



Scorpion Minerals Limited

(ACN 115 535 030)

Cleansing Prospectus

For an offer of up to 10,000 Shares at an issue price of \$0.025 per Share to remove trading restrictions on the sale of all Shares issued or quoted on the ASX by the Company prior to the Closing Date (**Offer**).

This Prospectus has been prepared for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued or quoted on the ASX by the Company prior to the Closing Date.

Important Notice

This is an important document and should be read in its entirety.

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. If you have any queries about any part of the Prospectus, please contact your professional adviser without delay. The Shares offered by this Prospectus should be considered speculative.

Corporate Directory

Directors

Michael Kitney
Non-Executive Chairman

Kate Stoney
Executive Director – Finance

Peter Koller
Non-Executive Director

Chief Executive Officer

Michael Fotios

Company Secretaries

Kate Stoney
Josh Merriman

Registered Office

Level 2, 50 Kings Park Road
West Perth WA 6005

Telephone: (08) 6241 1877

Email: info@scorpionminerals.com.au

Website: <https://www.scorpionminerals.com.au/>

ASX Code

SCN

Share Registry*

Automatic Registry Services
Level 5, 126 Phillip Street
Sydney NSW 2000

Solicitors

Nova Legal Pty Ltd
Level 2, 50 Kings Park Road
West Perth, WA 6005

Auditor*

In.Corp Audit & Assurance Pty Ltd
Level 1, Lincoln House
4 Ventnor Avenue
West Perth WA 6005

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

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IMPORTANT INFORMATION

GENERAL

This Prospectus is dated 23 December 2025 and was lodged with ASIC on that date. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Prospectus.

This Prospectus expires 13 months from the date it was lodged with ASIC. No Shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. An application will be made to ASX for the quotation of the Shares the subject of this Prospectus in accordance with the timetable set out at the commencement of this Prospectus.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities or options to acquire continuously quoted 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 information that would be included in a prospectus for an initial public offering.

This document is important and it should be read in its entirety. The Shares to be issued pursuant to this Prospectus should be viewed as a speculative investment and investors should refer to the Section 2 for details of certain risk factors which are considered to be relevant for the purposes of the Offer. Investors should consult their stockbroker, solicitor, accountant or other professional adviser if necessary.

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus and any such information may not be relied upon as having been authorised by the Directors.

A copy of this Prospectus can be downloaded from the Company's website at <https://www.scorpionminerals.com.au/>. The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. Any Shareholder may obtain a hard copy of this Prospectus by contacting the Company.

A number of terms and abbreviations used in this Prospectus have defined meanings set out in Section 7.

OVERSEAS SHAREHOLDERS

The Shares will not be issued pursuant to this Prospectus to Shareholders with a registered address which is outside Australia or New Zealand. The distribution of this Prospectus in jurisdictions outside of Australia or New Zealand may be restricted by law and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the applicable securities law.

This Prospectus does not, and is not intended to, constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer or issue. This Prospectus has not been, nor will it be lodged, filed or registered with any regulatory authority under the securities laws of any other country.

RISK FACTORS

Refer to Section 2 for details of the risks associated with an investment in the Company. As with any securities investment, there are risks associated with investing in the Company. Investors should be aware that an investment in the Company involves risks that may be greater than risks associated with an investment in some other companies. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can be effectively managed is limited.

Risks of investing in the Company's existing assets and general risks are set out in Section 2 of this Prospectus.

Careful consideration should be given to all matters raised in this Prospectus and the relative risk factors prior to applying for Shares offered under this Prospectus. Investors should consider the risk factors described in Section 2, together with the information contained elsewhere in this Prospectus, before deciding whether to apply for Shares.

TIMETABLE AND IMPORTANT DATES

EVENT	DATE
Lodgement of Prospectus with ASIC and ASX	23 December 2025
Opening date of the Offer	23 December 2025
Closing Date (5.00pm AWST)	24 December 2025

* These dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act, the ASX Listing Rules and other applicable laws, to vary the dates, including by extending the Closing Date.

1. DETAILS OF THE OFFER

1.1 Background to the Offer

The purpose of the Offer is not to raise funds. Instead, its purpose is to remove trading restrictions on Shares issued without disclosure under Part 6D of the Corporations Act before the Closing Date.

Generally, section 707(3) of the Corporations Act generally requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) of the Corporations Act where an entity issues a 'cleansing' notice under section 708A(5) of the Corporations Act. The Company has been suspended from trading on the ASX for more than 5 days in the last 12 months and, as a result, is precluded from issuing a cleansing notice in accordance with section 708A(5) of the Corporations Act.

However, section 708A(11)(b) 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 of the company that are already quoted on the ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued; or
 - (ii) before the day on which the relevant securities are issued and offer 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 company that are in the same class of securities as the relevant securities.

1.2 The Offer

This Prospectus invites investors identified by Directors to apply for a total of up to 10,000 Shares at an issue price of \$0.025 per Share (**Offer**).

The Offer is only available to those who are personally invited to accept the Offer. Accordingly, Application Forms will only be provided by the Company to these parties.

All Shares issued under the Offer will rank equally with existing Shares on issue. Refer to Section 4.1 for further details regarding the rights and liabilities attaching to Shares.

1.3 Minimum Subscription

There is no minimum subscription under the Offer.

1.4 Opening and Closing Dates

The Offer will open for receipt of acceptances on **23 December 2025**.

The Offer will close at **5:00PM AWST** on **24 December 2025**, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine.

1.5 How to Accept the Offer

Applications for the Shares must only be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus. Accordingly, Application Forms will only be provided by the Company to these parties.

The Company may determine in its discretion whether to accept any or all Applications.

The Shares offered under the Offer are being issued at an issue price of \$0.025 per Share and payment for the Shares must be made in full.

Completed Application Forms, together with Application monies, must be received by the Company prior to the Closing Date. Application Forms should be delivered, and payment made, to the Company in accordance with the instructions on the Application Form.

1.6 Underwriting

The Offer is not underwritten.

1.7 Lead Manager

There is no lead manager to the Offer.

1.8 ASX Quotation

Application for Official Quotation of the Shares issued pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares offered under this Prospectus.

1.9 Issue of Shares

The Shares to be issued pursuant to the Offer will be issued in accordance with the timetable set out at the commencement of this Prospectus and otherwise in accordance with the ASX Listing Rules. Application monies will be held in a separate subscription account until issue. This account will be established and the application monies will be kept by the Company in trust for each Applicant. Any interest earned on the application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether the issue takes place and each Applicant waives the right to claim any interest.

The Directors will determine the recipients of all Shares offered under this Prospectus. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for.

Where the number of Shares issued is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no issue is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

1.10 CHESSE and Issuer Sponsorship

The Company operates an electronic CHESSE sub-register and an electronic issuer sponsored sub-register. These two sub-registers make up the Company's register of securities. The Company will not issue certificates to investors. Rather, holding statements (similar to bank statements) will be dispatched to investors as soon as practicable after issue.

Holding statements will be sent either by CHESSE (for new investors who elect to hold their securities on the CHESSE sub-register) or by the Company's Share Registry (for new investors who elect to hold their securities on the Issuer sponsored sub-register). The statements will set out the number of Shares issued under the Prospectus and provide details of a Holder Identification Number (for new investors who elect to hold their securities on the Chess sub-register) or Security holder Reference Number (for new investors who elect to hold their securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each new investor following the month in which the balance of their holding of Securities changes, and also as required by the Listing Rules or the Corporations Act.

1.11 Risks

As with any securities investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

1.12 Overseas Shareholders

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Securities the subject of this Prospectus or otherwise permit a public offering of the Securities the subject of this Prospectus in any jurisdiction outside Australia.

New Zealand

The Offer is not being made to the public in New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the Offer is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

1.13 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the securities of the Company.

1.14 Privacy Disclosure

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for securities to provide facilities and services to Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific Applicants can be obtained by that Applicant through contacting the Company or the Share Registry.

1.15 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

If you have any questions regarding the Offer, please contact the Company Secretaries on (08) 6241 1877, from 9.30am (AWST) to 5.00pm (AWST), Monday to Friday.

2. RISK FACTORS

2.1 Introduction

The Shares offered under this Prospectus are considered speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for the Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

2.2 Company-specific risks

(a) Future capital requirements and going concern risk

The Company's annual financial report for the period ended 30 June 2025 included a note on the financial condition of the Company and the existence of a material uncertainty about the Company's ability to continue as a going concern. As disclosed in the annual report, the Company will likely need additional capital to effectively implement its business plans and operations in the future, to meet any unanticipated liabilities or expenses which the Company may incur, and to take advantage of opportunities for acquisitions, joint ventures or other business opportunities.

In the event that the Company is required to raise additional capital, but is unable to do so or obtain sufficient funding, this may result in delay and postponement of activities. There can be no assurance that additional finance will be available to the Company when needed or, if available, the terms of the financing may not be favourable to the Company and might involve substantial dilution to Shareholders. Failure to gain funding as and when required may result in the Company being unable to finance its operations, which would likely affect the potential growth of the Company.

(b) Environmental risks

The operations and activities of the Company are subject to Australian laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an environmental impact. The Company conducts its activities in compliance with all environmental laws and as at the date of this Prospectus, the Board is not aware of any non-compliance.

(c) Exploration and development risks

Mineral exploration and development is a high-risk undertaking. The success of the Company depends on the delineation of economically minable reserves and resources, access to required development capital, securing and maintaining title to the Company's exploration tenements, favourable commodity prices, and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Further, exploration on the Company's current exploration tenements may not be successful, which would result in a reduction in the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration tenements. The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities.

(d) Litigation risk

During the ordinary course of business, the Company and its operations face the risk of potential litigation and disputes with third parties. Any such dispute or claim, if proven, may have an adverse impact on the Company's operations, financial performance and financial position. Further, if the Company is required to defend itself from any such dispute or claim, this too may adversely impact the Company's operations and financial position. The Company is currently not engaged in any litigation.

(e) Operating risk

The Company's operations may be affected by numerous factors, including but not limited to, failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, operational and technical difficulties encountered in mining, adverse weather conditions, industrial and environmental accidents, industrial disputes and unanticipated metallurgical problems which may affect extraction costs.

No assurance can be given that the Company will achieve commercial viability through the successful development of its projects.

(f) Joint ventures, agents and contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency of or managerial failure by any of the contractors or service providers used by the Company in carrying out its activities.

The Company has executed a joint venture and farm-in agreement with E79 Gold Mines Ltd in respect of the Jungar Flats Project (refer ASX release 14 February 2025) and an option agreement with Ozz Resources Ltd to acquire the Maguires Reward Project (refer ASX release 23 December 2025). Acquisition of full tenure over those projects is subject to the fulfillment of various conditions precedent and other obligations by the Company. Should these conditions not be fulfilled, the Company will not acquire legal tenure over those projects and will not bear the benefit of any work undertaken during the respective farm-in and option periods.

The Company has entered into strategic partnerships with Gylden Resources Pty Ltd (refer ASX release 29 October 2025) and GreatPower Nickel and Cobalt Materials Co. Ltd (refer ASX release 11 November 2025). The strategic partnerships are currently undertaken in the framework of non-binding memorandums of understanding regarding collaboration on various matters and there can be no guarantee that legally binding commercial relationships will result.

(g) **Tenement obligations**

The Company will become subject to payment and other obligations relating to the tenements that comprise the Company's current projects. Particularly, tenement holders are required to meet the minimum expenditure requirements attaching to the tenement. A failure to meet these expenditure commitments may render the tenements subject to forfeiture or result in the tenement holder being liable for fees. Further, if any contractual obligations are not complied with when due, in addition to any other remedies which may be available to parties, this could result in dilution or forfeiture of the Company's interests in such projects.

(h) **Native title risks**

The existence of native title claims over the areas covered by the Company's current tenements, or a subsequent determination of native title over the area, does not impact the rights or interests of the holder under such tenements, subject to the tenements having been validly granted in accordance with the Native Title Act. However, if a tenement was not validly granted in accordance with the Native Title Act, this may have an adverse impact on the Company's activities and operations.

(i) **Regulatory risks**

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

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

(j) **Metals and currency price volatility**

The Company's ability to proceed with the development of its projects and benefit from any future mining operation will depend on market factors, some of which may be beyond its control.

The world market for minerals is subject to many variables and may fluctuate markedly. These variables include forward selling by producers and production cost levels in major mineral-producing regions. Mineral prices are also affected by macroeconomic factors such as general global economic conditions and expectations regarding inflation and interest rates. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

(k) **Force majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

2.3 General risks

(a) **Economic factors**

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

(b) **Market conditions**

Share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;
- (vi) fear of global pandemics; and
- (vii) terrorism or other hostilities.

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 or its Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Security investments**

Investors should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the price of the Company's securities, regardless of its performance.

(d) **Insurance**

The Company insures its operations in accordance with industry practice.

(e) **Tax**

The acquisition and disposal of securities in the Company will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring securities from a taxation point of view and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for securities under this Prospectus.

(f) **Reliance on key personnel**

The Company's operational success will depend substantially on the continuing efforts of senior executives. The loss of services of one or more senior executives may have an adverse effect on the Company's operations. Further, if the Company is unable to attract, train and retain key individuals and other highly skilled employees and consultants, its business may be adversely affected.

(g) **Potential acquisitions**

As part of the Company's business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies, or resource projects. Any such future transaction would be accompanied by risks that are commonly associated with making acquisitions of companies, products, technologies or resource projects.

2.4 Speculative investment

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

The Shares offered under this Prospectus carry no guarantee in respect of value, profitability, dividends, return of capital or the price at which the Shares (subject to satisfying ASX of the quotation requirements set out in Chapter 2 of the ASX Listing Rules) may trade on the ASX.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

3. PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of the Offer

As set out in Section 1.1, the primary purpose of this Prospectus is not to raise funds, rather, to remove trading restrictions on Shares issued by the Company without disclosure under Part 6D of the Corporations Act prior to the Closing Date (including prior to the date of this Prospectus).

An amount of up to \$250 (before expenses) will be raised under the Offer (before costs). The funds raised from the Offer will be applied towards the expenses of the Offer. Refer to Section 5.10 for details of the estimated expenses of the Offer.

Section 707(3) of the Corporations Act generally requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5) of the Corporations Act. However, the Company is precluded from issuing a 'cleansing' notice in respect of the Shares due to the length of time that the Shares have been suspended. Consequently, the Company has issued this Prospectus in respect of the Offer.

3.2 Effect on control of the Company

The Offer will not have a material impact on the control (as defined by section 50AA of the Corporations Act) of the Company.

3.3 Financial effect of the Offer

Nominal funds of \$250 will be raised from the Offer. After paying the expenses of the Offer of approximately \$10,206 (exclusive of GST), there will be no net proceeds from the Offer. The expenses of the Offer will be met from the nominal funds raised and the Company's existing cash reserves. The effect of the Offer on the Company's financial position will be a net decrease in cash held of approximately \$9,956 (exclusive of GST).

3.4 Details of substantial holders

Based on publicly available information as at the date of this Prospectus and a review of the Company's share register, no persons hold (together with their associates) a relevant interest in 5% or more of the Shares on issue.

3.5 Effect on capital structure

The effect of the Offer on the capital structure of the Company (assuming all Shares offered under the Prospectus are issued and no other Securities are issued) is set out below.

Security	Number
Shares¹	
Shares on issue as at the date of this Prospectus	527,806,192
Shares to be issued pursuant to the Offer	10,000
Total Shares on issue on completion of the Offer²	527,816,192
Options	
Options on issue as at the date of this Prospectus ³	246,924,997
Total Options on issue on completion of the Offer	246,924,997

Notes:

- 1 The rights and liabilities attaching to the Shares are summarised in Section 4.1.
- 2 This assumes the Offer is fully subscribed and the Shares offered pursuant to the Offer are issued.
- 3 Comprising:
 - (a) 35,999,997 listed Options exercisable at \$0.075 and expiring on 1 March 2026 (ASX:SCNO);
 - (b) 100,000,000 unlisted Options exercisable at \$0.12 and expiring on 22 December 2026 (ASX:SCNAA);
 - (c) 8,000,000 unlisted Options exercisable at \$0.12 and expiring on 22 December 2026 (ASX:SCNAJ);
 - (d) 1,000,000 unlisted Options exercisable at \$0.12 and expiring on 12 October 2026 (ASX:SCNAN);
 - (e) 1,000,000 unlisted Options exercisable at \$0.12 and expiring on 12 October 2027 (ASX:SCNAO);
 - (f) 625,000 unlisted Options exercisable at \$0.00 and expiring on 21 April 2026 (ASX:SCNAI);
 - (g) 7,000,000 unlisted Options exercisable at \$0.12 and expiring on 1 December 2027 (ASX:SCNAX);
 - (h) 7,000,000 unlisted Options exercisable at \$0.12 and expiring on 1 December 2026 (ASX:SCNAW);
 - (i) 3,500,000 unlisted Options exercisable at \$0.00 and expiring on 1 December 2026 (ASX:SCNAT);
 - (j) 3,500,000 unlisted Options exercisable at \$0.00 and expiring on 1 December 2027 (ASX:SCNAU);
 - (k) 57,050,000 unlisted Options exercisable at \$0.04 and expiring on 24 April 2026 (ASX:SCNAY);
 - (l) 7,000,000 unlisted Options exercisable at \$0.075 and expiring on 1 December 2027 (ASX:SCNAZ);
 - (m) 3,500,000 unlisted Options exercisable at \$0.10 and expiring on 1 December 2028 (ASX:SCNAAA);
 - (n) 3,500,000 unlisted Options exercisable at \$0.12 and expiring on 1 December 2029 (ASX:SCNAAB);
 - (o) 2,750,000 unlisted Options exercisable at \$0.00 and expiring on 1 December 2027 (ASX:SCNAU);
 - (p) 2,750,000 unlisted Options exercisable at \$0.00 and expiring on 1 December 2028 (ASX:SCNAAC); and
 - (q) 2,750,000 unlisted Options exercisable at \$0.00 and expiring on 1 December 2029 (ASX:SCNAAD).

4. RIGHTS ATTACHING TO SECURITIES

4.1 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares being the underlying securities of the Shares to be issued 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.

(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.

(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 or if a determination has been made, by direct vote;
- (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 (even though he or she may represent more than one member); and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall (or where a Direct Vote has been lodged), 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 the Share, but in respect of partly paid Shares, shall have such number of votes being equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable in respect of those Shares (excluding amounts credited).

(c) Dividend rights

Subject to and in accordance with the Corporations Act, the Listing Rules, 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 rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment.

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. Pending any application of the reserves, the Directors may invest or use the reserves in the business of the Company or in other investments as they think fit. Any amount set aside as a reserve is not required to be held separately from the Company's other assets and may be used by the Company or invested as the Directors think fit.

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 and 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) **Restricted Securities**

The Company shall comply in all respects with the requirements of the Listing Rules with respect to Restricted Securities.

Without limiting the generality of the above:

- (i) a holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, the Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules of the ASX;
- (ii) if the Restricted Securities are in the same class as quoted Securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored subregister and are to have a Holding Lock applied for the duration of the escrow period applicable to those Securities;
- (iii) the Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules or the ASX;
- (iv) a holder of Restricted Securities will not be entitled to participate in any return of capital on those Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules or the ASX; and
- (v) if a holder of Restricted Securities breaches a Restriction Deed or a provision of this Constitution restricting a Disposal of those Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Securities for so long as the breach continues.

(e) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, 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. No member is obliged to accept any Shares, securities or other assets in respect of which there is any liability.

The liquidator may, with the authority of a special resolution of the Company, 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.

(f) **Shareholder liability**

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

(g) **Transfer of Shares**

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 or the ASX Listing Rules, the Shares are freely transferable.

(h) **Variation of rights**

Pursuant to 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**

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. ADDITIONAL INFORMATION

5.1 Company Update

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX, or the Company's website at <https://www.scorpionminerals.com.au/>.

5.2 Nature of this Prospectus

The Shares to be issued pursuant to this Prospectus are continuously quoted securities. This Prospectus is issued under the special prospectus content rules for continuously quoted securities (and options to acquire continuously quoted securities) in section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information reasonably necessary to make an informed assessment of:

- (a) the effect of the Offer on the Company; and
- (b) the rights and liabilities attaching to the Shares offered pursuant to this Prospectus.

The 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 also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company.

5.3 Continuous Reporting and Disclosure Obligations

As the Company is admitted to the official list of ASX, the Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

Investors are encouraged to check and monitor any further announcements made by the Company to ASX prior to securities being issued under the Offer. To do so, please refer to the Company's ASX announcements platform via www.asx.com.au.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a "transaction-specific" prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office 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 of the Company for the financial year ended 30 June 2025;
 - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC; and
 - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with ASX in respect of the Company since the Company lodged its annual financial report for the financial year ended 30 June 2025 on 30 September 2025.

Date	Title
23/12/2025	Proposed issue of securities – SCN
23/12/2025	Strategic Ground Acquisition at Pharos Gold Project
1/12/2025	Notification of cessation of securities – SCN

Date	Title
1/12/2025	Change of Director's Interest Notice – PK
1/12/2025	Change of Director's Interest Notice – KS
1/12/2025	Change of Director's Interest Notice – MK
1/12/2025	Notification regarding unquoted securities – SCN
1/12/2025	Application for quotation of securities – SCN
27/11/2025	Results of Meeting
10/11/2025	Strategic MOU With GreatPower to Advance WA Lithium Business
31/10/2025	Quarterly Activities/Appendix 5B Cash Flow Report
29/10/2025	Access Letter - Notice of Annual General Meeting
29/10/2025	Notice of Annual General Meeting/Proxy Form
29/10/2025	Reinstatement to Quotation
29/10/2025	Shallow High-Grade at Pharos and Strategic Partnership
28/10/2025	Request for Extension of Voluntary Suspension
27/10/2025	Suspension from Quotation
23/10/2025	Trading Halt
23/10/2025	Pause in Trading
16/10/2025	Notification of cessation of securities - SCN
2/10/2025	Response to ASX price and volume query
30/09/2025	Annual Report to Shareholders

5.4 Market Price of Shares

The highest and lowest closing prices of Shares on the ASX during the 3 months preceding the date of this Prospectus, and the closing price on the trading day before the date of this Prospectus, are set out below.

	Price	Date
Highest	\$0.040	17 October 2025, 21 October 2025
Lowest	\$0.017	11 – 13 August 2025; 19 – 20 August 2025
Last	\$0.025	22 December 2025

The last trading price of Shares on ASX prior to the Prospectus being lodged is not a reliable indicator as to the potential trading price of the Shares or Shares after implementation of the Offer.

5.5 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.

5.6 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given to any Director:

- (a) to induce him to become, or to qualify him as, a Director; or
- (b) for services rendered by him in connection with the formation or promotion of the Company or the Offer.

Remuneration

The remuneration (including superannuation unless stated otherwise) paid or due to be paid to the Directors for the two financial years prior to the date of this Prospectus, and proposed to be paid to the Directors for the current financial year (on an annualised basis), is set out below.

Director	FY 2024	FY 2025	FY 2026
Michael Kitney ¹	\$42,000	\$48,000	\$60,000
Kate Stoney ²	\$115,105	\$81,784	\$72,000
Peter Koller ³	–	\$15,000	\$42,000

Notes:

- 1 Mr Kitney was appointed as Non-Executive Director on 7 June 2022 and transitioned to Non-Executive Chair on 20 February 2025. For FY2024, Mr Kitney's remuneration comprised of director's fees of \$42,000. For FY2025, Mr Kitney's remuneration comprised of director's fees of \$48,000. Mr Kitney is entitled to director's fees of \$60,000 for FY2026.
- 2 Ms Stoney was appointed as Non-Executive Director on 16 February 2021 and transitioned to Executive Director – Finance on 8 June 2023. For FY2024, Ms Stoney's remuneration comprised director's and company secretarial fees of \$66,054, superannuation payments of \$5,946 and equity-based payments of \$83,105. For FY2025, Ms Stoney's remuneration comprised of a salary of \$55,787, superannuation payments of \$3,713 and equity-based payments of \$22,284. Ms Stoney is entitled to director's and company secretarial fees of \$72,000 for FY2026.
- 3 Mr Koller was appointed as Non-Executive Director on 20 February 2025. For FY2025, Mr Koller's remuneration comprised of director's fees of \$15,000. Mr Koller is entitled to director's fees of \$42,000 for FY2026.

Directors of the Company were allotted unlisted options in various classes on 1 December 2025, as approved by shareholders at the Company's Annual General Meeting on 27 November 2025. Indicative valuations for those securities were included in the Notice of Meeting and Explanatory Memorandum dated 29 October 2025 and the fair value assigned to those securities for FY26 following consideration of vesting conditions and other factors will be included in the Company's annual financial report for the year ended 30 June 2026.

Further information relating to the remuneration of Directors can be found in the Company's annual financial report for the financial year ended 30 June 2025, which was announced to ASX on 30 September 2025.

Securities

The securities in which the Directors and their associates have or are proposed to have relevant interests in at the date of this Prospectus are set out below.

Director	Shares	Options
Michael Kitney ¹	950,000	3,375,000
Kate Stoney ²	2,500,000	8,500,000
Peter Koller ³	17,757,923	6,750,000

Notes:

- 1 Comprising the below securities held indirectly by Mr Michael John Kitney & Mrs Dale Jayne Kitney <Emdale Family A/C>:
 - (a) 950,000 Shares;
 - (b) 375,000 Options exercisable at \$0.04 on or before 24 April 2026;
 - (c) 1,500,000 Options exercisable at \$0.075 on or before 1 December 2027;
 - (d) 750,000 Options exercisable at \$0.10 on or before 1 December 2028; and
 - (e) 750,000 Options exercisable at \$0.12 on or before 1 December 2029.
- 2 Comprising:
 - (a) the following securities held directly by Ms Stoney:
 - (i) 1,000,000 Shares;
 - (ii) 500,000 Options exercisable at \$0.04 on or before 24 April 2026;
 - (iii) 2,000,000 Options exercisable at \$0.075 on or before 1 December 2027;
 - (iv) 1,000,000 Options exercisable at \$0.10 on or before 1 December 2028;
 - (v) 1,000,000 Options exercisable at \$0.12 on or before 1 December 2029;
 - (vi) 1,000,000 Options exercisable at \$0.00 on or before 1 December 2027;
 - (vii) 1,000,000 Options exercisable at \$0.00 on or before 1 December 2028; and
 - (viii) 1,000,000 Options exercisable at \$0.00 on or before 1 December 2029;
 - (b) the following securities held indirectly by Moonstone Farm Investments Pty Ltd <Moonstone Farm Family A/C>, an entity associated with Ms Stoney:
 - (i) 1,500,000 Shares;
 - (ii) 500,000 Options exercisable at \$0.00 on or before 1 December 2026; and
 - (iii) 500,000 Options exercisable at \$0.00 on or before 1 December 2027.
- 3 Comprising:
 - (a) the following securities held directly by Mr Koller:
 - (i) 17,051,963 Shares;
 - (ii) 3,750,000 Options exercisable at \$0.04 on or before 24 April 2026;
 - (iii) 1,500,000 Options exercisable at \$0.075 on or before 1 December 2027;
 - (iv) 750,000 Options exercisable at \$0.10 on or before 1 December 2028; and
 - (v) 750,000 Options exercisable at \$0.12 on or before 1 December 2029;
 - (b) 705,960 Shares held indirectly by 16Psyche Pty Ltd <16Psyche Super Fund A/C>, an entity associated with Mr Koller.

5.7 Related party transactions

There are no related party transactions entered into in respect of the Offer that have not otherwise been disclosed in this Prospectus.

5.8 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no underwriter, promoter or any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus holds, or has held within two years before lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any underwriter, promoter or any other 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, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Nova Legal has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Nova Legal \$7,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Nova Legal has received \$34,607.10 from the Company for the provision of its services.

5.9 Consents

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; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes 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.

Nova Legal has given its written consent to being named as solicitors to the Company in this Prospectus. Nova Legal has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

5.10 Estimated expenses of the Offer

The estimated cash costs of the Offer (exclusive of GST) are set out below:

Item	Amount (\$)
ASIC lodgement fee	\$3,206
Legal fees	\$7,000
Total	\$10,206

5.11 Electronic Prospectus

Pursuant to ASIC Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

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 Prospectus or any of those documents were incomplete or altered.

6. DIRECTORS' AUTHORISATION

This Prospectus is dated 23 December 2025 and issued by the Company and its issue has been authorised by a resolution of the Directors.

The Directors have made all reasonable enquires and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors.

Each of the Directors of the Company has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

Signed for and on behalf of Scorpion Minerals Limited:



Michael Kitney
Non-Executive Chairman
For and on behalf of Scorpion Minerals Limited

7. DEFINITIONS

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

AWST means Australian Western Standard Time.

Applicant means a person who applies for the Shares pursuant to the Offer.

Application Form means an application form 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 Rules means the listing rules of the ASX.

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).

Company means Scorpion Minerals Limited (ACN 115 535 030).

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.

Offer means the offer of Shares pursuant to this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Prospectus means this prospectus.

Section means a section of this Prospectus.

Securities means Shares and/or Options, as the context requires.

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

Shareholder means a holder of a Share.

Share Registry means Automatic Registry Services.

VWAP means volume weight average price.