INTERNATIONAL GRAPHITE LIMITED
ACN 624 579 326

OPTION PROSPECTUS

For an offer of up to 1,000 New Options at an issue price of $0.001 per New Option to raise up to $1.00 (before expenses) (**Offer**).

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

IMPORTANT NOTICE

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

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

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IMPORTANT NOTICE

This Prospectus is dated 26 August 2026 and was lodged with ASIC on that date. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Prospectus.

This Prospectus expires 13 months from the date it was lodged with ASIC. No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. An application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the New Options the subject of this Prospectus.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

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

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

A copy of this Prospectus can be downloaded from the Company's website at www.internationalgraphite.com.au.

The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. A hard copy of this Prospectus may be obtained by contacting the Company.

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

Overseas Applicants

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

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

Risk Factors

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

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

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

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

Target Market Determination

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

By making an application for New Options under this Prospectus, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

CORPORATE DIRECTORY

Directors

Phillip Hearse
(Non-Executive Chairman)

Andrew Worland
(Managing Director and CEO)

David Pass
(Non-Executive Director)

Liam Farley
(Non-Executive Director)

Aidan Nania
(Executive Director)

Company Secretary

Robert Hodby

Registered Office

512 Hay Street
SUBIACO WA 6008

Telephone: +61 8 9380 9277
Email: info@internationalgraphite.com.au
Website: www.internationalgraphite.com.au

ASX Code
IG6

Solicitors

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

Auditors*

Armada Audit & Assurance Pty Ltd
18 Sangiorgio Court
OSBORNE PARK WA 6017

Share Registry*

Automic Group Pty Ltd
Level 5, 191 St Georges Terrace
PERTH WA 6000

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

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1. KEY OFFER INFORMATION

1.1 Timetable and Important Dates

EVENT	DATE
Lodgement of Prospectus with ASIC & ASX Opening Date of Offer	26 August 2026
Closing Date of Offer (5:00pm AWST)*	27 August 2026
Anticipated date of issue of New Options under Offer and lodgement of Appendix 2A	28 August 2026

*These dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act, the ASX Listing Rules and other applicable laws, to vary the dates, including by extending the Closing Date. As such the date the New Options are expected to commence trading on ASX may vary.

1.2 Background to the Offer

The Company has on issue a total of 62,500,000 unlisted Options, in a class that are exercisable at $0.08 and expiring on 19 August 2028, which were issued following Shareholder approval obtained at the Company's general meeting held on 3 August 2026 (**General Meeting**). The Company now intends to obtain quotation of these Options pursuant to this Prospectus.

The Company is precluded from issuing a 'cleansing notice' as these Options are not in a class of Securities that were quoted at all times in the past three (3) months. Accordingly, the primary purpose of this Prospectus is to obtain quotation of these Options and facilitate secondary trading of these Options (and Shares issued on exercise of these Options).

For further details regarding the Options, refer to the Company's ASX announcement dated 19 June 2026, notice of general meeting dated 1 July 2026, results of general meeting announcement dated 3 August 2026, and ASX announcement dated 21 August 2026.

1.3 The Offer

This Prospectus invites investors identified by Directors to apply for a total of up to 1,000 New Options at an issue price of $0.001 per New Option, to raise up to $1.00 (before expenses).

The Offer is only available to those who are personally invited to accept the Offer. Accordingly, Application Forms will only be provided by the Company to these parties. The full terms and conditions of the New Options are set out in Section 4.2.

Subject to the quotation requirements of the ASX Listing Rules, the New Options issued under this Prospectus will form a new class of listed security of the Company.

All Shares issued on exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus. Refer to Section 4.1 for further details regarding the rights and liabilities attaching to Shares.

1.4 Underwriting

The Offer is not underwritten.

1.5 Minimum Subscription

There is no minimum subscription under the Offer.

1.6 Opening and Closing Dates

The Offer will open for receipt of acceptances on 26 August 2026 (**Opening Date**).

The Offer will close at **5:00 pm (AWST) on 27 August 2026** (**Closing Date**), or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine.

1.7 How to accept the Offer

Applications for the New Options must only be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Completed Application Forms must be sent via email to the Company Secretary as follows info@internationalgraphite.com.au.

1.8 Lead Manager

There is no lead manager to the Offer.

1.9 ASX quotation

Application for Official Quotation of the New Options offered pursuant to this Prospectus will be made to ASX within seven (7) days after the date of this Prospectus. The New Options will only be admitted to Official Quotation if the quotation requirements under the ASX Listing Rules are satisfied.

The fact that ASX may grant official quotation to the New Options is not to be taken in any way as an indication of the merits of the Company or the New Options now offered under this Prospectus.

1.10 Issue of New Options

The New Options to be issued pursuant to the Offer will be issued in accordance with the timetable set out at the commencement of this Prospectus and otherwise in accordance with the ASX Listing Rules.

Holding statements for New Options issued under the Offer will be mailed in accordance with the timetable set out at the commencement of this Prospectus and otherwise in accordance with the ASX Listing Rules.

1.11 CHESS and Issuer Sponsorship

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

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

1.12 Risks

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

1.13 Overseas Applicants

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

1.14 Taxation

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

1.15 Privacy Disclosure

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

1.16 Enquiries

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

If you have any questions regarding the Offer, please contact the Company Secretary on +61 (08) 9380 9277 from 8.30am to 5.00pm AWST, Monday to Friday

2. RISK FACTORS

2.1 Introduction

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

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

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

2.2 Company specific

(a) **Reliance on the Alkeemia Joint Venture**

On 27 May 2026 the Company announced that it had entered into a binding joint venture and shareholders' agreement with Alkeemia S.p.A. in respect of a graphite processing hub to be developed at Alkeemia's facility at Porto Marghera, Italy (**Alkeemia JV**). The Alkeemia JV represents a material component of the Company's strategy.

The Company holds a 49% interest in the Alkeemia JV and Alkeemia holds the remaining 51%. Accordingly, the Company does not control the Alkeemia JV and is unable to unilaterally determine matters relating to its operation, funding or strategy.

The success of the Alkeemia JV depends on Alkeemia performing its obligations, including providing access to land, permitting, infrastructure, laboratories and an operational workforce. If Alkeemia fails to perform those obligations, becomes insolvent, disposes of its interest, or if a dispute arises between the participants or the agreement is terminated in accordance with its terms, the Company may be unable to realise the anticipated benefits of the Alkeemia JV and may lose all or part of the capital it has committed. There is no assurance that the Alkeemia JV will be developed as contemplated, or at all.

(b) **Final investment decision**

A final investment decision has not been made in respect of the Alkeemia JV. Technical and financial studies are being finalised in order to inform that decision and to support project financing. Those studies may not support the economic assumptions on which the Alkeemia JV is based, and the participants may determine not to proceed with the development, to proceed on terms materially different to those presently contemplated, or to defer the development. Any such outcome may have a material adverse effect on the Company's prospects and on the market price of the Company's Securities.

(c) **Construction, development and commissioning risk**

The Company is constructing the Collie Micronising Facility in Western Australia and subject to a final investment decision, proposes to participate in the construction of processing facilities at Porto Marghera. The construction and commissioning of processing facilities is subject to a range of risks, including cost overruns, delays in the delivery of long-lead items, availability and cost of labour, contractor performance or insolvency, industrial action, adverse weather, engineering and design changes, and difficulties encountered in commissioning and ramp-up.

There is no assurance that either facility will be completed within budget or on schedule, or that once commissioned it will operate at nameplate capacity, at forecast operating costs or to the product specifications required by customers.

(d) **Future Capital Requirements**

The Company may need additional capital to effectively implement its business plans and operations in the future, to meet any unanticipated liabilities or expenses which the Company may incur, and to take advantage of opportunities for acquisitions, joint ventures or other business opportunities.

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

(e) **Additional funding requirements**

The Company does not currently generate operating revenue and is reliant on capital markets and other funding sources to fund its activities. Under the Alkeemia JV, the Company is responsible for providing the capital required to deliver the first 10,000 tonnes per annum of production capacity. The Company has not yet secured that funding, and is pursuing project finance, European Union critical minerals funding programs and cornerstone investment.

There is no assurance that additional funding will be available to the Company when required, or that it will be available on terms acceptable to the Company. A failure to obtain funding when required may result in the Company being unable to meet its obligations under the Alkeemia JV (which may result in dilution or loss of its interest), the delay or curtailment of the Collie Micronising Facility, or the Company being unable to pursue its strategy. Any equity funding obtained may be dilutive to existing Shareholders.

(f) **Foreign operations**

The Alkeemia JV is located in Italy and will be conducted through a foreign entity governed by Italian and European Union law. The Company is therefore exposed to risks associated with operating outside Australia, including changes in law, taxation, permitting and environmental requirements, labour and industrial relations regimes, energy costs and availability, political and economic conditions in Europe, and the practical difficulty and cost of enforcing contractual and other rights in a foreign jurisdiction. The Company has limited operating experience in that jurisdiction.

(g) **Exchange rate risk**

The Company's functional currency is Australian dollars. A material proportion of the expenditure and any future revenue associated with the Alkeemia JV will be denominated in Euros, and graphite products are commonly priced in United States dollars. Adverse movements in exchange rates may materially affect the Australian dollar cost of the Company's capital commitments and the value of any future revenue, and the Company does not presently have a hedging program in place.

(h) **Feedstock supply and reliance on third parties**

The Company's processing operations require a reliable supply of graphite concentrate feedstock of appropriate specification. The Company does not currently produce its own feedstock and is reliant on third party suppliers, including under the arrangements with Wogen Pacific Limited announced on 25 June 2026. A failure by a counterparty to perform, the termination of those arrangements, or an inability to source feedstock of the required specification, quantity or price, may delay or prevent production, increase operating costs, or adversely affect the Company's financial performance.

(i) **Product qualification and sales**

The Company has not yet produced graphite products on a commercial scale. Customers for industrial graphite products and battery anode materials typically require product to be qualified against detailed specifications before entering into supply arrangements, and that process can be lengthy and may be unsuccessful. There is no assurance that the Company will produce product meeting customer specifications, that it will secure binding offtake or sales arrangements, or that any product produced will be sold at prices or in volumes sufficient to make the Company's operations profitable.

(j) **Reliance on key personnel**

The Company's operations depend substantially on a small number of senior executives and key technical personnel. The loss of one or more of those persons, or an inability to attract and retain suitably qualified personnel, may adversely affect the Company's ability to execute its strategy.

(k) **Environmental and approvals risk**

The Company's activities are subject to Australian and, in respect of the Alkeemia JV, European laws and regulations concerning the environment, and require approvals and permits from regulatory authorities. Obtaining approvals can be a time-consuming process and there is a risk that the Company will not obtain the approvals it requires on acceptable terms, in a timely manner or at all. Approvals once granted may be subject to conditions, may be varied or revoked, and may impose rehabilitation, waste management and emissions obligations. Any failure to comply with environmental laws or the conditions of an approval, even if inadvertent, could result in fines, penalties, remediation costs, or the suspension of the Company's activities.

(l) **Springdale Graphite Project**

The Company owns the Springdale Graphite Project in Western Australia. Mineral exploration and development is a high-risk undertaking, and there is no assurance that exploration will result in the definition of economically recoverable reserves or that the project will be developed. The Company's interests in the tenements comprising the project are subject to compliance with the conditions of grant, including minimum expenditure commitments and the payment of rents and rates, and a failure to comply may result in the tenements being subject to forfeiture. Native title claims and Aboriginal heritage matters exist in respect of the areas covered by the tenements and may affect the Company's ability to access those areas or to progress the project.

(m) **Operating risk**

The Company's operations may be affected by a range of operating factors, including plant and equipment failure, difficulties in commissioning and operating plant, industrial accidents, industrial disputes, interruption to power, water or other utilities, supply chain disruption, unanticipated metallurgical or technical problems and adverse weather conditions. Any of these may increase costs, reduce output or delay production, and may adversely affect the Company's financial performance and financial position.

(n) **Litigation risk**

In the ordinary course of business, the Company and its operations face the risk of litigation and disputes with third parties, including contractors, suppliers, customers, joint venture participants, employees and regulators. Any such dispute or claim, if proven, may have an adverse impact on the Company's operations, financial performance and financial position, and the cost of defending a claim may itself be material.

2.3 Industry risks

(a) Graphite price volatility and market concentration

The Company's future revenue will depend on the prices achievable for graphite products. Graphite prices are volatile and are affected by factors beyond the Company's control, including global supply and demand, industrial demand, the rate of adoption of electric vehicles and energy storage technologies, production costs in major producing regions, inventory levels and general macroeconomic conditions.

The global graphite market is presently dominated by producers in the People's Republic of China. Changes in production levels, pricing behaviour, export licensing or export controls in China may materially affect graphite prices and may adversely affect the viability of the Company's operations.

(b) Competition and technological change

The Company competes with other producers and developers of graphite and anode materials, many of which have greater financial and technical resources than the Company. In addition, the industrial materials and battery sectors are subject to rapid technological change, and the development of alternative anode chemistries or processing technologies may reduce demand for, or the value of, the products the Company proposes to produce.

(c) Government policy and trade measures

The Company's activities are affected by government policy in Australia, the European Union and other jurisdictions, including critical minerals policy, subsidies and funding programs, tariffs, export controls, foreign investment approvals, taxation and royalties, and environmental and climate-related regulation. Changes in policy, or the withdrawal or non-availability of government support programs on which the Company's plans are based, may adversely affect the Company's costs, competitive position and prospects.

(d) Insurance

The Company maintains insurance considered by the Directors to be appropriate for its activities. However, insurance against all risks associated with the construction and operation of processing facilities is not always available, and where available may not be obtainable on commercially acceptable terms. The occurrence of an event that is not insured, or is not fully insured, may result in the Company incurring significant costs which may have a material adverse effect on its financial position.

(e) Force majeure

The Company's projects and operations may be adversely affected by events outside the control of the Company, including labour unrest, civil disorder, war, acts of terrorism or sabotage, cyber incidents, fires, floods, explosions or other catastrophes, and epidemics or quarantine restrictions.

2.4 General risks

(a) Securities investment and market conditions

The market price of the Company's Securities may rise or fall and may be affected by factors unrelated to the operating performance of the Company, including general economic conditions, interest rates and inflation, movements in equity markets in Australia and overseas, investor sentiment towards the resources and critical minerals sectors, changes in government policy, and geopolitical events. There is no assurance that the market price of the New Options or the Shares will increase, or be maintained, following the Offer.

(b) **Liquidity and quotation**

Quotation of the New Options is subject to ASX granting Official Quotation, which is in ASX's absolute discretion and subject to satisfaction of the requirements of the ASX Listing Rules. If Official Quotation is not granted, the New Options will remain unquoted, and holders may have limited ability to dispose of them. Even if Official Quotation is granted, there may be a limited market for the Options and holders may be unable to sell at the time, or at the price, they wish.

(c) **Dilution**

The exercise of the New Options and other Options on issue, and the conversion of Performance Rights on issue, will result in the issue of additional Shares and the dilution of existing Shareholders. The Company may also issue further Securities to fund its activities, which may further dilute existing holders.

(d) **Taxation**

The acquisition and disposal of Securities will have taxation consequences which differ depending on the individual circumstances of each holder. Changes to taxation law, or to the interpretation or administration of taxation law, in Australia or overseas may adversely affect the Company or the returns to holders of Securities. Holders should obtain their own taxation advice.

(e) **Speculative investment**

The above list of risk factors is not exhaustive. The risk factors described above, and other risk factors not specifically referred to, may have a material adverse effect on the performance of the Company and the value of the Securities. Potential investors should consider that an investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Options.

3. PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of the Offer

The primary purposes of this Prospectus are to:

(a) obtain Quotation of the New Options;

(b) facilitate secondary trading of the New Options issued under the Offer; and

(c) facilitate secondary trading of any Shares issued upon exercise of the New Options issued under the Offer.

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

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). However, the Company is precluded from issuing a 'cleansing' notice in respect of the New Options as they are not in a class of securities that were quoted securities at all times in the last three (3) months.

Consequently, the Company has lodged this Prospectus in respect of the Offer, which shall satisfy section 708A(11) of the Corporations Act in respect of the New Options. The effect is that an offer for sale of the New Options, will not require disclosure to investors under section 707(3) of the Corporations Act.

3.2 Effect on control of the Company

The Offer will not have a material impact on the control (as defined by section 50AA of the Corporations Act) of the Company. No investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offer.

3.3 Financial effect of the Offer

Only nominal funds of $1.00 will be raised under the Offer. After paying the expenses of the Offer of approximately $31,206 (exclusive of GST), there will be no net proceeds from the Offer. The expenses of the Offer will be met from the Company's existing cash reserves. The effect of the Offer on the Company's financial position will be a net decrease in cash held of approximately $31,205 (exclusive of GST).

3.4 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Offer (assuming all New Options are issued, no other Securities are issued, and no other existing Securities are exercised or converted into Shares are exercised) is set out below.

SECURITY	NUMBER
Shares[1]	
Shares on issue as at the date of this Prospectus	315,474,748
Total Shares on issue on completion of the Offer	**315,474,748**
Options	
Options on issue as at the date of this Prospectus[2]	80,500,000
New Options to be issued under the Offer[3]	1,000
Total Options on issue on completion of the Offer	**80,501,000**
Performance Rights	
Performance Rights on issue as at date of this Prospectus	23,500,000
Total Performance Rights on issue on completion of the Offer	**23,500,000**

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 4.1.

2. Comprising:
   (a) 3,200,000 Options exercisable at $0.30 each and expiring 1 April 2027;
   (b) 4,800,000 Options exercisable at $0.40 each and expiring 1 April 2027;
   (c) 4,000,000 Options exercisable at $0.40 each and expiring 30 April 2027;
   (d) 6,000,000 Options exercisable at $0.12 each and expiring 1 May 2028; and
   (e) 62,500,000 Options exercisable at $0.08 and expiring on 19 August 2028.
3. The rights and liabilities attaching to the New Options are summarised in Section 4.2.

3.5 Details of substantial holders

Based on public information as at the date of this Prospectus and a review of the Company's share register, the persons who (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

SHAREHOLDER	SHARES	%
Phil Hearse[1]	21,965,701	6.96%

Notes:

1. Comprising:
   (a) 2,116,208 Shares held directly;
   (b) 14,670,962 Shares held indirectly by Juad Pty Ltd <Hayes Hearse Super Fund A/C>;
   (c) 1,636,363 Shares held indirectly by Juad Pty Ltd;
   (d) 1,460,000 Shares held indirectly by Battery Limited Pty Ltd; and
   (e) 2,082,168 Shares held by Mrs Robyn Mignon Hearse (the spouse of Mr Hearse).

The Offer will have no effect on the quantity of Shares held by these substantial shareholders as only New Options are being issued. The Company will notify ASX of any changes in interests of the substantial holders in accordance with its continuous disclosure obligations

4. RIGHTS ATTACHING TO SECURITIES

4.1 Rights and liabilities attaching to Shares

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

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

(a) **General meetings**

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

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

(b) **Voting rights**

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

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

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

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

(c) **Dividend rights**

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

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

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment whereby Shareholders may elect to reinvest cash dividends paid by the Company subscribing for Shares.

(d) **Winding-up**

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

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of constitution**

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

4.2 Rights and Liabilities Attaching to New Options

The terms and conditions of the New Options are as follows:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is $0.08 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on 19 August 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Exercise Notice**

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

(f) **Exercise Date**

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

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

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

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

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

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

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

(h) **Shares issued on exercise**

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

(i) **Reorganisation**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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.

(l) **Transferability**

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

(m) **Quotation of Options**

The Company will apply for Official Quotation of the Options in accordance with the Listing Rules and the Corporations Act, subject to satisfaction of the quotation requirements of the ASX Listing Rules. In the event that Official Quotation of the Options is not granted, the Options will remain unquoted.

5. ADDITIONAL INFORMATION

5.1 Company Update

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

5.2 Nature of this Prospectus

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

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

(a) the effect of the Offer on the Company; and

(b) the rights and liabilities attaching to the New Options offered pursuant to this Prospectus and the underlying securities.

The Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company.

5.3 Continuous Reporting and Disclosure Obligations

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

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

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

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

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

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

(a) it is subject to regular reporting and disclosure obligations;

(b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and

(c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

(i) the annual financial report of the Company for the financial year ended 30 June 2025;

(ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC; and

(iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC (see below).

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

(a) would reasonably require for the purpose of making an informed assessment of:

(i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

(ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and

(d) would reasonably expect to find in this Prospectus.

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

The following announcements have been lodged with ASX in respect of the Company since the Company lodged its annual financial report for the financial year ended 30 June 2025 on 29 September 2025.

DATE	TITLE
25 August 2026	High value graphite products drive earnings capability
21 August 2026	Change of Director's Interest Notice x4
21 August 2026	Notification Regarding unquoted Securities – IG6
21 August 2026	Notification Regarding unquoted Securities – IG6
21 August 2026	Placement Completion Notice
21 August 2026	Notification Regarding unquoted Securities – IG6
20 August 2026	Application for quotation of securities - IG6
20 August 2026	Cleansing Notice
5 August 2026	Change of Director's Interest Notice
3 August 2026	Results of Meeting
30 July 2026	Quarterly Activities/Appendix 5B Cash Flow Report
8 July 2026	Change of Address
1 July 2026	Notice of General Meeting/Proxy Form
1 July 2026	Proposed issue of securities - IG6
1 July 2026	New Board Appointment & Increased Placement
29 June 2026	Cleansing Notice
29 June 2026	Application for quotation of securities - IG6

DATE	TITLE
29 June 2026	Construction contract signed for Collie Micronising Facility
25 June 2026	Agreement to secure product sales & feedstock
19 June 2026	Proposed issue of securities - IG6
19 June 2026	Proposed issue of securities - IG6
19 June 2026	Successful Placement Accelerates Operations
17 June 2026	JV Technical & Financial Evaluation
17 June 2026	Trading Halt
28 May 2026	Collie earthworks & civil construction to commence
27 May 2026	Reinstatement to Quotation
27 May 2026	Binding JV to build European graphite processing hub
26 May 2026	Suspension from Quotation
22 May 2026	Trading Halt
30 April 2026	Quarterly Activities/Appendix 5B Cash Flow Report
13 April 2026	Alkeemia purification delivers top results
31 March 2026	Application for quotation of securities - IG6
31 March 2026	Cleansing Notice under section 708A
26 March 2026	IG6 - Alkeenia Europe JV announced
25 March 2026	Trading Halt
13 March 2026	Interim Financial Report
2 March 2026	PDAC 2026 Presentation
12 February 2026	Purification testwork exceeds target specifications
2 February 2026	Cleansing Notice under section 708A
2 February 2026	Application for quotation of securities - IG6
30 January 2026	Quarterly Activities/Appendix 5B Cash Flow Report
13 January 2026	Initial Director's Interest Notice
13 January 2026	Board appointment - graphite industry leader
18 December 2025	Development Approval Received for Collie Facility
16 December 2025	Graphite Purification Tolling Services
10 December 2025	Expandable Graphite Facility techno-economic evaluation
27 November 2025	Land purchased for Collie plant development
17 November 2025	121 London Investor Presentation
13 November 2025	Results of Meeting
31 October 2025	Quarterly Activities/Appendix 5B Cash Flow Report
30 October 2025	Cleansing Notice under section 708A
30 October 2025	Application for quotation of securities - IG6
23 October 2025	Collie land acquisition & approvals move ahead

DATE	TITLE
22 October 2025	IMARC Presentation
16 October 2025	Expandable Graphite Project Update
14 October 2025	Notice of Annual General Meeting/Proxy Form
13 October 2025	Corporate Governance Statement & Appendix 4G
13 October 2025	Annual Report to shareholders
9 October 2025	Notice of Date of AGM and Director Nominations
2 October 2025	Cleansing Notice under section 708A
2 October 2025	Application for quotation of securities - IG6
1 October 2025	Proposed issue of securities - IG6
1 October 2025	Institutional Investment
29 September 2025	Full Year Statutory Accounts

5.4 Market Price of Shares

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

	PRICE	DATE
Highest	$0.064	27 May 2026
Lowest	$0.035	12 August 2026
Last closing price	$0.044	25 August 2026

5.5 Litigation

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

5.6 Directors' Interests

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

(a) the formation or promotion of the Company;

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

(c) the Offer,

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

(d) to induce him to become, or to qualify him as, a Director; or

(e) for services rendered by him in connection with the formation or promotion of the Company or the Offer.

Remuneration

The remuneration paid to the Directors for the financial year prior to the date of this Prospectus and proposed to be paid to the Directors for the current financial year (on an annualised basis), is set out below.

DIRECTOR	FY 2026	FY 2027
Mr Phillip Hearse[1,2]	$120,000	$120,000
Mr Andrew Worland[3,4]	$360,000	$360,000
Mr David Pass[5,6]	$60,000	$60,000
Mr Liam Farley[7,8]	$-	$60,000
Mr Aidan Nania[9,10]	$125,000	$364,500

Notes:

1. Mr Hearse's FY 2026 remuneration comprises directors' fees of $120,000. No superannuation contributions, bonuses or equity-based remuneration were paid to Mr Hearse in FY 2026.
2. The FY 2027 figure comprises Chairman's fees of $120,000 per annum (exclusive of GST).
3. Mr Worland's FY 2026 remuneration comprises salary of $360,000, other short-term employment benefits of $nil, superannuation contributions paid at the statutory rate on salary and equity-settled share-based payments in respect of performance rights of $nil.
4. The FY 2027 figure comprises the cash salary of $360,000 per annum (exclusive of superannuation).
5. Mr Pass's FY 2026 remuneration comprises directors' fees of $60,000 and equity-settled share-based payments in respect of performance rights of $nil.
6. The FY 2027 figure comprises directors' fees of $60,000 per annum.
7. Mr Farley was appointed a director on 1 July 2026.
8. The FY 2027 figure comprises directors' fees of $60,000.
9. The FY 2026 figure comprises directors' fees of $125,000.
10. Mr Nania's FY 2027 remuneration comprises directors' fees of $270,000 and equity-settled share-based payments in respect of performance rights of $94,500.

Securities

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

DIRECTOR	SHARES	OPTIONS	PERFORMANCE RIGHTS
Mr Phillip Hearse[1]	21,590,701	2,400,000	Nil
Mr Andrew Worland[2]	3,310,000	2,125,000	5,000,000
Mr David Pass[3]	3,245,000	1,200,000	4,800,000
Mr Liam Farley[4]	9,000,000	4,500,000	Nil
Mr Aidan Nania[5]	750,000	250,000	4,500,000

Notes:

1. Comprising:
   (a) 2,116,208 Shares and 2,400,000 Options held directly;
   (b) 14,670,962 Shares held indirectly by Juad Pty Ltd <Hayes Hearse Super Fund A/C>;
   (c) 1,636,363 Shares held indirectly by Juad Pty Ltd;
   (d) 1,460,000 Shares held indirectly by Battery Limited Pty Ltd; and
   (e) 2,082,168 Shares held by Mrs Robyn Mignon Hearse (the spouse of Mr Hearse).
2. Comprising:
   (a) 280,000 Shares held directly; and
   (b) 3,030,000 Shares, 2,000,000 Options and 5,000,000 Performance Rights held indirectly by Badlands Super Pty Ltd <Thunder Road Super Fund A/C>.
3. Comprising:
   (a) 3,120,000 Shares, 1,200,000 Options, and 4,800,000 Performance Rights held directly; and
   (b) 125,000 Shares held by Maria Theresa Pass (the spouse of David Pass).

4. 9,000,000 Shares held indirectly by Xcelsior Capital Management Limited an entity of which Mr Liam Farley is a director and shareholder.
5. Comprising:
   (a) 750,000 Shares and 250,000 Options held indirectly by Castle Invest Pty Ltd <Vila Holdings A/C>; and
   (b) 4,500,000 Performance Rights held directly.

5.7 Related Party Transactions

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

5.8 Interests and Consents of Advisers

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

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

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

(c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any underwriter, promoter or any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Pursuant to section 716 of the Corporations Act, Steinepreis Paganin has given and has not withdrawn its consent to being named as Solicitors to the Company in the form and context in which it is named. Steinepreis Paganin has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin approximately $10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has received fees of approximately $73,485.50 (excluding GST and disbursements) in respect of general legal services provided to the Company.

5.9 Estimated Expenses of the Offer

In the event the Offer is fully subscribed, the estimated expenses of the Offer (excluding GST) are as follows:

ITEM	AMOUNT ($)
ASIC fees	$3,206
ASX fees	$13,000
Legal fees	$10,000
Miscellaneous	$5,000
Total	**$31,206**

5.10 Electronic Prospectus

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

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

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

6. DIRECTORS' CONSENT

This Prospectus is dated 26 August 2026 and is issued by International Graphite Limited (ACN 624 579 326).

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

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

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

7. DEFINITIONS

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

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

Alkeemia JV means the joint venture between the Company and Alkeemia S.p.A. in respect of the graphite processing hub to be developed at Porto Marghera, Italy, as described in Section 2.2.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) operating as the Australian Securities Exchange.

AWST means Australian Western Standard Time, being Perth, Western Australia.

Business Day means any day which is defined to be a Business Day pursuant to Listing Rule 19.12 of the Listing Rules.

CHESS means Clearing House Electronic Sub-register System of ASX Settlement Pty Ltd (ACN 008 504 532).

Closing Date has the meaning given to it in Section 1.6.

Company means International Graphite Limited (ACN 624 579 326).

Constitution means the Company's Constitution as at the date of this Prospectus.

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

Cth means the Commonwealth of Australia.

Directors means directors of the Company.

Dollars or **$** means dollars in Australian currency.

GST means goods and service tax levied in Australia pursuant to *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

General Meeting means the general meeting of Shareholders held on 3 August 2026.

Listing Rules means the Listing Rules of the ASX.

New Options means the Options offered pursuant to the Offer, on the terms and conditions set out in Section 4.2.

Offer means the offer of New Options pursuant to this Prospectus.

Official List means the official list of ASX.

Opening Date has the meaning given to it in Section 1.6.

Option means an option to acquire a Share.

Performance Rights means a performance right issued by the Company which, subject to satisfaction of the applicable vesting conditions, converts into one Share.

Placement means the placement of Shares and New Options announced by the Company on 19 June 2026 and increased as announced on 1 July 2026.

Prospectus means this prospectus dated 26 August 2026.

Quotation and **Official Quotation** means official quotation on ASX.

Section means a section of this Prospectus.

Securities means Shares and/or Options and/or Performance Rights.

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

Shareholder means the holder of a Share as recorded in the register of the Company.

Share Registry means Automic Group Pty Ltd.