

SHARE PURCHASE PLAN OFFER OPEN

Orminex Limited ('Orminex' or 'the Company'; ASX: ONX) is pleased to offer eligible Shareholders the opportunity to participate in the Share Purchase Plan ('SPP') which opens today. Eligible Shareholders may apply for up to \$30,000 of new fully paid ordinary shares in Orminex without incurring any brokerage fees.

The SPP follows Orminex's successful \$8m placement lead by Canaccord Genuity Australia and is targeting to raise up to an additional \$1,500,000 at an issue price of \$0.03 per share, which is the same issue price paid by investors under the Placement. The SPP is open to all eligible Shareholders recorded as holding Shares in the Company as at 5.00pm AWST on 1 September 2021 and, depending on demand, Orminex may scale back applications at its absolute discretion.

The SPP is expected to close at 5:00pm AWST on 27 October 2021.

Please find attached a copy of the SPP Offer Booklet, which will be despatched to Eligible Shareholders today, along with personalised application forms.

The issue of new shares under the SPP is subject to shareholder approval, which will be sought at the Company's Annual General Meeting to be held on 29 October 2021.

The Company strongly encourages shareholders who wish to participate to act promptly in submitting their application forms.

Eligible shareholders will be able to complete their application online by following the below instructions:

If you already have an online account with Automic:

1. Visit <https://investor.automic.com.au>
2. Under "Existing users sign in" enter your established username and password
3. Once you have successfully logged in, click on:
 - Documents & Statements and download next to the SPP Application form

If you do not have an online account with Automic and want to register:

1. Visit <https://investor.automic.com.au/#/signup>
2. Select "Orminex Ltd" from the dropdown list in the Issuer Name Field
3. Enter your Holding Number (SRN/HIN)
4. Enter your postcode OR country of residence (only if outside Australia)
5. Tick the box "I'm not a robot" and then select "Next"
6. Complete the prompts to set up your username and password details
7. Once you have successfully logged in, click on:
 - Documents & Statements and download next to the SPP Application form

If you do not have an online account with Automic and wish to access one time only:

1. Visit <https://investor.automic.com.au/#/loginsah>
2. Select "Orminex Ltd" from the dropdown list in the Issuer Name Field
3. Enter your Holding Number (SRN/HIN)
4. Enter your postcode OR country of residence (only if outside Australia)
5. Tick the box "I'm not a robot" and then select "Access"
6. Once you have successfully logged in, click on:
 - Documents & Statements and download next to the SPP Application form

Key dates of the Offer are as follows:

Record Date	1 September 2021
Announcement of SPP and lodgement of Appendix 3B	2 September 2021
Opening Date	28 September 2021
Closing Date	27 October 2021
Annual General Meeting (seeking shareholder approval for the issue of New Shares)	29 October 2021
Last day to announce results of SPP, issue SPP Shares, and lodge Appendix 2A	3 November 2021

The above dates are indicative only and, subject to compliance with applicable law, may be changed at the Company's discretion by announcing a revised timetable on the ASX. All times are AWST.

This announcement has been authorised and approved for release by the Board of Orminex.

Investor queries:

Matthew Nixon
Chief Operating Officer
admin@orminex.com.au

For personal use only



**Orminex Limited (ASX:ONX)
Share Purchase Plan
Offer Booklet**

Please read this Offer Booklet in its entirety.

Orminex Limited (**Orminex** or the **Company**) invites eligible shareholders to participate in the Orminex Limited Share Purchase Plan (**SPP**) by applying for up to \$30,000 worth of ordinary shares in the Company.

The SPP is open to all shareholders recorded as holding Shares on the Company's Register as at 5.00pm (AWST) on 1 September 2021 with a registered address in Australia or New Zealand.

If you have any questions in relation to how to participate in the SPP after reading this Offer Booklet, please contact the Company's Share Registry, Automic, from 6.30am to 3.00pm (AWST) Monday to Friday on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia).

This Offer Booklet is not for release or distribution in the United States or, except with the consent of ONX, elsewhere outside Australia and New Zealand.

For personal use only

Important notice and disclaimer

The information in this Offer Booklet is not a recommendation to accept the Offer and does not constitute financial advice. This Offer Booklet has been prepared without taking account of any particular person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs and seek independent financial and taxation advice before making any investment decision in relation to this Offer Booklet.

The offer of Shares under the SPP is made in accordance with ASIC Instrument 19/547 which provides relief from the requirement for the Company to issue a prospectus in relation to the SPP. This Offer Booklet is not a prospectus under Chapter 6D of the Corporations Act.

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of Shares for sale in any other jurisdiction.

The Shares being offered under the SPP are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of the Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

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

This Offer Booklet does not, and is not intended to, constitute an offer of securities in any place outside Australia or New Zealand. In particular, this Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares have not been and will not be registered under the US Securities Act of 1933, as amended (**Securities Act**), or the securities laws of any state or other jurisdiction of the United States. The Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

Because of these legal restrictions, you must not send copies of this Offer Booklet or any other material relating to the SPP to any person resident in the United States or elsewhere outside Australia and New Zealand.

Dear Shareholder

On behalf of the Directors of Orminex Ltd (**ONX** or the **Company**), I am pleased to offer you the opportunity to participate in the ONX Share Purchase Plan (**SPP**).

On 2 September 2021, the Company announced a capital raising by way of a placement of \$8,000,000 (**Placement**) at \$0.03 per Share (**Issue Price**), to sophisticated and professional investors. At the same time, the Company announced the SPP, to raise up to a total of **\$1,500,000**.

The SPP is open to all shareholders recorded as holding Shares on the Company's Register as at 5.00pm (AWST) on 1 September 2021 (**Record Date**) (**Eligible Shareholders**).

The SPP affords Eligible Shareholders (including Eligible Shareholders who are custodians on behalf of Eligible Beneficiaries in accordance with the Terms) with the opportunity to acquire from \$1,000 to up to \$30,000 worth of new fully paid ordinary shares in the Company (**New Shares**), in accordance with the Terms set out in the Offer Booklet.

The issue of New Shares under the SPP is subject to shareholder approval, which will be sought at the Company's annual general meeting to be held on 29 October 2021.

I encourage Eligible Shareholders to participate in the SPP and take advantage of the opportunity to acquire additional shares in the Company at the Issue Price of \$0.03.

The capital raised under the Placement and the SPP will be used for the following purposes:

- to complete the acquisition of the Rocmec and Denain tenements from Nippon Dragon Resources, Inc., and to explore on those tenements, as announced to ASX on 2 September 2021;
- to continue the Company's exploration and drilling campaigns on the existing Penny's Find, Comet Vale, and Golden Lode tenements;
- to pay the costs of the Placement and this SPP; and
- for working capital purposes.

Participation in the SPP is optional. However, an Eligible Shareholder's entitlement to participate in the SPP is non-renounceable.

All Eligible Shareholders should be aware that there is a risk that the market price of ONX Shares may rise or fall between the date of the Offer and the time of issue of the New Shares under the SPP. This means that the Issue Price may be less than or more than the market price of the Shares at the date of the Offer or at the issue date. Your application is unconditional and may not be withdrawn even if the market price of the Shares is less than the Issue Price.

The Offer opens at 9:00am (AWST) on 28 September 2021 and closes at 5:00pm (AWST) on 27 October 2021. I urge all Eligible Shareholders to read this Offer Booklet in its entirety, and seek their own financial, taxation and other professional advice in relation to the Offer before deciding whether to participate.

How to apply

To apply for New Shares under the SPP:

- make a BPAY[®] payment, if you are an Eligible Shareholder with a registered address in Australia; or
- pay by direct transfer, if you are an Eligible Shareholder with a registered address in New Zealand.

If you are a Custodian, you may be required to submit a custodian certificate to the Company in order to participate on behalf of any beneficiaries.

It is your responsibility to ensure that funds submitted through BPAY or direct transfer (as applicable) are received by 5:00pm (AWST) on 27 October 2021.

On behalf of the Board, I would like to thank you for your continued support of the Company.

Yours faithfully

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Chairman, Orminex Limited

THE OFFER

The Company invites Eligible Shareholders to apply for up to \$30,000 worth of New Shares under a share purchase plan at an Issue Price per New Share of \$0.03, being the price at which Shares were issued under the Placement, and being a 28.6% discount to the closing price of \$0.042 on 27 August 2021 (the last day on which the Company's Shares traded prior to the announcement of the SPP).

Eligible Shareholders may purchase a minimum parcel of New Shares with a dollar value of \$1,000 and a maximum parcel of New Shares with a dollar value of \$30,000. Further details are set out in section 5(a) of this Offer Booklet.

The Company is intending to raise up to a total of **\$1,500,000** under the SPP but may, in its absolute discretion, decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount. If the total value of applications for Shares under the SPP exceeds \$1,500,000 in aggregate, the Company will scale back applications under the SPP in its absolute discretion. Further details are set out in section 10 of this Offer Booklet.

The issue of New Shares under the SPP is subject to shareholder approval, which will be sought at the Company's annual general meeting to be held on 29 October 2021.

Please carefully read the Terms relating to the Offer, as you will be bound by them.

All references to **\$** or **dollars** in this Offer Booklet are reference to Australian dollars unless otherwise indicated.

KEY DATES

Record Date	1 September 2021
Announcement of SPP and lodgement of Appendix 3B	2 September 2021
Opening Date	28 September 2021
Closing Date	27 October 2021
Annual General Meeting (seeking shareholder approval for the issue of New Shares)	29 October 2021
Last day to announce results of SPP, issue SPP Shares, and lodge Appendix 2A	3 November 2021

The above dates are indicative only and, subject to compliance with applicable law, may be changed at the Company's discretion by announcing a revised timetable on the ASX. All times are AWST.

Terms of the SPP

This section outlines the terms and conditions of the Offer. By accepting the Offer, you agree to be bound by these Terms.

1. The Offer

- (a) The Company is offering each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of Shares under the SPP subject to and in accordance with the Terms (**Offer**).
- (b) The Offer opens at 9:00am (AWST) on 28 September 2021 (**Opening Date**) and closes at 5:00pm (AWST) on 27 October 2021 (**Closing Date**).
- (c) The Company reserves the right, subject to the Corporations Act and the ASX Listing Rules, to vary the Closing Date without prior notice to Shareholders. If the Closing Date is varied, subsequent dates may also be varied accordingly.
- (d) The Offer to Custodians is made on the same Terms as the Offer to Eligible Shareholders.
- (e) Participation in the Offer is optional.
- (f) Once the New Shares are issued, they will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements.

2. Eligible Shareholders

- (a) You are eligible to apply for Shares under the Offer if:
 - (i) you were registered as a holder of Shares on the Register as at the Record Date;
 - (ii) your registered address, as recorded in the Register, is in Australia or New Zealand; and
 - (iii) you are not in the United States and are not acting for the account or benefit of a person in the United States.
- (b) Your rights under the Offer are personal to you and the Offer is non-renounceable, meaning you may not transfer your right to subscribe for New Shares to anyone else.

3. Joint holders and Custodians

- (a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and a certification given by any of them is taken to be a certification given by all of them.
- (b) Subject to the Terms, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf they hold Shares.
- (c) An Eligible Beneficiary is a person:
 - (i) on whose behalf a Custodian holds Shares as at the Record Date;
 - (ii) who has a registered address in Australia or New Zealand; and
 - (iii) who is not in the United States and is not acting for the account or benefit of a person in the United States.

4. Issue Price

- (a) The Issue Price for each New Share under the SPP will be \$0.03, being a 28.6% discount to the closing price of \$0.042 on 27 August 2021 (the last day on which the Company's Shares traded prior to the announcement of the SPP).
- (b) The current market price of ONX Shares can be obtained from the ASX at www.asx.com.au.

5. Applications for Shares

- (a) Eligible Shareholders may subscribe for a minimum of \$1,000 and a maximum of \$30,000 worth of Shares in the following increments:
 - (i) \$1,000;
 - (ii) \$2,500;
 - (iii) \$5,000;
 - (iv) \$10,000;
 - (v) \$15,000;
 - (vi) \$20,000;
 - (vii) \$25,000; and
 - (viii) \$30,000.
- (b) If your application is accepted, the Company will divide the value of your Application Monies by the Issue Price in order to determine the number of New Shares which, subject to scale back, will be issued to you.
- (c) If this calculation produces a fractional number, the number of New Shares issued to you will be rounded down to the nearest whole number of New Shares.
- (d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply for New Shares under their various capacities but may not apply for New Shares with an aggregate value of more than \$30,000.
- (e) If you wish to subscribe for New Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete a Custodian Certificate before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.
- (f) No brokerage, stamp duty or other costs are payable by applicants in respect of an application for New Shares.
- (g) The Company reserves the right, but is not obligated, to accept applications for New Shares that are received after the Closing Date.

6. Payment for Shares

If you would like to participate in the SPP, you must:

- submit a BPAY[®] payment, if you are an Eligible Shareholder with a registered address in Australia; or

- pay by direct transfer, if you are an Eligible Shareholder with a registered address in New Zealand,

in accordance with the instructions shown on the website at <https://investor.automic.com.au> and outlined in the Offer Booklet and Application Form and using the personalised customer reference number which is required to identify your holding as shown on your Application Form.

If you make a payment by BPAY[®] or direct transfer (as applicable), you are taken to make the certifications, representations and warranties described in the Terms. Custodians applying for Eligible Beneficiaries must still complete and return a Custodian Certificate.

Please note that your financial institution may apply limits on the use of your BPAY[®] or direct transfers (as applicable) and that you should make enquiry about the limits that apply in your personal circumstances.

It is your responsibility to ensure that your BPAY[®] or direct transfer payment (as applicable) is received by no later than 5.00pm (AWST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

7. Issue of Shares

- (a) The New Shares are expected to be issued on 3 November 2021 or as soon as possible after that date.
- (b) The Share Registry will send to you a holding statement in due course following the Issue Date. You should confirm your holding before trading in any Shares you believe have been allocated to you under the SPP.

8. Discretion regarding applications

- (a) ONX may accept or reject applications to purchase New Shares, including (but not limited to) cases where:
 - (i) an Application Form (or a Custodian Certificate, in the case of Custodians) is incorrectly completed, incomplete or is otherwise determined to be invalid by the Company;
 - (ii) a BPAY[®] or direct transfer payment is not received, or is incomplete or invalid;
 - (iii) an applicant appears to be applying for more than \$30,000 worth of New Shares (in aggregate);
 - (iv) a BPAY[®] or direct transfer payment, an Application Form or (in the case of Custodians) a custodian Certificate, is received after the Closing Date. While the Company has discretion to accept late Application Forms, BPAY[®] payments, direct transfer payments and Custodian Certificates, there is no assurance that it will do so. Late BPAY[®] or direct transfer payments, Application Forms and Custodian Certificates, if not processed, will be returned to you at your registered address or refunded;
 - (v) the Company considers, or is reasonably satisfied, that the application (whether alone or in conjunction with other applications) does not comply with the requirements of ASIC

- Instrument 19/547; or
- (vi) the Company believes an applicant is not an Eligible Shareholder or Custodian acting on behalf of an Eligible Beneficiary (subject to compliance with any applicable ASIC or ASX requirements);
- (b) If the amount of your BPAY[®] or direct transfer payment (as applicable) is not equal to one of the applicable increments set out in Section 5(a) of the Terms, the Company will, in its absolute discretion:
 - (i) refund in full your Application Monies and not allot any New Shares to you; or
 - (ii) allot to you the number of New Shares that would have been allotted had you submitted by BPAY[®] or direct transfer a payment for the highest designated amount that is less than the amount of your payment and refund to you the excess of your Application Monies.
 - (c) The Company reserves the right to issue fewer New Shares than an Eligible Shareholder applies for under the SPP, or no New Shares, if the Company believes the issue of those Shares to the applicant would contravene any law or the ASX Listing Rules or result in non-compliance with ASIC Instrument 19/547, or if Orminex undertakes a scale back of applications received under the SPP as set out in paragraph 10 below.
 - (d) All Directors' decisions in connection with a refusal of an application are final.

9. Acknowledgements

By making a payment via BPAY[®] or by direct transfer (as applicable), you:

- (a) are deemed to have accepted the Offer and you irrevocably and unconditionally agree to the Terms and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) acknowledge that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) agree that your application is only effective when the Company receives cleared funds by BPAY[®] or direct transfer (as applicable);
- (e) warrant that you are an Eligible Shareholder and are eligible to lawfully participate in the SPP and apply for New Shares, in each case in accordance with these terms and conditions as well as any applicable laws;
- (f) acknowledge that no interest will be paid on any Application Monies held pending the issue of Shares or subsequently refunded to you for any reason;
- (g) acknowledge that the Company and its officers and agents are not liable for any consequences on the exercise or non-exercise of its discretions referred to in the Terms;
- (h) agree to pay the Issue Price per New Share up to the maximum value of your BPAY[®] or direct transfer payment (as applicable);

- (i) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
 - (ii) the Shares have not been, and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly the Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States;
 - (iii) you have not, and will not, send this Offer Booklet or any materials relating to the SPP to any person in the United States or to any person located in any other country outside Australia and New Zealand; and
 - (iv) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent this Offer Booklet, or any materials relating to the SPP, to any person outside Australia and New Zealand;
- (j) If you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
 - (i) you are not applying for more than \$30,000 worth of Shares under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP);
 - (ii) the total of the application price for the following does not exceed \$30,000 (irrespective of whether you may have received more than one Offer or received Offers in more than one capacity):
 - (A) the Shares the subject of your application under the Offer;
 - (B) any other New Shares issued to you under the Offer or any other Shares issued to you under any similar arrangement in the 12 months before the application under the Offer;
 - (C) any other New Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
 - (D) any other Shares issued to a Custodian under an arrangement similar to the Offer in the 12 months before the application under the Offer as a result of an instruction you have given to a Custodian; and
- (k) If you are a Custodian and are applying for Shares on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (i) you are a Custodian (as that term is defined in ASIC Instrument 19/547);
 - (ii) you hold Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Offer Booklet;

- (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the SPP;
- (iv) your application will not be accepted unless you duly complete and submit a Custodian Certificate in accordance with Section 5(e);
- (v) the information in the Custodian Certificate submitted by you is true, correct and not misleading;
- (l) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (m) are responsible for any dishonour fees or other costs the Company may incur in relation to issuing a cheque for any refund that may be dispatched to you and which is dishonoured;
- (n) agree to be bound by the constitution of the Company (as amended and as it may be amended from time to time in the future);
- (o) acknowledge that neither the Company nor its officers, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (p) acknowledge that the market price of Shares may rise or fall between the date of the Offer and the Issue Date and that the Issue Price you pay for New Shares may exceed the market price of Shares on the Issue Date;
- (q) acknowledge that there are risks associated with acquiring and holding Shares;
- (r) acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
- (s) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

10. Applications may be scaled back

- (a) The SPP aims to raise up to \$1,500,000. The Company may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion. In the event of a scale back occurring, the Company reserves the right to give priority to Eligible Shareholders in any manner it sees fit, including taking into account the size of your shareholding as at the Record Date. Any decisions made by the Company will be final.
- (b) If there is a scale back, you may not receive all the New Shares for which you have applied. If a scale back produces a fractional number when applied to the number of New Shares for which you have applied, the number of New Shares issued to you will be rounded down to the nearest whole number of Shares.
- (c) If there is a scale back, the difference between the Application Monies received from you, and the number of Shares issued to you multiplied by the Issue Price, will be refunded to you in full without interest.

11. ASIC relief

- (a) The offer of New Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain requirements.
- (b) Orminex has, prior to the release of this Offer Booklet, given a notice to ASX that complies with the requirements of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

12. Variation and termination

- (a) The Company reserves the right at any time to:
 - (i) amend or vary the Terms;
 - (ii) waive strict compliance with any provision of the Terms;
 - (iii) withdraw the SPP or suspend or terminate the SPP;
 - (iv) vary the timetable for the SPP, including, without limitation, the Closing Date; and
 - (v) not accept an application, not issue New Shares, or issue New Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of one or more Eligible Beneficiaries).
- (b) Any such amendment, variation, waiver, suspension, withdrawal, non-acceptance or termination will be binding on all Eligible Shareholders and Custodians even where the Company does not notify you of that event.
- (c) In the event that the SPP is withdrawn or terminated, all Application Monies will be refunded. No interest will be paid on any money returned to you.

13. Underwriting

The Offer is not underwritten.

14. Transaction Costs

The only cost associated with the Offer is the Issue Price for the number of New Shares for which you wish to subscribe. You do not have to pay for brokerage, commission or other transaction costs which would normally apply when you acquire Shares on market.

15. Directors' Participation

Directors who are Eligible Shareholders may (without having to obtain prior Shareholder approval), participate in the Offer, on the same terms as all other Eligible Shareholders.

16. Dispute resolution

- (a) The Company may settle any dispute in connection with the Offer in any manner it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be final and binding.
- (b) ONX reserves its right to waive strict compliance with any provision of the Terms.

17. Privacy

- (a) The Application Form requires you to provide personal information.
- (b) Chapter 2C of the Corporations Act requires information about a shareholder (including your name, address and details of the securities you hold) to be included in the register of the entity in which you hold securities. This information must continue to be included in the register if you cease to be a shareholder.
- (c) By receiving completed Application Forms, the Company and its service providers such as the Share Registry may collect, hold and use your information to assess your application, provide services to you as an investor and for other permitted purposes under the Privacy Act 1988 (Cth).
- (d) Your information may be disclosed to your financial adviser and to ONX's agents and service providers on the basis that they deal with such information in accordance with the privacy policy of the Company.

18. Governing law and jurisdiction

The Terms are governed by the laws in force in Western Australia, Australia. Any dispute arising out of or in connection with the Terms, or the Offer, will be determined by the courts of Western Australia. By accepting the Offer, you agree to submit to the non-exclusive jurisdiction of the courts of Western Australia.

GLOSSARY

Application Form means the application form accompanying this Offer Booklet.

Application Monies means monies paid by Eligible Shareholders in respect of New Shares the subject of an application pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASIC Instrument 19/547 means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* issued by ASIC (as amended from time to time).

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the official listing rules of ASX (as amended from time to time).

AWST means Australian Western Standard Time.

Closing Date has the meaning given in paragraph 1(b) of the Terms.

Company or **ONX** means Orminex Ltd ACN 008 740 672.

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

Chairman's Letter means the Letter from the Chairman enclosed in this Offer Booklet.

Custodian means a custodian as defined in section 4 of ASIC Instrument 19/547.

Custodian Certificate means a certificate complying with section 8 of ASIC Instrument 19/547.

Directors means the directors of the Company from time to time.

Eligible Beneficiary has the meaning given to that term in paragraph 3 of the Terms.

Eligible Shareholder has the meaning given to that term in the Letter.

Issue Date means the date on which the Shares will be issued under the Offer, which as at the date of this Offer Booklet is intended to be 3 November 2021.

Issue Price has the meaning given to that term in the Letter.

New Share has the meaning given to that term in the Letter.

Offer has the meaning given in paragraph 1(a) of the Terms.

Opening Date has the meaning given in paragraph 1(b) of the Terms.

Record Date has the meaning given to that term in the Letter.

Register means the share register maintained by or on behalf of the Company in Australia.

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

Share Registry means Automic Pty Ltd (ABN 27 152 260 814).

Shareholder means a registered holder of Shares.

Terms means the terms and conditions of the Offer as expressly prescribed in this Offer Booklet.