



MEC RESOURCES LTD
ACN 113 900 020

PROSPECTUS – OPTIONS PLACEMENT

For the offers of up to:

- (a) 359,162,152 New Options at an issue price of \$0.001 per New Option to raise up to approximately \$359,162 (**Offer**); and
- (b) 14,373,453 New Options to Directors (or their nominees) (**Director Offer**),
(together, the **Offers**).

IMPORTANT NOTICE

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

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

IMPORTANT NOTICE

This Prospectus is dated 2 December 2025 and was lodged with the ASIC on that date. The 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 New Options may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

The Company does not hold an Australian Financial Services Licence (**AFSL**) under the Corporations Act. Accordingly, offers under this Prospectus will be made under an arrangement between the Company and Veritas Securities Limited (ACN 117 124 535), the holder of AFSL 297043 (**Authorised Intermediary**) under section 911A(2)(b) of the Corporations Act. The Company will only authorise the Authorised Intermediary to make offers to people to arrange for the issue of Shares by the Company under the Prospectus, and the Company will only issue Shares in accordance with such offers if they are accepted. Refer to Section 6.3 for further details of the Authorised Intermediary arrangement.

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

Applications for New Options offered pursuant to this Prospectus can only be made by an 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 New Options 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 5.

Overseas Eligible Participants

The 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 Offer is not being extended and New Options will not be issued to Eligible Participants with a registered address which is outside Australia.

For further information on overseas Eligible Participants please refer to Section 2.11.

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 New Options.

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 6.2 for further details.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Shares and New Options issued under this Prospectus. The Company and the Lead Manager will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website (www.mecresources.com.au).

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.mecresources.com.au. 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 resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Entitlement and Acceptance Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on + 61 412 593 363 during office hours or by emailing the Company at admin@mecresources.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 New Options 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 8.

All references to time in this Prospectus are references to Australian Western Standard Time.

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 (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 for New Options, 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 Offers or how to accept the Offers please call the Company Secretary on +61 412 593 363.

CORPORATE DIRECTORY

Directors

David Breeze
Managing Director

Andrew Jones
Non-Executive Director

Tony Huston
Non-Executive Director

Peter Richards
Non-Executive Director

Company Secretary and Chief Financial Officer

Robert Marusco

Registered Office

Level 1, 9 Bowman Street
SOUTH PERTH WA 6151

Telephone: + 61 8 9328 8477
Fax +61 8 9328 8733

Email: info@mecresources.com.au

Website: www.mecresources.com.au

Auditor

Moore Australia Audit (WA)
Level 15, Exchange Plaza
2 The Esplanade
PERTH WA 6000

Share Registry*

Boardroom Pty Ltd
Level 8, 210 George Street
SYDNEY NSW 2000

Telephone:
Within Australia: 1300 737 760
Outside Australia: +61 2 9290 9600

Lawyers

Steinepreis Paganin
Level 14, QV1 Building
250 St Georges Terrace
PERTH WA 6000

Authorised Intermediary

Veritas Securities Limited AFSL 297043
Level 4, 175 Macquarie Street
SYDNEY NSW 2000

*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

This Section is not intended to provide full information for investors intending to apply for New Options pursuant to this Prospectus. Prospective investors should read this Prospectus in full before deciding whether to invest in New Options.

1.1 Summary of the Offer

On 21 November 2025, 373,535,605 MMRO Options expired without being exercised. On 27 November 2025, the Company received Shareholder approval to undertake a placement to issue up to 373,535,605 New Options at an issue price of \$0.001 per New Option.

This Prospectus invites all unrelated Australian based holders of the Company's MMRO class of Options as at 21 November 2025 (**Eligible Participants**) to participate in the placement of up to 359,162,152 New Options (**Option Placement**) exercisable at \$0.03 on or before the date that is 12 months from the date of issue at an issue price of \$0.001 per New Option to raise up to approximately \$359,162. The Offer is being made to Eligible Participants on the basis of 1 New Option for every 1 MMRO Option held by an Eligible Participant on the Record Date.

The Company is undertaking the Offer for the primary purpose of providing the Eligible Participants with the opportunity to continue to participate in the ongoing development of the Company.

1.2 Summary of the Director Offer

The Company also received Shareholder approval for the participation of Directors David Breeze and Peter Richards in the Option Placement (the **Participating Directors**), and accordingly the Participating Directors will be taking up their Entitlements on the basis of 1 New Option for every 1 MMRO Option held at the Record Date as follows:

- (a) Mr Breeze will be taking up his Entitlement to 8,024,224 New Options; and
- (b) Mr Richards will be taking up his Entitlement to 6,349,229 New Options.

An aggregate of 14,373,453 New Options will be issued under the Director Offer at an issue price of \$0.001 per New Option and exercisable at \$0.03 each on or before the date that is 12 months from the date of issue.

The consideration payable for the participation in the Options Placement under the Director Offer will be satisfied by a set off of amounts owing to Mr Breeze up to \$8,024 and Mr Richards up to \$6,349.

The Participating Directors will be participating in the Option Placement on the same terms as the Eligible Participants.

1.3 Timetable

ACTION	DATE
Date for determining eligibility of participants in the Offers	21 November 2025
Lodgement of the Prospectus with the ASIC and ASX*	2 December 2025
Opening Date of the offer and Director offer	4 December 2025
Closing Date of the Director Offer	12 December 2025
Issue of New Options to Directors under the Director Offer	15 December 2025
Closing Date of the offer*	20 January 2026
Issue of New Options	27 January 2026
Quotation of all New Options (including the New Options under the Director Offer)*	28 January 2026

* The above dates are indicative only and may change without notice. The Directors reserve the right to bring forward or extend the Closing Date of the Offers at any time after the Opening Date of the Offers without notice. Accordingly, the date the New Options are expected to commence trading on ASX may

vary. The Company also reserves the right not to proceed with the Offers at any time before the issue of New Options to applicants.

1.4 Key statistics of the Offers

	FULL SUBSCRIPTION ¹
Shares²	
Shares currently on issue	1,871,989,850
Shares to be issued under the Offers	Nil
Shares on issue Post-Offers	1,871,989,850
Options	
Offer Price per New Option	\$0.001
Options currently on issue ³	8,470,454
New Options to be issued under the Offer ⁴	359,162,152
New Options to be issued under the Director Offer ⁴	14,373,453
Gross proceeds of the issue of New Options ⁵	\$359,162
Options on issue Post-Offers	382,006,059

Notes:

1. Assuming all New Options are subscribed for under the Offer.
2. Refer to Section 4.2 for the terms of the Shares.
3. MMRAC: Unquoted Options exercisable at \$0.0055 on or before 5 April 2026.
4. Refer to Section 4.1 for the terms of the New Options.
5. No funds will be raised by the issue of the New Options under the Director Offer as the New Options are being issued to offset outstanding Director fees in the amount of \$8,024 for David Breeze and \$6,349 for Peter Richards.

1.5 Underwriting

The Offers are not underwritten.

1.6 Key Risk Factors

Prospective investors should be aware that subscribing for New Options involves a number of risks and an investment in the Company should be considered as highly speculative. The future performance of the Company and the value of the New Options 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 set out in Section 5.

2. DETAILS OF THE OFFERS

2.1 The Offer

The Offer invites Eligible Participants to participate in the Option Placement of up to 359,162,152 New Options exercisable at \$0.03 each expiring on or before the date that is 12 months from the date of issue at an issue price of \$0.001 per New Option. The Offer is being made available to Eligible Participants on the basis of 1 New Option for every 1 MMRO Option held by an Eligible Participant on the Record Date.

All New Options offered under the Offer will be issued on the terms and conditions set out in Section 4.1 of this Prospectus. All Shares issued upon the future exercise of the New Options offered under the Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to Shares.

The purpose of the Offer and the intended use of funds raised are set out in Section 3.1 of this Prospectus.

The Company will apply for Official Quotation of the New Options offered pursuant to the Offer.

Application Forms will only be provided by the Company to Eligible Participants.

2.2 The Director Offer

As noted in Section 1.1, the Company received Shareholder approval at the Annual General Meeting for the Participating Directors to participate in the Option Placement based on their Entitlement.

Accordingly, the Prospectus includes an offer for an aggregate of 14,373,453 New Options to the Participating Directors exercisable at \$0.03 each expiring on or before the date that is 12 months from the date of issue at an issue price of \$0.001 per New Option.

All New Options offered under the Director Offer will be issued on the terms set out in Section 4.1. All Shares issued on exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus. The Company will apply for Official Quotation of the New Options offered pursuant to the Director Offer at the same time that it applies for quotation of the New Options offered under the Offer.

Only the Participating Directors (or their nominees that are eligible shareholders) may accept the Director Offer, by using the relevant Application Form in relation to the Director Offer. No funds will be raised from the Director Offer as the New Options are being issued to offset outstanding Director fees owing to Mr Breeze and Mr Richards.

2.3 Commissions payable

The Company reserves the right to pay a commission of up to 5% (exclusive of GST) of amounts subscribed under the Shortfall Offer through any licensed securities dealers or Australian financial services licensee in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian financial services licensee.

2.4 What Eligible Participants may do to participate in the Offer

The number of New Options to which Eligible Participants are entitled is shown on the personalised Application Form which accompanies this Prospectus. Eligible Participants may choose any of the options set out in the table below.

OPTION	KEY CONSIDERATIONS	FOR MORE INFORMATION
Take up all of your Entitlement	(a) Should you wish to accept all of your Entitlement, then your application for New Options under this Prospectus must be made by following the instructions on the personalised Application Form	Sections 2.5 and 2.6

OPTION	KEY CONSIDERATIONS	FOR MORE INFORMATION
	<p>which accompanies this Prospectus. Please read the instructions carefully.</p> <p>(b) Payment can be made by the methods set out in Section 2.5.</p>	
Take up all of your Entitlement and also apply for Shortfall Options	<p>(a) Should you wish to accept all of your Entitlement and apply for Shortfall Options, then your application for your Entitlement and additional Shortfall Options under this Prospectus must be made by following the instructions on your personalised Application Form which accompanies this Prospectus. Please read the instructions carefully.</p> <p>(b) Payment can be made by the methods set out in Section 2.5. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying.</p> <p>(c) If you apply for Shortfall Options beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Options is at the Company's absolute discretion as per the allocation policy set out in Section 2.8. Accordingly, your application for additional Shortfall Options may be scaled-back.</p> <p>(d) The Company's decision on the number of Shortfall Options to be allocated to you will be final.</p>	Sections 2.5, 2.6 and 2.8
Take up a proportion of your Entitlement and allow the balance to lapse	<p>(a) If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Application Form which accompanies this Prospectus, for the number of New Options you wish to take up.</p> <p>(b) Payment can be made by the methods set out in Section 2.5. Payment should be made for the number of New Options you wish to take up. As set out in Section 2.5, if you pay by BPAY or EFT, you do not need to return the Application Form.</p>	Sections 2.5 and 2.6
Allow all or part of your Entitlement to lapse	If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the Offer to you will lapse.	N/A

2.5 Payment options

(a) By BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the

holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Options which is covered in full by your application monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Options (if any) under the Shortfall Offer, to the extent of the excess.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **It is your responsibility to ensure that funds submitted through BPAY® are received by 4:00pm (WST) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.**

(b) By Cheque

Payment by cheque or cash will not be accepted.

2.6 Implications on acceptance

Returning a completed Application Form or paying any Application monies by BPAY® will be taken to constitute a representation by you that:

- (a) you have received a copy of this Prospectus and the accompanying Application Form, and read them both in their entirety; and
- (b) you acknowledge that once the Application Form is returned, or a BPAY® payment instruction is given in relation to any Application monies, the application may not be varied or withdrawn except as required by law.

2.7 Minimum subscription

There is no minimum subscription.

2.8 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer (**Shortfall Offer**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The subscription price for each New Option to be issued under the Shortfall Offer shall be \$0.001 being the price at which New Options have been offered under the Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and potentially be allocated to other Eligible Participants or other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Participants and the number of New Options proposed to be issued under the Offer.

Eligible Participants who wish to subscribe for New Options above their Entitlement are invited to apply for Shortfall Options under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Options in accordance with Section 2.5.

Allocation of the Shortfall Options will be at the discretion of the Board with any Shortfall Options to be issued to investors identified by the Board that are not related parties of the Company. If the Offer is oversubscribed (by take up of Entitlements and applications for Shortfall Options by Eligible Participants), scale back will be applied to applications under the Shortfall Offer on a pro-rata basis to the respective shareholdings of Eligible Participants. There is no guarantee that Eligible Participants will receive New Options applied for under the Shortfall Offer.

2.9 ASX listing

Application for Official Quotation of the New Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If the New Options are not admitted to Official Quotation by ASX before the expiration of three months after the date of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Options under the Offers and will refund all application monies received under the Offers.

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

2.10 Issue of New Options

The New Options issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out in Section 1.3.

Shortfall Options issued pursuant to the Shortfall Offers will be issued on a progressive basis. Where the number of Shortfall Options issued is less than the number applied for, or where no issue is made surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date of the Shortfall Offer.

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

Holding statements for the New Options issued under the Offers will be mailed as soon as practicable after the issue of the New Options and for Shortfall Options issued under the Shortfall Offer as soon as practicable after their issue.

2.11 Overseas shareholders

The Offers do not, and are 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.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Eligible Participants, the number and value of New Options these Eligible Participants would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offers are not being extended, and New Options will not be issued to Eligible Participants with a registered address which is outside Australia.

3. PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose of the Offers

As set out at Section 2.1, the Company is undertaking the Offers for the primary purpose of providing previous holders of MMRO Options at the Record Date with the opportunity to continue to participate in the ongoing development of the Company. Although the Offer is not a capital raising exercise, the funds raised are considered sufficient to meet the current proposed objectives of the Company.

As set out above, the purpose of the Director Offer is to offer the Participating Directors the opportunity to participate in the Option Placement and to offset outstanding Director fees owing in the amount of \$14,373.

The Company will raise up to approximately \$359,162 under the Offer, before expenses of approximately \$30,040 (excluding GST). Funds raised under the Offer, after deducting the expenses of the Offer and Director fee offsets, will be allocated to general working capital.

In addition to the above, the Offers are being made such that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Specifically, if the New Options are issued with disclosure under this Prospectus, then the Shares issued upon the exercise of any of the New Options can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

3.2 Effect of the Offers

The principal effect of the Offers, assuming all New Options offered under the Prospectus are subscribed for and issued, will be to:

- (a) increase the cash reserves by \$323,122 (after deducting the estimated expenses of the Offers) immediately after completion of the Offers;
- (b) increase the total number of Options on issue from 8,470,454 as at the date of this Prospectus to 382,006,059 Options; and
- (c) remove any trading restrictions attaching to the New Options and to enable the on-sale of any Shares issued on exercise of the New Options issued under this Prospectus.

Subject to the New Options being granted to Official Quotation on the ASX, holders of the New Options will be able to trade the New Options on the ASX and will be able to exercise the New Options into Shares and trade those Shares without the need for additional disclosure and without any trading restrictions.

3.3 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming New Options are issued and no other Securities are issued is set out below.

SHARES	NUMBER
Shares currently on issue	1,871,989,850
Shares offered pursuant to the Offers	Nil
Total Shares on issue after completion of the Offers	1,871,989,850

OPTIONS	NUMBER
Options currently on issue ¹	8,470,454
New Options offered pursuant to the Offer	359,162,152
New Options offered pursuant to the Director Offer	14,373,453
Total Options on issue after completion of the Offers²	382,006,059

Notes

1. Exercisable at \$0.0055 each on or before 5 April 2026.
2. Refer to Section 4.1 for the terms of the New Options.

3.4**Details of substantial holders**

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	%
Advent Energy Ltd ¹	189,513,209	10.12%

Notes

1. It is noted that Advent Energy Ltd held 32,402,400 MMRO Options at the Record Date and is therefore entitled to subscribe for 32,402,400 New Options. Advent Energy Ltd will not be participating in the Offer or subscribing for any New Options under the Offer.

There will be no change to the substantial holders on completion of the Offers. Where New Options are exercised into Shares, the voting power of the Shareholders who exercise the New Options will increase. The likelihood of New Options being exercised is dependent on the price of Shares from time to time until the New Options expire.

The Company confirms that no existing Shareholder will increase its shareholding to above 19.9% as a result of the Offers.

3.5**Pro-forma balance sheet**

The audit reviewed balance sheet as at 30 June 2025 and the unaudited pro-forma balance sheet as at 31 October 2025 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all New Options are issued, no Options or convertible securities are exercised prior to the Record Date and including expenses of the Offer.

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

	AUDITED 30 JUNE 2025 (\$A) ¹	PROFORMA 31 OCTOBER 2025 (\$A)
Current assets		
Cash ²	2,040,195	1,612,409
Other current assets	166,416	56,653
Total current assets	2,206,611	1,669,062
Non-current assets		
Financial assets	9,505,506	9,478,014
Total non-current assets	9,505,506	9,478,014
Total assets	11,712,117	11,147,076
Current liabilities		
Trade & other payables	554,380	430,957
Total current liabilities	554,380	430,957
Non-current liabilities		

	AUDITED 30 JUNE 2025 (\$A) ¹	PROFORMA 31 OCTOBER 2025 (\$A)
Other financial liabilities	-	
Total non-current liabilities	-	
Total liabilities	554,380	430,957
Net assets (liabilities)	11,157,737	10,716,119
Equity		
Issued capital	36,076,268	36,187,388
Reserves	442,274	765,396
Accumulated losses	(25,360,805)	(26,236,665)
Total equity	11,157,737	10,716,119

Notes:

1. The 31 October 2025 unaudited balance sheet has been extracted from the management accounts of the Company.

4. RIGHTS AND LIABILITIES ATTACHING TO NEW OPTIONS

4.1 Terms and conditions of New Options

(a) **Entitlement**

Each New Option entitles the holder to subscribe for one Share upon exercise of the New Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each New Option will be \$0.03 (**Exercise Price**).

(c) **Expiry Date**

Each New Option will expire at 5:00 pm (WST) 12 months from the date of issue (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

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

If a notice delivered under 4.1(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the New Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

(k) **Change in exercise price**

A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

(l) **Transferability**

The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(m) **ASX Listing**

The Company intends to apply to the ASX to have the options listed if there are 50 or more holders.

4.2 Rights and liabilities attaching to Shares

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

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

(a) **General meetings**

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

(b) **Voting rights**

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

(i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

(iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each 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).

(c) **Dividend rights**

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

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. 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.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the 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.

(e) **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.

(f) **Transfer of shares**

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

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of

shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

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

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.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at 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.

5. RISK FACTORS

5.1 Introduction

The New Options 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 5, together with all other 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 5, 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 New Options. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 5 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

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.

5.2 Company specific

RISK CATEGORY	RISK
Investment Company and Individual Investment Risk	While the Company intends to invest in opportunities in accordance with the approved investment mandate as adopted by the Company at admission to the Official List in 2006 (Investment Mandate), there is a risk that it may not be able to do so at all, or on satisfactory terms. In addition, the Company may invest in projects or entities that may ultimately not be as prospective as originally thought. Individual investments made by the Company may fall in value for many reasons such as changes in the investee company's operations, management or in its business environment.
Status as a Pooled Development Fund	<p>The Company's status as a Pooled Development Fund (PDF) is reliant upon the Company complying with the Pooled Development Fund Act (1992) (Cth) (PDF Act) and the directions of the Pooled Development Fund Registration Board (PDF Board), and the Australian Government keeping the PDF program operational. The Company notes that the PDF program is closed for new registrations.</p> <p>The Company lost its PDF status on 5 February 2021, and the PDF registration was reinstated in April 2023. There is a risk that the PDF Board may deregister the Company as a PDF if it fails to comply with the PDF Act.</p> <p>At the date of this Prospectus, the Company remains a registered and compliant PDF and is unaware of any information that would affect the Company's current registration as a PDF.</p>
Going Concern	The Company's annual report for the period ended 30 June 2025 (Financial Report) includes a note on the financial condition of the Company and the ability to continue as a going concern.

RISK CATEGORY	RISK
	<p>The continuing viability of the Company and its ability to continue as a going concern and meet its debts and commitments as and when they fall due is dependent on:</p> <ul style="list-style-type: none"> (a) The Company's operating cash requirements not exceeding its historical levels. (b) The Creditors of the Company continuing to support it by not demanding repayment of amounts due to them. (c) The Directors being successful in obtaining future funding to meet the Company's objectives and payment obligations as and when they fall due by engaging with parties in raising additional capital or issuing debt, in relation to which the Company has demonstrated a history of success in this regard. <p>The Directors have prepared cash flow forecasts, including potential capital raises, which indicate that the consolidated entity should have sufficient cash flows for a period of at least 12 months from the date of this report. Based on the cash flow forecasts, including the Directors voluntarily suspending cash payments for their fees, the Directors are satisfied that the going concern basis of preparation is appropriate. The Financial Report has therefore been prepared on a going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.</p>
PEP-11 Applications	<p>The Company's 37.95% investee, Advent Energy Limited (Advent), holds through its wholly owned subsidiary Asset Energy Pty Ltd (Asset Energy), 85% of the PEP-11 permit, an exploration permit prospective for natural gas located in the Offshore Sydney Basin (PEP-11 Permit). Bounty Oil and Gas NL (Bounty) holds the other 15% of the PEP-11 permit.</p> <p>Asset Energy and Bounty had two applications that were under assessment by the National Offshore Petroleum Title Authority (NOPTA) and the Commonwealth – NSW Offshore Petroleum Joint Authority (Joint Authority) for:</p> <ul style="list-style-type: none"> (a) the variation of the PEP-11 Permit work program and a 24-month suspension of the Permit Year 4 Work Program Commitment; and (b) an application for a 24-month extension of the PEP-11 Permit term, <p>(together, the PEP-11 Applications).</p> <p>On 17 January 2025, Advent and Bounty Oil received notice by NOPTA that the Joint Authority refused the PEP-11 Applications (Decision). On 12 February 2025, Asset Energy made an originating application for judicial review in the Federal Court of Australia (WAD 36/2025) pursuant to Section 5 of the <i>Administrative Decisions (Judicial Review) Act 1977</i> (Cth) and Section 39B of the <i>Judiciary Act 1903</i> (Cth) for a review of the Decision (Originating Application).</p> <p>The Originating Application seeks:</p> <ul style="list-style-type: none"> (a) an order quashing or setting aside the Decision; (b) a declaration that the Decision is void and of no effect; and (c) an order remitting the PEP-11 Applications back to the Joint Authority for reconsideration according to law.

RISK CATEGORY	RISK
	<p>On 17 March 2025, the Federal Court made orders by the consent of the Parties, which included a series of administrative orders and an order pursuant to subsection 15(1)(a) of the <i>Administrative Decisions (Judicial Review) Act 1977</i> (Cth), that the operation of the decision of the Joint Authority comprised of the first respondent and the second respondent made on 16 January 2025 is suspended with effect from 16 January 2025, until further order of the Court.</p> <p>The Originating Application is listed for a two-day hearing on 20 February 2026 and 23 February 2026. The Company notes that Asset Energy and Bounty have complied with all programming orders of the Court.</p> <p>The PEP-11 Permit will continue in force until further orders of the Court are made. There can be no assurance that the Applications will be successful, or that there will not be unfavourable conditions imposed on the PEP-11 Permit. This investment comprises a significant portion of the Company's potential asset base. If the Applications are not successful, or are granted with significant conditions, the Company's investment in both Advent will likely be affected.</p> <p>If Asset Energy loses its right of tenure in respect of PEP-11, then the Company's investment in both Advent and BPH will be affected. The imposition of new conditions by NOPTA or the inability to meet those conditions may adversely affect the operations of the PEP-11 joint venture, financial position and/or performance of the Company.</p> <p>Asset Energy continues to progress the applications for the variation and suspension of work program conditions and extension of the PEP-11 permit and has provided NOPTA with additional information in relation to the applications.</p> <p>In the meantime, the PEP-11 Permit continues in force and the joint venture is in compliance with the contractual terms of PEP-11 with respect to such matters as reporting, payment of rents and the various provisions of the <i>Offshore Petroleum and Greenhouse Gas Storage Act 2006</i> (Cth).</p>
Loans and Company Specific Investments	<p>The 2025 Annual Report for Advent includes material that outlines various risks which may impact the ability of Advent to realise the carrying value of its exploration assets in the ordinary course of business and which as a result may affect the ability of the Company to realise the carrying value of its loan receivable of \$4,917,632 (as at 30 June 2025) and its investment in Advent.</p> <p>The Company's loan receivable from Advent will be recoverable only in the following circumstances, 1 month prior to the scheduled commencement date for the drilling of a well within the PEP-11 Permit area, Advent will issue to MEC ordinary shares to the face value of the debt calculated at 80% of (a) the volume-weighted average price of Advent shares of the 5 days trading immediately prior to that date; or (b) if as at that date, Advent Shares are not listed on any securities exchange, the price at which ordinary shares in Advent were last issued.</p> <p>As noted in the Financial Report the Company advanced a further \$750,000 on 29 April 2025 to Advent as part of a follow-on loan investment package of up to \$1,500,000 (April Loan Agreement). Subsequent to the end of the 30 June 2025 financial year, the Company advanced a further \$700,000 to Advent under the April Loan Agreement, bringing the total loaned to \$1,450,000 plus accrued interest of \$26,504. The April Loan Agreement was varied</p>

RISK CATEGORY	RISK
	<p>on or about 27 November 2025 to provide an additional \$100,000 to Advent, bringing the total loan amount under the April Loan Agreement to \$1,600,000.</p> <p>Advent is continually seeking and reviewing potential sources of both equity and debt funding. Advent continues with a marketing campaign to attract new investors and/or joint venture partners. The Company has confidence that a suitable outcome will be achieved for Advent, however there is no certainty at this stage that this will result in further funding being made available and if so, the Company's ability to recover its loan receivables is at risk.</p>
Government policy	<p>The tax benefits available to the Company as a PDF can be affected by changes in government policy that are beyond the control of the Company. There is a risk that such changes may affect the Company's financial performance and strategy moving forward.</p>
The Company may face challenges managing the planned growth of its business	<p>On 18 March 2019, the Innovation Investment Committee of Innovation and Science Australia as part of the PDF Board approved MEC's application to vary its Investment Mandate pursuant to section 17(6) of the PDF Act.</p> <p>The variation to the Investment Mandate was not approved by ASX. Accordingly, the Company will continue to operate under the existing approved Investment Mandate as adopted at listing.</p> <p>The Company's future success will depend, in part, on its ability to manage this anticipated investment strategy. Such strategy is expected to place demands on all areas of the business and if the Company group is unable to manage its expansion effectively, its business and financial results could suffer.</p> <p>Further, there can be no assurance the Company will be able to implement its strategy for growth successfully. The Company may incur significant costs attempting to implement its growth strategies and initiatives and the management could be diverted away from existing business functions in its attempts to implement those strategies and initiatives. This could lead to the Company suffering reputational damage and a loss of support from customers and could have a material adverse effect on the business and cash flows, business prospects, financial condition and results of its operations.</p>
Conflicts of Interest	<p>Certain Directors of the Company are directors and officers of other companies. Mr Breeze is the managing director of BPH and the executive chairman of Advent. Mr Huston is non-executive director of BPH and Advent. Mr Huston is also a director of Clean Hydrogen Technologies Corp., an investee of both BPH and Advent.</p> <p>In the future, there may arise circumstances under these agreements which place Messrs Breeze and Huston in a position of conflict. The Company has in place protocols to manage conflicts of interest, including that Mr Breeze does not have a controlling vote in Board meetings.</p>
Taxation	<p>The Company is a registered PDF. Shareholders of a PDF are entitled to concessionary treatment for capital gains derived from their holding. Capital gains made by resident shareholders are not taxable under the Australian taxation system.</p> <p>Additionally, capital losses are not deductible. Unfranked dividends received by resident shareholders are also not taxable under the Australian taxation system.</p>

RISK CATEGORY	RISK
	<p>The tax consequences of any investment in Shares will depend upon an investor's particular circumstances.</p> <p>Applicants should obtain their own tax advice prior to deciding whether to subscribe for Shares offered under this Prospectus.</p>
Related party	<p>The Company has a number of key contractual relationships with related parties. If these relationships breakdown and the related party agreements are terminated, there is a risk that the Company may not be able to find a satisfactory replacement.</p> <p>Further, the operations of the Company will require involvement of related parties and other third parties. With respect to these persons and despite applying best practice in terms of pre-contracting due diligence, the Company is unable to completely avoid the risk of:</p> <ul style="list-style-type: none"> (a) financial failure or default by a participant in any agreement to which the Company may become a party; and/or (b) insolvency, default on performance or delivery by any operators, contractors or service providers. <p>There is also a risk that where the Company has engaged a contractor who is a related party, the contract between the contractor and the Company may terminate for reasons outside of the control of the Company. This may then result in the termination of the contract between the Company and the contractor and the impact the Company's position, performance and reputation.</p>
Litigation	<p>The Company is exposed to possible litigation risks including litigation risks that its Investee Companies are subject to, for example native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation.</p> <p>On 12 February 2025, Asset Energy, filed an Originating Application for Judicial Review on behalf of the PEP-11 Joint Venture Parties in the Federal Court of Australia as further set out in Section 10.1. The Company is not a party to this litigation, however, given its investment in both Advent and BPH, the Company has a direct interest in the outcome of these proceedings, and the outcome may affect the performance of the Company. Any such claim or dispute if proven, may impact adversely on the Company's operations, reputation, financial performance and financial position.</p>

5.3 Industry specific

RISK CATEGORY	RISK
Investments and operating	<p>Existing and potential future investments by the Company are at various stages of development or are likely to be for potential new investments in Australia and development of these opportunities are high-risk undertakings.</p> <p>There can be no assurance that existing investment opportunities or others that may be acquired in the future, will result in positive outcomes.</p>
Regulatory Risk	The introduction of new legislation or amendments to existing legislation by governments, developments in existing common law, or the respective interpretation of the legal requirements in

RISK CATEGORY	RISK
	any of the legal jurisdictions in respect to PDF's could impact adversely on the assets, operations and, ultimately, the Company's financial performance and its Securities.
Potential acquisitions	As part of its business strategy, the Company may make acquisitions of or significant investments in complementary companies, products or technologies. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies.
Competition	The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.
Investments and operating	<p>Existing and potential future investments by the Company are at various stages of development or are likely to be for potential new investments in Australia and development of these opportunities are high-risk undertakings.</p> <p>There can be no assurance that existing investment opportunities or others that may be acquired in the future, will result in positive outcomes.</p>

5.4 General risks

RISK CATEGORY	RISK
Economic	General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.
Additional requirements for capital	<p>The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the Offer.</p> <p>Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities.</p> <p>If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back or realise its investment opportunities as the case may be.</p> <p>There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p>
Reliance on key personnel	<p>The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.</p> <p>The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and</p>

RISK CATEGORY	RISK
	other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.
Market conditions	<p>Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p>
Economic conditions and other global or national issues	General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities. General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.
Unforeseen expenditure risk	Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

5.5 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 New Options.

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

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

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

6. ADDITIONAL INFORMATION

6.1 Litigation

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

(a) PEP-11

As noted in Section 5, on 12 February 2025, Asset Energy filed an originating application for judicial review on behalf of the PEP-11 joint venture parties (being Asset Energy and Bounty) in the Federal Court of Australia seeking the following:

- (i) an order quashing or setting aside the Decision;
- (ii) a declaration that the Decision is void and of no effect; and
- (iii) an order remitting the PEP-11 Applications back to the Joint Authority for reconsideration according to law.

On 17 March 2025, the Federal Court made orders by the consent of the Parties, which included a series of administrative orders and an order pursuant to subsection 15(1)(a) of the *Administrative Decisions (Judicial Review) Act 1977* (Cth), the operation of the Decision is suspended with effect from 16 January 2025, until further order of this Court. The Originating Application is listed for a two-day hearing on 20 February 2026 and 23 February 2026. The Company is not a party to these proceedings.

(b) Deed of Settlement

On 9 August 2019, the Company settled a long-standing legal dispute with Advent. The Parties have agreed that Advent will repay its loan owing to MEC totalling \$4,161,135 one month prior to the scheduled commencement date of any works on the PEP-11 Permit, by the issue of shares to the Company to the face value of the debt calculated at 80% of:

- (i) the volume-weighted average price of Advent shares over the 5 days trading immediately prior to that date; or
- (ii) if, as at that date, Advent shares are not listed on any securities exchange, the price at which ordinary shares in Advent were last issued.

6.2 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 is considering converting a loan that it has made to Advent into equity in Advent, with the conversion to be determined based on the same terms as Advent's next capital raising. The Company is preparing a submission for ASX regarding the debt for equity conversion and will update Shareholders following discussions with ASX and when a final decision on the loan conversion is made. For clarity, it is intended that the April Loan Agreement as referred to in Section 5 be converted, which is separate from the loan referred to in the deed of settlement mentioned in paragraph 6.1(b) above.

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 the 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 the 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 the ASIC;
- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure 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 the ASIC.

Copies of all documents lodged with the 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 the ASIC are set out in the table below.

DATE	DESCRIPTION OF ANNOUNCEMENT
27 November 2025	Results of Meeting
21 November 2025	Appendix 3Y
31 October 2025	Quarterly Activities/Appendix 4C Cash Flow Report
28 October 2025	AGM Documents Access Letter
28 October 2025	Notice of Annual General Meeting/Proxy Form
27 October 2025	Expiry of Listed Options – MMRO – letter to optionholders
14 October 2025	Notification of cessation of securities - MMR
14 October 2025	Notification of cessation of securities - MMR
25 September 2025	PEP-11 Update – Federal Court Proceedings
23 September 2025	PEP-11 Update – Federal Court Proceedings
4 September 2025	Response to ASX Price Query
4 September 2025	Change of Director's Interest Notice
4 September 2025	Cleansing Notice
4 September 2025	Appendix 2A
29 August 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.

The announcements are also available through the Company's website <https://www.mecresources.com.au/>.

6.3 Material Contracts

The Company has appointed Veritas Securities Limited as the Authorised Intermediary. The material terms and conditions of the agreement with Veritas Securities Limited are summarised below:

Appointment	The Company has appointed Veritas Securities Limited (ACN 117 124 535) (Veritas), holder of AFSL No. 297043 as its agent for the purpose of section 911A(2)(b) of the Corporations Act, to make offers for the issue of Options under the Offers.
Term	The agreement continues for the duration of the term of the Offers.
Fees	The Company has agreed to pay Veritas a fee of \$12,500 (excluding GST) in consideration for its services under the agreement.
Expenses	The Company must reimburse Veritas for any fees, costs and expenses, including reasonable legal fees, incurred by Veritas in connection with its obligations under the agreement.
Indemnity	The Company has agreed to indemnify Veritas against and with respect to all direct loss, damage, costs and expenses which Veritas suffers or incurs as a result of the prospectus for the Offer not complying with the Corporations Act.

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

6.4 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 market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	(\\$)	DATE
Highest	\$0.008	2 – 4 September and 8 September 2025
Lowest	\$0.004	16 September, 17 September, 30 September, 2 October, 10 October, 14 – 15 October, 22 October, 3 November, 14 November, 20 November, 21 November, 24 November and 1 December 2025
Last	\$0.005	2 December 2025

6.5 Interests of Directors

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

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

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

- (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 Offers.

Security holdings

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus and following completion of the Offers (assuming all New Options are issued under the Offers) is set out in the table below.

DIRECTORS	CURRENT		FOLLOWING COMPLETION OF THE DIRECTOR OFFER	
	SHARES	OPTIONS	SHARES	OPTIONS
David Breeze ¹	107,625,033	Nil	107,625,033	8,024,224
Andrew Jones ²	35,409,277	Nil	35,409,277	Nil
Anthony Huston ³	30,385,448	Nil	13,736,308	Nil
Peter Richards ⁴	43,376,916	1,136,364	43,376,916	7,485,593

Notes:

1. Comprising:
 - (a) 14,345,080 Shares held directly by David Breeze;
 - (b) 9,747,362 Shares held by Grandbridge Ltd, of which David Breeze is a director and shareholder;
 - (c) 71,078,115 Shares held by Trandcorp Pty Ltd of which David Breeze is a director and shareholder; and
 - (d) 12,454,476 Shares held by Trandcorp Pty Ltd <Trandcorp Super Fund A/c> of which David Breeze is a director and shareholder.
2. Comprising:
 - (a) 4,000,000 Shares held by Andrew Jones & Janet Ann Jones <AJ Superfund A/C>;
 - (b) 8,000,000 Shares held by Jessica Lanyon Brown; and
 - (c) 23,409,277 Shares held by Alloy Consulting Pty Ltd of which Andrew Jones is a director.
3. Held indirectly via Anthony Gordon and Shelly Anne Huston.
4. Comprising 28,410,022 Shares held directly by Peter Richards, 20,542,094 Shares held by Ann Patricia Richards and 1,136,364 Options held directly by Peter Richards each with an exercise price of \$0.0055 and expiring on 5 April 2026.

Directors' David Breeze and Peter Richards are Eligible Participants under the Director Offer, and the Company received Shareholder approval for their participation in the Option Placement at the annual general meeting held on 27 November 2025.

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 \$200,000 per annum.

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

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors as disclosed in the Company's Annual Report for the financial year ended 30 June 2025 and the proposed annual remuneration payable.

DIRECTORS	CURRENT FINANCIAL YEAR ENDING 20 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025
David Breeze	72,800 ¹	\$72,475 ²
Andrew Jones	28,000 ³	\$27,875 ⁴
Tony Huston	28,000 ⁵	\$27,875 ⁶
Peter Richards	28,000 ⁷	\$27,875 ⁸

Notes:

1. The annualised remuneration to David Breeze for the financial year ended 30 June 2026 is based on directors' fees of \$65,000 per annum plus superannuation or superannuation equivalent of \$7,800.
2. No cash directors' fee has been paid to David Breeze since his appointment (other than as disclosed in the Company's 30 June 2025 Annual Report), however, directors' fees of \$65,000 per annum and a superannuation payment of \$7,475 have accrued.
3. The annualised remuneration to Andrew Jones for the financial year ended 30 June 2026 is based on directors' fees of \$25,000 per annum plus superannuation or superannuation equivalent of \$3,000.
4. No cash directors' fees have been paid to Mr Jones since his appointment, however, directors' fees of \$25,000 and a superannuation payment of \$2,875 have accrued.
5. The annualised remuneration to Tony Huston for the financial year ended 30 June 2026 is based on directors' fees of \$25,000 per annum plus superannuation or superannuation equivalent of \$3,000.
6. No cash directors' fees have been paid to Mr Huston since his appointment other than \$8,331 in the period 1 July 2025 to 31 October 2025, however, directors' fees of \$25,000 per annum plus a superannuation payment of \$2,875 have accrued. In addition, on 18 August 2025 shareholders approved the issue of 16,648,800 shares at \$0.005 per share in lieu of outstanding directors' fees of \$83,244.
7. The annualised remuneration to Peter Richards for the financial year ended 30 June 2026 is based on directors' fees of \$25,000 per annum plus superannuation or superannuation equivalent of \$3,000.
8. No cash directors' fees have been paid to Mr Richards since his appointment other than \$6,874 in this reporting period, however, director's fees of \$25,000 and a superannuation payment of \$2,875 have accrued. In addition, on 18 August 2025 Shareholders approved the issue of 5,575,200 shares to Mr Richards at \$0.005 per share in lieu of outstanding directors' fees of \$27,876.

6.6 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 two years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

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

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

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$15,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$109,343.56 (excluding GST and disbursements) for legal services provided to the Company.

Moore Australia Audit (WA) is the auditor of the Company. The 30 June 2025 audited balance sheet forms the basis for the pro-forma balance sheet included in Section 3.5 that has been prepared by the Company. Moore Australia Audit (WA) has not reviewed or provided any advice or guidance in relation to the pro-forma balance sheet in Section 3.5. During the 24 months preceding lodgement of this Prospectus with the ASIC, Moore Australia Audit (WA) and an associated entity, Moore Australia Corporate Finance (WA) Pty Ltd, respectively received \$47,928 excluding GST for audit and audit review services and \$11,500 excluding GST for the preparation of an independent assurance report.

Veritas Securities Limited has acted as the Authorised Intermediary to the Company in relation to the Offer. The Company estimates it will pay \$12,500 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Veritas has received \$20,000 in fees from the Company for similar services.

6.7 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the securities), 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 the ASIC.

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

Moore Australia Audit (WA) has given its written consent to being named as auditor of the Company in this Prospectus and to the inclusion of the audit reviewed accounts as at 30 June 2025 in Section 3.5. Moore Australia Audit (WA) has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Veritas Securities Limited has given its written consent to being named as the Authorised Intermediary of the Company in this Prospectus. Veritas Securities Limited has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

6.8 Expenses of the Offers

If all Entitlements are accepted, the total expenses of the Offers are estimated to be approximately \$36,040 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	\$3,206
ASX fees	\$3,503
Legal fees	\$15,000
Authorised Intermediary fees	\$12,500
Printing and distribution	\$1,831
Total	\$36,040

7. DIRECTORS' AUTHORISATION

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

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

8. GLOSSARY

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

Annual General Meeting means the Company's annual general meeting held on 27 November 2025.

Applicant means an Eligible Participant who applies for New Options pursuant to the Offer.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

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 Rules means the listing rules of the ASX.

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

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

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

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Closing Date means the date specified in the timetable set out at the commencement of this Prospectus, unless extended by the Directors.

Company or **MEC** means MEC Resources Ltd (ACN 113 900 020).

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

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company as at the date of this Prospectus.

Director Offer has the meaning given on the front cover of this Prospectus.

Eligible Participant means a holder of a MMRO Option on the Record Date who is eligible to participate in the Offer.

Entitlement means the entitlement of an Eligible Participant who is eligible to participate in the Offer.

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

MMRO Options means the previously listed Options on issue in the Company which expired on 21 November 2025 and formerly trading under the ASX Code: MMRO.

New Options means an Option to be issued pursuant to the Offer and the Director Offer on the terms and conditions set out in Section 4.1.

Offer means the offer of New Options to Eligible Participants.

Offers means the Offer and the Director Offer (as applicable).

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share, including the New Options.

Option Placement has the meaning given in Section 1.1 of this Prospectus.

Optionholder means a holder of an Option.

Participating Directors means Directors David Breeze and Peter Richards.

Prospectus means this prospectus.

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

Securities means a Share or an Option or both, as the context requires.

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

Shareholder means a holder of a Share.

Shortfall means the New Options not applied for under the Offer (if any).

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

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in Section 2.8 of this Prospectus.

Shortfall Options means those New Options issued pursuant to the Shortfall.