



Richard Jenkins  
Executive Chairman

**RANGE INTERNATIONAL LIMITED**  
**ACN 611 998 200**

## **PROSPECTUS**

For the offer of up to 10,000 Shares at an issue price of \$0.002 per Share to raise up to \$20 (before expenses) (**Cleansing Offer**).

**This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act.**

## **IMPORTANT NOTICE**

This document is important and should be read in its entirety. If, after reading this Prospectus, you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Shares offered by this Prospectus should be considered as highly speculative.

## IMPORTANT NOTICE

This Prospectus is dated 10 November 2025 and was lodged with ASIC and ASX on that date. ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Securities offered by this Prospectus should be considered as highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be made by an original Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company. Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors

and professional advisers whom prospective investors may consult.

### No Investment Advice

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

### Forward-looking statements

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

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

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

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

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new

information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6.

### Overseas shareholders

This Cleansing Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

### Foreign offer restrictions

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus. Refer to Section 3.9 for further information with respect to overseas investors.

### Continuous disclosure obligations

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

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the

information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest. Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Please refer to Section 7.2 for further details.

#### **Electronic Prospectus**

A copy of this Prospectus can be downloaded from the website of the Company at <https://www.rangeinternational.com>. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian or New Zealand resident and must only access this Prospectus from within Australia or New Zealand.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by emailing the Company Secretary at [david@confidantpartners.com.au](mailto:david@confidantpartners.com.au).

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

those documents were incomplete or altered.

#### **Company Website**

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

#### **Financial forecasts**

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

#### **Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship**

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

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

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

#### **Photographs and Diagrams**

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company.

Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

#### **Definitions and Time**

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 9.

All references to time in this Prospectus are references to Australian Eastern Daylight Time, unless stated otherwise.

#### **Privacy statement**

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your Application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

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

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the

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

**Enquiries**

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Cleansing Offer or how to accept the Cleansing Offer please contact the Company Secretary at [david@confidantpartners.com.au](mailto:david@confidantpartners.com.au).

## CORPORATE DIRECTORY

### Directors

Richard Jenkins  
Christopher Fong  
Neil Macdonald  
Mark Skipper

### Share Registry\*

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

Telephone: 1300 288 664 (within Australia)  
Telephone: + 61 2 8072 1400 (outside Australia)

### Company Secretary

David Hwang

### Registered Office

Level 5  
137-139 Bathurst Street  
Sydney NSW 2000

### Legal Advisers

Confidant Partners  
Level 5  
137-139 Bathurst Street  
Sydney NSW 2000

Email: [david@confidantpartners.com.au](mailto:david@confidantpartners.com.au)

Website: <https://www.rangeinternational.com/>

### Auditor\*

Stantons International Audit and Consulting Pty Ltd  
Level 2,  
40 Kings Park Road  
West Perth WA 6005

\*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

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## 1. KEY OFFER INFORMATION

### 1.1. Timetable\*

Event	Date*
Lodgement of Prospectus with ASIC	Monday, 10 November 2025
Lodgement of Prospectus with ASX	Monday, 10 November 2025
Opening Date of Cleansing Offer	Monday, 10 November 2025
Issue of Placement Shares to Tranche 2 Investors and Fee Shares	Tuesday, 11 November 2025
Closing Date of Cleansing Offer (as at 5:00pm AEDT)	Wednesday, 12 November 2025
Expected date for Official Quotation of Placement Shares issued to Tranche 2 Investors and Fee Shares	Wednesday, 12 November 2025

\*Indicative only and subject to change. The Directors reserve the right to extend the Closing Date at any time after the Opening Date without notice.

## 2. BACKGROUND TO THE OFFER

### 2.1. Cleansing Offer

The Company is not currently able to issue a cleansing notice under section 708A(5) of the Corporations Act due to its Shares having been suspended from trading on ASX for more than 5 trading days within the last 12 months. The primary purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date (including prior to the date of this Prospectus), in particular, the Placement Shares to the Tranche 2 Investors and Fee Shares (defined below).

### 2.2. Placement

On 23 September 2025, the Company announced it had received firm commitments from institutional and sophisticated investors, existing Directors and senior management, to raise A\$1,577,647 (before costs) via the issue of 788,823,500 Shares (**Placement**) at an issue price of \$0.002 per Share (**Placement Shares**).

The Placement will be completed in 2 tranches as follows:

- (a) issue of 140,000,000 Placement Shares on 25 September 2025 using the Company's available capacity under ASX Listing Rule 7.1 to institutional and sophisticated investors (**Tranche 1 Investors**); and
- (b) issue of 648,823,500 Placement Shares, to institutional and sophisticated investors, existing Directors and senior management, having received Shareholder approval at the EGM (**Tranche 2 Investors**).

The Directors and management subscribed for Shares under the Placement on the same terms as non-Related Party investors.

As part of the Placement, the Company also announced that Mr Mark Skipper had agreed to join the Board of the Company as a non-executive Director, effective upon completion of the issue of Placement Shares to Tranche 1 Investors (which included Placement Shares issued to Mr Skipper).

Mr Skipper agreed to participate in the Placement (along with other non-related investors), and his Board appointment was conditional upon completion of the issue of Placement Shares to Tranche 1 Investors. Accordingly, as a proposed future Related Party, pursuant to Listing Rule 10.12 exception 12, his participation in the Placement did not require shareholder approval.

Tranche 1 of the Placement completed on 25 September 2025. Following completion of Tranche 1, Mr Skipper formally joined the Board on 29 September 2025.

Funds from the Placement will be applied as follows:

- (a) Indonesian pallet rental opportunity including production costs of rental pallets;
- (b) expansion into Philippines including setup, plant and excess equipment relocation;
- (c) repayment of existing debt facility
- (d) costs of the Placement; and
- (e) working capital.

As disclosed above, funds will be used to pay-down the existing debt facility, which will save the Company on interest costs. However, notably, the Company will continue to have full access to its existing debt facility (of A\$575K until 24 December 2026), which further strengthens the Company's access to capital when required.

### **2.3. Shareholder approvals**

On 10 November 2025, the Company obtained Shareholder approval at the EGM for the issue of:

- (a) 547,823,500 Placement Shares to non-related parties (or their nominees) for the purposes of Listing Rule 7.1 (as part of Tranche 2);
- (b) 101,000,000 Placement Shares in aggregate to the below Directors (as part of Tranche 2):
  - (i) 76,000,000 Placement Shares to Mr Richard Jenkins (or his nominee); and
  - (ii) 25,000,000 Placement Shares to Mr Neil Macdonald (or his nominee),
- (c) 50,116,439 Fee Shares in lieu of Director fees for the period that they have served as a Director from 31 January 2025 until 31 December 2025 to the below Directors:
  - (i) 29,828,767 Fee Shares to Mr Richard Jenkins (or his nominee);
  - (ii) 11,472,603 Fee Shares to Mr Christopher Fong (or his nominee);
  - (iii) 6,883,562 Fee Shares to Mr Neil Macdonald (or his nominee); and
  - (iv) 1,931,507 Fee Shares to Mr Mark Skipper (or his nominee),
- (d) 6,883,562 Fee Shares to Mr Russell Kennett in lieu of a portion of cash salary (up to A\$30,000 on an annualised basis) for the period in which he served as CEO from 31 January 2025 until 31 December 2025.

Further details can be obtained from the EGM notice of meeting dispatched to all shareholders on 10 October 2025.

### **3. DETAILS OF THE OFFER**

#### **3.1. The Cleansing Offer**

Pursuant to the Cleansing Offer, the Company invites investors identified by the Directors to apply for up to 10,000 Shares at an issue price of \$0.002 per Share, to raise up to \$20 (before expenses).

The Cleansing Offer will only be extended, and Application Forms will only be provided to, specific parties on invitation from the Directors.

All of the Shares offered under the Cleansing Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5 for further information regarding the rights and liabilities attaching to the Shares.

#### **3.2. Objective of the Cleansing Offer**

The objective of the Cleansing Offer is to remove any on-sale restrictions that may affect the Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date (including prior to the date of this Prospectus), in particular, the Placement Shares to Tranche 2 Investors and Fee Shares.

Accordingly, the Company is seeking to raise only a nominal amount of \$20 under the Cleansing Offer as the purpose of the Cleansing Offer is not to raise capital.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
  - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and,
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

#### **3.3. Application under Cleansing Offer**

Applications for Shares under the Cleansing Offer must be made by investors at the direction of the Company. Application Forms for the Cleansing Offer will only be provided to specific parties at the invitation of the Directors.

Payment for the Shares must be made in full at the issue price of \$0.002 per Share.

Completed Application Forms must be mailed or delivered to the address set out on the Application Form by no later than 5:00pm AEDT on the Closing Date.

#### **3.4. Minimum subscription**

There is no minimum subscription to the Cleansing Offer.

### **3.5. Oversubscriptions**

No oversubscriptions will be accepted by the Company.

### **3.6. Underwriting**

The Cleansing Offer is not underwritten.

### **3.7. Issue of Securities under Cleansing Offer**

The issue of Shares under the Cleansing Offer will be conducted in accordance with the ASX Listing Rules and will take place as soon as practicable after the Closing Date.

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

Holding statements for Shares issued under the Cleansing Offer will be mailed as soon as practicable after the issue of Shares occurs.

### **3.8. ASX listing**

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Securities offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by ASIC), the Company will not issue any Securities and will repay all Application monies for the Securities within the time prescribed under the Corporations Act, without interest.

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

### **3.9. Applicants outside Australia**

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

The distribution of this Prospectus outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. In particular, this Prospectus may not be distributed in the United States or elsewhere outside Australia, except to institutional and professional investors in transactions exempt from local prospectus or registration requirements or investors who can participate in compliance with applicable securities laws. Any failure to comply with these restrictions constitutes a violation of those laws.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Securities on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

## 4. PURPOSE AND EFFECT OF THE CLEANSING OFFER

### 4.1. Purpose of the Cleansing Offer

The purpose of the Cleansing Offer is to remove any on-sale restrictions that may affect the Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date, in particular, the Placement Shares to Tranche 2 Investors and Fee Shares.

Under the Cleansing Offer a nominal amount of approximately \$20 may be raised (before expenses). The funds raised from the Cleansing Offer (if any) will be applied towards the expenses of the Cleansing Offer. Refer to Section 7.8 of this Prospectus for further details relating to the estimated expenses of the Cleansing Offer.

### 4.2. Effect on capital structure

The effect of the Cleansing Offer and the issue of Placement Shares to Tranche 2 Investors and Fee Shares on the capital structure of the Company assuming no Securities are issued (including upon exercise or conversion of other Securities on issue) prior to the Closing Date (other than as outlined below), is set out below.

	Shares <sup>1</sup>	Share Appreciation Rights
Securities currently on issue	1,079,290,320	37,500,000
Securities to be issued under the Placement to Tranche 2 Investors <sup>2</sup>	648,823,500	-
Securities to be issued in lieu of cash for Director fees or management salary <sup>3</sup>	57,000,001	-
Securities to be issued under the Cleansing Offer	10,000	-
<b>Total</b>	<b>1,785,123,821</b>	<b>37,500,000</b>

<sup>1</sup> The rights and liabilities attaching to Shares are summarised in Section 5 of this Prospectus.

<sup>2</sup> The Placement Shares to Tranche 2 Investors will be issued following lodgement of this Prospectus.

<sup>3</sup> The Fee Shares will be issued following lodgement of this Prospectus.

### 4.3. Financial effects of the Cleansing Offer

After expenses of the Cleansing Offer of approximately \$13,207, there will be no proceeds from the Cleansing Offer. The expenses of the Cleansing Offer will be met from the Company's existing cash reserves.

The Cleansing Offer will have a minimal effect on the Company's financial position, being receipt of funds of A\$20 less the expenses of the Cleansing Offer.

## 5. RIGHTS AND LIABILITIES ATTACHING TO SHARES

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

### 5.1. General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. The Company's constitution permits the use of technology at general meetings of shareholders (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

### 5.2. Voting rights

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

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

### 5.3. Dividend rights

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

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors

think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

#### **5.4. Winding up**

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

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

#### **5.5. Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

#### **5.6. Transfer of shares**

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

#### **5.7. Future increase in capital**

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

#### **5.8. Variation of rights**

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

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

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

## 6. RISK FACTORS

### 6.1. Introduction

The Securities offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 6, together with information contained in this Prospectus.

The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 6, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities. This Section 6 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

### 6.2. Company and industry specific

Risk Category	Risk
<b>Inability to retain customers and convert prospective customers</b>	The success of the Company's growth strategy is dependent upon securing customers and converting prospective customers into profit-producing relationships. The Company's ability to do this will depend upon its ability to meet customer functional requirements and meet expectations of price. There is a risk of increased competition from other pallet manufacturers that do not operate to the Company's standards and code of conduct. There is a risk of cheaper/ lower cost providers entering the market.
<b>Inability to profitably fulfil customer orders</b>	There is a risk that the Company will not be able to meet its required production capacity while maintaining quality to fulfil customer orders or that the cost of production exceeds the selling price. The Company's production of pallets is dependent upon the Company having access to sufficient supply of waste plastic of the required quality, type and cost. This is dependent upon factors beyond the Company's control, including changes to pricing of waste plastic, shortages in supply of waste plastic, interruptions affecting suppliers (including operational, industrial relations or transportation difficulties, accidents or natural disasters), and their allocation of waste plastics to other users, or the introduction of new laws or regulations that may make access to waste plastic more difficult or more expensive.
<b>Interruptions to operations</b>	The Company's manufacturing operations are currently located in Pasuruan, Indonesia. The Company is exposed to short, medium or

	long-term interruptions to its operations arising from events including plant and equipment mechanical failure, transport problems, industrial disputes, labour practices, labour strikes, electricity outages, acts of terrorism, fires, potential inability to renew a licence on acceptable terms, environmental matters, difficulty in enforcing contracts, changes to or uncertainty in the relevant legal and regulatory regime (including in relation to taxation and practices of government and regulatory authorities) and other issues including the potential for corruption and fraud. The Company's manufacturing operations are exposed to natural disasters and geological events, including floods, earthquakes, volcanoes, tsunamis, and typhoons. Such interruptions, disasters and events could materially and adversely affect Range's business, financial condition, results of operations and prospects.
<b>Expansion into new markets</b>	Expansion beyond Indonesia will require the Company to be granted licenses and permits and product certifications, train employees, arrange the supply of recycled waste plastic and other necessary requirements of its business at an acceptable cost, as well as a win customers and produce pallets to satisfy demand at an acceptable price.
<b>Intellectual property risk</b>	There is a risk that the Company may not be able to protect the confidentiality of its trade secrets or be unable to detect the unauthorised use of its intellectual property. Further, actions taken by the Company to protect its intellectual property may not be adequate or enforceable and thus may not prevent the misappropriation of its intellectual property and proprietary information. The Company's failure to protect its intellectual property rights could have an adverse impact on its operations and financial performance.
<b>Financial risk management</b>	Range is exposed to adverse movements in foreign currency exchange rates and interest rates. This could adversely impact Range's ability to achieve its financial performance objectives and also reduce its ability to access financing facilities.
<b>Litigation</b>	<p>As announced by the Company on 26 June 2025, the Company successfully appealed legal matters before the Indonesian Tax Court (Jakarta). Further details are set out in Section 7.1. Despite the Company's success, the risk remains that the decisions can be appealed. As at the date of this Prospectus, the Company is not aware of any formal appeal.</p> <p>In addition, as with all businesses, the Company may be exposed to potential litigation and other claims or disputes in the course of its business, including litigation from employees, regulators and other third parties. An adverse outcome of litigation or the cost of responding to potential actual litigation may have a materially adverse impact on the financial performance and reputation of the Company.</p>

### 6.3. General risks

Risk Category	Risk
<b>Nature of investment</b>	Any potential investor should be aware that subscribing for Shares involves risks. The Offer of Shares to be issued, pursuant to this Offer (or under the Placement), carries no guarantee with respect to the payment of dividends, return on capital or the market value of those Offer Shares. An Applicant may not be able to recoup their initial investment.
<b>Economic factors</b>	The operating and financial performance of the Company is influenced by a variety of general local and global economic and business conditions including the levels of consumer confidence and spending, business confidence and investment, employment, inflation, interest rates, exchange rates, access to debt and capital markets, fiscal policy, monetary policy and regulatory policies. A prolonged deterioration in any number of the above factors may have a material adverse impact on the Company's business and financial performance.
<b>Management actions</b>	The Directors will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, without assuming any personal liability for the same, with the aim of reducing, avoiding and mitigating the impact of risks on the performance of the Company and its securities.
<b>Business risk</b>	There are risks inherent in doing business, such as unexpected changes in regulatory requirements, trade barriers, longer payment cycles, problems in collecting accounts receivable, infrastructure issues and potentially adverse tax consequences, any of which could adversely impact the success of the Company's operations.
<b>Future capital needs</b>	Further funding may be required to advance the business objectives of the Company or for working capital purposes. The business operated by the Company relies on cash collections and access to funding to grow. The collection periods of more than 12 months involved in pallet rental operations, increase the need for the Company to be able to access capital or funding in order to facilitate the growth of its business however there can be no assurance that additional funding will be available on satisfactory terms, or at all. Any inability to obtain funding may adversely affect the financial condition of the Company and, consequently, the value of its shares. Any additional equity financing may be dilutive to Shareholders and any debt financing, if available, will impact profitability and may involve restrictive covenants, which may limit the Company's operations and business strategy. There is a risk that despite efforts from the Company and its management, expansion efforts and future capital raisings will fail, which will adversely affect the Company's growth and profitability.
<b>Share market conditions</b>	Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The price of the Company's Shares will be influenced by international and domestic factors which may cause the market

	price of the securities to fall and may be subject to varied and unpredictable influences on the market for equities. Shareholders should be aware that there are risks associated with any securities investment. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.
<b>Insurance arrangements</b>	The Company maintains insurance consistent with industry best practice and having regard to the nature of activities being conducted. However, no assurance can be given that the Company will be able to continue to obtain such insurance coverage at reasonable rates or that any coverage it arranges will be adequate and available to cover any such claims.
<b>Ability to attract and retain skilled personnel</b>	The responsibility of overseeing the day-to-day operations and the strategic management of the Company is substantially dependent upon its management and key personnel. The efficient operation Re>Pal's feedstock management and pallet manufacture requires experience. Whilst key personnel generally enter into service agreements with the Company, there may be a detrimental impact on the Company if they resign. Back-up and training minimises but doesn't eliminate this risk. There can be no assurance given that there will be no short-term detrimental impact on the Company if one or more key employees cease their employment. The future success of the Company also depends upon the ability to attract and retain high performing, motivated and effective management. Failure to attract and retain the necessary personnel could have a material effect upon the Company's business, results of operations and financial condition.
<b>Regulatory risk and government policy</b>	Changes in relevant taxation, interest rates and other legal, legislative and administrative regimes and government policies in Australia, and other jurisdictions in which the Company operates, may have an adverse effect on the assets, operations and ultimately the financial performance of the Company and the market price of its securities.
<b>Climate change mitigation efforts</b>	There are a number of climate-related factors that may affect the operations and proposed activities of the Company and include the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation.
<b>Specific taxation or penalties for carbon emissions, or environmental damage</b>	Relative to others in our industry, Re>Pal may be advantaged by these types of regulations however, while the Company will endeavour to manage these risks and limit any impacts, there can be no guarantee that the Company will not be impacted by these occurrences.
<b>Geo-political risks</b>	The Company's operating subsidiary, Re-Pal International Indonesia is subject to regulation by the Indonesian central government and local government bodies in relation to operations, environment, community relations and labor regulations. Possible sovereign risks associated with operating in Indonesia include, without limitation, changes in the terms of business and operating regulations, changes

	to taxation rates and also labor laws and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its shares. No assurance can be given regarding future stability in Indonesia or any other country in which the Company may, in the future, have an interest.
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#### **6.4. Speculative investment**

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

Prospective investors should consider that an investment in the Company is highly speculative.

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

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

## 7. ADDITIONAL INFORMATION

### 7.1. Litigation

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

However, the Company wishes to note that the Company's subsidiary, PT Repal Internasional Indonesia was in proceedings against the Indonesian Director General of Taxes (**IDGT**) with respect to 2018 Indonesian tax assessments relating to Withholding Taxes (**WHT**) and Value Added Tax (**VAR**) matters. As announced by the Company on 26 June 2025, the Company successfully appealed these matters, and accordingly, the tax amount payable was reduced to nil. Despite this successful outcome, the Company notes that the IDGT could appeal the decisions. As at the date of this Prospectus, the Company is not aware of any formal appeal.

### 7.2. Continuous disclosure obligations

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

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

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

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

<b>Date</b>	<b>Description of announcement</b>
10 November 2025	Results of Meeting
24 October 2025	Quarterly Activities/Appendix 4C Cash Flow Report
10 October 2025	Notice of Extraordinary General Meeting/Proxy Form
29 September 2025	Initial Director's Interest Notice - Mark Skipper
26 September 2025	Change in substantial holding
26 September 2025	Becoming a substantial holder
25 September 2025	Completion of Tranche 1 of the Placement
25 September 2025	Application for quotation of securities - RAN
24 September 2025	Cleansing Prospectus
23 September 2025	Proposed issue of securities - RAN
23 September 2025	Proposed issue of securities - RAN
23 September 2025	Investor Presentation
23 September 2025	Range Successfully Raises \$1.57m via Placement
19 September 2025	Trading Halt
29 August 2025	Appendix 4D and Half Year Financial Report
14 August 2025	Quarterly Activities/Appendix 4C Cash Flow Report – Corrections
30 July 2025	Quarterly Activities/Appendix 4C Cash Flow Report
26 June 2025	Range Successfully Appeals ITO Assessments
26 June 2025	Trading Halt
30 May 2025	Results of Meeting
29 April 2025	Notice of Annual General Meeting/Proxy Form
29 April 2025	Quarterly Activities/Appendix 4C Cash Flow Report
28 April 2025	Notification regarding unquoted securities – RAN
28 April 2025	Management Remuneration Update
19 March 2025	Appendix 4G and Corporate Governance Statement

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

Further information on the Company can be found on its website:  
<https://www.rangeinternational.com/>.

### 7.3. Market price of Shares

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

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

	Price	Date
Highest	\$0.005	21, 22, 24 October 2025
Lowest	\$0.002	12-19 August 2025
Last	\$0.003	10 November 2025

### 7.4. Details of substantial Shareholders

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

Shareholder	Shares	%
Richard Jenkins (and associated entities)	100,282,031	9.29%
Mark Skipper (and associated entities)*	84,479,927	7.83%

\*Mr Skipper was appointed a non-executive director of the Company, effective 29 September 2025. The Company relied on Exception 12 of Listing Rule 10.12 such that Shareholder approval is not required for the issue of Placement Shares to Mr Skipper (or his nominee).

At completion of the issue of Placement Shares to Tranche 2 Investors, and Fee Shares to Directors and management, it is anticipated that the following persons (together with their associates) will have a relevant interest in 5% or more of the Shares on issue:

Shareholder	Shares	%
Richard Jenkins (and associated entities)	206,110,798	11.55%

### 7.5. Directors' interests

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

- (a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

- (i) its formation or promotion; or
- (ii) the Cleansing Offer; or

(c) the Cleansing Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

(d) as an inducement to become, or to qualify as, a Director; or

(e) for services provided in connection with:

- (i) the formation or promotion of the Company; or
- (ii) the Cleansing Offer.

#### Security holdings

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

<b>Director</b>	<b>Shares</b>	<b>Share Appreciation Rights</b>
Richard Jenkins	100,282,031	Nil
Christopher Fong	29,374,518	Nil
Neil Macdonald	22,212,326	Nil
Mark Skipper	84,479,927	Nil

The table below sets out the relevant interests of each Director in the Company's Securities upon completion of the Cleansing Offer, following the issuance of Placement Shares to Tranche 2 Investors and Fee Shares to Directors. As outlined in Section 2.3, Shareholder approval was obtained at the EGM for Mr Jenkins and Mr Macdonald to participate in the Placement and for all Directors to receive Fee Shares.

<b>Director</b>	<b>Shares</b>	<b>Share Appreciation Rights</b>
Richard Jenkins	206,110,798	Nil
Mark Skipper	86,411,434	Nil
Neil Macdonald	54,095,888	Nil
Christopher Fong	40,847,121	Nil

#### Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive

Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution, and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$500,000 per annum.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Share Appreciation Rights, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total annual remuneration paid to both executive and non-executive Directors for the financial year ended 31 December 2024 and proposed annual remuneration for the financial year ending 31 December 2025.

Director	FY24	FY25
Richard Jenkins	\$8,845*	\$130,000 per annum, paid as equity**
Christopher Fong	\$2,948*	\$50,000 per annum, paid as equity**
Neil Macdonald	\$4,914*	\$30,000 per annum, paid as equity**
Mark Skipper	N/A	\$30,000 per annum (pro rata), paid as equity**

Notes:

\* These amounts were equity-settled share based payments, as disclosed in the 2024 Annual Report.

\*\* As of the date of this Prospectus, no cash payment has been made. Shareholder approval was obtained for the equity issuance at the EGM held on 10 November 2025.

## 7.6. Interests of experts and advisers

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

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

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

- (d) the formation or promotion of the Company;

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

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

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

Confidant Partners has acted as the solicitors to the Company in relation to the Cleansing Offer. The Company estimates it will pay Confidant Partners \$10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, Confidant Partners has been paid fees totalling \$154,000 (excluding GST and disbursements) for company secretarial and legal services provided to the Company.

## 7.7. **Consents**

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

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) 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; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Confidant Partners has given its written consent to being named as the solicitors to the Company in this Prospectus.

## 7.8. **Expenses of the Cleansing Offer**

The total expenses of the Cleansing Offer are estimated to be approximately \$13,207 (excluding GST) and are expected to be applied towards the items set out in the table below.

Expense	(\$)
ASIC fees	3,206

ASX fees	1
Legal fees	10,000
<b>TOTAL</b>	<b>13,207</b>

## **8. DIRECTORS' AUTHORISATION**

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

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

## 9. GLOSSARY

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

**Applicant** means an investor who applies for Shares pursuant to the Cleansing Offer.

**Application Form** means an application form either attached to or accompanying this Prospectus.

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

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

**ASX Listing Rule** or **Listing Rule** means the listing rules of ASX.

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

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

**Cleansing Offer** means the offer made under this Prospectus.

**Cleansing Offer Closing Date** or **Closing Date** means the date specified in the timetable set out in Section 1.1.

**Cleansing Prospectus** or **Prospectus** means this document as lodged with ASIC on 10 November 2025.

**Company** means Range International Limited ACN 611 998 200.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth), as amended from time to time.

**Director** means a director of the Company.

**EGM** means the extraordinary general meeting of Shareholders held on 10 November 2025.

**Fee Shares** means Shares issued to either Directors or management in lieu of cash for Director fees or cash salary for the period that they have served in their respective role as either a Director or management from 31 January 2025 until 31 December 2025, as approved by Shareholders at the EGM.-

**Official List** has the meaning given to that term in Listing Rule 19.12.

**Official Quotation** means quotation of Securities to the Official List.

**Opening Date** means the date specified in the timetable set out in Section 1.1.

**Placement** has the meaning given to that term in Section 2.2.

**Placement Shares** has the meaning given to that term in Section 2.2.

**Related Party** has the meaning given to that term in Listing Rule 19.12.

**Section** means a section of this Prospectus.

**Securities** means Shares and/or Share Appreciation Rights as the context requires.

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

**Share Appreciation Right** means a right granted under the Company's employee incentive scheme to acquire one or more Shares by transfer or allotment as set out in the terms of the relevant invitation.

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

**Tranche 1 Investors** has the meaning given to that term in Section 2.2.

**Tranche 2 Investors** have the meaning given to that term in Section 2.2.