.
- Automatic Pty Ltd has given and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as the share registry of the Company in the form and context in which it is named.
- BDO Corporate Finance (WA) Pty Ltd has given and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as the Independent Expert in relation to the Independent Expert's Report in Annexure E.

Blackwall Legal LLP has given and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as the legal adviser of the Company and as the author of the Solicitors' Tenement Report and to the inclusion in this Prospectus of the Solicitors' Tenement Report in Annexure D in the form and context in which it is named.

CSA Global Pty Ltd has given and has not withdrawn prior to the Prospectus Date, its written consent to being named as Independent Geologist in this Prospectus, the inclusion of the Independent Technical Assessment Report in Annexure C of this Prospectus in the form and context in which the report is included and the inclusion of statements contained in Annexure C of this Prospectus in the form and context in which those statements are included.

Elderton Pty Ltd has given and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as the external auditor of the Company in the form and context in which it is named.

Nexia Australia Pty Ltd has given and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as Investigating Accountant to the Company in relation to the Financial Information in the form and context in which it is named and to the inclusion in this Prospectus of its Independent Limited Assurance Report in Annexure B in the form and context in which it is included.

9.8 ASIC exemptions and modifications

Star Minerals has not sought, or obtained, any ASIC exemptions and/or modifications in connection with the Offer.

9.9 Legal proceedings

There is no litigation of any nature, pending or threatened which may significantly affect the operations of Star Minerals. Having regard to the nature of the business of Star Minerals, it may be involved in litigation from time to time.

9.10 Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications are governed by the laws applicable in Western Australia and each Applicant submits to the exclusive jurisdiction of the courts of Western Australia.

9.11 Documents available for inspection

Copies of all documents lodged with ASIC in relation to Star Minerals, the Constitution and the consents to the issue of this Prospectus can be inspected at the registered office of Star Minerals during normal business hours.

9. Additional Information

9.12 Approval of Prospectus

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

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

[signature]

Ian Stuart
Chairman

[Date] June 2021

10. Glossary

In this Prospectus the following expressions have the meanings set out below, unless inconsistent with the context:

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

AAS means the Australian Accounting Standards adopted by the Australian Accounting Standards Board.

Applicant means a person who submits a valid Application Form under this Prospectus.

Application means the lodgement of an Application Form.

Application Form means an application form attached to or accompanying this Prospectus, including in electronic format.

Application Money means the money received from an Applicant in respect of an Application.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in sections 10 to 17 of the Corporations Act.

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

ASX Recommendations means the 4th edition of the ASX Corporate Governance Principles and Recommendations.

ASX Settlement means ASX Settlement Pty Ltd (ACN 008 504 532).

AVL means Australian Vanadium Limited (ACN 116 221 740).

Board means board of Directors of the Company as at the date of this Prospectus.

Bryah Resources means Bryah Resources Limited (ACN 616 795 245).

CEO or **Chief Executive Officer** means Greg Almond, the chief executive officer of Star Minerals.

Closing Date means the closing date of the Offers as specified in the “Key information on the Offers” Section of this Prospectus (unless extended).

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

Closing Date means the closing date of the Offers as specified in the “Key information on the Offers” Section of this Prospectus.

Company means Star Minerals Limited (ACN 648 048 631).

Company Secretary means the secretary of the Company.

Competent Person has the meaning given to that term in the JORC Code.

Constitution means the constitution of Star Minerals as at the Prospectus Date.

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

Development Agreement means the agreement between Bryah Resources and Kirkalocka Gold SPV Pty Ltd for the development of the Tumblegum South Project described at Section 7.3.

Director means a director of Star Minerals.

10. Glossary

Equity Security has the meaning given to the term “equity security” in the Listing Rules, and includes shares, options and convertible securities issued by a listed entity.

Executive Director means an executive Director of the Company.

Exploration Result has the meaning given to that term in the JORC Code.

Exploration Target has the meaning given to that term in the JORC Code.

Exposure Period means the 7-day period after the date of lodgement of this Prospectus with ASIC (as may be extended by ASIC for up to a further 7 days), pursuant to section 727(3) of the Corporations Act.

GST means Goods and Services Tax.

IFRS means International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board.

Independent Expert means BDO Corporate Finance (WA) Pty Ltd (ABN 27 124 031 045).

Independent Geologist means CSA Global Pty Ltd.

Independent Expert's Report means the report issued by the Independent Expert dated [insert] 2021 at Annexure E in respect of the Performance Rights to be issued by the Company under the Vendor Offer and the Performance Rights Offer.

Independent Limited Assurance Report means the report by the Investigating Accountant dated [insert] 2021 at Annexure B.

Independent Technical Assessment Report means the report issued by the Independent Geologist dated [insert] 2021 at Annexure C.

Investigating Accountant means Nexia Australia Pty Ltd (ABN 38 008 665 316).

Jalein means Jalein Pty Ltd (ACN 124 331 157) as trustee for ELBAJA Trust.

JORC means the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia.

JORC Code means the Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition) prepared by JORC.

Listing Rules means the listing rules of ASX, as amended from time to time.

Mineral Resource has the meaning given to that term in the JORC Code.

Mineral Rights Sale Agreement means the Mineral Rights Sale Agreement between Bryah Resources and AVL dated 19 January 2017 as varied by a deed of variation dated 14 March 2017.

Mining Act means the *Mining Act 1978* (WA) as amended.

New Options means Options offered pursuant to the Public Offer and the Broker Offer, having an exercise price of \$0.30 and an expiry date of 3 years from the date of grant and otherwise having the terms set out at Section 8.2.

New Shares means Shares offered pursuant to the Public Offer.

Non-Executive Director means a non-executive Director of the Company.

Offers means the Public Offer, the Vendor Offers, the Performance Rights Offer and the Broker Offer.

Offer Period means the period between the Opening Date and the Closing Date.

Official List means the official list of ASX.

Official Quotation means official quotation of the Shares by ASX in accordance with the Listing Rules.

Opening Date means the opening date of the Offers as specified in the “Key information on the Offers” Section of this Prospectus.

Option means the right of the holder to acquire a Share upon payment of the applicable option exercise price.

Performance Right means a Performance Right in the issue capital of the Company which converts into an ordinary share only upon the achievement of specified performance milestones.

Performance Rights Offer means the offers to the CEO and the Directors of a total of 2,500,000 Performance Rights.

Pet FC means Pet FC Pty Ltd (ACN 602 050 117) as trustee for Pet FC Trust.

Pinny means Pinny Pty Ltd (ACN 630 629 560).

Projects means the Tumblegum South Project and the West Bryah Project.

Prospectus means this prospectus, including any replacement or supplementary prospectuses issued by the Company in relation to the same.

Prospectus Date means the date of this Prospectus, being [insert] June 2021.

Public Offer Price means the offer price of a New Share under the Public Offer, being \$0.20.

Public Offer means the offer to the public of a 25,000,000 Shares at an issue price of \$0.20 per Share and 12,500,000 attaching New Options, to raise \$5,000,000 (before costs).

Related Body Corporate has the meaning given to that term in section 50 of the Corporations Act.

Restricted Security means a Share, Option or other security classified by ASX as a “restricted security” under the Listing Rules.

Section means a section of this Prospectus.

Security means a Share, an Option or a Performance Right (or any of them).

Settlement Rules means the Settlement Operating Rules of ASX Settlement, as amended from time to time.

Share means a fully-paid ordinary share in the capital of Star Minerals.

Share Register means the register of members of Star Minerals maintained by or on behalf of Star Minerals in accordance with section 168(1) of the Corporations Act.

Share Registry means the Company’s share registry, Automic Group operated by Automic Pty Ltd (ABN 27 152 260 814).

Shareholder means a holder of a Share.

Solicitors’ Tenement Report means the report on the Tenements by the Company’s solicitors, Blackwall Legal LLP, at Annexure D.

Star Minerals means Star Minerals Limited (ACN 648 048 631).

Tenements means the mining lease, exploration licences and miscellaneous licences comprising the Tumblegum South Project described in Section 3.2 and the West Bryah Project described in Section 3.3.

10. Glossary

Tenement Acquisition Agreements means the tenement acquisition agreements described in Section 7.2 for the acquisition by the Company of the Tenements comprising the Tumblegum South Project and the West Bryah Project.

Tumblegum South Project means the mining exploration project described in Section 3.2.

Vendor Offers means the offers to the Vendors of a total of 15,000,000 Shares, 3,000,000 Class A Performance Rights and 4,000,000 Class B Performance Rights in accordance with the Tenement Acquisition Agreements.

Vendors means the vendors of the Tenements under the Tenement Acquisition Agreements, being Bryah Resources, Jalein, Pet FC and Pinny.

West Bryah Project means the mining exploration project described in Section 3.3.

White Star means White Star Minerals Pty Ltd (ACN 642 181 619), a wholly-owned subsidiary of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

Annexure A – Significant Accounting Policies

The significant accounting policies adopted in the preparation of the historical financial information and pro forma historical statement of financial position included in Section 6 are set out below.

[insert]

Annexure B – Independent Limited Assurance Report

[insert]

Annexure C – Independent Technical Assessment Report

[insert]

Annexure D – Solicitor’s Report on Tenements

[insert]

Annexure E – Independent Expert’s Report on Performance Securities

[insert]

Corporate Directory

Directors

Ian Stuart - Non-Executive Chairman
Ashley Jones - Non-Executive Director
Stephen Strubel - Non-Executive Director

Chief Executive Officer

Greg Almond

Company Secretary

Matthew Edmondson

Registered Office and Contact Details

Suite 1, 1 Tully Road
East Perth WA 6004

T: [insert]

E: [insert]

W: www.starminerals.com.au

Proposed ASX Code

SMS

Share Registry*

Automic Group

Perth Office:

Level 2, 267 St Georges Terrace
Perth WA 6000

Sydney Office:

Level 5, 126 Phillip Street
Sydney NSW 2000

Correspondence:

GPO BOX 5193
Sydney NSW 2001

Telephone:

Within Australia: 1300 288 664
Outside Australia: +61 02 9698 5414

Web: www.automicgroup.com.au

Legal Adviser

Blackwall Legal LLP

Level 26, 140 St Georges Terrace
Perth WA 6000

Investigating Accountant

Nexia Australia Pty Ltd

Level 3, 88 William Street
Perth WA 6000

Independent Geologist

CSA Global Pty Ltd

Level 2, 3 Ord Street
West Perth WA 6005

Independent Expert

BDO Corporate Finance (WA) Pty Ltd

38 Station Street
Subiaco WA 6008

Auditor*

Elderton Pty Ltd

Level 2, 267 St Georges Terrace
Perth WA 6000

* Included for information purposes only. These entities have not been involved in the preparation of this Prospectus.

Star Minerals Limited
ACN 648 048 631

Suite 1, 1 Tully Road
East Perth WA 6004

www.starminerals.com.au