

**Vita Resources NL**  
**ACN 147 948 883**

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## **BONUS OPTION ISSUE PROSPECTUS**

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For a pro-rata non-renounceable entitlement issue of one (1) Option (**Bonus Option**) for every fifteen (15) Shares held by Eligible Shareholders at the Record Date (**Offer**), exercisable at \$0.056 per Bonus Option on or before 29 June 2031

The Bonus Options are being granted free to Eligible Shareholders. Eligible Shareholders are not obliged to take any action in relation to the grant of Bonus Options under this Prospectus

### **IMPORTANT NOTICE**

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth). This is an important document which requires your immediate attention and should be read in its entirety. If you have any questions about the Bonus Options being offered under this Prospectus, you should consult your stockbroker, accountant, solicitor, or other professional adviser.

The Bonus Options offered by this Prospectus should be considered speculative in nature.

## IMPORTANT NOTICES

### General

This Prospectus is dated 16 June 2026 and was lodged with ASIC on that date. None of ASIC, ASX or their respective officers or employees takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is issued by Vita Resources NL ACN 147 948 883 (**Company**) and contains an offer for a pro-rata non-renounceable entitlement issue of one (1) Option (**Bonus Option**) for every fifteen (15) Shares held by Eligible Shareholders at the Record Date (**Offer**), exercisable at \$0.056 per Bonus Option on or before 29 June 2031.

It is important that you read this Prospectus carefully and in full. In particular, you should consider the risk factors set out in Section 4 which could affect the financial performance of the Company in light of your personal circumstances (including financial and taxation issues).

### Interpretation

In this Prospectus:

- a reference to "the Company", "we", "our" or "us" is to Vita Resources NL ACN 147 948 883;
- a reference to "you" or "your" is to a person to whom the Offer is made (see further Section 2.6(a));
- a reference to "Section" is to a section of this Prospectus;
- the words "include", "including", "for example", "such as" and similar expressions are not used as words of limitation and, when introducing specific examples, do not limit the meaning of the words to which those examples relate or examples of a similar kind; and
- headings, boldings, italics and underlines are for convenience only and do not affect the interpretation of this Prospectus.

### Defined terms

Some of the terms used in this Prospectus have defined meanings. These are capitalised and are defined in the Glossary in Section 7.

### Continuously quoted securities

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. 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.

### Exposure period

No exposure period applies to the Offer.

### Expiry date

No Bonus Options will be granted on the basis of this Prospectus any later than 13 months after the date of this Prospectus.

### Not financial product advice

The information in this Prospectus is not financial product advice and has been prepared without taking into account your financial and investment objectives, financial situation or particular needs (including financial or taxation issues).

It is important that you read this Prospectus carefully and in full. In particular, in considering the prospects of the Company, you should consider the risks that could affect the financial performance of the Company. You should carefully consider these risks in light of your financial and investment objectives, financial situation and particular needs (including financial and taxation issues) and seek professional advice from your accountant, financial adviser, stockbroker, lawyer, tax adviser or other independent and qualified professional adviser if you have any questions.

Some of the risks that Eligible Shareholders and their professional advisers should consider before deciding whether to invest in the Company are set out in Section 4. There may be additional risks to those set out in Section 4 that should be considered in light of your personal circumstances.

### Disclaimer

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

The Bonus Options offered by this Prospectus should be considered speculative. Refer to Section 4 for details of the key risks applicable to an investment in the Company.

Except to the extent required by law, no person named in this Prospectus, nor any other person, warrants or guarantees the performance of the Company, the repayment of capital by the Company, the payment of a return on the Shares or Bonus Options, or the future value of the Shares or Bonus Options. The business, financial condition, operating results and prospects of the Company may change after the date of this Prospectus. You should be aware that past performance is not indicative of future performance. Any new or change in circumstances that arise after the date of this Prospectus will be disclosed by the Company to the extent required and in accordance with the Corporations Act.

### Geographical restrictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. Persons residing in any such jurisdiction 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 law.

This Prospectus does not constitute an offer to issue or sell, or invitation to apply for or buy, Bonus Options in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation. No action has been taken to register or qualify the Bonus Options or to otherwise permit an offer of the Bonus Options outside of Australia.

### Notice to U.S. residents

This Prospectus may not be distributed to, or relied upon by, persons in the U.S. Bonus Options have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the U.S. and may not be offered or sold, directly or indirectly, in the U.S., except in a transaction exempt from, or not subject to, registration under the U.S. Securities Act and applicable state securities laws of the U.S. Hedging transactions involving Shares or Bonus Options may not be conducted except in accordance with the U.S. Securities Act.

### New Zealand

The Bonus Options are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

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.

### Obtaining a copy of this Prospectus

You can obtain a hard copy of this Prospectus, free of charge, by contacting the Company Secretary, John Ribbons, on +61 409 920 304 between 9.00am and 5.00pm (AWST), Monday to Friday, or by email at [john.ribbons@iinet.net.au](mailto:john.ribbons@iinet.net.au), during the Offer Period.

This Prospectus is also available in electronic form on the Company's website: <https://vitaresources.au/> under the "Investors/ASX Announcements" page.

Where this Prospectus has been dispatched to or accessed by persons other than Eligible Shareholders, this Prospectus is provided for information purposes only.

### **Forward looking statements**

Some of the statements appearing in this Prospectus are in the nature of forward looking statements, including statements of intention, opinion and belief and predictions as to possible future events. Such statements are not statements of fact and are subject to inherent risks and uncertainties (both known and unknown) which may or may not be within the control of the Company. You can identify these statements by words such as "aim", "anticipate", "assume", "believe", "could", "estimate", "expect", "goal", "intend", "may", "objective", "plan", "predict", "potential", "should", "target" and other similar expressions that are predictions or indicative of future events and trends.

Although the Directors believe that the expectations reflected by the forward looking statements in this Prospectus (including the assumptions on which they are based) are reasonable as at the date of this Prospectus, no assurance can be given that such expectations or assumptions will prove to be correct. Actual outcomes, events or results may differ – possibly to a material extent – from the outcomes, events or results expressed or implied in any forward looking statement in this Prospectus. Factors that may cause such differences include the risks described in Section 4 of this Prospectus. You are urged to consider these factors carefully in evaluating the forward looking statements contained in this Prospectus, and are cautioned not to place undue reliance on such statements.

None of the Company nor its directors, officers, employees or advisers, nor any other person named in or involved in the preparation of this Prospectus, makes any representation, warranty or guarantee (expressed or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement in this Prospectus, or any outcome expressed or implied in any such statement.

The forward looking statements in this Prospectus reflect views held only as at the date of this Prospectus. The Company does not intend to publicly update or revise such statements to reflect new or changes in circumstances arising after the date of this Prospectus except to the extent required by the Corporations Act.

### **Website**

No document or information included on the Company's website is incorporated by reference into this Prospectus.

### **Currency and time**

Unless otherwise specified in this Prospectus, a reference to a monetary amount is a reference to that amount in Australian dollars and a reference to a time is a reference to Australian Western Standard Time (AWST).

### **Rounding adjustments**

Some of the numerical figures included in this Prospectus have been subject to rounding adjustments. Accordingly, the numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that preceded them.

### **Questions**

If you have any other questions in relation to the Offer, please:

- contact the Company Secretary, John Ribbons, on +61 409 920 304 between 9.00am and 5.00pm (AWST), Monday to Friday, during the Offer Period; and/or
- seek professional advice from your accountant, financial adviser, stockbroker, lawyer, tax adviser or other independent and qualified professional adviser.

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

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## Key Dates

| EVENT                                                                           | DATE                 |
|---------------------------------------------------------------------------------|----------------------|
| Lodgement of Prospectus with ASIC and ASX and lodgement of Appendix 3B with ASX | 16 June 2026         |
| Shares trade ex-Bonus Option entitlements                                       | 19 June 2026         |
| Record Date for determining Entitlements                                        | 5.00pm, 22 June 2026 |
| Expected date for issue of Bonus Options under the Offer                        | 29 June 2026         |

Other than the date of lodgement of this Prospectus with ASIC and ASX, the above dates are indicative only and subject to change. The Company reserves the right to vary the dates and times of the Offer, including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, or to extend the Offer, without notifying any recipient of this Prospectus or any Eligible Shareholders. The Company also reserves the right to cancel or withdraw the Offer at any time before Bonus Options are granted. Any extension of the Offer will have a consequential effect on the date of grant of the Bonus Options.

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## 1. Investment Overview

| Question                                                                    | Answer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Further Information |
|-----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| <b>Who is the issuer of this Prospectus?</b>                                | Vita Resources NL ACN 147 948 883 (ASX: VTA) ( <b>Company</b> ).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | N/A                 |
| <b>What is the Offer?</b>                                                   | For the offer for a pro-rata non-renounceable entitlement issue of one (1) Option ( <b>Bonus Option</b> ) for every fifteen (15) Shares held by Eligible Shareholders at the Record Date ( <b>Offer</b> ), exercisable at \$0.056 per Bonus Option on or before 29 June 2031.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Section 2.1         |
| <b>What is the purpose of the Offer?</b>                                    | The purpose of the Offer is to reward the Company's loyal and supportive Shareholders by enhancing their exposure to the Company's future growth.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Section 2.4         |
| <b>Who is eligible to participate in the Offer?</b>                         | The Offer is made to Eligible Shareholders, being Shareholders at the Record Date with a registered address in Australia or New Zealand.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Section 2.1         |
| <b>What is the issue price for the Bonus Options?</b>                       | The Bonus Options are being granted free to Eligible Shareholders.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Section 2.3         |
| <b>What is the effect of the Offer on the Company?</b>                      | The effect of the Offer on the Company's issued capital will be to increase the total number of Options on issue from 9,687,191 to 14,798,966.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Section 2.5(a)      |
| <b>What is the effect of the Offer on control of the Company?</b>           | The grant of the Bonus Options will have no effect on control of the Company. If an Eligible Shareholder chooses to exercise their Bonus Options, this may affect the Eligible Shareholder's overall shareholding percentage. The Company contemplates that the effect of the Offer on control of the Company will be minimal.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Section 2.5(b)      |
| <b>What are the key risks associated with an investment in the Company?</b> | <p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include (but are not limited to):</p> <p>(a) <b>Exploration</b></p> <p>Mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of any of the Group's projects, or any other tenements that may be acquired by the Group in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.</p> <p>The future exploration activities of the Group may be affected by a range of factors, including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title processes, changing government regulations and many other factors beyond the control of the Group.</p> <p>The success of the Group will also depend upon the Group having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities.</p> <p>(b) <b>Tenement applications and licence renewal</b></p> <p>The Company cannot guarantee current and any additional applications for tenements made by the Group will ultimately be granted, in whole or in part. Further, the Company cannot guarantee that renewals of valid tenements will be granted on a timely basis, or at all.</p> <p>(c) <b>Mine development</b></p> <p>Possible future development of a mining operation at the Group's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns,</p> | Section 4           |

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unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Group commences production, its operations may be disrupted by a variety of risks and hazards (including those which are beyond its control), including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Group will achieve commercial viability through the development or mining of its projects.

(d) **Gold and copper prices**

Changes in the market prices of gold and copper will affect the profitability of the Group's operations and its financial condition in the future, if the Group enters production. The Group's revenues, profitability and viability will depend on the market prices of gold and copper produced from the Group's projects. The market prices of gold and copper are set by the world market and is affected by numerous factors beyond the Company's control, including demand and currency exchange rates.

(e) **Commercial viability**

No assurances can be given that the Group will achieve commercial viability through the successful exploration or mining of its projects. Until the Company can realise value from its projects, it is likely to incur ongoing operating losses.

Please carefully consider these risks and the information contained in the other Sections.

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|------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| <b>Is any brokerage, commission or stamp duty payable?</b>       | No brokerage, commission or stamp duty is payable by Applicants on acquisition of Bonus Options under the Offer.                                                                                                                                                                                                                                                              | Section 2.10 |
| <b>What are the tax implications of acquiring Bonus Options?</b> | Eligible Shareholders may be subject to Australian tax on dividends and potentially capital gains tax on a future disposal. The tax consequences of any sale of Bonus Options (or the underlying Shares) will depend upon an investor's particular circumstances. Eligible Shareholders should obtain their own tax advice.                                                   | Section 2.13 |
| <b>What are the key dates of the Offer?</b>                      | Please see page 4 of this Prospectus – "Key Dates".                                                                                                                                                                                                                                                                                                                           | Page 4       |
| <b>Where can I find more information?</b>                        | Enquiries relating to this Prospectus should be directed to the Company Secretary, John Ribbons, on +61 409 920 304 between 9.00am and 5.00pm (AWST), Monday to Friday, during the Offer Period.<br><br>You should read this document in its entirety. If after reading this document, you have any questions about the Offer, you should speak to your professional adviser. | N/A          |

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## **2. Details of the Offer**

### **2.1 The Offer**

The Company is making a non-renounceable pro-rata issue of Bonus Options to Shareholders who are registered as at 5.00pm AWST on 22 June 2026 (**Record Date**) and have a registered address in Australia or New Zealand.

The Offer is made on the basis that for every 15 Shares held as at the Record Date, Eligible Shareholders will have the right to be granted 1 free Bonus Option. The exercise price of the Bonus Options is \$0.056 and the exercise period expires on 29 June 2031.

In the calculation of any Entitlement, fractions will be rounded down to the nearest whole number.

If Completion of the Offer occurs, the total number of Options on issue will be approximately 14,798,966, including approximately 5,111,775 Bonus Options (constituting approximately 15.32% of the then total issued share capital on a fully-diluted basis).

The Offer is made on a non-renounceable basis, which means that Eligible Shareholders may not sell or transfer all or part of the Entitlement.

The Offer is not underwritten.

The Offer is made on the terms, and is subject to the conditions, set out in this Prospectus.

### **2.2 Bonus Options**

The full terms of the Bonus Options are set out in Section 5.1.

The Shares underlying the Bonus Options offered under this Prospectus are fully paid and will, once issued, rank equally in all respects with all other Shares then on issue.

The rights, liabilities and obligations attaching to Shares are governed by the Company's Constitution, the Corporations Act and general law. An overview of some of the key provisions of the Constitution relating to the rights and liabilities that attach to the Shares is contained in Section 5.1.

A full copy of the Company's Constitution is available on the Company's website at <https://vitaresources.au/>.

### **2.3 Issue Price**

The Bonus Options are being granted free to Eligible Shareholders.

For the highest and lowest closing market price of Shares on ASX during the sixty calendar days up to and including 15 June 2026 (being the last day on which Shares were traded prior to the date of this Prospectus) and the closing price of Shares on 15 June 2026, please see Section 3.2.

### **2.4 Purpose of Offer**

The purpose of the Offer is to reward the Company's loyal and supportive Shareholders by enhancing their exposure to the Company's future growth.

### **2.5 Effect of the Offer**

#### **(a) Effect on capital structure**

The capital structure of the Company as at the date of this Prospectus comprises 76,636,380 Shares, 1,610,308 Partly Paid Shares, 9,687,191 Options and 3,575,002 Performance Shares. Specifically:

- The following persons hold a Relevant Interest in 5% or more (by number) of the total Shares on issue in the capital of the Company:

| Holder of Relevant Interest                                                                          | Number of Shares held | Voting power |
|------------------------------------------------------------------------------------------------------|-----------------------|--------------|
| Mr Raymond Muskett; and Mr Raymond Muskett and Mrs Kristine Lillian Muskett <Muskett Super Fund A/C> | 7,552,233             | 9.85%        |
| Mrs Michelle Lee Rutherford and Mr Gavin Alan Roy Rutherford <Gavelle Super Fund A/C>                | 6,705,482             | 8.75%        |
| Sail & Steam Pty Ltd <Ross Superannuation Fund>                                                      | 6,362,983             | 8.30%        |
| Mr Wallace Frederick King and Mrs Janice Irene King <Karta Koomba Super Fund>                        | 4,359,161             | 5.69%        |

- the following persons (or their associates) hold Options that are exercisable into Shares at the exercise prices specified below:

| Number of Optionholders and Class of Options | Total number of Options held | Exercise price per Option | Expiry date       |
|----------------------------------------------|------------------------------|---------------------------|-------------------|
| 124 (ASX: VTAAS – unlisted)                  | 4,978,859                    | \$1.20                    | 12 August 2027    |
| 14 (ASX: VTAAW – unlisted)                   | 4,708,332                    | \$0.16                    | 12 September 2030 |

The following table sets out the expected capital structure of the Company immediately after Completion of the Offer, on an undiluted and fully diluted basis (subject to rounding):

|                                                                                                                                             | If maximum subscription achieved |
|---------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| Shares currently on issue                                                                                                                   | 76,636,380 (100.00%)             |
| <b>Total Shares on issue on Completion of the Offer</b>                                                                                     | <b>76,636,380 (100.00%)</b>      |
| Shares currently on issue                                                                                                                   | 76,636,380 (79.32%)              |
| Partly Paid Shares currently on issue                                                                                                       | 1,610,308 (1.66%)                |
| Options currently on issue                                                                                                                  | 9,687,191 (10.03%)               |
| Performance Shares currently on issue                                                                                                       | 3,575,002 (3.70%)                |
| Bonus Options to be granted under the Offer                                                                                                 | 5,111,775 (5.29%)                |
| <b>Total Shares on issue on Completion of the Offer (assuming the exercise of all Options and the conversion of the Performance Shares)</b> | <b>96,620,656 (100.00%)</b>      |

(b) Effect on control

The issue of the Bonus Options will have no effect on control of the Company. If an Eligible Shareholder chooses to exercise their Bonus Options, this may affect the Eligible Shareholder's overall shareholding percentage. The Company contemplates that the effect of the Offer on control of the Company will be minimal.

(c) Financial impact

The expenses of the Offer (comprising approximately \$10,000) will be satisfied from the Company's existing cash reserves.

The Offer will have a non-material impact on the Company's financial position, being a decrease in cash reserves of approximately \$10,000.

If all of the Bonus Options are subsequently exercised, the Company will raise a further approximately \$286,259. However, the Company is unable to specify with any certainty the extent of any change to the Company's financial position given the uncertainty around whether and when any of the Bonus Options will be exercised.

## **2.6 General terms and conditions**

(a) Eligibility to apply

The Offer in this Prospectus is being made to any Shareholder whose registered address is, as at the Record Date, situated in Australia or New Zealand.

(b) Discretions regarding the Offer

The Company reserves the right to:

- extend the Offer or any part of it;
- close the Offer or any part of it early; and
- not proceed with the Offer or any part of it,

at any time before the issue of Bonus Options to Eligible Shareholders.

## **2.7 Timetable**

The key dates in relation to the Offer are set out on page 5 of this Prospectus.

## **2.8 Trading of Options and administration of Optionholdings**

## **2.9 The Company will not apply for Official Quotation of the Bonus Options offered pursuant to this Prospectus. Restrictions on distribution**

This Prospectus does not constitute an offer of Bonus Options in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer, invitation or issue under this Prospectus.

Where this Prospectus has been dispatched to or accessed by persons other than Eligible Shareholders, this Prospectus is provided for information purposes only.

No action has been taken to register or qualify this Prospectus, the Bonus Options or the Offer, or otherwise to permit a public offering of Bonus Options in any jurisdiction other than Australia. In particular, the Offer does not constitute an offer to sell, or solicitation of an offer to buy, securities in the United States. The Bonus Options have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable US state securities laws.

This Prospectus may not be released or distributed in the United States or any other jurisdiction outside of Australia, and may only be distributed to persons to whom the Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

## **2.10 Overseas Shareholders**

The Offer in this Prospectus is not being extended to any Shareholder whose registered address is not, as at the Record Date, situated in Australia or New Zealand.

Recipients must not send or otherwise distribute this Prospectus to any person outside Australia (other than to Eligible Shareholders).

### **New Zealand Shareholders**

The Bonus Options are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

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.

Persons not residents of Australia should consult their professional advisers as to whether any governmental or other consents are required, or whether formalities need to be observed, to enable them to accept the offer of Bonus Options under this Prospectus.

Given the relatively small number of Shareholders outside Australia and New Zealand, it is not reasonable for the Company to meet the requirements of the securities laws of countries other than Australia and New Zealand and the Offer has not been, and will not be, registered under the relevant securities laws of those jurisdictions. For that reason, no Bonus Options will be granted to Shareholders with registered addresses outside Australia and New Zealand, and this Prospectus is being sent to them for information purposes only.

## **2.11 Beneficial holders, nominees, trustees and custodians**

Nominees and custodians should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with the beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

## **2.12 Brokerage, commission and stamp duty**

No brokerage, commission or stamp duty is payable by Eligible Shareholders on the acquisition of Bonus Options under the Offer.

## **2.13 Tax consequences**

As with any investment, there may be taxation implications associated with the Bonus Options offered under this Prospectus. The Directors do not consider that it is appropriate to give advice regarding the taxation consequences of disposing of or exercising the Bonus Options offered under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences for individual investors.

The taxation consequences of an investment in the Company will depend upon your particular circumstances and it is your personal obligation to make your own enquiries or seek personalised professional tax advice about the taxation consequences prior to disposing of or exercising the Bonus Options.

The Company, and its advisers, officers, employees and agents do not accept any responsibility or liability for any taxation consequences of investing in the Offer.

## **2.14 Enquiries**

If you require more information about this Prospectus or the Offer, please contact the Company Secretary, John Ribbons, on +61 409 920 304 from 9.00am to 5.00pm (AWST), Monday to Friday, or by email at [john.ribbons@iinet.net.au](mailto:john.ribbons@iinet.net.au), during the Offer Period.

You should read this Prospectus in its entirety, including the risk factors set out in Section 4.

If you are unclear about any matter or have any questions in relation to the Offer or this Prospectus, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer, tax adviser or other independent professional adviser.

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### 3. Company Update

#### 3.1 Transaction-specific prospectus and continuous disclosure obligations

The Company is a disclosing entity (as defined in section 111AC of the Corporations Act) and is therefore subject to regular reporting and disclosure obligations. Under those obligations, the Company is required to comply with all applicable continuous disclosure and reporting requirements in the Corporations Act and the ASX Listing Rules. In particular, the Company must comply with the requirement to disclose to ASX any information held by the Company which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus (or options to acquire those securities). In general terms, "transaction specific prospectuses" are only required to contain information in relation to the effect of the Offer on the Company and the rights and liabilities attaching to the securities offered. The Prospectus is not required to provide information regarding the Company's assets and liabilities, financial position and performance, profits and losses or prospects on the basis that, as at the date of this Prospectus, the Company has not withheld from its continuous disclosure reporting any information about such matters that investors and their professional advisers would reasonably require to make an informed assessment of such matters and expect to find in this Prospectus.

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. Eligible Shareholders should therefore have regard to the other publicly available information in relation to the Company.

Generally, information that is already in the public domain has not been reported in this Prospectus other than to the extent considered necessary to make this Prospectus complete.

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

- it is subject to regular reporting and disclosure obligations;
- copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, the offices of ASIC; and
- it will provide a copy of each of the following documents, free of charge, to any person on request provided the Company receives the request before the close of the Offer:
  - the annual financial report most recently lodged by the Company with ASIC, namely, its 2025 Annual Report;
  - any half-year financial report lodged with ASIC after lodgement of the 2025 Annual Report and before lodgement of this Prospectus with ASIC; and
  - any continuous disclosure notices given by the Company after the lodgement of the 2025 Annual Report and before the lodgement of this Prospectus with ASIC.

The Company lodged its 2025 Annual Report with ASIC on 27 March 2026. Since then, the Company has made the following announcements to ASX prior to the date of this Prospectus:

| Date          | Title of announcement                          |
|---------------|------------------------------------------------|
| 27 March 2026 | Appendix 4G and Corporate Governance Statement |
| 8 April 2026  | Ninnis Drilling Demobilisation                 |

| Date          | Title of announcement                             |
|---------------|---------------------------------------------------|
| 14 April 2026 | New Share Class and Capital Raising               |
| 14 April 2026 | Application for quotation of securities – VTA     |
| 14 April 2026 | Notification regarding unquoted securities – VTA  |
| 23 April 2026 | Prospectus                                        |
| 23 April 2026 | Proposed issue of securities – VTA                |
| 28 April 2026 | Application for quotation of securities – VTA     |
| 29 April 2026 | Notice of Annual General Meeting/Proxy Form       |
| 30 April 2026 | Quarterly Activities/Appendix 5B Cash Flow Report |
| 21 May 2026   | Ninnis Gold Maiden Results                        |
| 26 May 2026   | Proposed issue of securities – VTA                |
| 29 May 2026   | AGM Presentation                                  |
| 29 May 2026   | Results of Meeting                                |
| 29 May 2026   | Application for quotation of securities – VTA     |
| 29 May 2026   | Section 708A Notice                               |
| 11 June 2026  | Trading Halt                                      |
| 15 June 2026  | Vita Raises \$2.9 Million                         |
| 15 June 2026  | Proposed issue of securities – VTA                |

The full text of these announcements can be found on ASX's website at [www.asx.com.au](http://www.asx.com.au), using ASX code: "VTA". Copies of the abovementioned documents and announcements can also be obtained free of charge from the Company by contacting the Company Secretary, John Ribbons, on +61 409 920 304 between 9.00am and 5.00pm (AWST), Monday to Friday, or by email at [john.ribbons@iinet.net.au](mailto:john.ribbons@iinet.net.au), during the Offer Period.

Having taken such precautions and having made such inquiries as are reasonable, the Directors believe that the Company has complied with the general and specific disclosure and notification requirements of ASX throughout the period from the date of lodgement of the Company's 2025 Annual Report with ASIC to the date of this Prospectus.

### 3.2 Market price of Shares

The Company's Shares are quoted on ASX.

The highest and lowest closing market price of the Company's Shares on ASX during the sixty calendar days up to and including 15 June 2026, being the last day on which Shares were traded prior to the date of this Prospectus, are:

|                | Price per Share | Date          |
|----------------|-----------------|---------------|
| <b>Highest</b> | \$0.044         | 20 April 2026 |
| <b>Lowest</b>  | \$0.029         | 15 June 2026  |

The closing price of the Shares on ASX on 15 June 2026, being the last day on which Shares were traded prior to the date of this Prospectus:

|                                                                               | Price per Share | Date         |
|-------------------------------------------------------------------------------|-----------------|--------------|
| The last day on which Shares were traded prior to the date of this Prospectus | \$0.029         | 15 June 2026 |

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## **4. Risk Factors**

### **4.1 Introduction**

This Section describes some of the potential risks associated with investing in the Company. The Company is subject to risks that are specific to the Company and its business. There are also risks that are associated with external events unrelated to the usual course of the business, or risks that are common to all investments in shares and not specific to an investment in the Company.

If any of these risks were to occur, the future operating and financial performance and prospects of the Company could be materially and adversely affected and you could lose part or all of your investment in the Company. Whilst some of the risk factors may be mitigated by appropriate commercial action, many are either wholly or in part outside of the control of the Company, the Directors and management. The Bonus Options being offered carry no guarantee as to maintenance of or appreciation in value, the payment of dividends or return of capital. Further, there can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statement will eventuate.

Please note that this Section does not purport to list every risk that may be associated with an investment in the Company, whether now or in the future. The risks highlighted in this Section have been selected based on an assessment of the key risks that the management and the Directors would focus on when managing the business, the probability of the risk occurring as well as the significance of the impact on the Company if the relevant risk did occur. The assessment is based on the knowledge of the Directors as at the date of this Offer, but there is no guarantee or assurance that the importance of risks will not change or other risks will not emerge. Further, your individual financial objectives, financial situation and particular needs have not been taken into account in the preparation of this Section.

If you do not understand any part of this Prospectus, or have any questions in relation to the Offer, the Directors strongly recommend that you seek professional guidance from your accountant, financial adviser, stockbroker, lawyer, tax adviser or other independent and qualified professional adviser.

### **4.2 Risks specific to an investment in the Company**

#### **(a) Exploration**

Mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of any of the Group's projects, or any other tenements that may be acquired by the Group in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Group may be affected by a range of factors, including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Group.

The success of the Group will also depend upon the Group having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities.

#### **(b) Tenement applications and licence renewal**

The Company cannot guarantee current and any additional applications for tenements made by the Group will ultimately be granted, in whole or in part. Further, the Company cannot guarantee that renewals of valid tenements will be granted on a timely basis, or at all.

#### **(c) Mine development**

Possible future development of a mining operation at the Group's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals

from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Group commences production, its operations may be disrupted by a variety of risks and hazards (including those which are beyond its control), including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Group will achieve commercial viability through the development or mining of its projects.

**(d) Commodity prices**

Changes in the market prices of commodities will affect the profitability of the Group's operations and its financial condition in the future, if the Group enters production. The Group's revenues, profitability and viability will depend on the market prices of commodities produced from the Group's projects. The market prices of commodities are set by the world market and is affected by numerous factors beyond the Company's control, including demand and currency exchange rates.

**(e) Commercial viability**

No assurances can be given that the Group will achieve commercial viability through the successful exploration or mining of its projects. Until the Company can realise value from its projects, it is likely to incur ongoing operating losses.

**(f) Climate change**

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

- the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns.

**(g) Environmental**

The operations and the proposed activities of the Group are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Group's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events such as unpredictable rainfall or fires may impact on the Group's ongoing compliance with environmental laws and regulations. Significant liabilities could be imposed on the Group for damages, clean-up costs or penalties in the event of environmental damage caused by the Group's operations or non-compliance with environmental laws or regulations.

(h) **Future funding risk**

The Group will likely be dependent on the need to secure further financing in the future, in addition to the amounts raised pursuant to the Offer, in order to fulfil its business objectives. The Company may then seek development capital through equity, debt, joint venture financing or through the sale or possible syndication of its tenements.

Any additional equity financing will be dilutive to the Shares and Options (and may be dilutive to Shareholders to the extent that they do not participate in any additional equity financing), may be undertaken at lower prices than the then market price, or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may also involve restrictions on financing and operating activities.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company, or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities, and this could have a material adverse effect on the Group's activities and future prospects.

(i) **Reliance on key personnel**

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 or contractors cease their employment or engagement with the Company.

(j) **Regulation changes**

Changes to the laws, regulations, standards and practices applicable to the mining industry in the jurisdictions in which the Group operates may impact the Business. If the Group fails to adequately respond to such changes, its business, operations, and financial performance may be materially and adversely affected.

#### **4.3 General risks**

(a) **Macro-economic risks**

Changes in the general economic conditions in Australia and globally are outside of the control of the Company, but may have a significant impact on the future performance of the Company and the price or value of the Shares and the Bonus Options. Such changes may include:

- general downturn in investor confidence affecting the ability of the Company to raise additional funds;
- fluctuations in interest rates, exchange rates, commodity prices and the rate of inflation in Australia resulting from domestic or international conditions (including movements in domestic interest rates and reduced activity in the Australian economy);
- changes in government, legislation, government policy or the regulatory environment in which the Company operates;
- changes in Australian and global equity market conditions;
- changes in investor sentiment toward particular market sectors;
- acts of terrorism or other hostilities; and
- the occurrence of natural disasters.

A prolonged deterioration in any number of the above factors may have a material adverse effect on the financial performance, financial position, cash flows, distributions and growth prospects of the Company and the price or value of the Shares and the Bonus Options.

(b) **Regulation changes**

Changes to the laws, regulations, standards and practices applicable to the industry in which the Company operates may increase costs and limit the Company's proposed scope of activity.

(c) **Taxation**

Relevant tax laws and treaties and their interpretation and applicability change from time to time. There is the risk that these changes could adversely and materially affect the Company's profitability and prospects.

(d) **Litigation, claims and disputes**

The Company may be subject to litigation and other claims and disputes in the course of its business, including contractual disputes with suppliers or customers, employment disputes, indemnity claims, and occupational and other claims. There is a risk that any such litigation, claim or dispute could materially adversely impact the Company's operating and financial performance due to the significant cost and time invested by management in investigating, commencing, defending and/or settling such matters. Any claim against the Company, if proven, may also have a sustained negative impact on its operations, financial performance, financial position and reputation.

The Company is not currently engaged in litigation and, as at the date of this Prospectus, the Directors are not aware of any legal proceedings pending or threatened against, or any material legal proceedings affecting, the Company.

#### **4.4 Risks associated with holding Shares**

(a) **Stock market risks**

There are risks associated with any investment in securities. The Company will apply for the Bonus Options to be granted under this Prospectus to be quoted on the ASX. The price of quoted Bonus Options (and underlying Shares) may rise or fall and there is no certainty in respect of the price at which the Bonus Options or Shares may trade on the ASX.

While fluctuations in the price of the Bonus Options (and underlying Shares) may be a direct reflection of changes in the financial performance of the Company, the market price of the Bonus Options (and underlying Shares) may also be affected by factors unrelated to the operating performance of the Company and the demand for and supply of capital generally.

(b) **Risk of dilution**

The Company may issue Shares (and/or Options) from time to time to raise additional capital to finance its continued growth or other future developments. The amount and timing of such additional financing needs will vary primarily on the amount of cash flow from the Company's operations. While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within any 12 month period (other than where exceptions apply), there is a risk that the issue of additional equity will result in the ownership interest of Shareholders in the Company from time to time being diluted.

(c) **No guarantee of dividends**

The prospect of future dividends being paid or made to Shareholders will be contingent upon the Company's ability to generate sustainable profits. To the extent that the Company pays any dividends, the ability to offer fully franked dividends will depend on the Company making taxable profits and paying sufficient Australian tax to attach franking credits to the dividends. Taxable profits may be volatile, making the payment of fully franked dividends unpredictable. Further, the value and availability of franking credits to a Shareholder will differ depending on the Shareholder's particular tax circumstances. You should be aware that the ability to use franking credits, either as a tax offset or to claim a refund after the end of the income year, will depend on your individual tax position.

As such, no assurance can be given by any person, including the Board, about the payment or

the quantum of future dividends (if any), or the level of franking or imputation of any such dividend (if any).

(d) **Tax considerations**

An investment in the Bonus Options (and underlying Shares) involves tax considerations which may differ for each person. You are encouraged to obtain professional tax advice in connection with any investment in the Bonus Options (and underlying Shares).

**4.5 Investment is speculative**

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 Bonus Options offered under this Prospectus. Therefore, the Bonus Options to be granted pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Eligible Shareholders should consider that the investment in the Company is highly speculative and should consult their professional advisers if they have any questions.

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## 5. Additional Information

### 5.1 Terms of Bonus Options

The Bonus Options entitle the holder (**Optionholder**) to subscribe for fully paid ordinary shares in the capital of the Company on the following terms and conditions:

- (a) Subject to (j), each Option gives the Optionholder the right to subscribe for one fully paid Share.
- (b) The Bonus Options will expire at 5.00pm (AWST) on 29 June 2031 (**Expiry Date**). Any Bonus Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be \$0.056 (**Exercise Price**).
- (d) The Bonus Options held by the Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Bonus Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Bonus Options specifying the number of Bonus Options being exercised; and
  - (ii) electronic funds transfer for the Exercise Price for the number of Bonus Options being exercised,

(**Exercise Notice**).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Bonus Options specified in the Exercise Notice.
- (h) All Shares allotted upon the exercise of the Bonus Options will upon allotment rank *pari passu* in all respects with other Shares. The Company will apply for quotation of all Shares allotted pursuant to the exercise of Bonus Options on ASX within 5 Business Days after the date of allotment of those Shares.
- (i) The Bonus Options are transferable.
- (j) 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.
- (k) There are no participating rights or entitlements inherent to the Bonus Options and the Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Bonus Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 3 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Bonus Options prior to the date for determining entitlements to participate in any such issue.
- (l) Subject to clause (j), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

## 5.2 Rights and liabilities attaching to Shares

The rights and liabilities attaching to ownership of the Shares which will be issued upon exercise of the Bonus Options offered under this Prospectus (being fully paid ordinary shares in the Company) are:

- detailed in the Company's Constitution, which may be inspected during normal business hours at the registered office of the Company; and
- in certain circumstances, regulated by the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules (collectively, **Applicable Law**) and the general law.

A summary of the material provisions of the Constitution, including those relating to certain significant rights, liabilities and obligations attaching to the Shares, are set out below.

This summary is not intended to be exhaustive and is qualified by the fuller terms of the Constitution. Please be aware that the following summary does not constitute a definitive statement of the rights and liabilities of Shareholders.

### (a) Voting at a general meeting

Each Shareholder is entitled to receive notice of and be present to vote and speak at general meetings of the Company.

At a general meeting, each Shareholder present (in person or by proxy, attorney or representative) has one vote on a show of hands. On a poll, each Shareholder present (in person or by proxy, attorney or representative) has one vote per Share. This is subject to any other rights or restrictions that may be attached to any Shares. If a Share is held jointly, only the vote of the Shareholder whose name appears first in the register of Shareholders will be counted.

The Company must give Shareholders at least 28 days' prior notice in writing of a general meeting.

Shareholders may requisition meetings in accordance with the Corporations Act.

### (b) Dividends

Subject to the Corporations Act, the Constitution and the terms of issue or rights of any shares with special rights to dividends, each holder of a Share will participate in all dividends declared after their issue. The Board may declare any interim or final dividend that, in its judgment, is justified by the financial position of the Group. The Board may rescind a decision to pay a dividend if it decides, before the payment date, that the Company's financial position no longer justifies the payment. Paying a dividend does not require confirmation at a general meeting.

### (c) Dividend reinvestment plan

The Board may, on terms that it decides, establish a share investment plan under which dividends, interest, or any other amount payable to Shareholders participating in the plan may be applied to subscribe for or to purchase securities in the Company.

### (d) Dividend selection plan

The Board may also, on terms that it decides, establish a dividend selection plan under which participants may elect to receive a dividend from the Company paid wholly or partly out of a particular source, or to forego a dividend from the Company in place of another form of distribution.

### (e) Rights on winding up

If the Company is wound up, subject to any special terms and conditions attached to any shares, any surplus must be divided among the Shareholders in the proportion that the amount paid up on the Shares bears to the total amount paid up on all Shares on issue. The liquidator may, with the sanction of a Special Resolution of Shareholders, divide among the Shareholders in kind all

or any part of the Company's property; and for that purpose, determine how it will carry out the division as between the Shareholders.

**(f) Transferring Shares**

Subject to the Constitution and any restrictions attached to a Share, the Shares are generally freely transferable subject to meeting certain formal requirements. The Company must refuse to register a transfer of Shares only in certain specified circumstances, such as when it is required to do so by the Applicable Law or by a law concerning stamp duty, or where the transfer would be contrary to the terms of an ASX-imposed restriction agreement or escrow agreement.

**(g) Future changes in capital**

Subject to Applicable Law, the Constitution and any rights and restrictions attached to a class of shares, the Company may, by resolution of the Board, issue shares or grant options to acquire shares, at any time, for any consideration and with such special rights, restrictions or conditions, as the Board thinks fit. The Constitution permits the issue of preference shares, if the rights of the holders of the preference shares are as set out in the Constitution or are approved in accordance with the Applicable Law.

Subject to the ASX Listing Rules, the issue of shares, options or other securities is not required to be ratified by Shareholders in general meeting.

The Company may consolidate and divide its share capital or reduce its share capital and buy back its Shares, in any manner provided by Applicable Law.

**(h) Variation of class rights**

At present, the Company has two classes of shares on issue in the capital of the Company, being (i) fully paid ordinary shares, being the class in which the Shares underlying the Bonus Options will be included, and (ii) partly paid ordinary shares. Subject to the Corporations Act and the terms of issue of shares in a particular class, the Company may vary or cancel the rights attached to shares in that class:

- by Special Resolution passed at a meeting of the holders of shares of that class; or
- with the written consent of the holders of at least 75% of the votes that may be cast in respect of shares in that class.

In either case, in accordance with the Corporations Act, the holders of not less than 10% of the votes in the class of shares, the rights of which have been varied or cancelled, may apply to a court of competent jurisdiction to exercise its discretion to set aside such a variation or cancellation.

**(i) Sale of non-marketable parcels**

Subject to the Applicable Law, the Company may sell the Shares of a Shareholder if the total number of Shares held by that Shareholder is less than a marketable parcel at the date specified in a written notice given by the Company to that Shareholder, and the Shareholder does not give notice to the Company within the timeframe specified in the notice from the Company (being the lesser of 6 weeks from the date of the Company giving that notice and any lesser period permitted pursuant to the Applicable Law) stating that some or all of those Shares are not to be sold.

**(j) Proportional takeover**

The Constitution contains provisions that require Shareholder approval to be obtained in relation to any proportional takeover bid made for the Company's Shares. These provisions will cease to apply on the day which is three years after their adoption, unless renewed in accordance with the Corporations Act.

(k) **Appointment and removal of directors**

The number of directors (not including alternate directors) of the Company is to be no less than three and not more than ten.

The Company may, from time to time, by Ordinary Resolution remove a director from office or appoint any additional directors. The Company must accept nominations from Shareholders for the election of directors in accordance with the Company's Constitution before the general meeting at which the candidates are to be elected (or, in the case of a meeting that Shareholders have requested the Board to call in accordance with the Corporations Act.

The Board may also appoint a director, either to fill a casual vacancy or as an addition to the existing directors. A director so appointed (excluding the managing director) will hold office only until the end of the next general meeting and will be eligible for re-election by Shareholders at that meeting.

Retirement will occur on a rotational basis so that a director (excluding the managing director) must retire from office by no later than either the third annual general meeting of the Company following, or three years after, that Director's last election or appointment, whichever is the later. If no director would otherwise be required to retire in the foregoing circumstances but the ASX Listing Rules require that an election of directors be held at an annual general meeting, the director to retire is the director who has held office for the longest period of time since his or her last election or if two or more directors have held office for the same period of time, the director determined by lot, unless those directors agree otherwise.

(l) **Variation of the Constitution**

The Constitution can only be amended by Special Resolution of Shareholders passed at a general meeting.

**5.3 Directors' benefits and interests**

(a) **Directors' fees**

The Directors are entitled to receive directors' fees for their services to the Company. In the two Financial Years ended prior to the date of this Prospectus, the Company has paid the following fees to the then Directors (including share-based payments):

| Director                                                        | Financial Year ended 31<br>December 2025 |                         | Financial Year ended 31<br>December 2024 |                         |
|-----------------------------------------------------------------|------------------------------------------|-------------------------|------------------------------------------|-------------------------|
|                                                                 | Cash payments                            | Share-based<br>payments | Cash payments                            | Share-based<br>payments |
| Mr Gavin Rutherford<br>(Non-Executive<br>Chairman) <sup>i</sup> | \$11,200                                 | Nil                     | N/A                                      | N/A                     |
| Mr Keith Ross (Non-<br>Executive Director) <sup>i</sup>         | \$6,720                                  | Nil                     | N/A                                      | N/A                     |
| Mr Raymond Muskett<br>(Non-Executive<br>Director) <sup>ii</sup> | \$6,720                                  | Nil                     | N/A                                      | N/A                     |
| Mr John Ribbons<br>(Non-Executive<br>Director) <sup>iii</sup>   | Nil                                      | Nil                     | N/A                                      | N/A                     |
| Mr Ross Landles<br>(Non-Executive<br>Director) <sup>iv</sup>    | \$80,000                                 | \$50,000                | \$301,364                                | Nil                     |
| Mr David Nolan<br>(Non-Executive<br>Director) <sup>v</sup>      | \$24,000                                 | Nil                     | \$138,735                                | \$23,089                |

|                                                        |            |     |          |     |
|--------------------------------------------------------|------------|-----|----------|-----|
| Mr Sam El-Rahim (Non-Executive Director) <sup>ii</sup> | (\$42,000) | Nil | \$45,000 | Nil |
|--------------------------------------------------------|------------|-----|----------|-----|

- i. Mr Gavin Rutherford and Mr Keith Ross were appointed directors of the Company on 6 May 2025.
- ii. Mr Raymond Muskett was appointed a director of the Company on 12 September 2025.
- iii. Mr John Ribbons was appointed a director of the Company on 26 August 2025 and resigned on 12 September 2025. Mr John Ribbons was not separately remunerated for his role as a director. Mr Ribbons is the Company's Chief Financial Officer and Company Secretary for which he is paid a monthly fee of \$6,000 plus GST.
- iv. Mr Ross Landles resigned as a director of the Company on 26 August 2025.
- v. Mr David Nolan and Mr Sam El-Rahim resigned as directors of the Company on 6 May 2025.

In respect of the Financial Year ending 31 December 2026, the Company has agreed to pay annual fees to the Directors of the Company as set out below:

| Director                                     | Agreed annual fee |
|----------------------------------------------|-------------------|
| Mr Gavin Rutherford (Non-Executive Chairman) | \$134,400         |
| Mr Keith Ross (Non-Executive Director)       | \$80,640          |
| Mr Raymond Muskett (Non-Executive Director)  | \$80,640          |

All directors' fees are inclusive of superannuation required by law to be made by the Company and exclusive of GST where applicable.

(b) **Interests in Shares**

As at the date of this Prospectus, the Directors of the Company hold the following Shares, either directly and/or through company and trust structures:

| Director                                     | Number of Shares | % of total issued capital |
|----------------------------------------------|------------------|---------------------------|
| Mr Gavin Rutherford (Non-Executive Chairman) | 6,705,482        | 8.75%                     |
| Mr Keith Ross (Non-Executive Director)       | 6,362,983        | 8.30%                     |
| Mr Raymond Muskett (Non-Executive Director)  | 7,552,233        | 9.85%                     |

Under the Constitution, directors of the Company are not required to hold any Shares or other securities in the Company in order to hold office in the Company.

(c) **Interests in Partly Paid Shares, Options, Performance Rights or other securities**

As at the date of this Prospectus, the Directors of the Company hold the following Partly Paid Shares, Options and/or Performance Rights, either directly and/or through company and trust structures:

| Director                                     | Number of Partly Paid Shares, Options and Performance Rights | % of total issued capital (fully diluted) |
|----------------------------------------------|--------------------------------------------------------------|-------------------------------------------|
| Mr Gavin Rutherford (Non-Executive Chairman) | 333,333                                                      | 0.36%                                     |

| Director                                    | Number of Partly Paid Shares, Options and Performance Rights | % of total issued capital (fully diluted) |
|---------------------------------------------|--------------------------------------------------------------|-------------------------------------------|
| Mr Keith Ross (Non-Executive Director)      | 333,333                                                      | 0.36%                                     |
| Mr Raymond Muskett (Non-Executive Director) | 416,667                                                      | 0.46%                                     |

#### 5.4 Interests of advisers

For the purpose of preparing this Prospectus and conducting the Offer, the Company engaged Addisons as Australian legal adviser, for the purpose of advising the Company in relation to legal issues arising in connection with the Offer under Australian law and the preparation of this Prospectus. The Company has paid, or agreed to pay, approximately \$6,000 (excluding disbursements and GST) to Addisons for these services for the period up to the date of this Prospectus. Further amounts may be paid to Addisons in accordance with its normal time-based rates.

The Company will pay these amounts, and other expenses of the Offer, out of the Company's existing cash reserves.

#### 5.5 No other interests and benefits

Sections 5.3 and 5.4 set out the nature and extent of the interests and fees received by certain persons involved in the Offer.

Other than as set out in Sections 5.3 and 5.4:

- no Director;
- no proposed director of the Company;
- no person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, nor any firm in which such person is a partner or employee; and
- no promoter of the Company,

holds at the date of this Prospectus, nor has held in the two years preceding that date, any interest in:

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

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given to any such person for services in connection with the formation or promotion of the Company or the Offer, or to any Director or proposed director of the Company to induce him to become, or qualify as, a director of the Company.

#### 5.6 Consents and liability statements

The Corporations Act requires the Company to obtain the consent of any person who has made a statement that is included in this Prospectus or whose statement forms the basis of certain content

in this Prospectus. For this and all other purposes, Addisons has given, and at the time of lodgement of this Prospectus has not withdrawn, its consent to be named in this Prospectus as Australian legal adviser to the Company in relation to the Offer in the form and context in which it has been named.

References are made in this Prospectus to entities that have certain dealings with the Company including counterparties to contractual arrangements referred to in this Prospectus. Please note that these parties have been referred to for information purposes only, and have neither authorised nor caused the issue of this Prospectus, nor had any involvement in the preparation of any part of this Prospectus.

## **5.7 Expenses of the Offer**

The total expenses of the Offer payable by the Company are estimated at approximately \$10,000 as at the date of this Prospectus, and will be paid out of the Company's cash reserves. These expenses include ASIC fees, ASX listing fees, preparation costs and other miscellaneous expenses.

## **5.8 No modifications of the Corporations Act or waivers from ASX Listing Rules**

Other than legislative instruments (formerly known as class orders) issued by ASIC which are of general application to the class of persons to which the instrument applies, the Company is not relying on any modifications or waivers of, or exemptions from, the Corporations Act or the ASX Listing Rules in connection with the issue of this Prospectus or the making of the Offer under this Prospectus.

## **5.9 Governing law**

This Prospectus is governed by the laws applicable in Western Australia and each Eligible Shareholder submits to the exclusive jurisdiction of the courts of Western Australia.

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## 6. Directors' Statement

This Prospectus is dated 16 June 2026 and is issued by Vita Resources NL. Its issue has been authorised by unanimous resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director of the Company has consented to the lodgement of this Prospectus with ASIC and, at the date of this Prospectus, has not withdrawn his consent.

A handwritten signature in black ink, appearing to read 'G. Rutherford', is positioned above the printed name and title.

Gavin Rutherford  
Non-Executive Chairman  
on behalf of the Board of Directors of Vita Resources NL

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## 7. Glossary

For the purposes of this Prospectus, the following terms have the meanings specified below:

|                                              |                                                                                                                                                                          |
|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>2025 Annual Report</b>                    | The Group's Annual Report for the Financial Year ended 31 December 2025 as lodged with ASX on 27 March 2026.                                                             |
| <b>AAS</b>                                   | Australian Accounting Standards and other authoritative pronouncements issued by the AASB and Urgent Issues Group interpretations.                                       |
| <b>AASB</b>                                  | Australian Accounting Standards Board, being an Australian government agency under the <i>Australian Securities and Investments Commission Act 2001</i> (Cth).           |
| <b>ASIC</b>                                  | Australian Securities and Investments Commission.                                                                                                                        |
| <b>ASX</b>                                   | ASX Limited (ACN 008 624 691) or, where the context requires, the financial market it operates.                                                                          |
| <b>ASX Listing Rules</b>                     | The listing rules of ASX.                                                                                                                                                |
| <b>ASX Settlement Operating Rules</b>        | The operating rules of the settlement facility provided by ASX Settlement Pty Limited (ACN 008 504 532).                                                                 |
| <b>AWST</b>                                  | Australian Western Standard Time.                                                                                                                                        |
| <b>Board</b>                                 | The board of directors of the Company from time to time.                                                                                                                 |
| <b>Bonus Option</b>                          | An Option exercisable at \$0.056 on or before 5.00pm (AWST) on 29 June 2031, and otherwise on the terms set out in this Prospectus.                                      |
| <b>Business Day</b>                          | Has the meaning given in the ASX Listing Rules.                                                                                                                          |
| <b>Company</b>                               | Vita Resources NL (ACN 147 948 883).                                                                                                                                     |
| <b>Company Secretary</b>                     | The company secretary of the Company as at the lodgement of this Prospectus, being John Ribbons.                                                                         |
| <b>Completion or Completion of the Offer</b> | The completion of the Offer, upon which Bonus Options will be granted to Eligible Shareholders in accordance with the terms as set out in this Prospectus.               |
| <b>Constitution</b>                          | The constitution of the Company.                                                                                                                                         |
| <b>Corporations Act</b>                      | <i>Corporations Act 2001</i> (Cth).                                                                                                                                      |
| <b>Director</b>                              | A director of the Company as at the lodgement of this Prospectus, being each of Mr Gavin Rutherford, Mr Keith Ross and Mr Raymond Muskett.                               |
| <b>Eligible Shareholder</b>                  | A Shareholder at the Record Date other than an Ineligible Shareholder.                                                                                                   |
| <b>Entitlement</b>                           | An Eligible Shareholder's right to receive Bonus Options under the Offer in accordance with the terms and conditions of this Prospectus.                                 |
| <b>FY or Financial Year</b>                  | Financial year ended 31 December of any year (e.g. FY25 or Financial Year 2025 means the financial year ended 31 December 2025).                                         |
| <b>Group</b>                                 | The Company and each other entity required by the AAS to be included in its consolidated financial statements.                                                           |
| <b>Ineligible Shareholder</b>                | A Shareholder as at the Record Date whose registered address in the Register is not located in Australia or New Zealand.                                                 |
| <b>Offer</b>                                 | The offer for a pro-rata non-renounceable entitlement issue of one (1) Bonus Option for every fifteen (15) Shares held by Eligible Shareholders at the Record Date.      |
| <b>Official Quotation</b>                    | Quotation by ASX on the official list of ASX.                                                                                                                            |
| <b>Option</b>                                | An option to acquire a Share.                                                                                                                                            |
| <b>Ordinary Resolution</b>                   | A resolution passed by a simple majority of the votes cast by Shareholders or the holders of shares of a particular class (as applicable) that are present (in person or |

|                              |                                                                                                                                                                                                                                                                |
|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                              | by proxy, attorney or representative) and entitled to vote on that resolution.                                                                                                                                                                                 |
| <b>Partly Paid Shares</b>    | Shares paid to \$0.001 and subject to calls totalling \$0.039, with no calls being made before 12 September 2030.                                                                                                                                              |
| <b>Performance Right</b>     | A right to acquire a Share, subject to the satisfaction of certain performance milestones.                                                                                                                                                                     |
| <b>Performance Share</b>     | A share in the Company that will convert into a Share if and when one or more nominated performance milestones are satisfied.                                                                                                                                  |
| <b>Prospectus</b>            | This document (including the electronic form of this Prospectus), and any supplementary or replacement prospectus lodged with ASIC in relation to this document.                                                                                               |
| <b>Record Date</b>           | 5.00pm, 22 June 2026.                                                                                                                                                                                                                                          |
| <b>Register</b>              | The register of members of the Company maintained by or on behalf of the Company for the purposes of section 169 of the Corporations Act.                                                                                                                      |
| <b>Relevant Interest</b>     | Has the meaning given in sections 608 and 609 of the Corporations Act.                                                                                                                                                                                         |
| <b>Section</b>               | A section of this Prospectus.                                                                                                                                                                                                                                  |
| <b>Shares</b>                | Fully paid ordinary shares in the issued capital of the Company.                                                                                                                                                                                               |
| <b>Shareholder</b>           | A person recorded on the Register as being the holder of one or more Shares.                                                                                                                                                                                   |
| <b>Share Registry</b>        | Boardroom Pty Limited of Level 8, 210 George St, Sydney NSW 2000, Australia.                                                                                                                                                                                   |
| <b>Special Resolution</b>    | A resolution passed by at least 75% (by number) of the votes cast by Shareholders or the holders of shares of a particular class (as applicable) that are present (in person or by proxy, attorney or representative) and entitled to vote on that resolution. |
| <b>U.S. or United States</b> | United States of America.                                                                                                                                                                                                                                      |
| <b>U.S. Securities Act</b>   | U.S. Securities Act of 1933, as amended.                                                                                                                                                                                                                       |
| <b>Voting Power</b>          | Has the meaning given in section 610 of the Corporations Act.                                                                                                                                                                                                  |

## Corporate Directory

### Directors

Mr Gavin Rutherford (Non-Executive Chairman)  
Mr Keith Ross (Non-Executive Director)  
Mr Raymond Muskett (Non-Executive Director)

### Company Secretary

Mr John Ribbons

### Registered office

352B Cambridge Street  
Wembley, WA 6014  
Australia

### Company website

<https://vitaresources.au/>

### Share registry\*

Boardroom Pty Limited  
Level 8, 210 George St  
Sydney NSW 2000  
Australia

### Australian legal adviser

Addisons  
Level 10, 2 Park Street  
Sydney NSW Australia 2000

\* These parties are named for informational purposes only and were not involved in the preparation of this Prospectus.