

**Bowen Coking Coal Limited**  
**ACN 064 874 620**

## Prospectus

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For a pro rata renounceable entitlement offer of 2.66 New Shares for every 1 Share held by Eligible Shareholders at an issue price of \$0.009 per New Share to raise up to approximately \$70 million before costs with 1 free attaching New Option for every 2 New Shares subscribed for under the Entitlement Offer.

This Prospectus is also being issued for the Shortfall Offer, the Placements the Warrant Conversion Issue and the Debt Conversion Placement to remove any trading restrictions on the sale of New Shares issued by the Company in respect of those issuances.

Grant Samuel is the financial adviser to the Offer. Shaw and Partners Limited (ABN 24 003 221 583) and Morgans Corporate Limited (ACN 010 539 607) are the joint lead managers to the Offer.

### **IMPORTANT NOTICE**

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. Accordingly, this Prospectus does not provide the same level of disclosure that would be included for an initial public offering of securities.

This Prospectus and the accompanying Application Form contain important information and should be read in their entirety. If you have any questions about the Offers or this Prospectus, please consult your broker, accountant or other professional adviser.

An investment in the New Securities offered by this Prospectus should be considered highly speculative in nature. Refer to Section 5 of this Prospectus for a summary of the key risks associated with an investment in the Company.

**This Prospectus is not for release or distribution, directly or indirectly, in whole or in part in the United States.**

# Important Notices

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## General

This Prospectus is issued by Bowen Coking Coal Limited (ACN 064 874 620) (the **Company**). This Prospectus contains the following Offers:

- a partially underwritten pro rata renounceable entitlement offer of 2.66 New Shares for every 1 Share held by Eligible Shareholders at an issue price of \$0.009 per New Share to raise up to approximately \$70 million before costs, with 1 free attaching new option for every 2 New Shares subscribed for (**Entitlement Offer**);
- an offer of any Shortfall to the Entitlement Offer as described in Section 2.2 (**Shortfall Offer**),

(together, the **Offers**).

No New Securities will be issued under the Offers until the \$60 million Minimum Subscription is reached.

In addition to the Offers, to the extent a Committed Investor is not required to subscribe for New Shares to the value of the full amount that it has agreed sub-underwrite (where the full amount it has agreed to sub-underwrite the Offers for less the amount it does sub-underwrite the Offers for is the **Remaining Amount**), it will be offered the opportunity by the Company to subscribe for New Shares in the amount of the Remaining Amount, at \$0.009 per New Share (the same issue price as under the Entitlement Offer), subject to any required approvals as described in Section 2.3 (**Placements**).

Further, this Prospectus also applies to the issue of New Shares under the Warrant Conversion Issue and the Debt Conversion Placement.

A secondary purpose of this Prospectus is to meet the requirements of section 708A(11) of the *Corporations Act 2001* (Cth) (**Corporations Act**) so that any trading restrictions on New Shares issued pursuant to the Placements the Warrant Conversion Issue and Debt Conversion Placement are removed.

See Section 2 for further information on the Offers.

## Lodgement

This Prospectus is dated 7 October 2024 (**Prospectus Date**) and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date.

The Company will apply for quotation of the New Shares on the Australian Securities Exchange (**ASX**). The Company does not intend to apply for quotation on the ASX of the New Options.

None of ASIC, ASX or any of their respective officers takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

The Company, the Share Registry and the JLM Parties disclaim all liability, whether in negligence or otherwise, to persons who trade the New Shares before receiving their holding statements.

## Expiry Date

This Prospectus expires on the date that is 13 months after the Prospectus Date (**Expiry Date**). No New Shares or New Options will be issued on the basis of this Prospectus after the Expiry Date.

## Transaction specific prospectus

This Prospectus is a 'transaction specific' prospectus to which the special content rules under section 713 of the Corporations Act apply. This allows the issue of a concise prospectus in relation to an offer of continuously quoted securities (as defined in the Corporations Act). 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 does not include all of the information that would be included for an initial public offering of securities.

ASX maintains a database of publicly available information issued by the Company as a disclosing entity, which is available at [www.asx.com.au](http://www.asx.com.au).

## Notes to Applicants

The information provided in this Prospectus is not financial product advice and the Offers contained in this Prospectus do not consider the investment objectives, financial position and particular needs of individual investors.

It is important that you read this Prospectus carefully and in full before deciding to apply for New Securities. In particular, you should consider the risk factors that could affect the financial performance of the Company in light of your personal circumstances and seek professional advice from your broker, accountant, tax adviser, legal adviser or other professional adviser before deciding to invest in New Shares.

No person (whether named in this Prospectus or otherwise) warrants or guarantees the performance of the Company, the repayment of capital by the Company or any return on investment in the New Securities issued under this Prospectus.

No person is authorised to provide any information or to make any representation or warranty (express or implied) in connection with the Offers that is not contained in this Prospectus. Any information or representation or warranty (express or implied) not so contained may not be relied on as having been authorised by the Company or any other person in connection with the Offers.

### **Risk factors**

Potential investors should be aware that subscribing for New Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 5. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of New Securities in the future.

### **Exposure period**

No exposure period applies to this Prospectus by operation of *ASIC Corporations (Exposure Period) Instrument 2016/74*.

### **No cooling-off rights**

Cooling-off rights do not apply to an investment in New Securities issued under this Prospectus. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

### **Statements of past performance**

This Prospectus may include information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

### **Forward-looking statements**

This Prospectus may contain forward-looking statements which may be identified by words such as "may", "could", "believes", "estimates", "aims", "expects", "intends" and other similar words that involve risks and uncertainties. These forward-looking statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, at the Prospectus Date, are expected to take place. The Company and the JLM Parties do not undertake to, and do not intend to, update or revise any forward-looking statements or publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by applicable law.

Any forward-looking statements are subject to various risks that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. Forward-looking statements should be read in conjunction with, and are qualified by reference to, the risk factors set out in Section 5 and other information in this Prospectus. Such forward-looking statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company. The Company and the JLM Parties cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The pro-forma financial information provided in this Prospectus is for illustrative purposes only and is not represented as being indicative of the Company's view on its future financial condition and/or performance.

The JLM Parties make no recommendation as to whether you or your related parties should participate in the Offer, nor do they make any representation or warranty (express or implied) to you concerning the Offer or an investment in the Company.

### **Mineral Resources and Ore Reserve estimates, production targets and forecast financial information derived from production targets**

The information in this Prospectus that relates to Mineral Resource estimates, Ore Reserve estimates, production targets and forecast financial information derived from production targets is extracted from the Company's ASX announcement dated 18 September 2024 titled "Coal Resources and Reserves update" (**Market Announcement**), which is available at <https://wcsecure.weblink.com.au/pdf/BCB/02853981.pdf> and in which Mr Troy Turner and Mr Sunil Kumar were the Competent Persons in respect of the Mineral Resource and Ore Reserve estimates respectively.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the Market Announcement, and that all material assumptions and technical parameters underpinning the Mineral Resource and Ore Reserve estimates in the Market Announcement continue to apply and have not materially changed.

It is a requirement of the ASX Listing Rules that the reporting of Ore Reserve and Mineral Resource estimates in Australia comply with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition) prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (**JORC Code**). Investors outside Australia should note that while Ore Reserve and Mineral Resource estimates of the Company in this Prospectus comply with the JORC Code, they may not comply with the relevant guidelines in other countries. In particular, information contained in this Prospectus describing mineral deposits may not be comparable to similar information made public by companies subject to the reporting and disclosure requirements under Canadian or US securities laws. You should not assume that quantities reported as "resources" will be converted to reserves under the JORC Code or any other reporting regime or that the Company will be able to legally and economically extract them.

### **No offering where it would be illegal**

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to

register or qualify Entitlements, the New Securities or the Offers, or to otherwise permit a public offering of New Securities, in any jurisdiction outside Australia. The distribution of this Prospectus outside Australia (including electronically) may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. **THIS PROSPECTUS MAY NOT BE RELEASED OR DISTRIBUTED IN THE UNITED STATES.**

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. See Section 2.13 for further details on the selling restrictions that apply to the Offers in jurisdictions outside Australia.

#### **Target market determination**

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of the New Options under this Prospectus. The Company will only make the Offers available to those investors who fall within the target market determination (TMD) as set out on the Company's website <https://www.bowencokingcoal.com.au/>.

By making an Application 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.

#### **Obtaining a copy of this Prospectus and Application Form**

This Prospectus is available electronically on the offer website at <https://events.miraqle.com/bcb-offer> (Offer Website) from the Opening Date. The Entitlement and Acceptance Form accompanying the electronic version of this Prospectus must only be used within Australia and New Zealand. This Prospectus is not available to persons in jurisdictions outside Australia in which it may not be lawful to make such an invitation or offer. An Application Form cannot be downloaded without also downloading an electronic version of this Prospectus. An electronic version of this Prospectus should be downloaded and read in its entirety.

Paper copies of this Prospectus and the Entitlement and Acceptance Form can be obtained free of charge during the Entitlement Offer Period by calling the Share Registry during the Offer Period on 1800 881 047 (within Australia) or +61 1800 881 047 (outside Australia).

Applications for New Securities offered under this Prospectus can only be submitted on the applicable Application Form attached to or accompanying this Prospectus.

Applications for the Entitlement Offer can only be submitted by Eligible Shareholders.

Applications for the Shortfall Offer can only be submitted by invitation from the Company.

The Corporations Act prohibits any person from passing an Application Form on to another person unless it is attached to a paper copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

Refer to Section 2.5 for further information.

#### **Defined terms and time**

Defined terms and abbreviations used in this Prospectus have the meanings given to them in the Glossary in Section 7 or as provided in the context in which they appear.

Unless otherwise stated or implied, references to times in this Prospectus are to Australian Eastern Daylight Time (AEDT).

#### **Currency**

References to "\$", "A\$" or "AUD" in this Prospectus are to the lawful currency of Australia, unless otherwise stated.

#### **Privacy**

If you complete an Application Form for New Securities, you will be providing personal information to the Company and the Share Registry. The Company and the Share Registry collect, hold and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required in the application for New Shares, the Company may not be able to accept or process your application.

### **Company website**

Any references to documents included on the Company's website at <https://www.bowencokingcoal.com.au/> are for convenience only, and none of the documents or other information available on the Company's website is incorporated into this Prospectus by reference.

### **Disclaimer**

Except as required by law, and only to the extent so required, none of the Company, the Directors, the Company's management, the Joint Lead Managers and their respective affiliates and related bodies corporate (as defined in the Corporations Act) and each of their respective directors, employees, officers, partners, advisors, agents or representatives (together, the JLM Parties or any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

Shaw and Partners Limited and Morgans Corporate Limited are acting as joint lead managers to the Offer in accordance with the terms of the Underwriting Agreement. The JLM Parties have not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Prospectus and there is no statement in this Prospectus which is based on any statement made by the JLM Parties. To the maximum extent permitted by law, the JLM Parties expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for, any part of this Prospectus other than references to the names of the Joint Lead Managers and make no representation or warranty (express or implied) as to the currency, accuracy, reliability or completeness of this Prospectus.

Determination and eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal and regulatory requirements and the discretion of the Company. To the maximum extent permitted by law, and only to that extent, you acknowledge and agree that the JLM Parties expressly disclaim any duty or liability (including for negligence) in respect of the exercise of that discretion.

The JLM Parties may have interests in the securities of the Company. Further, the JLM Parties may act as market maker or buy or sell those securities or associated derivatives as principal or agent. In accordance with the terms of the Underwriting Agreement, the Joint Lead Managers may receive fees for acting as joint lead managers of the Offer. Refer to Section 6.5 for further details of the Underwriting Agreement.

You expressly disclaim that you are in a fiduciary relation with any of the JLM Parties.

### **Trading Entitlements**

The Company and the Joint Lead Managers have no responsibility for, and disclaim all responsibility and liability (to the maximum extent permitted by law) to, persons who trade Entitlements before they receive their Entitlement and Acceptance

Form, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry or otherwise, or who otherwise trade or purport to trade Entitlements in error or which they do not hold or are not entitled to.

The Company and the JLM Parties have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry, or failure to maintain their updated details on the Company share register or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

### **Enquiries**

If you have any questions, please call the offer information line on 1800 881 047 (within Australia) or +61 1800 881 047 (outside Australia) at any time between 9.00am and 5.00pm (AEDT), Monday to Friday, until the Closing Date. Alternatively, please contact your broker, accountant or other professional adviser.

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

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## Timetable

Event	Date
Announcement of the Offer Lodgement of Prospectus with ASIC and ASX	Monday, 7 October 2024
"Ex" date, rights are quoted on a deferred settlement basis from market open	Wednesday, 9 October 2024
Record Date to identify security holders entitled to participate in the Offer	Thursday, 10 October 2024
Offer Documents and Entitlement and Acceptance Forms sent to security holders	Tuesday, 15 October 2024
Rights trading ends at close of trading	Thursday, 17 October
If agreed by ASX, securities quoted on a deferred settlement basis from market open	Friday, 18 October
Offer closes 5pm (AEDT)	Thursday, 24 October 2024
Shortfall notification date	Friday, 25 October 2024
Shortfall Bookbuild date	Monday, 28 October 2024
Announcement of results of issue	Tuesday, 29 October 2024
Settlement date	Wednesday, 30 October 2024
Last day for entity to issue the securities taken up in the pro rata issue and apply for quotation of the securities	Thursday, 31 October 2024

### Notes:

- 1 This Timetable is indicative only and may change.
- 2 The Company, in consultation with the Joint Lead Managers, reserves the right, subject to the Corporations Act and the ASX Listing Rules, to vary these dates without prior notice, including to extend the Closing Date, or to accept late Applications, or to delay or withdraw the Offers (or any part of the Offers). If withdrawn, all Application Monies for New Shares which have not been issued will be refunded (without interest) within the time prescribed under the Corporations Act.
- 3 The issue of New Securities under the Placement is subject to Shareholder approval a general meeting to the extent necessary.



## Chair's Letter

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Dear Shareholder

On behalf of the Company's Board, it is my pleasure to extend this invitation to you to participate in a partially underwritten equity capital raising by way of a pro rata renounceable entitlement offer of 2.66 New Shares for every 1 Share you hold as at the Record Date at an issue price of \$0.009 per New Share (**Offer Price**) to raise up to approximately \$70 million before costs, with entitlements trading. Every 2 New Shares subscribed for will be accompanied by 1 free attaching New Option with an exercise price of \$0.009 and expiry date of 6 months from their date of issue.

No New Securities will be issued under the Offers until the \$60 million Minimum Subscription is reached (**Minimum Subscription**). The Company will also not proceed with the Offer in the event the MPC Lenton consent is not forthcoming, unless such requirement is waived by the Underwriters under the Underwriting Agreement.

### Company update

As announced to the ASX on 19 September 2024, in FY24 the Company achieved a number of significant milestones:

- Operations having performed strongly having achieved steady state production at Ellensfield South Pit, with record ROM coal mined in Q4 FY24 at the Burton Complex and 60% coking coal sales; and
- Improved strip ratio at the Burton Complex to 6.7:1 (BCM/t) (down from 15.1:1 (BCM/t) in Q1 FY24).

These milestones have been achieved in the face of major operational and cash flow challenges, including a decline in coal prices, wet weather impacts, poor contractor performance, rail and shipping delays and the imposition of onerous Queensland State royalty rates.

### Debt financing

Accordingly, the Company has pursued a range of potential debt and equity financing solutions and on 19 September 2024 announced that it had executed a Heads of Agreement with its senior and subordinated lenders, Taurus Mining Finance Fund No. 2, L. P. (**Taurus**) and New Hope Corporation Limited (**New Hope**), agreeing to enter into long form agreements to amend their respective loan facilities. The Heads of Agreement provides for a deferral of principal loan repayments and extension of tenor, and a material reduction in interest and royalty costs, in return for equity issuance and conditional on a minimum \$25 million equity raise and no insolvency event.

On 16 September 2024 the Board made the decision to halt the Company's Shares from trading on the ASX and on 18 September 2024 the Company sought for its Shares to be suspended from trading pending the outcome of the debt and equity financing solutions mentioned above.

### Equity financing

At the date of this Prospectus the Company is seeking firm commitments to raise up to approximately \$70 million before costs through a renounceable entitlement offer.

The Offer is underwritten by Shaw & Partners and Morgans to the value of \$40.5 million provided the Minimum Subscription is reached under the Offer and consent of MPC Lenton is obtained in relation to the in-house sales and marketing appointment discussed further below. The underwritten amount will be reduced to the extent that any allocation to the Committed Investors would result in a Regulatory Event.

The following sub-underwriting arrangements have been entered into and are each conditional on the Minimum Subscription being reached:

- 1 Square Resources Holdings Pty Ltd, or its nominee (**Square**), has agreed to sub-underwrite the Offer to the value of \$20 million in the Company, provided that additionally consent is received from MPC Lenton. This is in connection with the Company's agreement to appoint Square Marketing for a seven year period, to act as exclusive coal marketing and sales agent for the sale of coal produced from all existing and future mining areas owned or operated by the Company, other than the Bluff Mine and the Isaac River Project. Square's relevant interest could increase beyond 20% to a maximum of 23% if \$60 million is raised, except that to the extent its relevant interest would exceed 19.99%, it will only do so if permitted by the Corporations Act.

Square has also advanced a receivables finance loan to the Company in the amount of \$11 million. If any part of that loaned amount remains outstanding at the time of settlement of the Offer, that amount may be set-off against the cash amount owed by Square to subscribe for New Shares under its sub-underwriting agreement.

- 2 Taurus has agreed to sub-underwrite the Offer to the value of \$10 million and to the extent Taurus is required to sub-underwrite part of the shortfall, the cash to pay for the New Shares will be set-off against the obligation of the Company to pay cash as repayment of the Loan.
- 3 Crocodile Capital 1 Global Focus Fund, Crocodile Capital Offshore Fund and Crocodile Capital Partners GmbH have each entered into sub-underwriting commitments, which together comprise an aggregate value of \$10.5 million,

together, the Committed Investors.

The Committed Investors will receive a fee from the Underwriters based on their sub-underwriting commitment.

To the extent that there is a remaining amount to be raised at the end of the Offer, at the discretion of the board and in consultation with the Underwriters, Committed Investors' sub-underwriting obligations may be applied so that they each receive a proportionate allocation.

To the extent a Committed Investor is not required to subscribe for New Shares to the value of the full amount that it has agreed to sub-underwrite, it will be offered the opportunity by the Company to subscribe for New Shares in the amount of the remaining amount, at \$0.009 per New Share (the same issue price as under the Entitlement Offer), subject to any required approvals as described in Section 2.3.

The Directors who hold Shares in the Company currently intend to take up approximately \$130,000 of their Entitlements in the Offer and, may take up further Entitlements at their discretion.

The purpose of the Offers is to provide funding to:

- enable the Company to fund the Plumtree North Mine development costs;
- meet port prepayments and rail guarantee obligations;
- provide cash to the balance sheet (liquidity); and
- cover the costs of the Offers.

If the Offer completes, the Company will have cash of approximately \$58,252,470 (Minimum Subscription) and \$67,792,854 (full subscription) and secured debt of \$138,662,504 (AUD/USD conversion rate of 0.6932 spot rate as at 30 September 2024).

The Company's near-term objective following completion of the Offer is to continue with steady-state mining operations at the Ellensfield South Mine and to continue with the boxcut mine development activities at the Plumtree North Mine, which is planned to set the Company up for the next five years of sub 7:1 strip ratio open cut mining in accordance with the current mine plan.

However, if the Minimum Subscription is not reached under the Offer, the Offer will not be underwritten, Bowen will not proceed with the Entitlement Offer and no new shares or new options will be issued.

In those circumstances, given the company's funding requirements, there will be an urgent need for alternate sources of liquidity and capital spending constraints. Such measures may include:

- ceasing all mine development boxcut activities at the Plumtree North Mine and continue mining activities at Ellensfield South Mine only;
- selling down a portion of the Company's 90% interest in the Lenton Joint Venture;
- securing a strategic partnership;
- sale of additional assets in the portfolio;
- further State royalty deferrals;
- seeking bonding facilities to release existing cash backed rehabilitation bonds;
- further debt and equity capital initiatives; and
- sale of the assets or the business.

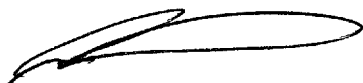
There is no assurance that the Company would be able to identify and obtain sufficient alternate sources of liquidity within the time required, in which case the company may not be able to continue as a going concern.

You should read the entirety of this Prospectus and the Company's past ASX announcements carefully before deciding whether to participate in the Offers. An investment in the Company is speculative in nature and subject to a range of risks, including those detailed in Section 5 of this Prospectus. You should satisfy yourself that you understand the risks involved before applying for New Shares pursuant to the Offers.

If you have any questions in respect of the Offer, please call the Company Offer Information Line on 1800 881 047 (within Australia) or +61 1800 881 047 (outside Australia) from 8:30am and 5:30pm (AEDT) Monday to Friday.

On behalf of the Board, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours faithfully



Nick Jorss  
Executive Chairman  
**Bowen Coking Coal Limited**

# 1 Investment Overview

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This Section 1 is not intended to provide full information for investors intending to apply for New Shares offered pursuant to this Prospectus. This Prospectus and all of its Sections should be read and considered in their entirety.

## 1.1 Overview of the Offers

Question	Response	Where to find more information
<b>What are the Offers?</b>	The Offers comprise: <ul style="list-style-type: none"><li>• the Entitlement Offer; and</li><li>• the Shortfall Offer.</li></ul>	Section 2.
<b>What is the Entitlement Offer?</b>	<p>The Entitlement Offer is the offer of 2.66 New Shares for every 1 Share held by Eligible Shareholders on the Record Date at an issue price of \$0.009 per New Share, with 1 free attaching New Option with an exercise price of \$0.009 and expiry date of 6 months from their date of issue for every 2 New Shares subscribed for.</p> <p>The Entitlement Offer seeks to issue up to approximately 7.8 billion New Shares and approximately 3.9 billion New Options and to raise up to approximately \$70 million (before costs and excluding funds raised from the exercise of New Options, if any).</p>	Section 2.1 and 2.3.
<b>What is the purpose of the Entitlement Offer?</b>	<p>The purpose of the Offer is to provide funding to:</p> <ul style="list-style-type: none"><li>• enable the Company to fund the Plumtree North mine development costs;</li><li>• meet port prepayments and rail guarantee obligations;</li><li>• provide cash to the balance sheet (liquidity); and</li><li>• cover the costs of the Offers.</li></ul>	Section 3.1.
<b>Is the Entitlement Offer underwritten?</b>	<p>The Entitlement Offer is partly sub-underwritten by the Joint Lead Managers.</p> <p>Shaw and Partners Limited and Morgans Corporate Limited are acting as joint lead managers to the Entitlement Offer.</p>	Section 6.5.

Question	Response	Where to find more information
	The Joint Lead Managers' engagement is subject to the terms and conditions of the Underwriting Agreement set out in Section 6.5.	
<b>Is there a Minimum Subscription threshold for the Offers?</b>	Yes. No New Securities will be issued under the Offers until the \$60 million Minimum Subscription is reached.	Section 2.1.
<b>Am I an Eligible Shareholder?</b>	<p>The Entitlement Offer is made to Eligible Shareholders only. Eligible Shareholders are those Shareholders who:</p> <ul style="list-style-type: none"> <li>• are entered on the Company's share register at 7.00pm (AEDT) on the Record Date;</li> <li>• have a registered address in Australia or New Zealand or are Institutional Investors in, China, European Union (excluding Austria), Hong Kong, Malaysia, Taiwan, Singapore, Switzerland, United Kingdom, or any other jurisdiction agreed by the Company (subject to the restrictions in Section 2.13 of this Prospectus);</li> <li>• are not in the United States (unless the Shareholder is an Eligible US Fund Manager); or</li> <li>• are an Institutional Investor.</li> </ul> <p>The Company reserves the right to determine whether a Shareholder is an Eligible Shareholder.</p>	Section 2.4.
<b>What are the alternatives for Eligible Shareholders under the Entitlement Offer?</b>	<p>An Eligible Shareholder may:</p> <ul style="list-style-type: none"> <li>• take up all or part of your Entitlement;</li> <li>• sell all or part of your Entitlement to persons meeting certain eligibility criteria: <ul style="list-style-type: none"> <li>• on ASX; or</li> <li>• by transferring it directly to another person;</li> </ul> </li> <li>• take up all of your Entitlement and apply for additional New Shares; or</li> <li>• do nothing and let your Entitlement be sold into the Shortfall Bookbuild.</li> </ul>	Section 2.5.

Question	Response	Where to find more information
<b>How do Eligible Shareholders apply for New Shares under the Entitlement Offer?</b>	<p>Applications for the Entitlement Offer may only be made by Eligible Shareholders during the Offer Period by following the payment instructions on an Entitlement and Acceptance Form attached to or accompanying this Prospectus. Eligible Shareholders can download a copy of this Prospectus and view their personalised Entitlement and Acceptance Form during the Offer Period through the Offer Website (<a href="https://events.miraqle.com/bcb-offer">https://events.miraqle.com/bcb-offer</a>).</p> <p>If you are an Eligible Shareholder and you wish to take up all or part of your Entitlement, you must pay the full Application Monies via BPAY@ so that they are received by no later than 5.00pm (AEDT) on the Closing Date for the Entitlement Offer.</p>	Section 2.5.
<b>Can Eligible Shareholders apply for New Shares in excess of their Entitlement?</b>	<p>Yes. Under the Top Up Facility, Eligible Shareholders (other than Directors and any other related parties of the Company unless prior Shareholder approval is obtained) who have applied for their full Entitlement may also apply for Additional Shares.</p> <p>However, there may be few or no Additional Shares available for issue depending on the level of take up of Entitlements by Eligible Shareholders. Applications for Additional Shares may be scaled back at the discretion of the Company. The Board will exercise its discretion in the interests of Shareholders, but will scale back applications, inter alia, to the extent required by applicable laws and policies. Accordingly, there is no guarantee that you will receive any or all of the Additional Shares you apply for.</p> <p>The Company will not allocate or issue Additional Shares under the Top Up Facility where it is aware that to do so would result in a breach of the Corporations Act, the ASX Listing Rules or any other relevant regulation or law. Eligible Shareholders wishing to apply for Additional Shares under the Top Up Facility must consider whether or not the issue of the Additional Shares applied for would breach the Corporations Act, the ASX Listing Rules or any other relevant regulation or law having regard to their own circumstances.</p>	Section 2.7.

Question	Response	Where to find more information
<b>How will the Shortfall be allocated?</b>	<p>If any New Shares are not subscribed for under the Entitlement Offer, those New Shares will be allocated at the discretion of the Board and in consultation with the Underwriters.</p> <p>Any Entitlements not taken up under the Entitlement Offer (including the Top Up Facility) will become Shortfall Shares.</p> <p>Subject to the terms of the Underwriting Agreement, the Directors reserve the right at their discretion to place any Shortfall Shares within 3 months after the Closing Date of the Entitlement Offer, including to those Eligible Shareholders who apply for Additional Shares.</p> <p>Shortfall Shares will not be allocated or issued where the Company considers that to do so would result in a breach of the Corporations Act, the ASX Listing Rules or any other relevant law.</p>	Section 2.2.
<b>Can I sell my Entitlement under the Entitlement Offer?</b>	<p>Yes. The Entitlement Offer is renounceable and includes the ability for Eligible Shareholders to sell their Entitlement on ASX. You may incur brokerage costs if you sell all or part of your Entitlements on ASX.</p> <p>If you sell your Entitlements you may receive a higher or lower amount than a shareholder who sells their Entitlements at a different time. Shareholders whose Entitlements are sold through the Shortfall Bookbuild will receive no Premium.</p> <p>Entitlements not taken up by Eligible Shareholders will be offered under a bookbuild. Section 2.6 for more information in respect of the Shortfall Bookbuild.</p> <p>There is no guarantee that an Eligible Shareholder will be able to sell all or any part of their Entitlement or that any particular price will be paid for the Entitlements.</p>	Section 2.5.2. Section 2.6.
<b>What happens if I do nothing and let all or part of my entitlement be sold through the Shortfall Bookbuild?</b>	<p>To the extent you do not take up or do not sell all of your Entitlements on ASX (or via direct transfer), your Entitlements will be sold on your behalf through the Shortfall Bookbuild on Monday 28, October 2024 and you will not receive any Premium in respect of these Entitlements.</p> <p>By letting your Entitlement be sold on your behalf through the Shortfall Bookbuild, you will forego any exposure to increases or decreases</p>	Section 2.5. Section 2.6.

Question	Response	Where to find more information
	<p>in the value of New Shares (or any value for that Entitlement which may have been achieved through its sale on ASX or otherwise). Your percentage shareholding in Bowen will also be diluted.</p>	
<p><b>What will be the effect of the Entitlement Offer on control of the Company?</b></p>	<p>The effect of the Entitlement Offer and the Placement on the control of the Company will vary with the level of Entitlements and Additional Shares taken up by Eligible Shareholders under the Entitlement Offer, and the number of New Shares (if any) issued under the Shortfall Offer.</p> <p>The Company and the Joint Lead Managers will cap the extent to which a Shareholder, participant in the Shortfall Offer, or sub-underwriter may take up New Shares such that no Shareholder's interest exceeds 19.99% on the completion of the Offers unless permitted by the Corporations Act. The Company may seek ASIC's approval under section 615 of the Corporations Act to engage a nominee such that certain a Shareholder may be able to exceed 19.99% in compliance with the Corporations Act.</p> <p>The participation of the Committed Investors is not expected to result in any of them having a relevant interest of more than 19.9% in Shares, except for Square, where Square's relevant interest could increase beyond 20% to a maximum of 23% if \$60 million is raised, except that to the extent its relevant interest would exceed 19.99%, it will only do so if permitted by the Corporations Act.</p>	<p>Section 3.5.</p>
<p><b>Will the New Shares be quoted?</b></p>	<p>Application for quotation of all New Shares to be issued under the Offers will be made to ASX in accordance with the Timetable.</p> <p>The Company does not intend to apply for quotation on the ASX of the New Options.</p>	<p>Section 2.10.</p>
<p><b>What are the Placements?</b></p>	<p>To the extent a Committed Investor is not required to subscribe for New Shares to the value of the full amount that it has agreed with the Underwriters to sub-underwrite the Offers for (where the full amount it has agreed to sub-underwrite the Offers for less the amount it does sub-underwrite the Offers for is the Remaining Amount), it will be offered the opportunity by the Company to subscribe for</p>	<p>Section 6.4.3.</p>



Question	Response	Where to find more information
	New Shares in the amount of the Remaining Amount, at \$0.009 per New Share (the same issue price as under the Entitlement Offer), subject to any required approvals as described in Section 2.3.	
<b>What is the Warrant Conversion Issue?</b>	The Company is required pursuant to the terms of a pre-existing Warrant Deed to issue Shares on conversion of warrants issued to New Hope. The Warrant Conversion Issue is being conducted to address this obligation.	Section 6.4.5.
<b>What is the Debt Conversion Issue?</b>	The Company owes Taurus \$600,000 in connection with the financing provided by Taurus and under this placement, the Company will issue shares in lieu of payment.	Section 6.4.3.
<b>How can I obtain information about the Company?</b>	The Company's ASX announcements are available through the Company's website <a href="https://www.asx.com.au/markets/trade-our-cash-market/announcements.bcb">https://www.asx.com.au/markets/trade-our-cash-market/announcements.bcb</a> .	.
<b>How can I obtain further information?</b>	For further information about the Entitlement Offer, please call the Share Registry, Link Market Services Limited (ACN 083 214 537) on 1800 881 047 (within Australia) or +61 1800 881 047 (outside Australia).	

## 1.2 Key risks

Investors should be aware that subscribing for New Shares in the Company involves a number of risks. The risk factors of which investors should be aware are set out in Section 5. These risks may affect the value of the New Shares in the future, and investing in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for New Shares under this Prospectus. A non-exhaustive summary is as follows.

### 1.2.1 Funding

The Group's ability to continue its business is dependent upon several factors including sufficient debt and equity capital, speed of mine development activities, the ability to manage working capital requirements and payment obligations (including royalties), delivery of consistent cashflows, successful mining operations, achieved coal price, uninterrupted operation of logistics (including rail and shipping, funding of rail and port bonding requirements) and/or the successful exploration and subsequent development of the Group's tenements.

### **1.2.2 Going concern**

The Company's ability to continue to generate operational cash flows to meet its financial obligations is based on the performance of its operations and those of the mining contractors, as well as the timing and price received for coal sales shipments. If the Company is unable to generate sufficient operational cash flows to meet its financial obligations in the future, there is no guarantee that additional funding through debt, equity or an asset sale will be available, or if it is, that such new funding will be on terms acceptable to the Company. Should the Company be unsuccessful in meeting its financial obligations, a material uncertainty would exist that may cast significant doubt on the ability of the Company to continue as a going concern and, therefore, whether it will realise its assets and extinguish its liabilities other than in the ordinary course of business.

If the Minimum Subscription is not reached under the Offer, the Offer will not be underwritten, Bowen will not proceed with the Entitlement Offer and no new shares or new options will be issued. In those circumstances, given the company's funding requirements, there will be an urgent need for alternate sources of liquidity and capital spending constraints. There is no assurance that the Company would be able to identify and obtain sufficient alternate sources of liquidity within the time required, in which case the company may not be able to continue as a going concern.

### **1.2.3 Underwriting**

Termination of the Underwriting Agreement would have an adverse impact on the proceeds raised under the Entitlement Offer. In these circumstances, the Company may need to find alternative funding (including further debt funding) to meet its financial obligations and any such funding may be on less favourable terms or such funding may not be available.

### **1.2.4 Social Licence**

The ability of the Company to undertake exploration activities within areas where stakeholders have varying interests is reliant upon the adequate acknowledgement of those interests and the satisfactory resolution of native title and (potentially) overlapping tenure.

### **1.2.5 Environmental**

The Company's operations are subject to environmental regulations pursuant to a variety of state and municipal laws and regulations.

### **1.2.6 Safety**

The health and safety of the Company's employees and contracting partners remains of critical importance in the planning, organisation and execution of the Company's exploration, development, and operating activities.

### **1.2.7 Development and operating**

There are numerous mine development and operating risks which may result in delayed mine development and/or a reduction in performance that decreases the Company's ability to develop assets on time and on budget and to produce high quality coal to meet customer shipping needs.

### **1.2.8 Geological**

There is a risk of loss of coal resources, and/or material inaccuracies in geological databases and supporting information, as well as changes in geological structures which may negatively impact the Company's mining operations and project financial viability.

### **1.2.9 Exploration**

The results of the exploration activities may be such that the estimated resources are insufficient to justify the financial viability of the projects and therefore impact longevity of activities.

### **1.2.10 Market**

The Company is exposed to market risks relating to commodity prices, interest rates and foreign currency which can result in exploration, development and/or operating assets becoming uneconomical. While the Company's Shares are listed on ASX, there can be no assurance of an active market for the Company's Shares or that the price of the Company's Shares will increase. There may be relatively few potential buyers or sellers of the Company's shares at any time. This may increase the volatility of the market price of the Company's Shares and may also affect the prevailing market price at which shareholders are able to sell their Shares.

### **1.2.11 Insurance**

There is a risk that the policies of financial institutions and various markets with respect to the funding of coal projects, may extend to an unwillingness to provide insurance products to coal producers and associated companies or on terms that are acceptable to the Company.

Other risks and opportunities that the Company actively monitors and manages revolve around cyber security and information systems, transportation and logistics, and human resources.

## **2 Details of the Offers**

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The Offers are made with disclosure under this Prospectus and are made on the terms, and are subject to the conditions, set out in this Prospectus. The purpose of the Offers and the use of funds raised pursuant to the Offers are set out in Section 3.

### **2.1 The Entitlement Offer**

The Entitlement Offer is being made as a pro rata renounceable entitlement offer of 2.66 New Shares for every 1 Share held by Eligible Shareholders registered at the Record Date at the Offer Price. Participants in the Entitlement Offer will be entitled to receive 1 free attaching New Option with an exercise price of \$0.009 and an expiry date of 6 months from their date of issue for every 2 New Shares subscribed for. Fractional entitlements will be rounded down to the nearest whole number.

The Entitlement Offer is renounceable, and includes the ability for Eligible Shareholders to trade their Entitlement on ASX.

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

Eligible Shareholders (other than Directors and any other related parties of the Company unless prior Shareholder approval is obtained) may, in addition to taking up their Entitlement in full, apply for Additional Shares in excess of their Entitlement, further details of which are set out in Section 2.7.

The Entitlement Offer is partially underwritten for an aggregate amount of \$40.5 million, provided that the Minimum Subscription is reached and the MPC Lenton consent is received. The underwritten amount will be reduced to the extent that any allocation to the Committed Investors would result in a Regulatory Event.

All of the New Shares will rank equally with the Shares on issue as at the Prospectus Date. Refer to Section 4.1 for a summary of the rights and liabilities attaching to New Shares. Refer to Section 4.2 for a summary of the rights and liabilities attaching to New Options.

Based on the capital structure of the Company as at the date of this Prospectus (and assuming no existing Performance Rights are converted to Shares prior to the Record Date and no Options are exercised prior to the Record Date), a maximum of approximately 7.8 billion New Shares and approximately 3.9 billion New Options will be issued pursuant to the Offers to raise approximately \$70 million before costs.

If the Minimum Subscription is reached, New Shares to be issued under the Entitlement Offer are expected to be issued and commence trading on ASX on 31 October 2024. The Company does not intend to apply for quotation on the ASX of the New Options.

No New Securities will be issued under the Offer until the Minimum Subscription is reached.

## 2.2 Shortfall Offer

Entitlements that are not taken up by close of the Entitlement Offer, and Entitlements that would have been issued to Ineligible Shareholders had they been eligible to participate in the Entitlement Offer, will be offered for sale to certain institutional investors through a shortfall bookbuild to be conducted following close of the Entitlement Offer (**Shortfall Bookbuild**), or acquired by Eligible Shareholders under the Top Up Facility.

Any Entitlements not taken up under the Entitlement Offer (including under the Top Up Facility) will become Shortfall Shares.

Subject to the terms of the Underwriting Agreement, the Directors reserve the right at their discretion to place any Shortfall Shares within 3 months after the Closing Date of the Entitlement Offer, including to those Eligible Shareholders who apply for Additional Shares. The Company reserves the right to place any Shortfall Shares. The Shortfall Shares will be allocated at the discretion of the Board and in consultation with the Underwriters.

The Shortfall Offer is a separate offer made pursuant to this Prospectus, on the same terms and conditions as the Entitlement Offer, except as set out in this Prospectus, and will remain open for up to 3 months from the Closing Date of the Entitlement Offer. The issue price for each New Share to be issued under the Shortfall Offer will be \$0.009 (the same issue price as under the Entitlement Offer). Participants in the Shortfall Offer will be entitled to receive 1 free attaching New Option with an exercise price of \$0.009 and an expiry date of 6 months from their date of issue for every 2 New Shares subscribed for under the Shortfall Offer.

Any investor who is not an Eligible Shareholder at the Record Date and who the Company invites to participate in the Shortfall Offer, will need to follow the procedure advised to them by the Company for applications under the Shortfall Offer.

New Shares issued under the Shortfall Offer will have the same rights as the New Shares as detailed in Section 4.1. New Options issued under the Shortfall Offer will have the same rights as the New Options detailed in Section 4.2.

Shortfall Shares will not be allocated and issued where the Company considers that to do so would result in a breach of the Corporations Act, the ASX Listing Rules or any other relevant law.

Shortfall Shares cannot be issued to any Director without prior Shareholder approval.

## 2.3 Placement

Each Committed Investor has each entered into a sub-underwriting agreement with the JLMs.

To the extent a Committed Investor is not required to subscribe for New Shares to the value of the full amount that it has agreed with the Underwriters to sub-underwrite the Offers, it will be offered the opportunity by the Company to subscribe for New Shares in the amount of the Remaining Amount, at \$0.009 per New Share (the same issue price as under the Entitlement Offer).

Such placements are subject to:

- (a) shareholder approval at a general meeting, to the extent required; and
- (b) in the case of Taurus, Taurus obtaining FIRB approval, if required and the reduction from the \$10m repayment due to Taurus on 31 March 2025 under the senior loan facility agreement between the Company and Taurus.

Further, this Prospectus also applies to the issue of New Shares under the Warrant Conversion Issue and the Debt Conversion Placement.

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

Section 708A(11) of the Corporations Act provides another exemption from this general requirement where:

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

A secondary purpose of this Prospectus is to meet the requirements of section 708A(11) of the Corporations Act, so that any trading restrictions on New Shares issued pursuant to the Placements, Warrant Conversion Issue and Debt Conversion Issue are removed.

## 2.4 Eligibility to participate in the Entitlement Offer

The Entitlement Offer is only open to Eligible Shareholders.

Subject to Section 2.13, Shareholders who are entered on the Company share register at 7.00pm (AEDT time) on the Record Date and who have a registered address in Australia, New Zealand or are Institutional Investors another Permitted Jurisdiction, are eligible to participate in the Entitlement Offer (**Eligible Shareholders**).

The Entitlement Offer is not being extended to any Shareholder with a registered address outside a Permitted Jurisdiction. Any Shareholders who are not Eligible Shareholders are **Ineligible Shareholders**. The Company reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

The Company has determined that making the Entitlement Offer to Shareholders with a registered address outside of those jurisdictions is not reasonable in the circumstances, taking into account the small number of Shareholders resident outside those jurisdictions and the number and value of New Shares that would have been offered to those Shareholders.

The Company will notify all Ineligible Shareholders of the Entitlement Offer and advise that the Company is not extending the Entitlement Offer to those Shareholders.

The Company reserves the right to reject any Application for New Shares under this Prospectus to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements. If you are in any doubt about the Entitlement Offer, whether you should participate in the Entitlement Offer or how such participation will affect you, you should seek independent financial and taxation advice before making a decision as to whether or not to take up any New Shares under the Entitlement Offer.

## 2.5 Participation in the Entitlement Offer

Applications for the Entitlement Offer may only be made by Eligible Shareholders during the Offer Period on an Entitlement and Acceptance Form attached to or accompanying this Prospectus.

Eligible Shareholders can download a copy of this Prospectus and view their personalised Entitlement and Acceptance Form during the Offer Period from the Offer Website.

If you are an Eligible Shareholder, you may participate in the Entitlement Offer as follows:

- take up all or part of your Entitlement (see Section 2.5.1); or
- sell all or part of your Entitlement to persons meeting certain eligibility criteria:
  - on ASX; or
  - by transferring it directly to another person;(see Section 2.5.2)
- take up all of your Entitlement (see Section 2.5.1) and apply for Additional Shares (see Section 2.5.3); or
- do nothing and let your Entitlement be sold into the Shortfall Bookbuild (see Section 2.5.4 and Section 2.6).

Ineligible Shareholders may not participate in the Entitlement Offer.

The Entitlement Offer closes at 5.00pm (AEDT) on 24 October 2024.

The Company reserves the right to reject any Application that is received after the Closing Date for the Entitlement Offer. Unless varied at the discretion of the Company in consultation with the Joint Lead Managers (and subject to the Corporations Act, the ASX Listing Rules and any other relevant law), the Closing Date for the Offer is 5.00pm (AEDT) on 24 October 2024.

### 2.5.1 Taking up all or part of your Entitlement

If you are an Eligible Shareholder and wish to take up all or part of your full Entitlement, you must apply for the number of New Shares shown on the personalised Entitlement

and Acceptance Form accompanying this Prospectus and arrange for payment of the appropriate Application Monies in accordance with Section 2.9. If you only take up part of your Entitlement, you may be able to transfer your Entitlement directly to another person. (see section 2.5.2) or alternatively the balance of your Entitlement will be sold in the Shortfall Bookbuild (see section 2.5.4 below).

### **2.5.2 Selling or transferring part of your Entitlement**

If you do not wish to take up all or part of your Entitlement, you may be able to transfer your Entitlement directly to another person. Entitlements may be traded on ASX from Wednesday, 9 October to Thursday, 17 October 2024 (ASX Code: BCBR). You may incur brokerage costs if you sell all or part of your Entitlements on ASX.

If you sell your Entitlements in the Entitlement Trading Period, you may receive a higher or lower amount than a shareholder who sells their Entitlement at a different time in the Entitlement Trading Period or through the Shortfall Bookbuild.

If you only sell or transfer part of your Entitlement, you may choose to take up the remainder (see Section 2.5.1), or you may do nothing and let that part be sold in the Shortfall Bookbuild (see Section 2.5.4).

#### **(a) Selling all or part of your Entitlements on ASX**

If you wish to sell all or part of your Entitlements on ASX, you should instruct your stockbroker and provide details as requested from your personalised Entitlement and Acceptance Form or as accessed online. Allow sufficient time for your instructions to be carried out by your stockbroker. Please note you may incur brokerage if you choose to sell your Entitlements on ASX.

Entitlements will trade on ASX on a deferred settlement basis from 10.00am on Wednesday, 9 October (ASX Code: BCBR) until 4.00pm on Thursday, 17 October 2024. There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact your ability to sell your Entitlements on ASX and the price you may be able to achieve.

To the maximum extent permitted by law, each of the Company and the Joint Lead Managers will have no responsibility and disclaim all liability (including for negligence) to you if you trade your Entitlements before you receive your personalised Entitlement and Acceptance Form, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry, or failure to maintain your updated details on the Share Registry or otherwise, or if you otherwise trade or purport to trade Entitlements in error or which you do not hold or are not entitled to.

While the Entitlements will be tradeable on ASX, the assignment, transfer and exercise of Entitlements trading on ASX will be restricted to persons meeting certain eligibility criteria. It is the responsibility of purchasers of Entitlements to inform themselves of the eligibility criteria for exercise.

If you wish to sell part of your Entitlements on ASX and let the balance be sold into the Shortfall Bookbuild, follow the procedures above in respect of the part of your Entitlements you wish to sell on ASX, and do nothing in respect of the balance. You will not receive any Premium in respect of those Entitlements sold through the Shortfall Bookbuild. There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact the ability to sell Entitlements on ASX and the price able to be achieved.

Prices obtainable for Entitlements may rise and fall over the Entitlement Trading Period and will depend on many factors including the demand for and supply of Entitlements on ASX and the value of Shares relative to the Offer Price. If you sell your Entitlements in the Entitlement Trading Period, you may receive a higher or lower amount than a shareholder who sells their Entitlements at a different time in the Entitlement Trading Period. You will receive no value for sale through the Shortfall Bookbuild.

If you sell your Entitlements, you will forego any exposure to increases or decreases in the value of the New Shares had you taken up those Entitlements. Your percentage shareholding in the Company will also be diluted.

(b) Transferring all or part of your Entitlements other than on ASX

For issuer sponsored holders only, if you wish to transfer all or part of your Entitlements other than on ASX, you must forward a completed Standard Renunciation and Acceptance Form to the Share Registry in relation to the part of your Entitlements that you wish to transfer. If the transferee wishes to take up all or part of the Entitlements transferred to them, they must seek instructions for paying their Application Monies from the Share Registry. Both the transferor and the transferee must be issuer sponsored. If either party is CHESS sponsored, they will need to arrange the transfer of rights through their sponsoring broker.

You can obtain a Standard Renunciation and Acceptance Form online at <https://events.miraqle.com/bcb-offer> or by calling the Company Offer Information Line on 1800 881 047 (within Australia) or +61 1800 881 047 (outside Australia). The transferee must submit the Application Monies by EFT in accordance with the instructions provided, so that the completed Standard Renunciation and Acceptance Form and payment is received by the Share Registry no later than 5.00pm on 24 October 2024.

If the Share Registry receives both a completed Standard Renunciation and Acceptance Form and an Application for New Shares in respect of the same Entitlements, the transfer will take priority over the Application.

If you wish to transfer part of your Entitlements and allow the balance to be sold into the Shortfall Bookbuild, follow the procedures above in respect of the part of your Entitlements you wish to transfer, and do nothing in respect of the balance. There will be no Premium in respect of those Entitlements sold through the Shortfall Bookbuild.

If you transfer your Entitlements, you will forego any exposure to increases or decreases in the value of the New Shares had you taken up those Entitlements. Your percentage shareholding in the Company will also be diluted.

You may only transfer your Entitlements in this way to a purchaser whose address is in Australia or New Zealand or who is otherwise an Eligible Shareholder (see Section 2.4).

### **2.5.3 Apply for Additional Shares**

If you are an Eligible Shareholder and wish to apply for Additional Shares (in addition to taking up all of your Entitlement), you must apply for the number of Additional Shares you wish to accept in accordance with the instructions set out in the Entitlement and Acceptance Form and arrange for payment of the appropriate Application Monies in accordance with Section 2.9. Amounts received by the Company in excess of the Offer Price multiplied by your Entitlement to New Shares (**Excess Amount**) will be treated as an Application to apply for as many Additional Shares as your Excess Amount will pay for in full.

Refer to Section 2.7 for further details in relation to applying for Additional Shares.

There is no cap on the number of New Shares that Eligible Shareholders can apply to take up through the Top Up Facility. New Shares will be issued at the Bookbuild Price under the Top Up Facility. Eligible Shareholders participating in the Shortfall Offer referred to in Section 2.8 will not also need to apply for Additional Shares through the Top Up Facility.

### **2.5.4 Do nothing and let your Entitlement be sold through the Shortfall Bookbuild**

To the extent you do not take up your Entitlement, your Entitlement will be sold on your behalf through the Shortfall Bookbuild on 28 October 2024 to eligible Institutional Investors and may be acquired by Eligible Shareholders under the Top Up Facility.



There will not be any Premium in respect of those Entitlements sold through the Shortfall Bookbuild.

By letting your Entitlement be sold on your behalf through the Shortfall Bookbuild, you will forego any exposure to increases or decreases in the value of New Shares. Your percentage shareholding in the Company will also be diluted.

## **2.6 Shortfall Bookbuild**

Entitlements that are not taken up by close of the Entitlement Offer, and Entitlements that would have been issued to Ineligible Shareholders had they been eligible to participate in the Offers, will be sold through the Shortfall Bookbuild.

Any Entitlements not taken up under the Entitlement Offer (including under the Top Up Facility) will become Shortfall Shares.

The Bookbuild Price will be fixed at the Offer Price. The Entitlements under the Shortfall Bookbuild may only be offered and sold outside Australia to Institutional Investors in Permitted Jurisdictions.

As such there will not be any Premium available in respect of Entitlements sold through the Shortfall Bookbuild.

The ability to sell Entitlements under the Shortfall Bookbuild will depend on various factors, including market conditions. The Company reserves the right to allocate Entitlements under the Shortfall Bookbuild at its discretion.

You should note that if you allow all or part of your Entitlements to be sold into the Shortfall Bookbuild, then you will forego any exposure to increases or decreases in the value of New Shares. Further, your percentage shareholding in the Company will be diluted to the extent of your non-participation in the Entitlement Offer.

## **2.7**

### **Applying for Additional Shares**

Eligible Shareholders (other than Directors and any other related parties of the Company unless prior Shareholder approval is obtained) who have applied for their full Entitlement may apply for Additional Shares in excess of their Entitlement under the Top Up Facility.

Eligible Shareholders participating in the Shortfall Offer referred to in Section 2.8 will not also need to apply for Additional Shares through the Top Up Facility. If you apply for Additional Shares under the Top Up Facility and your Application is successful (in whole or in part), your Additional Shares will be issued at the same time that other New Shares are issued under the Entitlement Offer.

It is possible that there will be few or no Additional Shares available for issue, depending on the level of take up of Entitlements by Eligible Shareholders. There is also no guarantee that in the event Additional Shares are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them. The Company will allot and issue any Additional Shares at the discretion of the Board and in consultation with the Underwriters.

It is an express term of the Entitlement Offer that Applicants for Additional Shares will be bound to accept a lesser number of Additional Shares allocated to them than applied for, if so allocated. If a lesser number of Additional Shares is allocated to an Eligible Shareholder than applied for, then excess Application Monies will be refunded without interest.

The Company, together with the Joint Lead Managers, reserves the right to scale back any applications for Additional Shares in its absolute and sole discretion. When determining the amount (if any) by which to scale back an application, the Company and the Joint Lead Managers may take into account a number of factors, including the size of an Applicant's shareholding in the Company, the extent to which an Applicant has sold or

bought Shares in the Company before and after both the announcement of the Entitlement and the Record Date, as well as when the application was made.

Eligible Shareholders who apply for Additional Shares should note that the Company will not allocate or issue Additional Shares where it is aware that to do so would result in a breach of the Corporations Act, the ASX Listing Rules or any other relevant regulation or law. Eligible Shareholders wishing to apply for Additional Shares must consider whether or not the issue of the Additional Shares applied for would breach the Corporations Act, the ASX Listing Rules or any other relevant regulation or law having regard to their own circumstances.

## 2.8 How to apply for the Shortfall Offer

The Shortfall Offer will only be extended to parties identified by the Company, in conjunction with the Joint Lead Managers.

The Shortfall Offer opens on 25 October 2024, and the Company may at any time while the Shortfall Offer is open make offers of Shortfall Securities under the Shortfall Offer which are conditional on the availability of Shortfall Securities following the close of the Entitlement Offer.

An application form in relation to the Shortfall Offer will be sent to investors invited to apply for Shortfall Shares by the Joint Lead Managers (**Shortfall Offer Application Form**), together with a copy of this Prospectus. The Shortfall Offer Application Form must be completed in accordance with the instructions set out on the form and received by the Company prior to the Closing Date for the Shortfall Offer. Shortfall Offer Application Forms should be delivered in accordance with the instructions contained in the Shortfall Offer Application Form. If the Shortfall Offer Application Form is not returned by the Closing Date for the Shortfall Offer, then the Shortfall Offer, with respect to that applicant, will lapse.

The Directors reserve the right to issue Shortfall Securities at their absolute discretion within 3 months after the Closing Date of the Entitlement Offer. An Application for Shortfall Securities accompanied by payment of Application Monies does not guarantee the allotment of Shortfall Securities.

No New Shares will be issued to an Applicant under this Prospectus or via the Shortfall Offer if the issue of New Shares would contravene the takeover prohibition in section 606 of the Corporations Act. Similarly, no New Shares will be issued via the Shortfall Offer to any Directors or other related parties of the Company unless prior Shareholder approval is obtained.

## 2.9 Payment methods

Applicants under the Entitlement Offer must pay by BPAY® or Electronic Funds Transfer (EFT) (for Eligible Shareholders in New Zealand who are unable to pay via BPAY®). Payment by cheque, bank draft or cash will not be accepted. Receipts for payment will not be issued.

The Company will treat you as applying for as many New Shares under the Entitlement Offer as your payment will pay for in full up to your Entitlement and any Additional Shares. Any Application Monies received for more than your Entitlement to New Shares including any Additional Shares will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to Applicants on any Application Monies received or refunded.

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form available from the offer open date at <https://events.miraql.com/bcb-offer>. You can

only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

For Eligible Shareholders in New Zealand or elsewhere outside Australia unable to pay via BPAY®, payment can be made by EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. EFT payments can be paid to the bank account specified on the EFT instructions accompanying the Entitlement and Acceptance Form available at <https://events.miracle.com/bcb-offer>.

If you are paying by BPAY®, please make sure you use the specific BPAY® Biller Code and your unique Customer Reference Number (CRN) on your personalised Entitlement and Acceptance Form.

If you are paying by EFT, please ensure you use the unique EFT payment reference on your personalised Entitlement and Acceptance Form. As an investor in New Zealand, you may pay via EFT and complete and return this Entitlement and Acceptance Form once your Application Payment has been made by EFT. Completed Entitlement and Acceptance Forms must be emailed to [capitalmarkets@linkmarketservices.com.au](mailto:capitalmarkets@linkmarketservices.com.au).

If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN or unique EFT payment reference specific to that holding. If you do not use the correct CRN or unique EFT payment reference specific to that holding your Application will not be recognised as valid.

Please note that should you choose to pay by BPAY® you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form.

Please note that should you choose to pay by BPAY® or EFT:

- if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Securities which is covered in full by your Application Monies; and
- if your payment exceeds the amount payable for your full Entitlement, you are taken to have accepted your Entitlement in full and to have applied for such number of Additional Shares which are covered in full by your Application Monies.

**It is your responsibility to ensure that your BPAY® or EFT payment is received by the Share Registry by no later than 5.00pm (AEDT) on the Closing Date for the Entitlement Offer. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.**

## 2.10 ASX quotation

The Company will apply to the ASX for quotation of the New Shares on the ASX market platform.

If the ASX does not grant official quotation of the New Shares offered under the Offers before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by ASIC), the Company will not issue any New Shares under the Entitlement Offer, Shortfall Offer and Placement and will repay all Application Monies for the New Shares (without interest) within the time prescribed under the Corporations Act.

The Company's Shares went into a trading halt on 16 September 2024 and have been suspended from quotation since 18 September 2024.

The Company does not intend to apply for quotation of the New Options.

## **2.11 Issue**

New Shares issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and the Timetable.

The Company expects that the New Shares and New Options offered under the Entitlement Offer will be issued on 31 October 2024.

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

Holding statements for New Shares issued under the Offers will be mailed in accordance with the ASX Listing Rules and the Timetable.

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

The Company will not be issuing share or option certificates with respect to the New Shares. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Since the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation. All New Options will be issuer sponsored.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors in New Shares will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number (**HIN**) or Security Holder Reference Number (**SRN**) and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Investors in New Options will receive an issuer sponsored holding statement from the Share Registry setting out the number of New Options issued to them under this Prospectus.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

## **2.13 International Offer restrictions**

This Prospectus does not constitute an offer of New Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except for Permitted Jurisdictions to the extent detailed below.

### **2.13.1 British Virgin Islands**

The New Shares may not be offered within the British Virgin Islands unless the Company or the person offering such securities on its behalf is licensed to carry on business in the British Virgin Islands. While the Company is not licensed to carry on business in the British Virgin Islands, the New Shares may be offered in the British Virgin Islands from outside the British Virgin Islands.

### **2.13.2 China**

Neither this Prospectus nor any other document relating to the New Shares may be distributed to the public in the People's Republic of China (excluding, for purposes of this

paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). This Prospectus has not been approved by, nor registered with, any competent regulatory authority of the PRC. Accordingly, the New Shares may not be offered or sold, nor may any invitation, advertisement or solicitation for New Shares be made from, within the PRC unless permitted under the laws of the PRC.

The New Shares may not be offered or sold to legal or natural persons in the PRC other than to: (i) “qualified domestic institutional investors” as approved by a relevant PRC regulatory authority to invest in overseas capital markets; (ii) sovereign wealth funds or quasi-government investment funds that have the authorization to make overseas investments; or (iii) other types of qualified investors that have obtained all necessary PRC governmental approvals, registrations and/or filings (whether statutorily or otherwise).

### **2.13.3 European Union (excluding Austria)**

This Prospectus has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this Prospectus may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the **Prospectus Regulation**).

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are “qualified investors” (as defined in Article 2(e) of the Prospectus Regulation).

### **2.13.4 Hong Kong**

This Prospectus has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). Accordingly, this Prospectus may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

### **2.13.5 Malaysia**

This Prospectus may not be distributed or made available in Malaysia. No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to any offer of New Shares. The New Shares may not be offered or sold in Malaysia except to “sophisticated investors” within the meaning of the *Guidelines on Categories of Sophisticated Investors* as issued by the Securities Commission Malaysia and, as such, are persons prescribed under Part I of Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007.

### **2.13.6 New Zealand**

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the FMC Act.

The New Shares 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 (Incidental Offers) Exemption Notice 2021.

Other than in the Entitlement Offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

### **2.13.7 Singapore**

This Prospectus and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (**SFA**) or another exemption under the SFA.

This Prospectus has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

### **2.13.8 Switzerland**

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority authorised review body. In particular, this Prospectus will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this Prospectus nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland.

The New Shares will only be offered to investors who qualify as “professional clients” (as defined in the Swiss Financial Services Act). This Prospectus is personal to the recipient and not for general circulation in Switzerland.

#### **2.13.9 United Kingdom**

Neither this Prospectus nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this Prospectus or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Prospectus is issued on a confidential basis in the United Kingdom to “qualified investors” within the meaning of Article 1(e) of the UK Prospectus Regulation. This Prospectus may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Prospectus is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (**relevant persons**). The investment to which this Prospectus relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus.

#### **2.13.10 United States**

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. Accordingly, the New Shares will be offered and sold in the United States only to dealers or other professional fiduciaries organised in the United States that are acting for a discretionary or similar account held for the benefit or account of non-US persons (“Eligible US Fund Managers”) in compliance with Regulation S under the US Securities Act.

#### **2.13.11 Taiwan**

The New Shares have not been registered in Taiwan nor approved by the Financial Supervisory Commission (“FSC”) of Taiwan. The New Shares may be offered and sold in Taiwan only to institutional investors that have been approved, or meet qualifications promulgated, by the FSC. The New Shares may not be offered to the public in Taiwan and purchasers of New Shares may not resell them in Taiwan.

## **2.14 Notice to nominees and custodians**

Nominees and custodians participating in the Entitlement Offer may not distribute this Prospectus (including any Application Form) to, and may not permit any person to participate in the Entitlement Offer, except any beneficial Shareholder:

- with an address in Australia or New Zealand;
- who is an Institutional Investor in another Permitted Jurisdiction; or
- resident in another jurisdiction where the Company may determine it is lawful and practical to make the Entitlement Offer and provides written consent.

Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

## **2.15 Appointment of Nominee**

Over the course of the Offer, the Company may seek to obtain ASIC approval for a nominee pursuant to ASX Listing Rule 7.7 and section 615 of the Corporations Act, to sell the Entitlements to which Ineligible Shareholders are entitled. If such ASIC approval is obtained, the nominee will have the absolute and sole discretion to determine the timing and price at which the Entitlements may be sold and the manner of any such sale.

The proceeds of the sale of these Entitlements will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to the relevant Ineligible Shareholders as described below.

- The net proceeds of the sale of these Entitlements will then be forwarded by the Company as soon as practicable to the Ineligible Shareholders, in proportion to their share of such Entitlements (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.
- Notwithstanding that the nominee must sell Entitlements, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds. In this regard, the nominee will not be required to sell Ineligible Shareholders' Entitlements at a particular price.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulation.

## **2.16 Rights attaching to New Shares**

All of the New Shares offered under this Prospectus will rank equally with the Shares on issue at the Prospectus Date and the New Shares issued under the Offers and the Placement. Refer to Section 4.1 for a summary of the rights and liabilities attaching to New Shares.

## **2.17 Rights attaching to New Options**

Shares issued on the conversion of the New Options will be fully paid and will rank equally with the Shares on issue at the Prospectus Date and the New Shares issued under the Offers and Placement. Refer to Section 4.2 for a summary of the rights and liabilities attaching to New Options.



## 2.18 Acknowledgements

Each Applicant under the Offers will be deemed to have:

- represented to the Company that they are an Eligible Shareholder or an Institutional Investor;
- agreed to be bound by the terms and conditions of the relevant Offer, and the terms of the Constitution;
- acknowledged having personally received a printed or electronic copy of this Prospectus (and any supplementary or replacement prospectus) including or accompanied by the Application Form and having read them all in full;
- declared that all details and statements in their Application Form are complete and accurate;
- declared that the Applicant(s), if a natural person, is/are over 18 years of age;
- acknowledged that, once the Company receives an Application Form, it may not be withdrawn;
- if participating in the Entitlement Offer, applied for the number of New Shares at the Australian dollar amount shown on the front of the Entitlement and Acceptance Form;
- if participating in the Entitlement Offer, agreed to being allocated and issued the number of New Shares applied for (or a lower number allocated in a way described in this Prospectus), or no New Shares at all;
- authorised the Company and the Joint Lead Managers and their respective officers or agents, to do anything on behalf of the Applicant(s) necessary for New Shares to be allocated to the Applicant(s), including to act on instructions received by the Share Registry upon using the contact details in the Application Form;
- acknowledged that the Company may not pay dividends, or that any dividends paid may not be franked;
- acknowledged that the information contained in this Prospectus (or any supplementary or replacement prospectus) is not financial product advice or a recommendation that New Shares are suitable for the Applicant(s), given the investment objectives, financial situation and particular needs (including financial and taxation issues) of the Applicant(s);
- declared that the Applicant(s) is/are a resident of Australia or New Zealand or is an Institutional Investor in another Permitted Jurisdiction (except as applicable to the Offers); and
- acknowledged and agreed that the Offers (or part of the Offers) may be withdrawn by the Company or may otherwise not proceed in the circumstances described in this Prospectus.

Each Applicant under the Offers will be taken to have represented, warranted and agreed as follows:

- it understands that the Entitlements and the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States. The New Shares may not be offered or sold in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws of any state of the United States;
- it is not in the United States, unless it is an Eligible US Fund Manager;

- it has not sent, and will not send, the Prospectus or any other material relating to the Offers to any person in the United States;
  - if in the future it decides to sell or otherwise transfer the New Shares or the ordinary shares underlying the New Options acquired, it will only do so in “regular way” transactions on ASX where neither it nor any person acting on its behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States; and
- if acting as a nominee or custodian in the Entitlement Offer:
  - each beneficial Shareholder on whose behalf an Application is submitted is permitted to participate in the Entitlement Offer as provided in Section 2.14; and
  - it has only sent this Prospectus and the Application to such beneficial Shareholders and not to any person in the United States.

## **2.19 Withdrawal and discretion**

The Company may withdraw the Offers (or any part of the Offers) at any time before completion of the Offers (or of the relevant part of the Offers). If the Offers (or any part of the Offers) is withdrawn, all relevant Application Monies for New Shares which have not been issued will be refunded (without interest) within the time prescribed under the Corporations Act.

Subject to the Corporations Act, the ASX Listing Rules and any other relevant law, the Joint Lead Managers and the Company also reserve the right to close the Offers or any part of the Offers early, extend the Offers or any part of the Offers, accept late Applications either generally or in particular cases, reject any Application, waive or correct any errors made by any Applicant in completing an Application Form, or allocate to any Applicant fewer New Shares than those applied for. Applications received under the Offers are irrevocable and may not be varied or withdrawn except as required by law.

## **3 Purpose and effect of the Offer**

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### **3.1 Purpose of the Offer**

The purpose of the Offer and Placement is to raise up to approximately \$70 million before costs.

#### **Use of funds**

The funds raised from the Offer and Placement (assuming they are fully subscribed), together with existing cash reserves of the Company, are planned to be used in accordance with the table set out below.

Uses of funds	Minimum Subscription \$60 million		Full \$70 million subscription	
	Amount (\$ million)	Percentage of proceeds from Offers (%)	Amount (\$ million)	Percentage of proceeds from Offers (%)
Plumtree Capex (net of revenue)	43.5	72%	43.5	62%
Port Prepayments and Rail Guarantees	10.0	17%	10.0	14%
Cash to balance sheet (liquidity) <sup>1</sup>	2.2	4%	11.6	17%
Transaction Costs <sup>2</sup>	4.3	7%	5.0	7%
<b>Total</b>	<b>60.0</b>	<b>100%</b>	<b>70.0</b>	<b>100%</b>

Notes:

- 1 To the extent there is a shortfall in the Entitlement Offer and Taurus is called upon to sub-underwrite part of the shortfall, the cash obligations for new shares issued by Bowen will be set-off against the March 2025 principal repayment by A\$10 million (subject to shareholder vote to the extent required).
- 2 See section 6.9 Costs of the Offer for further breakdown of transaction cost details.

The table above is a statement of the Company's current intentions as at the Prospectus Date. As with any budget, new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

The Company plans to continue to assess and progress additional measures to underpin liquidity, including the sale of the Isaac River Project and/or the Bluff Mine. The liquidity position of the Company could also improve if the currently challenging economic and operating conditions for the Company lessen, such as through an increase in the coal price, reduced input cost inflation or if other liquidity becomes available, such as through the exercise of New Options. However, if such conditions do not eventuate by the end of the current financial year, the Company will be required to explore other sources of liquidity, including further State royalty deferrals, bonding facilities to release existing cash backed rehabilitation bonds, other asset sales or a sell-down at project level and if appropriate, further debt or equity capital initiatives.

## 3.2 Effect of the Offer

### 3.2.1 Pro-forma balance sheet

The pro-forma balance sheet as at 30 June 2024 shown below has been prepared on the basis of the accounting policies normally adopted by the Company and reflects the indicative post capitalisation changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Options or Performance Rights are exercised prior to the Record Date and including expenses of the Offer as well as the potential election (subject to shareholder approval) for Bowen to extinguish in full certain liabilities to New Hope Corporation by the issue of new fully paid ordinary shares (as announced to the ASX on 19 September 2024).

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

Consolidated statement of financial position							30-Jun-24	30-Jun-24
	Audited	Minimum	Full	Taurus	New Hope	New Hope	Minimum	Full
	30-Jun-24	amount \$60m	Subscription	Subscription	Warrants	Equity	amount \$60m	Subscription
	A	B	C	D	E	F	A+B+D+E+F	A+C+D+E+F
<b>ASSETS</b>								
<b>Current assets</b>								
Cash and cash equivalents	\$21,688,083	\$55,655,270	\$65,195,654	-\$10,000,000	-	-	\$67,343,353	\$76,883,737
Trade and other receivables	\$21,685,532	-	-	-	-	-	\$21,685,532	\$21,685,532
Inventories	\$27,022,880	-	-	-	-	-	\$27,022,880	\$27,022,880
Other assets	\$4,928,583	-	-	-	-	-	\$4,928,583	\$4,928,583
Assets held for sale	\$92,764	-	-	-	-	-	\$92,764	\$92,764
<b>Total current assets</b>	<b>\$75,417,842</b>	<b>\$55,655,270</b>	<b>\$65,195,654</b>	<b>-\$10,000,000</b>	-	-	<b>\$121,073,112</b>	<b>\$130,613,496</b>
<b>Non-current assets</b>								
Property, plant and equipment	\$170,000,194	-	-	-	-	\$685,811	\$170,686,005	\$170,686,005
Investments accounted for using the equity method	\$1,861,057	-	-	-	-	-	\$1,861,057	\$1,861,057
Exploration and	\$11,265,558	-	-	-	-	-	\$11,265,558	\$11,265,558

Consolidated statement of financial position							30-Jun-24	30-Jun-24
	Audited	Minimum	Full	Taurus	New Hope	New Hope	Minimum	Full
	30-Jun-24	amount \$60m	Subscription	Subscription	Warrants	Equity	amount \$60m	Subscription
	A	B	C	D	E	F	A+B+D+E+F	A+C+D+E+F
evaluation assets								
Other assets	\$76,980,062	-	-	-	-	-	\$76,980,062	\$76,980,062
<b>Total non-current assets</b>	<b>\$260,106,871</b>	-	-	-	-	<b>\$685,811</b>	\$260,792,682	\$260,792,682
<b>Total assets</b>	<b>\$335,524,713</b>	<b>\$55,655,270</b>	<b>\$65,195,654</b>	<b>-\$10,000,000</b>	-	<b>\$685,811</b>	<b>\$381,865,794</b>	<b>\$391,406,178</b>
<b>LIABILITIES</b>								
<b>Current liabilities</b>								
Trade and other payables	\$96,329,358	-	-	-	-	-	\$96,329,358	\$96,329,358
Deferred consideration	-	-	-	-	-	-	-	-
Interest bearing loans and borrowings	\$49,926,188	-	-	-\$10,000,000	-\$107,347	-	\$39,818,841	\$39,818,841
Lease liability	\$155,356	-	-	-	-	-	\$155,356	\$155,356
Provisions	\$867,098	-	-	-	-	-	\$867,098	\$867,098
<b>Total current liabilities</b>	<b>\$147,278,000</b>	-	-	<b>-\$10,000,000</b>	<b>-\$107,347</b>	-	<b>\$137,170,653</b>	<b>\$137,170,653</b>
<b>Non-current liabilities</b>								
Deferred consideration	\$4,314,189	-	-	-	-	-\$4,314,189	\$0	\$0
Interest bearing loans and borrowings	\$108,684,664	-	-	-	-\$8,961,420	-	\$99,723,244	\$99,723,244
Lease liability	\$125,546	-	-	-	-	-	\$125,546	\$125,546
Provisions	\$65,348,069	-	-	-	-	-	\$65,348,069	\$65,348,069
<b>Total non-current liabilities</b>	<b>\$178,472,468</b>	-	-	-	<b>-\$8,961,420</b>	<b>-\$4,314,189</b>	<b>\$165,196,859</b>	<b>\$165,196,859</b>

Consolidated statement of financial position							30-Jun-24	30-Jun-24
	Audited	Minimum	Full	Taurus	New Hope	New Hope	Minimum	Full
	30-Jun-24	amount \$60m	Subscription	Subscription	Warrants	Equity	amount \$60m	Subscription
	A	B	C	D	E	F	A+B+D+E+F	A+C+D+E+F
<b>Total liabilities</b>	\$325,750,468	\$0	\$0	-\$10,000,000	-\$9,068,766	-\$4,314,189	\$302,367,513	\$302,367,513
<b>Net assets</b>	\$9,774,245	\$55,655,270	\$65,195,654	\$0	\$9,068,766	\$5,000,000	\$79,498,281	\$89,038,665
<b>Equity</b>								
Issued capital	\$330,922,475	\$55,655,270	\$65,195,654	\$600,000	\$9,123,047	\$8,000,000	\$404,300,792	\$413,841,176
Reserves	\$5,272,535	-	-	-	-	-	\$5,272,535	\$5,272,535
Accumulated losses	-\$326,420,765	-	-	-\$600,000	-\$54,281	-\$3,000,000	-\$330,075,046	-\$330,075,046
<b>Total equity</b>	\$9,774,245	\$55,655,270	\$65,195,654	\$0	\$9,068,766	\$5,000,000	\$79,498,281	\$89,038,665

Notes:

- 1 Minimum Subscription less costs of the Offer of \$4,344,730
- 2 Maximum Subscription less costs of the Offer of \$4,960,269
- 3 A\$10m subscription against debt of Taurus and \$600,000 of costs to Taurus settled in equity.
- 4 New Hope exercised 81,310,580 existing warrants on 27 September 2024 (on a cum entitlement basis in respect of the equity capital raising proposed to occur) at \$0.1122 such that New Hope's obligation to pay the exercise price is offset against the Company's obligations to repay New Hope debt liabilities comprising any redemption premium and all capitalised interest payable under the existing New Hope Junior Debt Facility, subject to compliance with law and the ASX Listing Rules, no insolvency process commencing and New Hope's relevant interest in the Company's voting shares not exceeding 19.9% or otherwise obliging New Hope to make a takeover bid for the shares it does not hold in the Company. The exercise of these warrants will fully offset the capitalised interest and all redemption premiums associated with the junior facility (without reducing the prevailing principal balance owing).
- 5 Subject to no insolvency of the Company, compliance with law, the Company undertaking a minimum A\$25 million equity raise and the Company obtaining shareholder approval for the share issuances noted below, the Company may elect to extinguish in full the acquisition royalties and deferred consideration milestone payments under the Burton mine acquisition agreements (**Milestone Payments**) in cash or by the issue of new fully paid ordinary shares as follows: i. in respect of all Acquisition Royalties, by issuing up to A\$3 million in new fully-paid ordinary shares to New Hope priced at the anticipated price for the conditional equity capital raising (the New Equity Offer Price) (or some combination of cash and new fully-paid ordinary shares provided that the total value provided is equal to A\$3,000,000) on or before the date that is 18 months after the date of the revised debt terms. At the end of the 18-month period after the date of the revised debt terms, New Hope will subscribe for such number of additional new shares as is equal to the remaining balance of the A\$3 million not settled in cash or scrip divided by the New Equity Offer Price in consideration for extinguishing the Company's liabilities in respect of the Acquisition Royalties in full; and ii. in respect of all Deferred Consideration milestone payments, by issuing up to A\$5 million in new fully-paid ordinary shares to New Hope priced at the New Equity Offer Price (or some combination of cash and new fully-paid ordinary shares provided that the total value provided is equal to A\$5,000,000) on or before the date that is 12 months after the revised debt terms. At the end of the 12-month period after the date of the revised debt

terms, New Hope will subscribe for such number of additional new shares as is equal to the remaining balance of the A\$5 million not settled in cash or scrip divided by the New Equity Offer Price in consideration for extinguishing the Company's liabilities in respect of the Deferred Consideration milestone payments in full, provided that the Company is not permitted to issue shares to satisfy Milestone Payments to the extent that the issue or receipt of the shares by New Hope cannot be made in compliance with law, would result in New Hope's relevant interest in the Company voting shares exceeding 19.9% or might otherwise oblige New Hope to make a takeover offer for the Company.

### 3.2.2 Effect on capital structure

The effect of the Offer and Placement on the capital structure of the Company (assuming all Entitlements under the Entitlement Offer are taken up) is set out below.

If any Performance Rights are converted to Shares before the Record Date or if any Options are exercised prior to the Record Date, the Shares issued on such conversion or exercise will be eligible to participate in the Entitlement Offer. Accordingly, the total issued capital of the Company following completion of the Offers (assuming they are fully subscribed) may be more than the number shown above.

#### Shares

Shares	Number
Shares on issue as at the Prospectus Date	2,930,489,703
Maximum number of New Shares to be issued pursuant to the Offer	7,795,102,609
<b>Maximum total Shares on issue after completion of the Offer (assuming fully subscribed)</b>	<b>10,725,592,312</b>

#### Performance Rights

Performance Rights	Number
Performance Rights on issue as at the Prospectus Date	43,116,143
<b>Total Performance Rights on issue after completion of the Offer</b>	<b>43,116,143</b>

#### Options

Options	Number
Options on issue as at the Prospectus Date	70,679,000

Options	Number
Maximum number of New Options to be issued pursuant to the Offers	3,897,551,304
<b>Total Options on issue after completion of the Offers (assuming full subscription)</b>	<b>3,968,230,304</b>

### Convertible Notes

Convertible Notes	Number
Convertible Notes on issue as at the Prospectus Date	40,000,000
<b>Total Convertible Notes on issue after completion of the Offers</b>	<b>40,000,000</b>

Note: The issue of shares under the Entitlement Offer will trigger the protections under the Convertible Notes and so the conversion price is expected to reduce from \$0.2637 to \$0.0786 (from on or around 30 October 2024).

### 3.3 Details of substantial holders

Based on publicly available information available as at the Prospectus Date (including the latest substantial holding notices), those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out in the table below.

Shareholder	Shares	Percentage
Crocodile Capital and its related body VP Fund Solutions (Luxembourg) SA	276,560,446	9.72%
Ilwella Pty Ltd	136,096,934	7.56%
Iolite Partners Ltd	110,000,000	5.15%
Kirmar GmbH	177,777,778	6.25%



### 3.4 Effect on Shareholdings

If the full subscription is raised under the Offers and Placement, Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by approximately 72.7% (as compared to their holdings and number of Shares on issue as at the Prospectus Date, but on the basis of the Offer and Placement having completed and assuming the Entitlement Offer is fully subscribed).

Examples of how the dilution may impact Shareholders is set out in the table below in the event that the full subscription is raised.

Holder	Shareholding as at Record Date	Percentage at Record Date	Entitlement under the Entitlement Offer	Shareholding if Entitlement taken up	Percentage post- Offer if full Entitlement taken up	Percentage post-Offer if Entitlement not taken up
Shareholder 1	100,000,000	3.41%	266,000,000	366,000,000	3.41%	0.93%
Shareholder 2	50,000,000	1.71%	183,000,000	183,000,000	1.71%	0.47%
Shareholder 3	10,000,000	0.34%	26,600,000	36,600,000	0.34%	0.09%
Shareholder 4	5,000,000	0.17%	13,300,000	18,300,000	0.17%	0.05%

Notes:

- 1 The dilutionary effect shown in the table is the maximum percentage on assumption that the Placement has completed and the Entitlement Offer is fully subscribed.
- 2 The table only shows the dilutionary effect of the New Shares being offered under the Placement and Entitlement Offer.
- 3 Eligible Shareholders who have applied for their full Entitlement may apply for Additional Shares in excess of their Entitlement under the Top Up Facility (see Section 2.7). The table above does not include any calculations in relation to any Additional Shares that may be applied for under the Top Up Facility.
- 4 The number of New Options expected to be issued under the Offers is 3.9 billion (subject to Shareholder approval, where applicable). If all of these New Options are exercised, this will equate to approximately 26.7% of all the issued Shares in the Company. This will have a dilutionary impact on Shareholders.

### 3.5 Effect on control of the Company

The effect of the Offers on control of the Company will vary with the level of Entitlements and Additional Shares taken up by Eligible Shareholders under the Entitlement Offer, as well as the number of New Shares issued under the Shortfall Offer (if any).

The participation of the Committed Investors is not expected to result in any of them having a relevant interest of more than 19.9% in Shares, except for Square, where Square's relevant interest could increase beyond 20% to a maximum of 23.00% (taking into account the Minimum Subscription requirement), except that to the extent its relevant interest would exceed 19.99% it will only do so if permitted by the Corporations Act.

	Total voting power held by Square	Total voting power held by Taurus	Crocodile Capital 1 Global Focus	Crocodile Capital Offshore Fund	Crocodile Capital Partners
Minimum subscription of \$60 million achieved by:	23.00%	12.19%	9.76%	4.88%	1.75%
<ul style="list-style-type: none"> <li>• Square investing its maximum commitment of \$20 million;</li> <li>• remaining Committed Investors subscribing for their full commitment; and</li> <li>• 27.8% of Eligible Shareholders taking up their full Entitlements (being the maximum take up resulting in full underwriter participation).</li> </ul>					

Minimum subscription of \$70 million achieved by:	20.59%	10.91%	8.74%	4.37%	1.56%
<ul style="list-style-type: none"> <li>• Square investing its maximum commitment of \$20 million;</li> <li>• remaining Committed Investors subscribing for their full commitment; and</li> <li>• 42.27% of Eligible Shareholders taking up their full Entitlements (being the maximum take up resulting in full underwriter participation).</li> </ul>					

Notes: The debt conversion placement with Taurus of \$600,000 has been included when calculating the percentages in the above table.

## 4 Rights and liabilities attaching to New Shares

### 4.1 Rights and liabilities attaching to Shares

#### 4.1.1 Introduction

The rights and liabilities attaching to ownership of Shares arise from a combination of the Constitution, statute, the ASX Listing Rules and general law. A summary of the significant

rights, liabilities and obligations attaching to Shares (including to New Shares being offered pursuant to this Prospectus and to the New Shares issued under the Placement and to Shares issued upon the exercise of the New Options) and a description of other material provisions of the Constitution are set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Shareholders.

#### **4.1.2 General meetings**

Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, Corporations Act and the ASX Listing Rules.

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

The Directors may determine to hold a general meeting of members at two or more locations or using one or more technologies or electronic participation facilities that give all persons entitled to attend a reasonable opportunity to participate without being physically present in the same place (including without members being able to attend a physical venue such that meetings may be held wholly virtually).

#### **4.1.3 Voting rights**

At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each Share held (with adjusted voting rights for partly paid shares). If the votes are equal on a proposed resolution, the chairperson of the meeting has a casting vote, in addition to any deliberative vote.

#### **4.1.4 Dividends**

The Board may from time to time resolve to pay dividends to Shareholders and fix the amount of the dividend, the time for determining entitlements to the dividend and the timing and method of payment.

#### **4.1.5 Winding up**

If the Company is wound up, then subject to the Constitution, the Corporations Act and any rights or restrictions attached to any Shares or classes of Shares, any surplus property of the Company must be divided amongst the Company's members in proportion to the number of Shares held by them. If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders the whole or part of the Company's property and decide how the division is to be carried out as between Shareholders or different classes of shares.

#### **4.1.6 Transfer of Shares**

Subject to the Constitution and to any restrictions attached to any Shares, Shares may be transferred by a proper transfer effected in accordance with the ASX Settlement Operating Rules, the Corporations Act (and Corporations Regulations) and the ASX Listing Rules or by a written transfer in any usual form or in any other form approved by the Board and permitted by the relevant laws and ASX requirements. The Board may decline to register a transfer of Shares or apply a holding lock to prevent a transfer in accordance with the Constitution, the Corporations Act or the ASX Listing Rules.

#### **4.1.7 Issue of further Shares**

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 determine in their absolute discretion.

#### **4.1.8 Variation of class rights**

The procedure set out in the Constitution must be followed for any variation of rights attached to shares. Subject to the Corporations Act and the terms of issue of a class of shares, the rights attaching to any class of shares may be varied or cancelled:

- with the consent in writing of the holders of 75% of the issued shares included in that class; or
- by a special resolution passed at a separate meeting of the holders of those shares.

In either case, 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.

#### **4.1.9 Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least 75% 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.

#### **4.1.10 Non-marketable parcels**

In accordance with the ASX Listing Rules, the Board may sell Shares that constitute less than a marketable parcel by following the procedures set out in the Constitution.

#### **4.1.11 Directors – appointment and removal**

Under the Constitution, the Board is comprised of a minimum of three Directors and a maximum of nine Directors, unless the Shareholders pass a resolution varying that number at a general meeting. Directors are elected or re-elected at annual general meetings of the Company.

No Director (excluding a managing director) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. The Board may also appoint any eligible person to be a Director either to fill a casual vacancy on the Board or as an addition to the existing Directors, who (if they are not a managing director) will then hold office until the conclusion of the next annual general meeting of the Company following their appointment.

A person is eligible for election to the office of a Director at a general meeting if they are nominated or recommended by the Board or if not less than the number of Shareholders required to give notice of a resolution under the Corporations Act (subject to timing requirements) nominate a person in accordance with the Constitution.

#### **4.1.12 Directors – voting**

Questions arising at a meeting of the Board must be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. In the case of an equality of votes on a resolution, the chairperson of the meeting has a casting vote in addition to their deliberative vote, unless there are only two Directors present or entitled to vote in which case the chairperson of the meeting does not have a second or casting vote and the proposed resolution is taken as lost.

A written resolution of the Board may be passed without holding a meeting of the Board, if 75% of the Directors who are entitled to vote on the resolution and would have constituted a quorum at a physical meeting of Directors sign or consent to the resolution.

#### **4.1.13 Directors – remuneration**

Under the Constitution, the Board may decide the remuneration from the Company to which each Director is entitled for their services as a Director. However, the total aggregate amount provided to all non-executive Directors for their services as Directors must not exceed in any financial year the amount fixed by the Company in general meeting.

The remuneration of a Director (who is not a managing director or an executive Director) must not include a commission on, or a percentage of, profits or operating revenue.

Directors may be paid for all travelling and other expenses the Directors incur in attending to the Company's affairs, including attending and returning from general meetings of the Company or meetings of the Board or of committees of the Board. Any Director who performs extra services or makes any special exertions for the benefit of the Company, which, in the opinion of the Board, are outside the scope of ordinary duties of a Director, may be remunerated for the services (as determined by the Board) out of the funds of the Company.

#### **4.1.14 Powers and duties of Directors**

The business and affairs of the Company are to be managed by or under the direction of the Board, which (in addition to the powers and authorities conferred on it by the Constitution) may exercise all powers and do all things that are within the Company's power and the powers that are not required by law or by the Constitution to be exercised by the Company in general meeting.

#### **4.1.15 Preference shares**

The Company may issue preference shares including preference shares which are, or at the option of the Company or holder are, liable to be redeemed or convertible to ordinary Shares. The rights attaching to preference shares are those set out in the Constitution unless other rights have been approved by special resolution of the Company.

#### **4.1.16 Indemnities**

The Company, to the extent permitted by law, indemnifies each Director and executive officer of the Company on a full indemnity basis against all losses, liability, costs, charges and expenses incurred by that person as an officer of the Company or of a related body corporate.

## **4.2 Rights and liabilities attaching to New Options**

### **4.2.1 Introduction**

The rights and liabilities attaching to ownership of New Options arise from a combination of the Constitution, statute, the ASX Listing Rules and general law. A summary of the terms of the New Options and the significant rights, liabilities and obligations attaching to the New Options being offered pursuant to this Prospectus is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Option holders.

### **4.2.2 Consideration for grant**

No further consideration other than the payment of the amount for New Shares will be payable by Applicants for the New Options.

### **4.2.3 Exercise Price**

The exercise price of each New Option is \$0.009.

#### **4.2.4 Expiry**

The New Options will expire 6 months from their date of issue. After this time, any unexercised New Option will automatically lapse.

#### **4.2.5 Entitlement**

Each New Option entitles the holder to subscribe for one fully paid Share upon exercise of the New Option and payment of the exercise price prior to the expiry date.

#### **4.2.6 Terms of Exercise**

New Options may be exercised only once by:

- delivering to the Company before 5pm (AEST) on the expiry date the application for Shares on exercise of New Options duly executed by the Option holder specifying the number of Options being exercised (**Relevant Number**) (**Notice of Exercise**); and
- payment to the Company by bank cheque or other immediately available funds of an amount equal to the exercise price multiplied by the number of New Options being exercised (**Settlement Price**).

A Notice of Exercise is irrevocable once given.

#### **4.2.7 Issue of Shares**

The Company must within 5 business days after the receipt by it of the last of the documents referred to in Section 4.2.6 and subject to the receipt by the Company of the Settlement Price:

- issue to the Option holder the Relevant Number of Shares; and
- issue, or cause to be issued, to the Option holder a holding statement for the Relevant Number of Shares.

#### **4.2.8 Ranking of Shares upon exercise of New Options**

The Shares issued pursuant to the exercise of the New Options will be issued as fully paid.

Any Shares issued to the Option holder as a result of the exercise of a New Option will rank *pari passu* in all respects with all other Shares then on issue. Shares issued upon the exercise of New Options will only carry an entitlement to receive a dividend if they were issued before the record date for that dividend.

#### **4.2.9 Rights to participate**

There are no participation rights or entitlements inherent in the New Options and an Option holder will not be entitled to participate in new issues of capital offered to holders of Shares without exercising the Options before the record date for determining entitlements to the new issue of capital.

#### **4.2.10 Quotation**

The New Options will not be quoted.

At the time any Shares are issued upon the exercise of a New Option, the Company will apply to ASX for official quotation of the Shares as soon as practicable, and in any event within 2 business days after the date that the Shares are issued.

#### **4.2.11 Capital reorganisation**

If, before exercise or expiry of the New Options, the Company implements a reorganisation of its capital:

- (a) all rights of the Option holder are to be changed in a manner consistent with the ASX Listing Rules at the time of the reconstruction;
- (b) the Company must notify the Option holder of any proposed variation to the terms of Options no less than 5 “business days” (as defined in the ASX Listing Rules) prior to the date of variation; and
- (c) the Company must provide confirmation to the Option holder immediately after the date of variation that the terms of the Options have been varied as proposed.

#### **4.2.12 Bonus issues**

A holder of New Options does not have the right to participate in “bonus issues” (as defined in the ASX Listing Rules) or new issues of securities offered to Shareholders until Shares are allotted to the holder of the New Options pursuant to the exercise of the New Options.

If there is a bonus issue to holders of Shares, the number of Shares over which an Option is exercisable is increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.

#### **4.2.13 Pro rata issues**

There will be no change to the exercise price of a New Option or the number of Shares over which a New Option is exercisable if the Company makes a pro rata issue of Shares or other securities to the holders of Shares (other than for a bonus issue).

#### **4.2.14 Voting**

Holders of New Options will have no voting rights until the New Options are exercised and Shares issued upon exercise of those New Options in accordance with the ASX Listing Rules.

#### **4.2.15 Dividends**

Holders of New Options will have no rights to dividends until the New Options are exercised and Shares issued upon exercise of those New Options in accordance with the ASX Listing Rules.

#### **4.2.16 Transferability**

While the New Options will not be quoted on ASX, the New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

#### **4.2.17 Variation**

Subject to the ASX Listing Rules, the New Option terms may be varied at any time by written agreement between the Company and the Option holder.

#### **4.2.18 Registered holders**

The Company is entitled to treat the holder of a New Option as the absolute holder of that New Option and is not bound to recognise any equitable or other claim to, or interest in, that New Option on the part of any person other than the holder, except as ordered by a court of competent jurisdiction or as required by statute.

## 5 Risk factors

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### 5.1 Introduction

This Section 5 describes some of the potential risks associated with an investment in the Company.

An investment in the Company is subject to risk factors specific to the Company and its business activities and those of a more general nature including general risks associated with investing in shares. Any, or a combination, of these risk factors may have a material adverse effect on the Company's business, financial condition, operating and financial performance, growth, and/or the value of its Shares. Many of the circumstances giving rise to these risks and the occurrence of consequences associated with each risk are partially or completely outside the control of the Company, its Directors and management.

Section 5 does not purport to list every risk that may be associated with an investment in New Shares now or in the future. Additional risks that the Company is unaware of, or that the Company currently considers to be immaterial may also have the potential to have a material adverse effect on the Company's business, financial condition, operating and financial performance, growth, and/or the value of its Shares.

The selection of risks in this Section 5 is based on the knowledge of the Directors as at the Prospectus Date. However, there is no guarantee or assurance that the importance of risks will not change or that other risks will not emerge.

Before deciding whether to invest in the Company by applying for New Shares, you should read the entire Prospectus and satisfy yourself that you have a sufficient understanding of these matters and should consider whether New Shares are a suitable investment for you having regard to your own investment objectives, financial circumstances and particular needs (including financial and taxation issues). If you do not understand any part of this Prospectus or are in any doubt as to whether to invest in the Company, you should seek professional advice from your stockbroker, accountant, lawyer, financial adviser or other independent professional adviser before deciding whether to invest.

### 5.2 Company risk factors

#### 5.2.1 Funding and liquidity

The Company and its subsidiaries' ability to continue their business is dependent upon several factors including securing sufficient debt and equity capital, speed of mine development activities, the ability to manage working capital requirements and payment obligations (including royalties), delivery of consistent cashflows, successful mining operations, uninterrupted operation of logistics (including rail and shipping), funding of rail and port bonding requirements and/or the successful exploration and subsequent development of the Company's tenements.

Should the Company be unable to secure sufficient equity or debt capital and/or should there be further delays to coal presentation, transportation or the planned performance from the mining assets, due to significant weather or market supply shortages in labour or equipment (among other reasons), the Company's available cash to meet its ongoing commitments will be further impacted including potential default under the debt financing agreements with New Hope and Taurus.

In particular, there are presently significant delays impacting the timing of shipments, negatively effecting sales receipt and cash flows. There is no guarantee that additional funding through debt or equity will be available, or if it is, there is no guarantee that such new funding will be on terms acceptable to the Company or that it will be at the level



required to fund the Company's ongoing commitments. Global capital markets have been severely constrained in the past, and the ability to obtain new funding or refinance terms may in the future be significantly reduced.

Increasingly, financial institutions have made public statements in relation to their unwillingness to finance certain types of coal mines and coal-fired power stations. Should these avenues be delayed or fail to materialise, the Group may need to raise additional funding through debt, equity or farm out/sell down to allow the Group to continue to execute its strategy and continue operating as a going concern and meet its debts as and when they fall due.

If the Company is unable to obtain sufficient funding, either due to credit or debt or equity capital market conditions generally, or due to factors specific to the coal sector, the Company may not have sufficient cash to meet its ongoing capital requirements or the ability to expand its business.

Having regard to the nature of the Company's business involving a lack of control over factors relating to payment timing and at the same time having scheduled taxes, expenses and costs to meet, cashflow management is particularly challenging for the Company and the timing can become such that there is a material adverse effect on the Company's solvency.

### **5.2.2 Going concern**

For the year ended 30 June 2024 the Group generated a consolidated loss of \$95.5 million (2023: \$162.9 million) and incurred operating cash outflows of \$5.0 million (outflow in 2023: \$105.1 million). As at 30 June 2024 the Group has cash and cash equivalents of \$21.7 million (2023: \$48.9 million), current asset deficiency of \$71.9 million (2023: \$124.0 million) and net asset of \$9.8 million (2023: \$35.0 million).

The Company's ability to continue to generate operational cash flows to meet its financial obligations is based on the performance of its operations and those of the mining contractors, as well as the timing and price received for coal sales shipments. If the Company is unable to generate sufficient operational cash flows to meet its financial obligations in the future, there is no guarantee that additional funding through debt, equity or an asset sale will be available, or if it is, that such new funding will be on terms acceptable to the Company. Should the Company be unsuccessful in meeting its financial obligations, a material uncertainty would exist that may cast significant doubt on the ability of the Company to continue as a going concern and, therefore, whether it will realise its assets and extinguish its liabilities other than in the ordinary course of business.

### **5.2.3 Underwriting**

The Company has entered into an Underwriting Agreement under which the Joint Lead Managers have agreed to underwrite the Entitlement Offer, subject to the terms and conditions of the Underwriting Agreement. Prior to the completion of the Entitlement Offer, there are certain events which, if they were to occur, may affect the Joint Lead Managers' obligation to underwrite the Entitlement Offer. The ability of the Joint Lead Managers to terminate the Underwriting Agreement in respect of some events will depend on whether the event has or is likely to have a material adverse effect on the success or settlement of the Entitlement Offer, or where they may give rise to material liability for the Joint Lead Managers.

The events which may trigger termination of the Underwriting Agreement in the period from execution of the underwriting agreement to completion of the Entitlement Offer are summarised in section 6.5.

Termination of the Underwriting Agreement would have a materially adverse impact on the proceeds raised under the Entitlement Offer. In these circumstances, the Company

may need to find alternative funding (including further debt funding) to meet its financial obligations and any such funding may be on less favourable terms or such funding may not be available. Termination of the Underwriting Agreement could materially adversely affect the Company's business, cash flow and financial position. See the Going Concern risk in section 5.2.2.

#### **5.2.4 Occupational health and safety**

The Company's operations are subject to a variety of industry specific health and safety laws and regulations which are formulated to improve and to protect the safety and health of employees. Mining operations are potentially hazardous and the management of safety and health risks is essential. The Company seeks to implement industry standard procedures in occupational health and safety and meet compliance with government regulations. The occurrence of any industrial accidents, workplace injuries or fatalities may result in workers' compensation claims, related common law claims and potential occupational health and safety prosecutions.

The health and safety of the Company's employees and contracting partners remains of critical importance in the planning, organisation and execution of the Company's exploration, development, and operating activities. Failure to provide adequate Safety and Health management system could lead to the injury of employees and contractors and as a consequence result in financial and reputational losses from the shutdown of operations.

#### **5.2.5 Development, operating and production risk**

After ramping up its operations in the past year, the Company is subject to the production risk for an ongoing coal mine operation. There can be no assurance that the Company will achieve its production targets or cost estimates. The Company's operations and mining productivity rates have been and may continue to be curtailed, or delayed as a result of factors such as adverse weather conditions, mechanical difficulties, failure of key componentry in the CHPP, failure to achieve further cost reduction, shortages in or increases in the costs of key supplies and input including diesel, electricity, consumables, spare parts, plant and equipment, external services failure or relocation requirements (including energy and water supply), industrial disputes and action, difficulties in commissioning and operating plant and equipment, IT system failures, cyber security breaches, mechanical failure or plant breakdown, and compliance with governmental requirements. In addition, the Company is heavily dependent on its key mining services, haulage and coal processing contractors for the performance of its operations, therefore the underperformance of these contractors could adversely affect the cost estimates and profitability of the Company.

Industrial and environmental accidents could lead to substantial claims against the Company for injury or loss of life, and damage or destruction to property, as well as regulatory investigations, clean up responsibilities, penalties and the suspension of operations.

The Company has historically undertaken exploration activities only but last year commenced development and operating activities. As a result, there are numerous mine development and operating risks which may result in delayed mine development and/or a reduction in performance that decreases the Company's ability to develop assets on time and on budget and to produce high quality coal to meet customer shipping needs. These risks may result in financial losses and/or cash flow risk to the business. In addition, adverse changes in the operations such as to coal production, and/or changes in estimates of proven and probable coal reserves, may result in impairment charges if the Company cannot recover the value of its investment in the asset.

#### **5.2.6 Market liquidity**

While the Company's Shares are listed on ASX, there can be no assurance of an active market for the Company's Shares or that price of the Company's Shares will increase.

There may be relatively few potential buyers or sellers of the Company's shares at any time. This may increase the volatility of the market price of the Company's Shares and may also affect the prevailing market price at which shareholders are able to sell their Shares. In recent years, capital markets have experienced a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.

### **5.2.7 Geological**

Mineral resource and ore reserve estimates are a subjective process based on drilling results, past experience with mining properties and modifying factors, knowledge, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Ore reserve estimation is an interpretive process based on a limited amount of geological data pursuant to JORC standards and similar applicable regimes and interpretations and thus estimations may prove to be inaccurate. There is a risk of loss of coal resources, and/or material inaccuracies in geological databases and supporting information, as well as changes in geological structures which may negatively impact the Company's mining operations and project financial viability. The results of the exploration activities may be such that the estimated resources are insufficient to justify the financial viability of the projects and therefore impact longevity of activities.

### **5.2.8 Market**

The Company is exposed to market risks relating to commodity prices generally, equity risk, interest rates and foreign currency which can result in exploration, development and/or operating assets becoming uneconomical and adverse fluctuations in revenue. The Company may experience fluctuations in share price as a result of these market risks. The Company's overall average realised coal sales price decreased 15% from the prior quarter largely driven by declining market coal prices and the Company's share price is at an all time low.

The Company cannot guarantee that these circumstances will change.

The Company's exposure to commodity price risk is predominantly changes in metallurgical coal prices, which are driven by various factors, including but not limited to, changes in seaborne supply, overall demand for steel, geopolitical economic activity, commodity substitution, international demand and contract sales negotiations. This impacts the royalty expense on the Taurus debt facility. Currently, the Company undertakes limited hedging against foreign exchange volatility.

In respect of foreign currency risk, the Australian dollar is the functional currency of the Company and as a result, currency exposure arises from transactions and balances in currencies other than Australian dollar. The Company's potential currency exposure comprises:

- Coal sales are denominated in United States (US) dollar. The Company is therefore exposed to volatility in the US\$:A\$ exchange rates. The Company generally aligns all coking coal prices to relevant coking coal indexes. The Company has not used any derivative products to mitigate fluctuations in the relevant coal price indexes or US\$:A\$ exchange rates.
- The Company has fully drawn down on its US\$51.0 million finance facility with Taurus. As noted above, the Company's coal sales are denominated in US\$, which provides a natural economic hedge in relation to adverse foreign currency movements that affect the drawn down facility position and the current policy is to undertake limited hedging of foreign exchange risk.

### **5.2.9 Litigation**

Legal proceedings may arise from time to time in the course of the Company's business. The Company may be involved in disputes with other parties which may result in litigation. Any such claim or dispute, if proven, may impact adversely on the Company's operations, financial performance and financial position.

### **5.2.10 Insurance**

The Company's business is subject to a number of risks and hazards generally that could result in damage to mining or production facilities, personnel injury or death, environmental damage to the Company's properties and the properties of others, delays in development or mining, monetary losses and possible legal liability. The Company has in place insurance to protect against certain risks that it considers to be reasonable, however its insurance will not cover all of the potential risks associated with its operations.

There is a risk that the policies of financial institutions and various markets with respect to the funding of coal projects, may extend to an unwillingness to provide insurance products to coal producers and associated companies or on terms that are acceptable to the Company. This could result in a material increase in the cost to the Company of obtaining appropriate levels of insurance or the Company being unable to secure adequate insurance cover.

### **5.2.11 Social License**

A number of stakeholders have varying interests in the Company's prospective areas of operations. The ability of the Company to secure and undertake exploration and development activities within those areas is reliant upon the adequate acknowledgement of the interests of those stakeholders and the satisfactory resolution of native title and (potentially) overlapping tenure. Failure to adequately acknowledge and address this risk could negatively impact the operations of the Company, and potentially result in an inability to secure, maintain or renew the regulatory approvals required to continue operations.

### **5.2.12 Environmental regulations and risks**

All phases of mining and exploration present environmental risks and hazards. The Company's operations are subject to environmental regulations pursuant to a variety of state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees.

### **5.2.13 License conditions and renewals**

The Company's operations and exploration activities require certain licenses to operate that include conditions of operation and renewal. The Company ensures it is in compliance with all of its licence conditions and any renewal requirements. Changes in regulatory conditions and requirements, or the expansion of permit areas with additional regulatory conditions and requirements beyond what is currently required, remains a risk with ongoing and new mining operations. A number of permits licenses are currently in the renewal process and administrative arrangements allow the ongoing operations and permit conditions to continue while the renewal process is underway.

#### **5.2.14 Key personnel**

The Company's success depends on the continued services of its key personnel. The Company could be adversely affected if any of the key management team ceased to actively participate in the management of the Company or ceased employment with the Company entirely. The Company has in place incentive arrangements aimed at managing this risk.

#### **5.2.15 Personnel risk**

BCB's operations (and the operations of its key mining services, haulage and coal processing contractors) rely on the ability to attract and retain skilled labour. The Company manages this risk through working with the major service providers to set pay levels close to market, improving site culture and providing employees with high quality facilities.

#### **5.2.16 Regulations**

The Company's operations are subject to government laws, regulations and policies governing (among other things) taxation, exploration, production, exports, labor standards, occupational health and safety, greenhouse gas reporting, and environmental protection. Any future changes in these laws, regulations or policies may adversely affect the Company's operations.

#### **5.2.17 Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, Queensland Government Authorities and financial institutions, foreign exchange transactions and other financial instruments and sale of coal to customers. The Company mitigates this risk where possible by trading with reputable third parties and financial institutions. If the Company's customers do not honour their contract agreements, or if they terminate or do not renew their sales contracts, this may affect the financial condition and profitability of the Company.

#### **5.2.18 Infrastructure and logistics**

The Company's ability to generate cash flow is dependent on the ability to transport coal produced from its operations. The ability to secure above and below rail and port capacity and availability of transport and/or delays in transport, including trains and shipping, may cause a negative impact on the working capital of the Company. Additionally, if transportation costs become uneconomic, this could impact the Company's ability to make a sale to the customer. The ability to secure above and below rail and port capacity and availability of transport and/or delays in transport, including trains and shipping, may cause a negative impact on the working capital of the Company. Additionally, if transportation costs become uneconomic, this could impact the Company's ability to make the sale to the customer. The Company carefully manages its cash flow planning to optimise its operations, but may need to slow production, or seek alternative working capital. Significant progress has been made in relation to shipping with three vessels being shipped in August 2024 and six vessels planned for September 2024, this would bring total vessels for the quarter to nine.

#### **5.2.19 Share market conditions**

The value of the Company's shares will be determined by the stock market and will be subject to varied and often unpredictable influences beyond the Company's control. These factors include, but are not limited to, the demand for, and availability of the Company's shares, the demand for coal and the fluctuations in coal prices, movements in interest rates, exchange rates, and rates of inflation, fluctuations in the Australian and international stocks markets, changes in fiscal, monetary and regulatory policies, and general domestic and international and economic activity.

Depending on general market conditions and the Company's share price, the Company may not be able to attract new investors or raise capital as and when required. The value of quoted securities is subject to fluctuations in response to these factors, which cannot be controlled or accurately predicted, and prevailing market sentiment and overall share market performance may adversely impact the price of the Company's Shares, irrespective of the Company's underlying operational performance.

#### **5.2.20 Liquidity risk**

BCB shareholders who wish to sell their Company shares may be unable to do so at an acceptable price, or at all, if insufficient liquidity exists in the market for Company shares. BCB does not guarantee the market price or liquidity of Company shares and there is a risk you may lose some or all of the money you invested.

#### **5.2.21 Shareholders and subordinated and unsecured investors**

In a winding up of the Company, shareholders' claims will rank after the claims of creditors preferred by law, secured creditors and general creditors. Shareholders' claims will rank equally with claims of holders of all other ordinary shares. If the Company were to be wound up and after the claims of creditors preferred by law, secured creditors, general creditors and holders of subordinated instruments are satisfied, there are insufficient assets remaining, you may lose some or all of the money you invested in the Company shares.

#### **5.2.22 Future issues of debt or other securities by the Company**

The Company may at its absolute discretion, issue additional securities in the future that may rank ahead of, equally with, or behind ordinary shares, whether or not secured. Additionally, certain convertible securities that may be issued by the Company individually and its subsidiaries in the future may be converted from debt to equity securities. Any issue or conversion of other securities may dilute the relative value of existing ordinary shares and affect your ability to recover any value in a winding up.

An investment in Company shares confers no right to restrict the Company from raising more debt or issuing other securities (subject to restrictions in the ASX Listing Rules), to require the Company to refrain from certain business changes, or to require the Company to operate within potential certain ratio limits. An investment in Company shares carries no right to participate in any future issue of securities (whether equity, debt or otherwise) by any member of the Company, other than future pro rata issues if the shareholder is eligible to participate in the pro rata issue under relevant laws. No prediction can be made as to the effect, if any, future issues of debt or equity securities by an entity in the Company may have on the market price or liquidity of Company shares.

#### **5.2.23 Changes in taxation and accounting standards**

Changes to tax legislation, the interpretation of tax legislation by the courts, the administration of tax legislation by the relevant tax authorities and the applicability of such legislation may affect the Company's financial performance or the tax treatment of an investment in the Company's Shares, including any returns on the Company's Shares (for example, any franked dividends). Additionally, accounting standards may change which may affect the reported earnings of the Company and its financial position.

#### **5.2.24 Mineral Resource and Ore Reserve estimates**

Mineral Resource and Ore Reserve estimates are prepared in accordance with the guidelines set out within the JORC Code and are expressions of judgement based on knowledge, experience, industry practice, interpretation and other factors. Estimates, which are valid when made, may alter significantly when new information or techniques become available. As the Company obtains new information through drilling and analysis, Mineral Resource and Ore Reserve estimates may change positively or negatively, affecting the Company's operations and financial position.

## **5.3 Investment risk factors**

### **5.3.1 Economic factors**

The Company is subject to general market risk that is inherent for all entities whose securities are listed on a securities exchange. This may result in fluctuations in the Share price that are not explained by the fundamental operations and activities of the Company.

The price of the Company's Shares quoted on the ASX following reinstatement may rise or fall and the Shares may trade below or above the Offer Price due to a number of factors. These include, but are not limited to, the following:

- the number of potential buyers or sellers of Shares on the ASX at any given time;
- fluctuations in the domestic and international market for listed stocks;
- general economic conditions including the unemployment rate, interest rates, inflation rates, exchange rates, commodity and oil prices, and changes to government fiscal, monetary or regulatory policies, legislation or regulation;
- recommendations by brokers or analysts;
- inclusion in, or removal from, market indices;
- global hostilities, tensions, and acts of terrorism;
- the nature of the markets in which the Company operates; and
- general operational and business risks.

### **5.3.2 Liquidity**

There may be relatively few or many potential buyers or sellers of the Shares on the ASX at any time, which may increase the volatility of the market price of the Shares, prevent investors from acquiring more Shares or disposing of Shares they acquire under the Offers, or result in Shareholders receiving a market price for their Shares that is less than the price that Shareholders paid.

The Company does not intend to seek listing of the New Options. This will impact on the liquidity of the New Options.

### **5.3.3 Shareholder dilution**

In the future, the Company may elect to issue Shares to fund or raise proceeds for working capital, growth, acquisitions, to repay debt, or for any other reason.

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 a 12-month period (other than where exceptions apply), Shareholder interests may be diluted and Shareholders may experience a loss in value of their equity as a result of such issues of Shares and fundraisings.

### **5.3.4 Renouncement risk**

If a shareholder does not take up its entitlement under the Entitlement Offer, then its entitlements will be treated as renounced and there is no guarantee that any value will be received for their renounced entitlement through the bookbuild under the Entitlement Offer. There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact the ability to sell Entitlements on ASX and the price able to be achieved.

The ability to sell entitlements under the Entitlement Offer on ASX and the ability to obtain any premium will be dependent upon various factors including market conditions.

To the maximum extent permitted by law, none of the Company, the Joint Lead Managers, their respective related bodies corporate and affiliates and their respective directors, officers, employees, agents and advisers will be liable (including for negligence) for any failure to procure subscribers under either bookbuild at the price equal to or in excess of the Offer Price.

### **5.3.5 Dividend risk**

As a company currently not generating a profit after taxation and funded historically through equity and debt, the Company currently does not pay dividends. Payment of dividends on the Company Shares is within the discretion of the Board and will depend upon the Company's future earnings, its capital requirements, financial performance, and other relevant factors.

### **5.3.6 Taxation changes**

Tax laws in Australia are complex and are subject to change periodically as is their interpretation by the relevant courts and the tax revenue authorities. Changes in tax law (including transfer pricing, GST, stamp duties and employment taxes), or changes in the way tax laws are interpreted may impact the tax liabilities of the Company, Shareholder returns, the level of dividend imputation or franking, or the tax treatment of a Shareholder's investment.

In particular, both the level and basis of taxation may change. The tax information provided in this Prospectus is based on current taxation law in Australia as at the Prospectus Date. Tax law is frequently being changed, both prospectively and retrospectively.

In addition, tax authorities may review the tax treatment of transactions entered into by the Company. Any actual or alleged failure to comply with, or any change in the application or interpretation of, tax rules applied in respect of such transactions, may increase the Company's tax liabilities or expose it to legal, regulatory, or other actions.

An interpretation of the taxation laws by the Company that is contrary to that of a revenue authority in Australia may give rise to additional tax payable. In order to minimise this risk, the Company obtains external expert advice on the application of the tax laws to its operations (as applicable).

### **5.3.7 Australian Accounting Standards**

Changes to the AAS are determined by the AASB. The AASB may, from time to time, introduce new or refined AAS, which may affect the future measurement and recognition of key income statement and balance sheet items, including revenue and receivables.

There is also a risk that interpretations of existing AAS, including those relating to the measurement and recognition of key statements of profit or loss and balance sheet items, including revenue and receivables, may differ. Changes to AAS issued by the AASB or changes to the commonly held views on the application of those standards could materially and adversely affect the financial performance and position reported in the Company's financial statements.

### **5.3.8 Force majeure events**

Events may occur within or outside Australia that could impact upon the global and Australian economies, the operations of the Company, or the price of the Shares. These events include, but are not limited to, terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease such as COVID-19 or other man-made or natural events or occurrences that can have an adverse effect on the Company's activities including, but not limited to, the ability to undertake or perform its obligations that may lead to dissatisfaction with the Company's development of projects, which in turn may lead to disruptions of future proposed operations and the Company's capacity to explore and mine.



### 5.3.9 Investment highly speculative

The above list of risks should not be taken as exhaustive of the risks faced by the Company or by prospective investors in the Company. The above risk 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 New Shares. The New Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities. Prospective investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.

Prospective investors should carefully consider these risks in light of their investment objectives, financial situation and particular needs (including financial and taxation issues). There may be risk factors in addition to these that should be considered in light of personal circumstances.

## 6 Additional information

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### 6.1 Legal proceedings

As at the Prospectus Date, no member of the Group is a party to any investigation, prosecution, litigation, legal proceedings, arbitration, mediation or any other form of dispute resolution process of a material nature (**Material Proceedings**).

So far as the Directors are aware, no Material Proceedings against a member of the Group are pending or threatened as at the Prospectus Date.

### 6.2 Continuous disclosure obligations

As the Company is listed on the ASX, it 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, subject to certain exceptions.

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

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of the ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify the ASX of information about specified events or matters as they arise for the purpose of the ASX making that information available to the stock market conducted by the ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

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

The following announcements have been lodged by the Company with the ASX following lodgement of the annual financial report for the year ended 30 June 2024 with ASX on 19 September 2024 and prior to the Prospectus Date:

Date	Description of announcement
19/09/2024	Investor Presentation
20/09/2024	Proposed issue of securities
25/09/2024	Request for Extension of Voluntary Suspension
26/09/2024	Withdrawal of section 249D and 203D notices
27/09/2024	Application for quotation of securities
01/10/2024	Notification of cessation of securities
01/10/2024	Change of Director's Interest Notice x 2

Date	Description of announcement
02/10/2024	Request for Extension of Voluntary Suspension

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

The announcements are also available through the Company's website (<https://www.bowencokingcoal.com.au/investor-centre/>).

### 6.3 Market price of Shares

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

The Company's Shares have been suspended from trading on the ASX since 18 September 2024.

The most recent closing price of the Shares on ASX was \$0.012 per share (which was the closing price on 13 September 2024, the last day that Shares traded on ASX).

### 6.4 Financing arrangements

#### 6.4.1 Debt refinancing arrangements

The Company executed a heads of agreement on 18 September 2024 with its senior and subordinated lenders, Taurus and New Hope, agreeing to enter into long form agreements to amend their respective loan facilities (**Heads of Agreement**).

In exchange for an equity issuance, the heads of agreement provides for:

- a deferral of principal loan repayments including a deferment of principal amortisation in respect of the Taurus facility so that the next payment is due at the earlier of the end of March 2025 or the sale of the Isaac River Project, and final repayment occurs in September 2026;
- extension of tenor,
- substitution of obligations to New Hope with cash or equity, subject to shareholder approval; and
- a material reduction in interest and royalty costs.

The Heads of Agreement is conditional on minimum A\$25 million equity raise and no insolvency event.

#### 6.4.2 Taurus sub-underwriting arrangements

Taurus has modified the Heads of Agreement through an agreement whereby Taurus will sub-underwrite the Offers in an amount up to \$10 million. Taurus and the Company have agreed that if Taurus is called upon to sub-underwrite for less than \$10 million (i.e. the Remaining Amount), then the amount of \$10 million less the Remaining Amount will be subscribed for and issued under the Placement, subject to Taurus obtaining FIRB approval (if required), the Company receiving shareholder approval and a reduction of A\$10m from the repayment due to Taurus on 31 March 2025 under the senior loan facility agreement between the Company and Taurus.

#### **6.4.3 Debt Conversion Placement**

In addition to the agreement to sub-underwrite in an amount up to \$10 million, \$600,000 in equity will be issued to Taurus in consideration for the amendments made the Taurus debt agreements.

#### **6.4.4 Crocodile sub-underwriting arrangements**

Crocodile Fund 1, Crocodile Offshore Fund and Crocodile Capital Partners have each entered into an arm's length sub-underwriting commitment with the Underwriters. Each of these investors will receive a fee from the Underwriters based on their sub-underwriting commitment.

#### **6.4.5 Exercise of New Hope warrants**

Pursuant to a warrant deed between the Company and New Hope dated 28 September 2023 (Warrant Deed) and the Heads of Agreement, New Hope exercised 81,310,580 warrants which were outstanding on 27 September 2024 at the exercise price calculated in accordance with the definition of Exercise Price in the Warrant Deed. New Hope's obligation to pay the exercise price was offset against the Company's obligations to repay New Hope debt liabilities comprising any redemption premium and all capitalised interest payable under the existing New Hope loan facility. This exercise of warrants was subject to compliance with law and the ASX Listing Rules, no insolvency process commencing and New Hope's relevant interest in the Company's voting shares not exceeding 19.9% or otherwise obliging New Hope to make a takeover bid for the shares it does not hold in the Company.

#### **6.4.6 Square Marketing Agreement**

The company entered in a marketing agreement with Square Marketing on 24 September 2024 (**Marketing Agreement**). Square Marketing will receive marketing rights for coal produced from various mines and deposits owned by the Company for a period of seven years, in addition to a fee of 1.25% of FOB price on all coal sold pursuant to the Marketing Agreement.

The Marketing Agreement is conditional on:

- the Company obtaining any required approvals from MPC Lenton Pty Ltd; and
- Square subscribing for fully paid ordinary shares in the Company for an aggregate issue price of \$20 million through one or both of a placement of Company shares and/or Square underwriting the shortfall in the Entitlement Offer, subject to:
  - if the underwriting does not result in Square subscribing for \$20 million in Company shares at the aggregate offer price by the shortfall date in the Entitlement Offer, it must take up the remaining Company shares by placement; and
  - to the extent that the subscription would result in Square having a relevant interest of more than 19.99%, Square must subscribe for the number of Company shares that increase its relevant interest in Company shares to 19.99% and in respect of the balance of Company shares, Square will only subscribe for these if permitted by item 10A of section 611 (Accelerated Rights Issues) of the Corporations Act and there are no other restrictions at law, or if not, promptly after it is permitted by law (for example, after the Company obtains shareholder approval under section 611 Item 7 of the Corporations Act);

The underwriting by Square is on industry standard terms (except for the conditions set out above and that it will not be on less favourable terms to Square than those offered to each of the other underwriters, if applicable). Square will receive a fee from the Underwriters based on its sub-underwriting commitment.

#### 6.4.7 Square Loan Agreement

Square had loaned \$11 million to the Company repayable on 8 October 2024. In the event such loan remains outstanding at the settlement of the Offer, the loan amount that remains outstanding to Square will be set off against any amount owing by Square under its underwriting arrangements.

#### 6.4.8 Payment of joint venture expenses

On 1 October 2024 Bowen agreed with its joint venturer in the Lenton Joint Venture that holds 10% of it, MPC Lenton, for MPC Lenton to provide the joint venture's manager, for payment of joint venture expenses, \$7.5 million on 4 October 2024 and \$7.5 million on 8 October 2024. The funds are to be provided by MPC Lenton by way of payment of cash calls which otherwise would have been payable by the Company. The Company will be responsible for paying 100% of the forthcoming cash calls required by the manager until the accumulated contributions from the joint venturers equate to 90% Bowen and 10% MPC Lenton respectively.

### 6.5 Underwriting Agreement

The Joint Lead Managers have entered into an underwriting agreement with the Company in respect of the Entitlement Offer (**Underwriting Agreement**).

The Offer is underwritten by the Joint Lead Managers to the value of \$40.5 million provided the Minimum Subscription is reached under the Offer and consent of MPC Lenton is obtained in relation to an in-house sales and marketing appointment. The underwritten amount will be reduced to the extent that any allocation to the Committed Investors would result in a Regulatory Event.

Each of the Joint Lead Managers' obligations under the Underwriting Agreement, including to partially underwrite and manage the Entitlement Offer, are conditional on certain matters, including (but not limited to):

- (a) certain disclosure materials for the Entitlement Offer (**Offer Documents**) being released within the required timeframes;
- (b) certain diligence-related deliverables being provided within the required timeframes;
- (c) the debt financing documents referred to in sections 6.4.1 and 6.4.7 having been entered into and not having been breached or terminated or similar;
- (d) entry by the Joint Lead Managers into sub-underwriting agreements with the sub-underwriters;
- (e) the Minimum Subscription being reached; and
- (f) consent of MPC Lenton to certain marketing arrangements having been satisfied.

If certain conditions are not satisfied or certain events occur, the Joint Lead Managers may terminate the Underwriting Agreement. Termination of the Underwriting Agreement by one or both of the Joint Lead Managers would have a material adverse impact on the total amount of proceeds that could be raised under the Entitlement Offer and also whether the Entitlement Offer will proceed, which in turn would have a material adverse impact on the Company's financial position and liquidity.

The events which may trigger termination of the Underwriting Agreement include (but are not limited to) the following:

- (a) failure to satisfy certain conditions precedent to the Underwriting Agreement within the required timeframe;

- (b) the offer documents do not comply with the Corporations Act or a statement in any of the Offer Documents is or becomes false, misleading or deceptive or is likely to be false, misleading or deceptive, including by material omission, in each case in a material respect;
- (c) certain regulatory actions occur against or involving the Company, its directors and / or officers in relation to the Entitlement Offer or certain Offer Documents or that may otherwise delay the Entitlement Offer, subject to certain exceptions;
- (d) the Company or any of its related corporations becomes insolvent;
- (e) the Company ceases to be admitted to the official list of ASX or any shares issued by the Company are suspended from quotation or are subject of an ASX statement that the shares will be suspended or cease to be quoted (for the avoidance of doubt this clause does not apply to the voluntary suspension of the Company granted by ASX in connection with the Offer);
- (f) ASX makes a statement to any person it will not grant permission for the official quotation of the New Shares under the Entitlement Offer, or the approval is subsequently withdrawn;
- (g) the Company withdraws the offer or any part of it, or indicates in writing to the Joint Lead Managers that it does not intend to, or is unable to proceed with the Offer or any part thereof;
- (h) the Company is or will be prevented from conducting or completing the Entitlement Offer in accordance with the agreement;
- (i) the Company does not provide a certificate when required to under the Underwriting Agreement;
- (j) the Company alters its Constitution without the prior written consent of the Joint Lead Managers;
- (k) the Company alters its capital structure (other than as contemplated under the Offer or the Underwriting Agreement);
- (l) there are delays in the Timetable for the Entitlement Offer for more than one business day without consent of the Joint Lead Managers;
- (m) the commencement of certain material legal proceedings against any member of the Company or any director or other officer of the Company;
- (n) certain material regulatory actions by ASIC occur in relation to the Offer or which would prevent the Company from making the Offer; or
- (o) a director of the Company or any related corporation of it is charged with an indictable offence relating to a financial or corporate matter;
- (p) any material adverse change occurs, in the assets, liabilities, share capital, share structure, financial position or performance, profits, losses or prospects of the Company or any of its subsidiaries from those respectively disclosed in any Offer Document, the Company's most recent financial results or in certain public announcements;
- (q) except as disclosed to the Joint Lead Managers prior to the date of the Underwriting Agreement, a change in the board or senior management of the Company is announced or occurs;
- (r) a representation, warranty or material statement by the Company is or becomes false, misleading or incorrect when made or regarded as made;
- (s) the Company fails to perform or observe any of its obligations under the Underwriting Agreement or breaches any warranty or covenant given within the Underwriting Agreement;

- (t) there is a material omission from the results of the due diligence investigation performed in respect of the Company or the verification material or the results of the due diligence investigation or the verification material are false or misleading;
- (u) new law is introduced or proposed to be introduced into the Parliament of Australia or any State or Territory of Australia, or ASX or ASIC or their respective delegates adopt a new policy that is likely to prohibit, restrict or regulate the offer in a materially adverse way from that prior to the relevant occurrence, or to reduce the likely level of valid applications, or which materially affects the financial position of the Company;
- (v) hostilities not existing at the date of the Underwriting Agreement commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) or a significant terrorist act is perpetrated, in each case involving certain countries (with an additional requirement for a concurrent specified fall in the S&P/ASX 300 Index in the case of Israel and the Middle East region), or any member state of the North Atlantic Treaty Organisation;
- (w) the debt documents referred to in sections 6.4.1 and 6.4.7 or the Square marketing agreement referred to in section 6.4.6, are terminated, rescinded, repudiated, released, varied or amended in any material respect without the prior written consent of the Joint Lead Managers, or any condition precedent under these financing arrangements is unable to be satisfied and is not waived;
- (x) an application is made to the Takeovers Panel pursuant to section 657C(2) of the Corporations Act in relation to the affairs of the Company;
- (y) the Company receives a request from ASIC to make changes to the Prospectus, a supplementary prospectus is required to be lodged with ASIC, or the Company lodges a supplementary prospectus that has not been approved by the Joint Lead Managers;
- (z) the S&P/ASX 300 Index or the metallurgical coal price index falls by a certain specified threshold;
- (aa) any of the following occurs:
  - (1) a general moratorium on commercial banking activities in certain countries is declared by the relevant central banking authority in those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries;
  - (2) trading in all securities quoted or listed on ASX and certain foreign exchanges is suspended or limited in a material respect for at least one day on which that exchange is open for trading; or
  - (3) any other materially adverse change or disruption occurs to the political or economic conditions or financial markets of certain countries or any change or development involving a prospective adverse change in those conditions in any of those countries.
- (bb) if a nominee is appointed as described in section 2.15, ASIC withdraws, revokes, qualifies or amends in any material respect the approval of the nominee or requires any change to the terms of the Offer in response to the application for the approval of the nominee.

The ability of an Underwriter to terminate the Underwriting Agreement in respect of some events will depend on whether the Underwriter has reasonable grounds to believe and determines in good faith that the event:

- (a) has or could have a material adverse effect on the:

- (1) success of the Entitlement Offer; or
  - (2) ability of that Underwriter to market or promote or settle the Entitlement Offer; or
  - (3) willingness of persons to apply for, or settle obligations to subscribe for, New Securities; or
  - (4) price or likely price at which Shares are likely to trade on the ASX; or
- (b) will, or is likely to, give rise to liability of that Underwriter under, or a contravention by that Underwriter of, or that Underwriter being involved in a contravention of, any applicable law or a liability for the Underwriter.

Under the Underwriting Agreement, the Joint Lead Managers will receive a 2% management fee and a 3% underwriting fee of the offer proceeds from the Entitlement Offer. The Joint Lead Managers will pay any fees due to the sub-underwriters from the underwriting fee.

The Company also gives certain representations, warranties and undertakings to the Joint Lead Managers and an indemnity to the Joint Lead Managers and certain affiliated parties subject to certain carve-outs. As part of the undertakings, the Company has agreed to not for a prescribed period of time, without the prior written consent of the Joint Lead Managers, allot, sell or otherwise dispose or agree to allot, sell or otherwise dispose of any shares or other securities in the capital of the Company, subject to certain conditions.

## 6.6 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds as at the time of lodgement of this Prospectus with ASIC, or has held in the two years preceding lodgement of this Prospectus with ASIC, an 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
  - the Offers; or
- the Offers,

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

- as an inducement to become, or to qualify as, a Director; or
- for services provided in connection with:
  - the formation or promotion of the Company; or
  - the Offers.

### 6.6.1 Directors' security holdings

The relevant interest of each of the Directors in the securities of the Company as at the Prospectus Date, together with their respective Entitlement, is set out in the table below.



Director	Shares	Performance Rights	Options	Entitlement
Neville Sneddon	8,362,863	Nil	7,500,000	22,245,215
Nicholas Jorss	62,195,796	15,000,000	15,000,000	165,440,817
Malte von der Ropp	325,000	Nil	7,500,000	865,500

## 6.7 Interests of advisers

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

- 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;
- promoter of the Company; or
- Joint Lead Managers (but not a sub-Joint Lead Managers) to the Offers or financial services licensee named in this Prospectus as a financial services licensee involved in the Offers,

holds as at the time of lodgement of this Prospectus with ASIC, or has held in the two years preceding lodgement of this Prospectus with ASIC, an interest in:

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

and no amount has been paid or agreed to be paid and no benefits have been given or agreed to be given to any such person for services provided in connection with:

- the formation or promotion of the Company; or
- the Offers.

Shaw and Partners Limited and Morgans Corporate Limited has agreed to act as Joint Lead Manager to the Offer. The Company has agreed to pay Shaw and Partners Limited and Morgans Corporate Limited the fees described in Section 6.5. The Company paid Shaw and Partners Limited \$2,900,321.78 excluding GST last year in connection with their role as joint lead manager for the Company's November 2023 capital raising.

Herbert Smith Freehills has acted as Australian legal adviser (other than in relation to taxation matters) to the Company in relation to the Offers. The Company estimates it will pay Herbert Smith Freehills \$450,000 (excluding GST and disbursements) for these services.

### 6.8 Consents

Each of the parties listed below in this Section 6.8 (each a **consenting party**), to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Each of the consenting parties listed below has given and has not, at the time of lodgement of this Prospectus with ASIC, withdrawn its written consent to the inclusion of statements in this Prospectus that are specified below in the form and context in which the statements appear:

- each of the Committed Investors has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus, in the form and context in which it is named;
- Morgans Corporate Limited has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as a Joint Lead Manager to the Entitlement Offer and Placement;
- Shaw and Partners Limited has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as a Joint Lead Manager to the Entitlement Offer and Placement;
- Herbert Smith Freehills has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as Australian legal adviser (other than in relation to taxation matters) to the Company in relation to the Offers in the form and context in which it is named; and
- Xenith Consulting Pty Ltd has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as the Share Registry to the Company in the form and context in which it is named.

No consenting party referred to in this Section 6.8 has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as stated above. Each consenting party referred to in this Section 6.8 has not authorised or caused the issue of this Prospectus, does not make any offer of Shares or Options and expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus, except as stated above in this Section 6.8.

### 6.9 Costs of the Offers

If all Entitlements are accepted, the total costs of the Offers are estimated to be approximately A\$4,960,269 and are expected to be applied towards the items set out in the table below.

Costs	Minimum amount \$60m	Full Subscription
Joint Lead Managers' fees <sup>1</sup>	\$3,200,000	\$3,707,796

Costs	Minimum amount \$60m	Full Subscription
Legal fees	\$450,000	\$450,000
Financial Advisory	\$600,000	\$701,559
Share registry fees	\$26,345	\$26,345
ASIC / ASX	\$68,385	\$74,569
<b>Total</b>	<b>\$4,344,730</b>	<b>\$4,960,269</b>

Note:

- 1 Refer to Section 6.5 for details of fees payable to the Joint Lead Managers. Assumes the maximum fees are payable to the Joint Lead Managers pursuant to the Underwriting Agreement.

## 6.10 ASX waivers

The Company has not obtained any waivers from ASX of the ASX Listing Rules in relation to the Offers.

## 6.11 Taxation considerations

The acquisition and disposal of securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of subscribing for New Shares under this Prospectus.

## 6.12 Director consent

This Prospectus is authorised by each Director and each Director consents to its lodgement with ASIC and its issue. No Director has withdrawn their consent.

## 6.13 Governing law

The information in this Prospectus, the Offers, and the contracts formed on acceptance of Applications are governed by the laws applicable in New South Wales, Australia and each Applicant under this Prospectus submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

## **6.14 Investor Presentation**

For further information please see the investor presentation attached at Appendix 1 – Investor Presentation.

## 7 Glossary

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Term	Meaning
<b>AAS or Australian Accounting Standards</b>	Australian Accounting Standards and other authoritative pronouncements issued by the AASB.
<b>AASB</b>	Australian Accounting Standards Board.
<b>Additional Shares</b>	New Shares applied for by an Eligible Shareholder under the Top Up Facility that are in excess of the Eligible Shareholder's Entitlement.
<b>AEDT</b>	Australian Eastern Daylight Time
<b>Applicant</b>	a person who submits a valid Application Form under this Prospectus.
<b>Application</b>	the lodgement of a valid Application Form.
<b>Application Form</b>	an Entitlement and Acceptance Form or Shortfall Offer Application Form (as applicable), which are attached to or accompanying this Prospectus.
<b>Application Monies</b>	the amount of money submitted or made available by an Applicant in connection with an Application.
<b>ASIC</b>	the Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited or the financial market operated by it, as the context requires.
<b>ASX Listing Rules</b>	the listing rules of the ASX as amended, modified or waived from time to time.
<b>ASX Settlement</b>	ASX Settlement Pty Limited (ACN 008 504 532).
<b>ASX Settlement Operating Rules</b>	the settlement operating rules of ASX Settlement.

Term	Meaning
<b>Company Offer Information Line</b>	the information line in relation to the Offer on 1800 881 047 (within Australia) or +61 1800 881 047 (outside Australia)
<b>Board</b>	the board of Directors unless the context indicates otherwise.
<b>Bookbuild Price</b>	the price at which New Shares will be issued under the Top Up Facility as agreed between the Joint Lead Managers and the Company, having regard to a number of factors, and may or may not be set at the final clearing price of the Shortfall Bookbuild.
<b>Closing Date</b>	the closing date of the Offers as specified in the Timetable (unless extended).
<b>Company</b>	Bowen Coking Coal Limited (ACN 064 874 620).
<b>CHESS</b>	Clearing House Electronic Sub-register System operated in accordance with the Corporations Act.
<b>Committed Investors</b>	Taurus, Square, Crocodile Capital 1 Global Focus Fund, Crocodile Capital Partners GmbH, Germany and Crocodile Capital Offshore Fund.
<b>Competent Persons</b>	a member or fellow of The Australasian Institute of Mining and Metallurgy, or of the Australian Institute of Geoscientists, or of a 'Recognised Professional Organisation' with a minimum of five years' experience working with the style of mineralisation or type of deposit under consideration and relevant to the activity which that person is undertaking.
<b>Confirmation Letter</b>	the personalised confirmation letter attached to or accompanying this Prospectus.
<b>Constitution</b>	the constitution of the Company as at the Prospectus Date.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Debt Conversion Placements</b>	the issuance of \$600,000 worth of shares at a share price of \$0.009 to Taurus pursuant to the binding Heads of Agreement.

Term	Meaning
<b>Directors</b>	the directors of the Company as at the Prospectus Date.
<b>EFT</b>	electronic funds transfer.
<b>Eligible Shareholder</b>	has the meaning given in Section 2.4 of this Prospectus.
<b>Entitlement</b>	the number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer, being 2.66 New Shares for every 1 Share held on the Record Date.
<b>Entitlement and Acceptance Form</b>	the personalised entitlement and acceptance form either attached to or accompanying this Prospectus.
<b>Entitlement Offer</b>	the partially underwritten pro rata renounceable entitlement offer under this Prospectus of 2.66 New Shares for every 1 Share held by Eligible Shareholders, at an issue price of \$0.009 per New Share to raise up to approximately \$70 million before costs, with 1 free attaching New Option for every 2 New Shares subscribed for.
<b>Entitlement Offer Period</b>	the offer period for the Entitlement Offer being 73 October 2024 to the Closing Date for the Entitlement Offer.
<b>Entitlement Trading Period</b>	the period from Wednesday, 9 October to Thursday, 17 October 2024.
<b>Excess Amount</b>	has the meaning given in Section 2.5.2.
<b>Expiry Date</b>	the date this Prospectus expires, being the date that is 13 months after the Prospectus Date.
<b>Financial Information</b>	has the meaning given in Section 3.2.1.
<b>Group</b>	the Company and its subsidiaries.
<b>GST</b>	goods and services tax imposed in Australia.
<b>Heads of Agreement</b>	has the meaning given in Section 6.4.1.

Term	Meaning
<b>Ineligible Shareholder</b>	has the meaning given in Section 2.4 of this Prospectus.
<b>Institutional Investor</b>	<p>an investor who if:</p> <ol style="list-style-type: none"> <li>1 in Australia, is a person who is either a “sophisticated investor” or a “professional investor” as defined in sections 708(8) and 708(11) of the Corporations Act;</li> <li>2 in China, is (i) a qualified domestic institutional investor (“QDIIs”); (ii) a Chinese sovereign wealth fund or quasi-government investment fund or (iii) another type of qualified investor that has obtained all necessary PRC governmental approvals, registrations and/or filings;</li> <li>3 in the European Union (excluding Austria), is a “qualified investor” (as defined in Article 2(e) of the Prospectus Regulation);</li> <li>4 in Hong Kong, is a “professional investor” (as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong);</li> <li>5 in Malaysia, is a “sophisticated investor” within the meaning of the Guidelines on Categories of Sophisticated Investors as issued by the Securities Commission Malaysia and, as such, are a person prescribed under Part I of Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007;</li> <li>6 in New Zealand, is a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the “FMC Act”), (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, have provided the necessary certification);</li> <li>7 in Singapore, is an “institutional investor” or an “accredited investor” (as such terms are defined in the Securities and Futures Act 2001 of Singapore (“SFA”));</li> <li>8 in Switzerland, is a “professional client” within the meaning of article 4(3) of the Swiss Financial Services Act (“FinSA”) or have validly elected to be treated as a professional client pursuant to article 5(1) of the FinSA;</li> <li>9 in Taiwan, is (i) a bank, bill finance enterprise, trust enterprise, insurance enterprise, securities enterprise, financial holding company or other institutional investor approved by the Financial Supervisory Commission (the “FSC”); or (ii) a sophisticated institutional investor that meets the qualifications promulgated by the FSC under the relevant regulations of Taiwan; or</li> <li>10 in the United Kingdom, is a “qualified investor” within the meaning of Article 2(e) of the UK Prospectus Regulation; and within the categories of persons referred to in Article 19(5)</li> </ol>



Term	Meaning
	<p>(investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended; and</p> <p>11 in the United States, a dealer or other professional fiduciary organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act ("<b>Eligible US Fund Managers</b>").</p>
<b>Joint Lead Managers</b>	Shaw and Partners Limited (ACN 003 221 583) and Morgans Financial Limited (ACN 010 669 726).
<b>JLM Parties</b>	the Joint Lead Managers and their respective affiliates and related bodies corporate and each of their respective directors, employees, officers, partners, advisors, agents or representatives.
<b>JORC Code</b>	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition) prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia.
<b>Licences</b>	the exploration licences and exploitation licence held by the Group.
<b>Material Proceedings</b>	has the meaning given in Section 6.1.
<b>Minimum Subscription</b>	\$60,000,000.
<b>MPC Lenton</b>	MPC Lenton Pty Ltd
<b>New Hope</b>	New Hope Corporation Limited (ACN 010 653 844).
<b>New Option</b>	a new Option offered pursuant to the Offers made under the Prospectus.
<b>New Securities</b>	one or more of each of a New Share and a New Option.

Term	Meaning
<b>New Share</b>	a new Share offered pursuant to the Offers made under this Prospectus.
<b>Offers</b>	the Entitlement Offer and Shortfall Offer, together the <b>Offers</b> .
<b>Offer Price</b>	\$0.009 per New Share.
<b>Offer Website</b>	<a href="https://events.miraqle.com/bcb-offer">https://events.miraqle.com/bcb-offer</a>
<b>Opening Date</b>	the opening date of the Offers as specified in the Timetable (unless delayed).
<b>Option</b>	an option in the capital of the Company.
<b>Performance Right</b>	a performance right in the capital of the Company.
<b>Permitted Jurisdiction</b>	Australia, New Zealand and the other jurisdictions detailed in 2.13.
<b>Placement</b>	the issue of New Shares at \$0.009 per New Share (the same issue price as under the Entitlement Offer) to Taurus, and New Shares at \$0.009 per New Share (the same issue price as under the Entitlement Offer) to Square, as described in Section 2.3 of this Prospectus.
<b>Prospectus</b>	this prospectus (including the electronic form of this document) and any supplementary or replacement prospectus in relation to this document.
<b>Prospectus Date</b>	the date of this Prospectus, being 7 October 2024.
<b>Record Date</b>	10 October 2024
<b>Regulatory Event</b>	the acquisition of a Share that would result in the acquirer: 12 being required to notify the Treasurer under the Foreign Acquisitions and Takeovers Act 1975 of such acquisition as a result of such action constituting a mandatorily notifiable action under that Act; or

Term	Meaning
	(b) breaching section 606 of the Corporations Act.
<b>Related bodies corporate</b>	has the meaning given in the Corporations Act.
<b>Regulation S</b>	Regulation S under the US Securities Act.
<b>Remaining Amount</b>	In respect of the Committed Investors, the full amount it has agreed to sub-underwrite the Offers for less the amount it does sub-underwrite the Offers for.
<b>Shortfall Bookbuild</b>	Entitlements not taken up by eligible shareholders will be offered under a bookbuild at the Offer Price to certain institutional investors, to be conducted after the close of the Entitlement Offer.
<b>Section</b>	a section of this Prospectus.
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	a holder of a Share.
<b>Share Registry</b>	Link Market Services Limited (ACN 083 214 537).
<b>Shortfall or Shortfall Shares</b>	any Entitlements not taken up under the Entitlement Offer (including the Top Up Facility).
<b>Shortfall Offer</b>	the offer of the Shortfall (if any) to the Entitlement Offer, as described in Section 2.2 of this Prospectus.
<b>Shortfall Offer Application Form</b>	the personalised application form for the Shortfall Offer.
<b>Square</b>	Square Resources Holding Pty Ltd (ACN 142 476 631) or its nominee
<b>Square Marketing</b>	Square Marketing Pty Ltd (ACN 087 175 335)

<b>Term</b>	<b>Meaning</b>
<b>TMD</b>	target market determination
<b>Taurus</b>	Taurus Mining Finance Fund No. 2, L.P.
<b>Timetable</b>	the timetable set out at the commencement of this Prospectus.
<b>Top Up Facility</b>	the top up offer under which Eligible Shareholders may apply for Additional Shares in excess of their Entitlement.
<b>Underwriting Agreement</b>	the sub-underwriting agreement between the Company and the Joint Lead Managers as summarised in Section 6.5 of this Prospectus.
<b>Underwriters</b>	Shaw and Partners Limited (ACN 003 221 583) and Morgans Financial Limited (ACN 010 669 726).
<b>United States</b>	the United States of America.
<b>US Securities Act</b>	United States Securities Act of 1933, as amended.
<b>Warrant Conversion Issue</b>	the share issuance to New Hope on conversion of warrants as detailed in the Heads of Agreement and Warrant Deed whereby New Hope exercised 81,310,580 warrants which were outstanding on 27 September 2024 at the exercise price calculated in accordance with the definition of Exercise Price in the Warrant Deed.

## 8 Corporate directory

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<b>Directors</b>	Mr Neville Sneddon, Non-Executive Director Mr Nicholas (Nick) Christian Jorss, Executive Chairman, Executive Director Mr Malte von der Ropp, Non-Executive Director
<b>Company secretary</b>	Mr Duncan Cornish
<b>Registered office and business address</b>	Level 4, 67 Eagle Street Brisbane QLD 4000
<b>Joint Lead Managers</b>	<b>Shaw and Partners Limited</b> Chifley Tower, Level 7/2 Chifley Square Sydney NSW 2000 <b>Morgans Corporate Limited</b> Level 29 123 Eagle Street Brisbane QLD 4000
<b>Australian legal adviser</b>	<b>Herbert Smith Freehills</b> Level 34, 161 Castlereagh Street Sydney NSW 2000 Australia
<b>Financial Adviser</b>	<b>Grant Samuel Capital Advisory Pty Limited</b> Level 19, Governor Macquarie Tower One Farrer Place Sydney
<b>Share Registry</b>	Link Market Services Level 21, 10 Eagle Street Brisbane QLD 4000
<b>Website</b>	<a href="http://www.bowencokingcoal.com">www.bowencokingcoal.com</a>

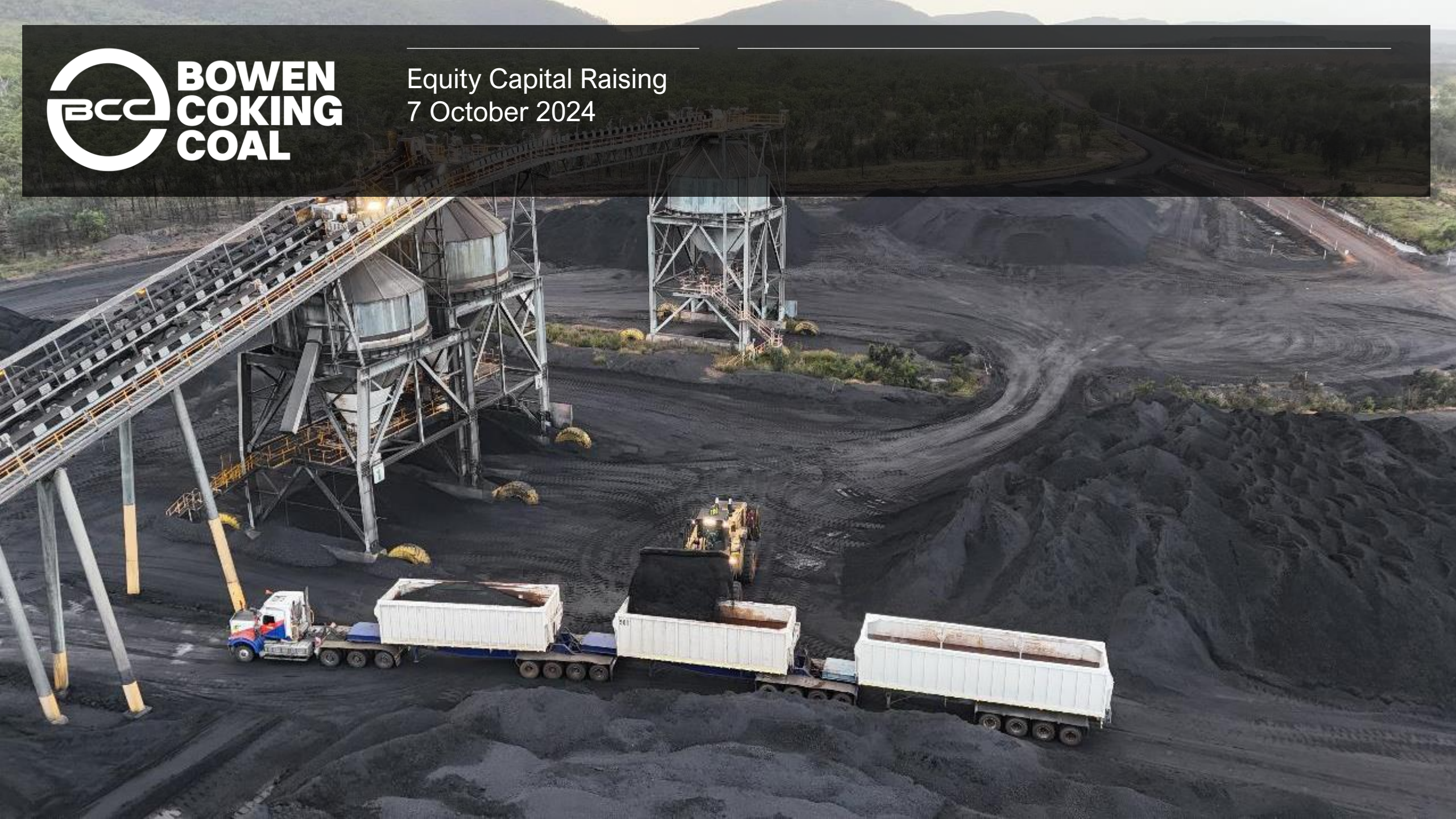
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## Appendix 1 – Investor Presentation

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Equity Capital Raising  
7 October 2024



# Important Information and Disclaimer

## About Bowen Coking Coal ('BCB')

- Bowen Coking Coal has established a strategic position in Queensland's Bowen Basin. The Company's Burton Mine Complex (90% owned) near Moranbah encompasses multiple operations with the Ellensfield South, Plumtree North and Broadmeadow East Mines serving a co-located Coal Handling and Preparation Plant and train load out facility connected by a dedicated haul road. Additionally, Bowen fully owns the Bluff PCI Mine near Blackwater (in care and maintenance) and holds the Isaac River (100%), Hillalong (85%) Cooroorah (100%), Carborough (100%) and Comet Ridge (100%) coking coal projects and is a joint venture partner in Lilyvale (15% interest) and Mackenzie (5% interest) with Stanmore Resources Limited

## Important Information

- This investor presentation is dated 7 October 2024 and has been prepared by BCB in relation to an offer of shares in the Company under a renounceable entitlement offer. The information contained in this presentation is intended to be general background information on BCB and its subsidiaries (collectively, 'BCB') and their activities. The information is supplied in summary form and is therefore not necessarily complete. It should be read in conjunction with BCB's other periodic and continuous disclosure announcements filed with the ASX. It is not intended to be relied on as advice to investors or potential investors and does not take into account any individual's financial objectives, situation or needs. Investors or potential investors should seek independent professional advice depending on their specific investment objectives, financial situation or particular needs
- The material contained in this presentation may include information derived from publicly available sources that have not been independently verified or research, surveys or studies conducted by third parties, including industry or general publications that have not been independently verified. No representation or warranty is made as to the accuracy, completeness or reliability of such information
- Any past performance information in this presentation is given for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance. BCB does not have any obligation to correct or update the content of this Presentation. Readers should be aware that there may be changes to historical information presented in the future due to adjustments in accounting and reporting policies and standards, and that past results or performance are no guarantee of future results or performance

## Forward-Looking Statements

- Certain statements made in this document contain or comprise forward-looking statements, including in relation to the Company's Mineral Resources and Reserves, exploration operations and other economic performance and financial conditions as well as general market and operational outlook. Forward looking statements can generally be identified by the use of words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "plan", "propose", "predict", "will", "believe", "forecast", "estimate", "target" and similar expressions. Indications of, and guidance or outlook regarding, future performance are also forward-looking statements. Forward-looking information is not a representation or warranty (express or implied) as to future matters. Forward-looking statements in this Presentation include statements regarding BCB's development and production plans, mine lives, cost savings initiatives and the future demand for metallurgical coal. These forward-looking statements reflect BCB's current views with respect to future events and are subject to change, certain known and unknown risks, uncertainties, contingencies and assumptions, which in many cases are beyond the control of BCB and have been made based on BCB's current expectations and beliefs concerning future developments and their potential effects. These forward-looking statements may involve significant elements of subjective judgment and assumptions as to future events which may ultimately prove to be materially incorrect. There is no assurance or guarantee that future development will be in accordance with BCB's current expectations or that the effect of future developments on BCB will be those currently anticipated
- Actual values, results, performance or achievements may differ materially from those expressed, implied or projected in any forward-looking statements and no assurance can be given that such forward-looking statements will prove to have been correct. Actual results, outcomes and achievements could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, delays or changes in project development, success of business and operating initiatives, changes in the regulatory environment and other government actions, fluctuations in coal prices and exchange rates and business and operational risk management. Accordingly, actual events, results, outcomes and achievements may be materially greater or less than estimated
- Each recipient of this presentation must form its own views and make its own enquiries and investigations regarding all information, assumptions, uncertainties and contingencies which may affect the current or future affairs and operations of BCB and the impact that different outcomes may have on the BCB
- The Company is under no obligation to update this document or the forward-looking statements in it to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events other than as required by the Corporations Act and ASX Listing Rules. Readers are cautioned not to place undue reliance on forward looking statements





# Important Information and Disclaimer

## Listing Rule 5.23 and 5.19.2 Statements

- The statements in this presentation concerning Mineral Resource Estimates at:
  - Cooroorah Project are as set out in an announcement dated 27 April 2018
  - Isaac River Project are as set out in an announcement dated 1 November 2018 and 1 June 2023
  - Hillalong are as set out in an announcement dated 9 June 2020 and 9 August 2023
  - Broadmeadow East are as set out in an announcement dated 24 June 2020 and the Annual Report 20 October 2023
  - Burton/Lenton are as set out in an announcement dated 4 August 2021, the Annual Report 20 October 2023 and 1 November 2023; and
  - Bluff are as set out in an announcement dated 26 October 2021.
- The statements concerning exploration results at:
  - Cooroorah refer to announcements released on 14 December 2017, 21 December 2017, 12 February 2018, 14 February 2018, 27 April 2018, 20 June 2018, 19 November 2018, 6 December 2018, 12 February 2019 and 3 April 2019;
  - Hillalong refer to announcements released on 15 February 2018, 9 July 2018, 27 November 2019, 5 May 2020, 9 June 2020, 28 August 2020, 5 March 2021, 16 June 2021 and 29 June 2023;
  - Isaac River refer to announcements released on 4 December 2017, 1 November 2018, 11 March 2019, 8 May 2019, 23 August 2019, 12 September 2019 and 1 October 2020;
  - Broadmeadow East refer to announcement released on 24 June 2020, 30 September 2020, 12 February 2021 and 8 June 2021; 4 August 2021 concerning acquisition by the Company of an entity holding a 90% joint venture interest in the Burton and Lenton Projects; and 26 October 2021 concerning acquisition by the Company of the Bluff mine and properties.
- In relation to the above announcements, the Company confirms in accordance with Listing Rule 5.23 that it is not aware of any new information or data that materially affects the information included in the original market announcements and, in the case of estimates of mineral resources or ore reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. The company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

- This presentation incorporates material concerning production targets and associated forecast financial information derived from production targets in BCB's ASX announcement dated 4 August 2021 headed "Transformational Acquisition of Burton Mine & Lenton Project", Production targets for Bluff Mine as per BCB's ASX Release dated 26 October 2021 "Option to acquire Bluff Mine", and Production targets for Broadmeadow East and Isaac River as per BCB's ASX Release dated 28 July 2021 "Production Targets for Broadmeadow East and Isaac River"
- BCB confirms in accordance with Listing Rule 5.19.2 that all material assumptions underpinning the production targets and corresponding forecast financial information derived from production targets in those ASX releases continue to apply and have not materially changed
- In addition, prospective investors should note that the Company is not a reporting company in the United States and so is not required to report its reserves in accordance with the requirements of the US Securities and Exchange Commission

## Competent Persons Statement

- The information in this presentation relating to coal Resource estimates is based on information compiled and reviewed by Mr Troy Turner, who is a Member of the Australian Institute of Mining & Metallurgy. Mr Turner, Managing Director and a fulltime employee of Xenith Consulting Pty Ltd, has sufficient experience that is relevant to the styles of mineralisation under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Turner consents to the inclusion in the presentation of the matters based on his information in the form and context in which it appears
- The information in this presentation relating to coal Reserve estimates is based on information compiled and reviewed by Mr Sunil Kumar, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Kumar, Principal Mining Engineer and a fulltime employee of Xenith Consulting Pty Ltd, has sufficient experience that is relevant to the styles of mineralisation under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Kumar consents to the inclusion in the presentation of the matters based on his information in the form and context in which it appears

# Important Information and Disclaimer

## Disclaimer

- To the maximum extent permitted by law, BCB and the Joint Lead Managers and each of their respective related bodies corporate, shareholders and affiliates, and each of their respective officers, directors, partners, employees, representatives, affiliates, agents, consultants and advisers:
  - i. disclaim any and all responsibility and liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) for any direct, indirect, consequential or contingent loss or damage arising from this Presentation or reliance on anything contained in or omitted from it or otherwise arising in connection with this Presentation;
  - ii. disclaim any obligations or undertaking to release any updates or revisions to the information in this Presentation to reflect any change in expectations or assumptions;
  - iii. do not make any representation or warranty, express or implied, as to (and disclaim any responsibility for) the accuracy, reliability, completeness or fairness of the information, opinions and conclusions contained in this Presentation or that this Presentation contains all material information about BCB or that a prospective investor or purchaser may require in evaluating a possible investment in BCB or acquisition of shares in BCB, or likelihood of fulfilment of any forward looking statement or any event or results expressed or implied in any forward looking statement; and
  - iii. disclaim any fiduciary relationship between them and the recipients of this Presentation or the participants in the Offer. No recommendation is made as to whether any person should participate in the Offer.
- Determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal requirements and the discretion of BCB and the Joint Lead Managers and each of BCB and the Joint Lead Managers disclaim any duty or liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

## Distribution

- The distribution of this Presentation in jurisdictions outside Australia may be restricted by law and you should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. In particular, this Presentation may not be distributed or released in the United States. This Presentation does not constitute an invitation or offer of securities for subscription, purchase or sale in the United States of America or any other jurisdiction in which such an offer would be illegal.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. Accordingly, the New Shares will be offered and sold in the United States only to dealers or other professional fiduciaries organised in the United States that are acting for a discretionary or similar account held for the benefit or account of non-US persons ("Eligible US Fund Managers") in compliance with Regulation S under the US Securities Act. Refer to page 44 of this Presentation for further details about international offer restrictions.

## Not an Offer Document

- This Presentation does not, & should not be considered to, constitute or form part of any offer to sell, or solicitation of an offer to buy, any securities in BCB in any jurisdiction and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law. No part of this Presentation forms the basis of any contract or commitment whatsoever with any person, or constitutes investment, financial product, legal, accounting or tax advice or any recommendation

## Not Financial Product Advice

- Nothing in this Presentation is intended to be relied upon as financial product, investment, legal or tax advice to investors or potential investors. It has been prepared without taking into account the objectives, financial or tax situation or needs of any individuals. Before making an investment decision, prospective investors should consider seeking independent professional advice depending upon their specific investment objectives, financial situation or particular needs

## Non-IFRS Information

- This Presentation contains certain non-IFRS financial measures. Non-IFRS financial measures are defined as financial measures that are presented other than in accordance with all relevant Accounting Standards. Non-IFRS financial measures are used internally by management to assess the financial performance of BCB's business and include EBITDA, underlying EBITDA, Underlying NPAT and Underlying EPS. Non-IFRS measures have not been subject to audit or review

## Effect of Rounding

- A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Presentation





# Executive Summary

## 01

### Record production in Q4 FY24 at the Burton Complex

- Improving production performance at the Burton Complex through FY24.
- Operations are now performing strongly with record ROM mined in Q4 FY24, low stripping ratio and >60% of coking coal sales mix.
- Mining rates exceed the upper end of ROM target of 250ktpm for the past 4 months (average 311ktpm)
- Feed to CHPP is in excess of the target of 250ktpm averaging 255kt for the past 4 months at an average feed rate of 400tph, now fully utilised
- Coal product produced is on target of 150ktpm for the past 4 months (average 150ktpm) and coal sales of 132ktpm for the past 4 months in line with bottom end of FY2025 guidance and slightly below target of 150ktpm, owing to logistical disruption in July 2024
- 154Kt of ROM stock and product stock end of Aug of 244Kt, approximately representing 1.5 months of sales

## 02

### Lower strip ratio at the Burton Complex

- Strip ratio at the Burton Complex saw an improved low of 6.7:1 (BCM/t) in Q4 FY24 down from 15.1:1 (BCM/t) in Q1 FY24
- Current strip ratio FY2025 year to date (31 Aug 2024) is 5.25:1 (BCM/t)
- 3.1:1 (BCM/t) remaining at the Ellensfield South Mine and 7:1 (BCM/t) per current mine planning estimates at the Plumtree North Mine

## 03

### Cost pressures and cost reduction initiatives

- Continued and ongoing pressure from input cost inflation, Queensland royalty payments and other costs, expenses and taxes and cash flow challenges
- BCB's cost reduction and performance improvement initiatives estimated to deliver reductions in the range of \$15-\$21/ tonne, these initiatives are underway and important to partially mitigate any future fall in coal prices. Low-cost coal augering commenced at Broadmeadow East Mine to provide additional bypass coal sales

## 04

### Reprofiled financing arrangements

- Executed a Heads of Agreement with its senior and subordinated lenders, agreeing to enter into long form agreements to amend their respective loan facilities
- The Heads of Agreement provides for a deferral of principal loan repayments and extension of tenor, and a material reduction in overall interest and royalty costs to the business, in return for an equity issuance and conditional on minimum A\$25 million equity raise and no insolvency event
- The material amendments to the Taurus facility include extension of tenor, deferment of principal amortisation so that the next payment is due by the end of March 2025 and final repayment occurs in September 2026 (with the ability to repay A\$10 million scheduled March 2025 principal repayment in shares subject to Bowen obtaining shareholder approval as required) and a modest increase in interest margins and royalty rates
- With respect to New Hope, substitution of obligations with cash or equity at the election of Bowen (subject to shareholder approval) and reduction in overall interest and royalty costs
- Bowen's senior and subordinated debt providers remain supportive of the company

# Burton Mine Complex

## Moranbah

The Burton Mine Complex has \$500m worth of refurbished infrastructure and opencut operations with ~13 year life of mine.

ROM Coal Mined  
FY2024

**2.5Mt** ▲ 114%

Coal Sales  
FY2024

**1.5Mt** ▲ 224%

### Lenton JV

Bowen 90% |  
Formosa Plastics 10%.

Ellensfield South – producing mine

Broadmeadow East -  
production presently on pause,  
awaiting decision on moving a  
high tension power line

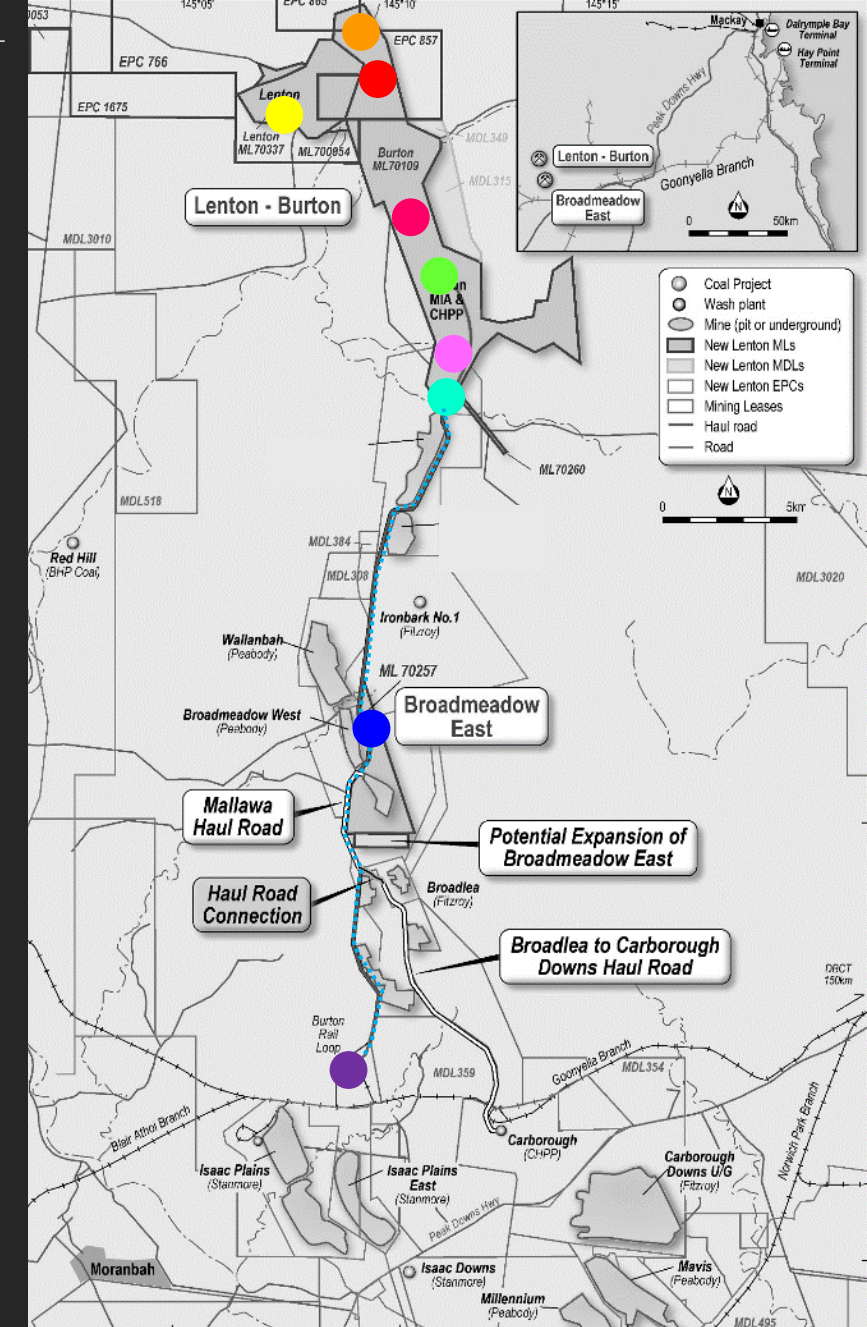
Four open pit resources



Infrastructure with a  
replacement value of over  
A\$500 million including Coal  
Handling and Preparation Plant,  
380-person camp, haul road  
and Mining Industrial Area  
(offices, workshop)



- **Lenton deposit**  
Unmined pit  
JORC Resource 140Mt\*
- **Isaac deposit**  
Unmined pit  
JORC Resource 4Mt\*
- **Burton North deposit**  
Existing pit  
JORC Resource 28Mt\*
- **Burton South deposit**  
Existing pit  
JORC Resource 17Mt\*
- **Burton CHPP**  
5.5Mtpa CHPP  
2 x 400tph modules  
371-person camp  
Offices and workshop
- **Ellensfield South Mine**  
Steady state production of  
250Kt/month
- **Plumtree North deposit**  
Unmined pit  
JORC Resource 38mt\*
- **Broadmeadow East Mine**  
Produced 2.4Mt of ROM coal up  
until the end of June 2024.  
30Mt\* JORC Resource at June  
2024
- **Mallawa TLO**



# Driving sustained value from the Burton Mine Complex

## Key production targets – medium term

	Burton <sup>#</sup> / Lenton	BME	Total
Life of Mine	8 – 12 years	1 – 2 years	~13 years <sup>6</sup>
Resources	248Mt <sup>1*</sup>	30Mt <sup>2*</sup>	278Mt <sup>3*</sup>
Reserves	33Mt <sup>5*</sup>	1.5Mt <sup>2*</sup>	35Mt <sup>3*</sup>
Production (ROM)	2.8 – 4.4Mtpa	0.8 – 1.2Mtpa <sup>4</sup>	2.8 – 5.5Mtpa
Saleable coal	1.8 – 2.8Mtpa	0.5 – 0.8Mtpa	1.8 – 3.5Mtpa

<sup>1</sup> Refer ASX release 4 August 2021, 10 April 2024 and 18 September 2024

<sup>2</sup> Refer Annual Resource and Reserve Update ASX Release 18 September 2024

<sup>3</sup> Some rounding to the nearest significant figure has occurred and this may reflect in minor differences in the overall reported Resource and Reserve

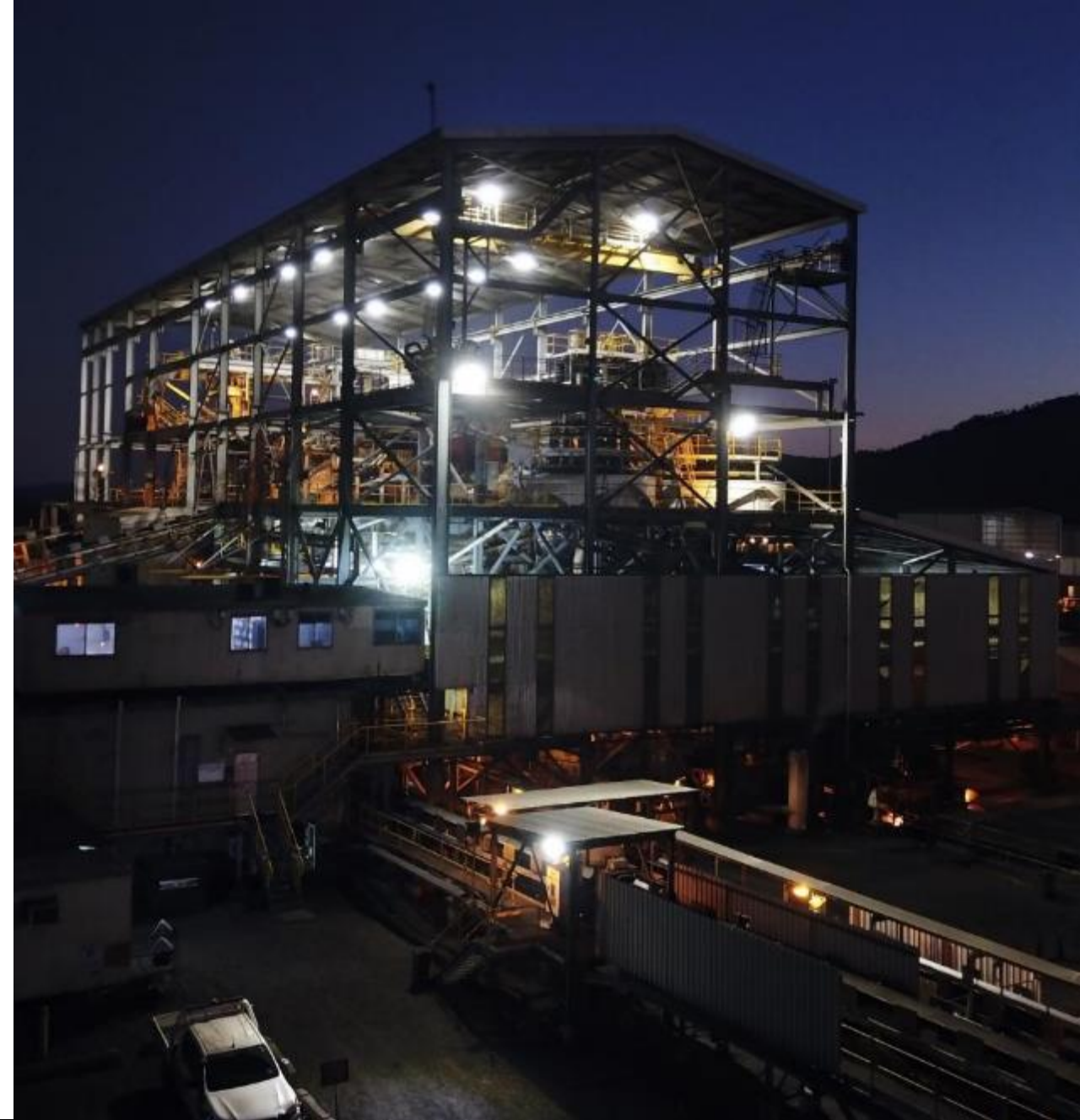
<sup>4</sup> Refer ASX Release 28 July 2021

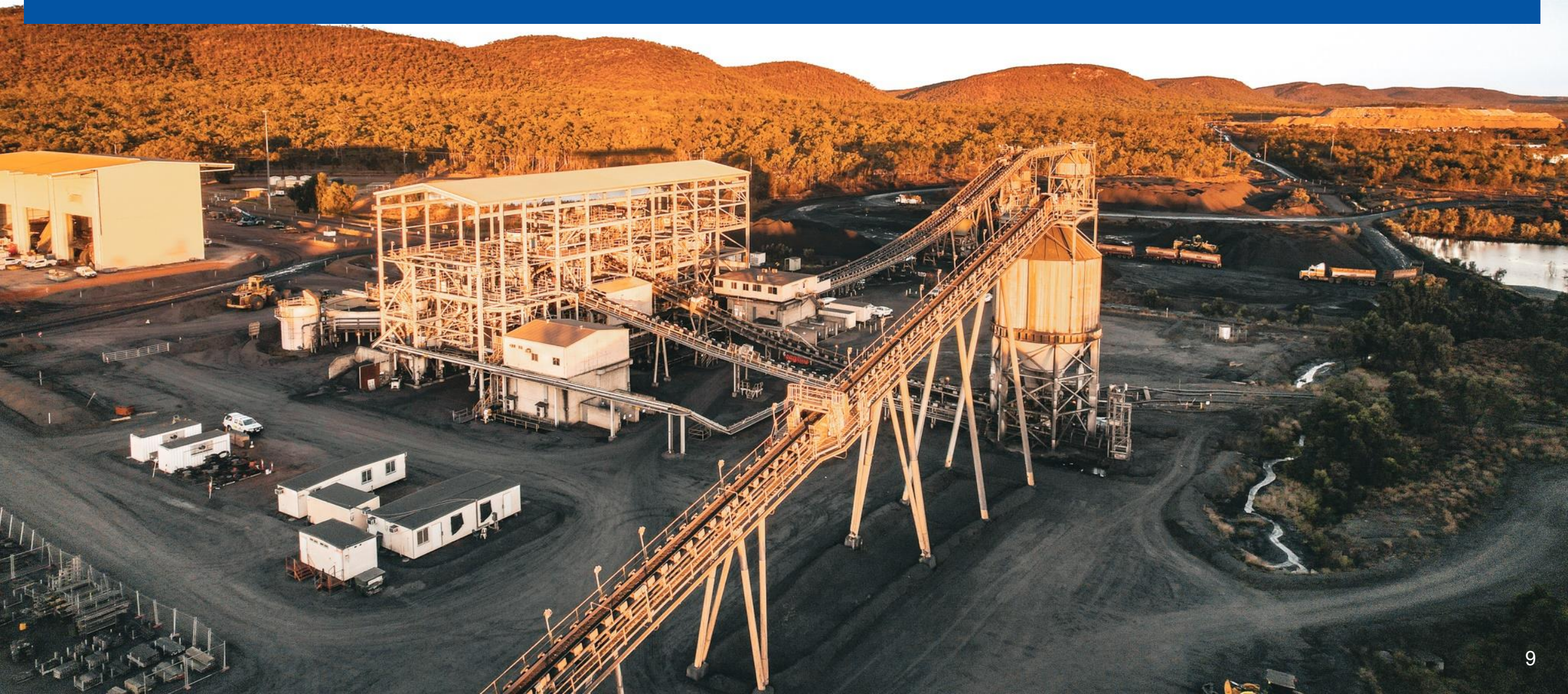
<sup>5</sup> Refer ASX Release 1 November 2023 and 18 September 2024

<sup>6</sup> Based on a ROM production target of 2.8Mtpa

<sup>#</sup> Burton consists of Ellensfield South, Plumtree North, Burton South, Burton North and Isaac pits

All Resources and Reserves depleted as of June 2024





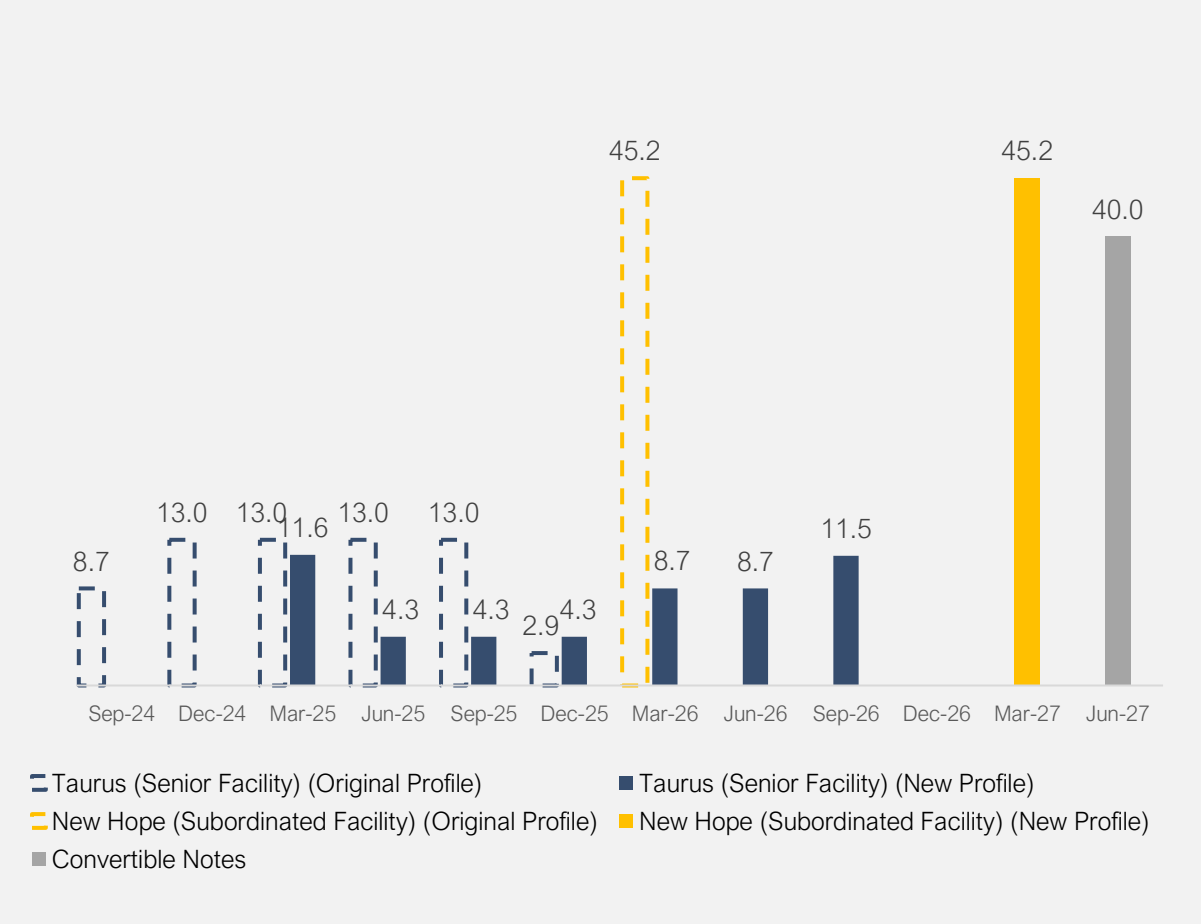
# Financing update

## Heads of Agreement reached on revised debt terms\*

- Bowen has executed Heads of Agreement with its senior and subordinated lenders (“Debt Financiers”), Taurus Mining Finance Fund No. 2, L.P. (acting by its Manager, Taurus Funds Management Pty Limited) (**Taurus**) and New Hope Corporation (**New Hope**) respectively, for a deferral of principal loan repayments and extension of tenor, and a material overall reduction in total interest and royalty costs to the business, in return for an equity issuance and conditional on minimum A\$25 million equity raise and no insolvency event
  - Bowen’s senior and subordinated debt providers remain supportive of the company
- The extended maturities provide headroom for the business debt repayment
- Senior Debt facility extended to September 2026
  - Quarterly amortisation payments to begin March 2025
  - Taurus has committed to sub-underwrite the Equity Raising as to A\$10 million and to the extent there is a shortfall in the Equity Raising and Taurus is called upon to sub-underwrite part of the shortfall, the cash obligations for new shares issued by Bowen will be set-off against the March 2025 principal repayment by US\$6.9 million (A\$10 million<sup>1</sup>) (subject to shareholder vote to the extent required);
- Junior Debt facility extended to March 2027
- No changes to Convertible Notes (please refer to page 12 with regards the Convertible Notes and the capital raising impact on the conversion price)
- To date the Senior Debt facility has been reduced from US\$51m to US\$37.1m (after the proposed share issuance subject to shareholder vote) and the Junior Debt facility has been reduced from \$61.6m to \$45.2m (after accounting for the capitalised interest /redemption premium repayments outlined on page 11)

## Restructured debt terms estimated savings ~\$34 million to June 2027

### Debt financing facilities maturity profile (A\$)<sup>1</sup>





# Financing update continued

## Debt facilities

A\$m	June 2024	September 2024
Senior Loan Facility	(US\$51m) A\$76.5m <sup>1</sup>	(US\$37.1m) A\$53.5m <sup>1</sup>
Subordinated Loan Facility (principal)	A\$45.2m	A\$45.2m
Subordinated Loan Facility (capitalised interest) <sup>2</sup>	A\$7.5m	-
<b>Total Loan Facilities Balance</b>	<b>A\$129.1m</b>	<b>A\$98.7m</b>
Convertible Notes	A\$40.0m	A\$40.0m

**Note 1** | AUD/USD conversion rate of 0.6624 spot rate at end of June 2024 for 30 June 2024 balance. AUD/USD conversion rate of 0.6932 spot rate as at 30 September 2024. BCB repaid US\$7m to Taurus during September 2024. Assume A\$10m share issuance as part of the capital raise remains subject to shareholder vote

**Note 2** | Subordinated Loan Facility includes accrued interest of A\$5.3m and A\$2.2m of redemption interest payable

## Senior Loan Facility\*

- Following the completion of sale of 10% of Broadmeadow East project, Bowen used a portion of the sale proceeds to repay US\$7M on the Senior Loan Facility (included in September 2024)
- Remaining US\$44m principal maturity to be extended to September 2026
  - Deferral of principal loan repayments, with first scheduled repayment due in March 2025
  - Bowen has the ability to offset amounts for scheduled March 31st, 2025 principal repayment to Taurus US\$6.9 million (A\$10 million<sup>1</sup>) (contingent on a minimum equity raise of \$60m and subject to the terms of the Taurus sub-underwriting commitment and if shortfall is less than their sub-underwrite, any shareholder vote to the extent required)
- Extended loan tenor coupled with deferral of some principal repayments and ability to repay some principal by payment in shares (subject to shareholder vote) will be of significant strategic benefit to the company
- The above is in return for:
  - a modest increase in margin and royalties; and
  - Bowen to issue Taurus \$0.6 million equity as part of the Capital Raising (subject to shareholder vote)
- Any proceeds from a sale of Isaac River and/or Bluff will be utilised to reduce the Senior Loan Facility

## Subordinated Loan Facility\*

- Margin reduction achieved to 4.00% p.a. until March 2025, with interest rates subject to a pricing table thereafter in reference to total principal outstanding
- Significant balance sheet relief via repayment of existing New Hope Liabilities through:
  - Existing Warrants issued constituting 81.3 million shares exercised at the agreed Exercise Price under the Warrant Deed in repayment for all capitalised interest payable to New Hope and redemption premium (i.e. the exercise of warrants will fully extinguish the capitalised interest and all current and future redemption premiums associated with the junior facility; and
  - Subject to conditions<sup>#</sup>, BCB may elect to extinguish in full the Acquisition Royalties and Deferred Consideration milestone payments to New Hope under the Burton mine acquisition agreements in cash or by the issue of \$8 million new fully paid ordinary shares

<sup>#</sup> no insolvency of BCB, compliance with law, BCB undertaking a minimum A\$25 million equity raise and BCB obtaining shareholder approval for the shares issuances



# Equity Raising

## Overview

- Bowen is seeking firm commitments to raise up to ~\$70 million before costs through a renounceable entitlement offer, comprised of:
  - Partially underwritten entitlement offer and shortfall offer (“Offers”)
  - \$70 million 2.66-for-1 pro-rata renounceable entitlement offer with entitlements trading (“Entitlement Offer”)
- The Offer Price of \$0.009 per new share
  - 25.0% discount to the last traded price of \$0.012 on 13 September 2024
  - 8.3% discount to TERP<sup>1</sup> of \$0.0098
- Every 2 new shares subscribed for will be accompanied by 1 free attaching unlisted new option with an exercise price of A\$0.009 expiring 6 months from the date of issue.
- Entitlements that are not taken up by close of the Entitlement Offer, and entitlements that would have been issued to ineligible shareholders had they been eligible, will be offered under a shortfall bookbuild.
- The Entitlement Offer is partially underwritten for an aggregate amount of \$40.5 million, provided that no New Securities be issued under the Offers until the \$60 million Minimum Subscription is reached and MPC Lenton consent is received
- The Offers are sub-underwritten as to ~\$10.5 million from major share holders including Crocodile Capital 1 Global Focus Fund, Crocodile Capital Offshore Fund, Crocodile Capital Partners GmbH and ~\$30 million from new strategic shareholders existing debt financier Taurus Mining Finance Fund No. 2, L.P. and Square Resources Holdings Pty Ltd (Square Resources) (see next page for further details on Bowen’s partnership with Square Marketing Pty Ltd (Square))
- The issue of shares under the Entitlement Offer will trigger the protections under the Convertible Notes and so the conversion price is expected to reduce from \$0.2637 to \$0.0786 (from on or around 30 October 2024)
- If a A\$60 million minimum subscription (Minimum Subscription) is not reached under the Offers, the Offers will not be underwritten, Bowen will not proceed with the Entitlement Offer and no new shares or new options will be issued. There is no assurance that the Company would be able to identify and obtain sufficient alternate sources of liquidity within the period of time required, in which case the company may not be able to continue as a going concern

<sup>1</sup> The Theoretical Ex-Rights Price (“TERP”) is the theoretical price at which BCB shares should trade immediately after the ex-date of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which BCB shares will trade on the ASX immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the TERP

## Sources and uses (assuming full subscription)

Sources	\$m
Entitlement Offer	\$70.0m
Cash Balance (30 June 2024)	\$21.7m
<b>Total sources</b>	<b>\$91.7m</b>
Uses	\$m
Plumtree Capex (net of revenue)	\$43.5m
Port Prepayments and Rail Guarantees	\$10.0m
Working Capital and Cash to balance sheet (liquidity)	\$33.2m
Transaction costs	\$5.0m
<b>Total uses</b>	<b>\$91.7m</b>

## Commitment

Taurus and Square have each entered into sub-underwriting agreements with the JLMs.

- To the extent Taurus or Square is not required to subscribe for New Shares to the value of the full amount that it has agreed with the Underwriters to sub-underwrite the Offers, it will be offered the opportunity by the Company to subscribe for new shares in the amount of the Remaining Amount, at \$0.009 per new share (the same issue price as under the Entitlement Offer), subject to approvals, if required;
- the Company receiving shareholder approval at a general meeting for the Placement, to the extent required; and
- To the extent there is a shortfall in the Entitlement Offer and Taurus is called upon to sub-underwrite part of the shortfall, the cash obligations for new shares issued by Bowen will be set-off against the March 2025 principal repayment by US\$6.9 million (A\$10 million<sup>2</sup>) (subject to shareholder vote to the extent required)



# Exclusive marketing rights agreed with Square Marketing

## Overview

- Bowen has entered into a binding agreement to appoint Square as its exclusive inhouse sales and marketing manager for a seven-year period
- Square would act in this role for the sale of coal produced from all existing and future mining areas owned or operated by Bowen, other than the Bluff Mine and the Isaac River Project
- Square (or its nominee) has agreed to underwrite \$20 million equity funding, subject to \$60 million Minimum Subscription and MPC Lenton consent
- Conditions Precedent to marketing agreement:
  - \$20 million equity funding (subject to a minimum \$60 million raise and not exceeding a 19.9% holding in Bowen shares unless permitted)
  - Approvals related to MPC Lenton Pty Ltd

\* If Bowen assigns a mine or deposit (other than the Bluff Mine and the Isaac River Project), it will be a condition of assignment that Square shall have marketing rights for that mine or project during the above-mentioned term`

## Marketing Services

- Square to act as exclusive in-house sales and marketing manager for the companies under Bowen's banner/corporate brand and do all necessary works required for such a role in the industry to secure the most favourable terms possible for sale of and to sell all coal under the agreement
- Square to coordinate the logistics of getting coal to port, to satisfy those coal sales contracts, utilising logistics capacity arranged by Bowen

## Fees

- Marketing fees to be charged by Square are arms-length, market comparable, fees
- There is also a trailing compensation fee to be paid by Bowen to the outgoing marketing services provider. It is payable for 12 months from the effective termination date at that service provider's standard marketing fee rate on any sales during that 12 months period to customers which were introduced to Bowen by the outgoing marketing services provider

## Short term loan secured

- On 29 September 2024 Bowen executed an A\$11 million short term loan from Square so as to receive, in effect, an early receipt of sales proceeds for the recent sale of a specific coal shipment.
- The short term loan is secured against a portion of a coal stockpile having a value of A\$12 million. Bowen shall repay the loan to Square at the earlier of:
  - Immediately on receipt of its share of sale proceeds from the specific coal shipment; and
  - The date on which Bowen completes the Offers for a raise of at least \$60 million, where repayment at Square's election may be satisfied by setting off against its payment obligations to subscribe for new shares in the Offers; and
  - Within 30 days of the loan date (dated 30 September 2024).



# FY2024 – Production Results

## For the year ended 30 June 2024

Group  
ROM Coal Mined FY2024

**2.86Mt** ▲ **73%**  
Change from prior year

Saleable Coal Produced FY2024

**1.94Mt** ▲ **99%**  
Change from prior year

Total Coal Sales FY2024

**1.94Mt** ▲ **154%**  
Change from prior year

Strip Ratio FY2024 (bcm:t)

**11.0:1** ▼ **21%**  
Change from prior year

Burton Complex  
ROM Coal Mined FY2024

**2.52Mt** ▲ **114%**  
Change from prior year

Saleable Coal Produced FY2024

**1.62Mt** ▲ **150%**  
Change from prior year

Total Coal Sales FY2024

**1.50Mt** ▲ **224%**  
Change from prior year

Strip Ratio FY2024 (bcm:t)

**10.6:1** ▲ **(4%)**  
Change from prior year



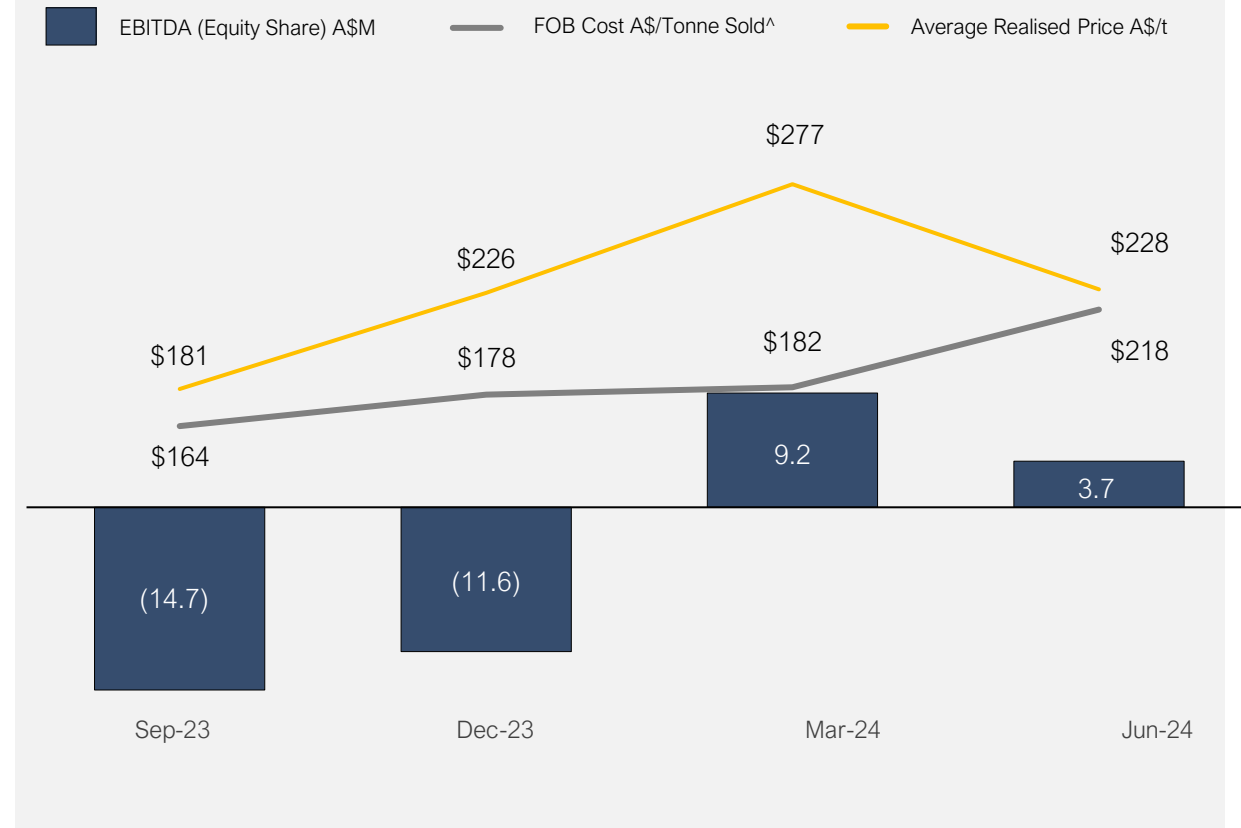
Underlying production performance strong across the Burton Complex through FY24 reflected in the 2H FY24 EBITDA of \$12.9m a turnaround from 1H FY24 performance of (\$26.3m) EBITDA loss (+149% improvement).

# Burton Complex

## Operating and financial performance

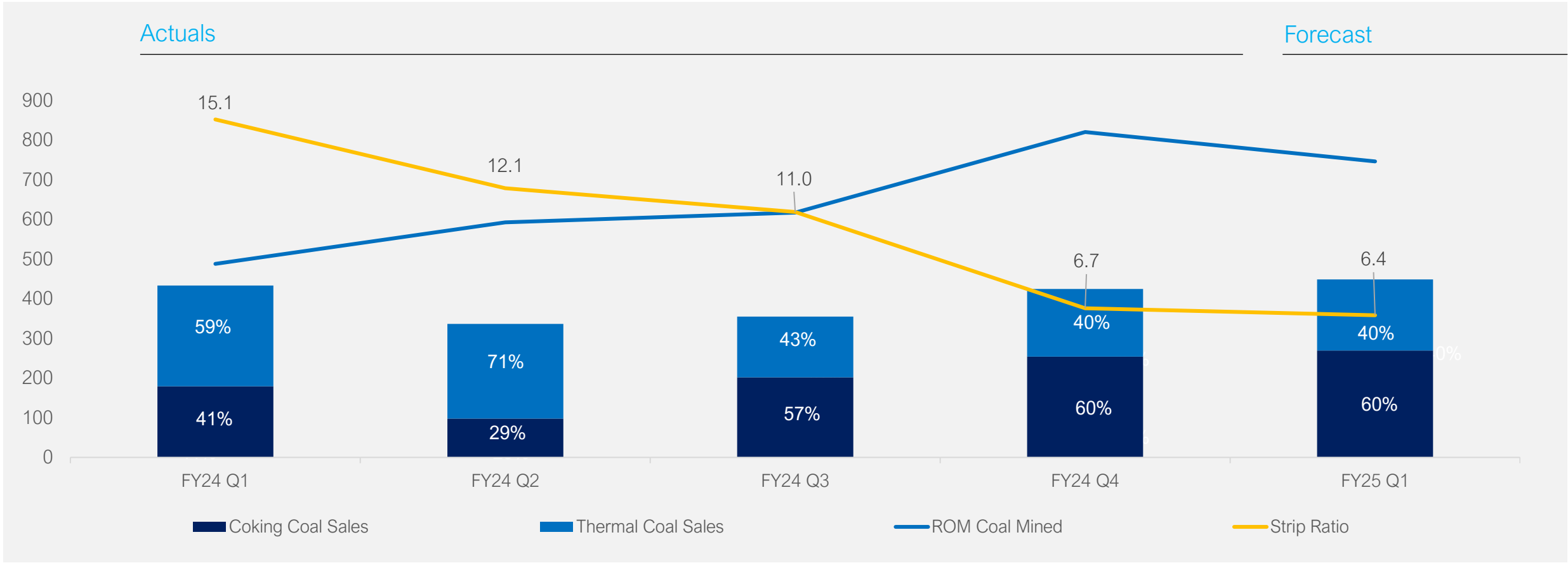
- Positive production performance for June quarter, with record ROM mined, low stripping ratio and 60% of coking coal sales mix - signalling turning point in operations
- 2H FY2024 EBITDA of \$12.9M is significant turnaround from 1H FY2024 performance of (\$26.3M) EBITDA\* loss (+149% improvement)
- Declining coal prices negatively impacted average realised sales price for the June quarter of US\$150/t (A\$228/t) down 14% on the March quarter, impacting quarter's EBITDA by ~\$17M
- FOB Unit costs and EBITDA\* performance lagged - June quarter impacted by one off / higher costs, adding ~\$33/t to the final quarter's all in FOB cost of \$218/t (excl royalties and inventory movement), which include haul road rectification works, significant demurrage payments associated with high port queues and prepayment of the September quarter's port costs
- Continued management focus on cost reduction and operational improvement initiatives to lower costs, increase profitability and generate positive cash flows to ensure sustainable cost base

### Quarterly EBITDA and FOB Cost Performance



# Burton Complex Quarterly

ROM volumes (Kt), strip ratio (BCM/t), saleable coal production (Kt)  
coking and thermal product split



# Cost reduction initiatives

## Status of the progress made in reducing cost of operations

Opportunity	Status	Annual saving per annum	Saving per tonne
Standard haul trucks	complete	\$6m	\$3-\$4
Direct ROM haulage	underway	\$4m	\$2-\$3
Rejects crusher	commissioning FY2025 Q1	\$4.5m	\$2-\$3
Automated bin loading	project phase from FY2025 Q3	\$2m	\$1
Mobile equipment changeout	from FY2025 Q2	\$0.5m	\$0.25
Haul road maintenance	from FY2025 Q2	\$6m	\$3-\$4
Overhead reduction	in process	\$2m	\$1
Connection to State grid power	planning FY2026	\$4-\$6m	\$3-\$4
<b>Total</b>		<b>\$28-33m</b>	<b>\$15-\$21</b>

- A series of cost reduction initiatives are underway, some of which have been completed already
- The balance of the cost reduction initiatives for FY2025 may take time to secure equipment and or labour to complete but have been identified, costed and action has been taken
- Due to the required planning, procurement and construction timeframe, the cost reduction benefits from connection to State grid power (if committed) are expected to start in FY2026



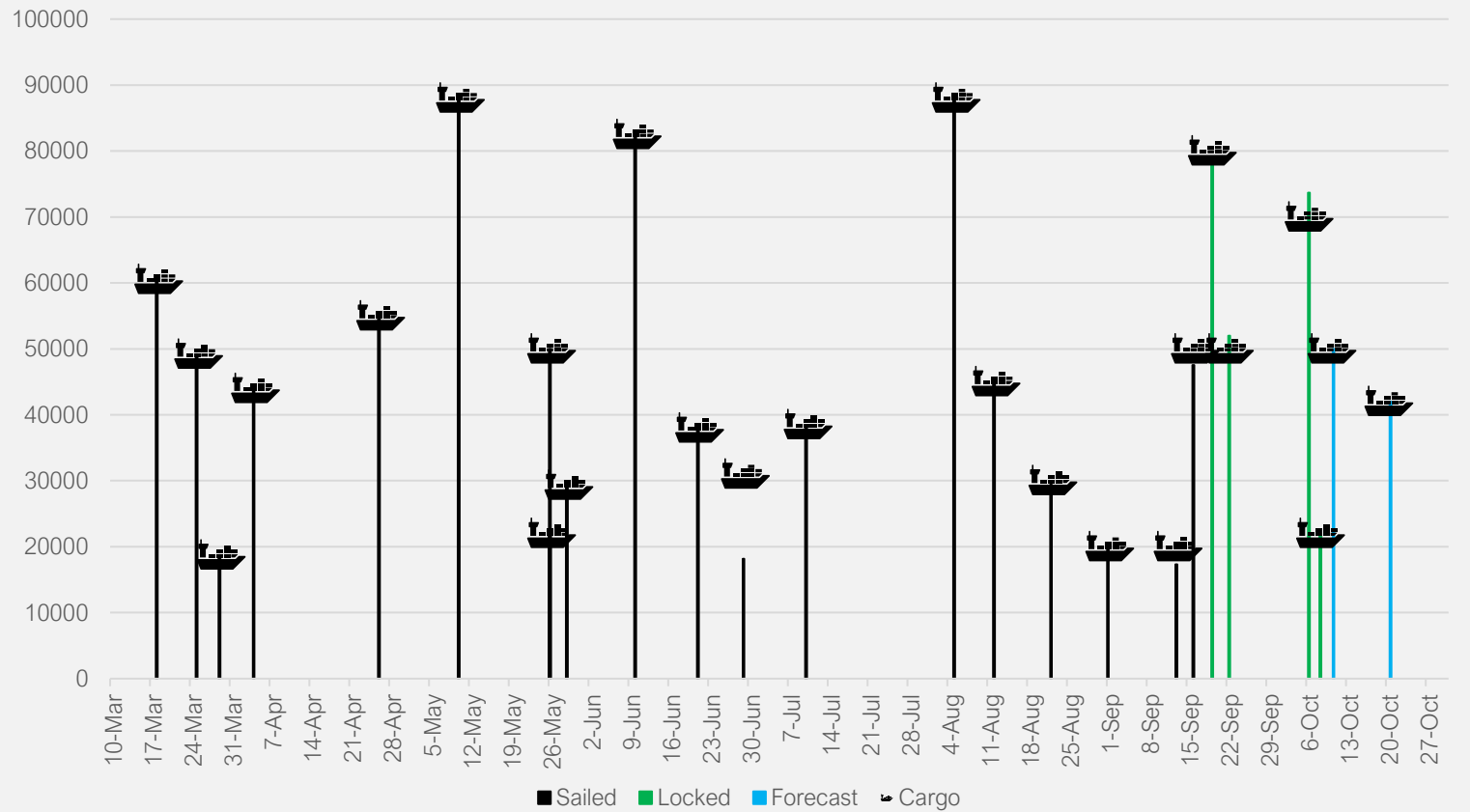


# Shipping

Significant progress has been made in the quarter after only one vessel shipped in July 2024, with three vessels being shipped in August 2024 and five cargoes sailed in September 2024

- Total cargoes sold for the quarter was nine
- October 2024 forecast shipping is above expectations at four vessels expected for the month

Shipping Cadence





# FY25 Plan and Production Overview

## Volume increase and unit cost reduction

### FY25 Plan from ongoing operations<sup>1</sup>

Item	Unit	FY25 Plan	FY24 Actual
Managed ROM coal production	Mt	2.7 – 3.0	2.5
Managed Coal Sales	Mt	1.6 – 1.9	1.5
Unit costs (FOB) <sup>^</sup>	A\$/t	145 – 165	185
Capital Expenditure	\$m	65 – 85	90

### Commentary

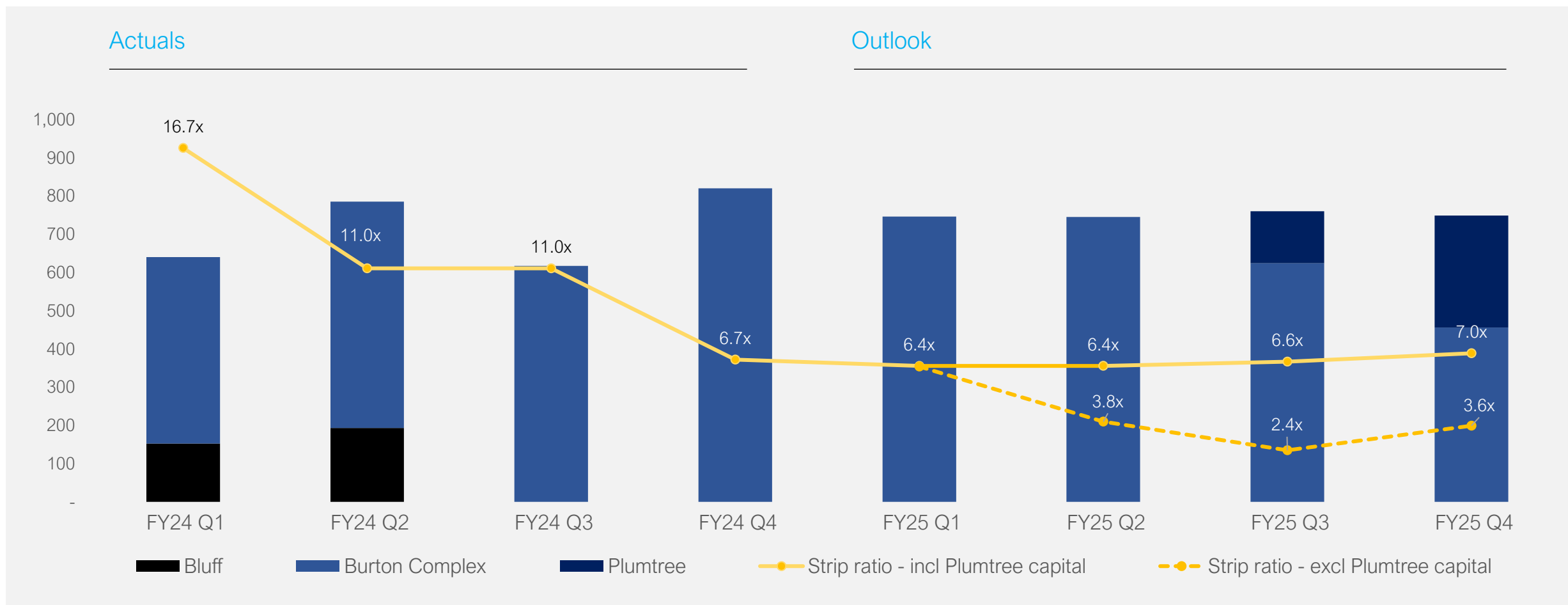
- BCB has planned for a long-term Burton Complex FOB cost<sup>^</sup> of A\$145/t - \$155/t (ex royalties) from FY26 reflecting the transition to steady state operations in mining areas with lower stripping ratios
- FY25 Plan excludes Bluff and Broadmeadow East mines that have transitioned into care and maintenance and corporate overheads
- ~80% of the \$65m - \$85m capital expenditure estimate for FY25 relates to the Plumtree North boxcut costs up to 4Q 2025
- Targeted long-term strip ratio of 7:1 at the Burton Complex
- Assumes current short-term sourcing of Rail and Port access continues



# Production performance

## FY2024 actuals and FY2025 outlook

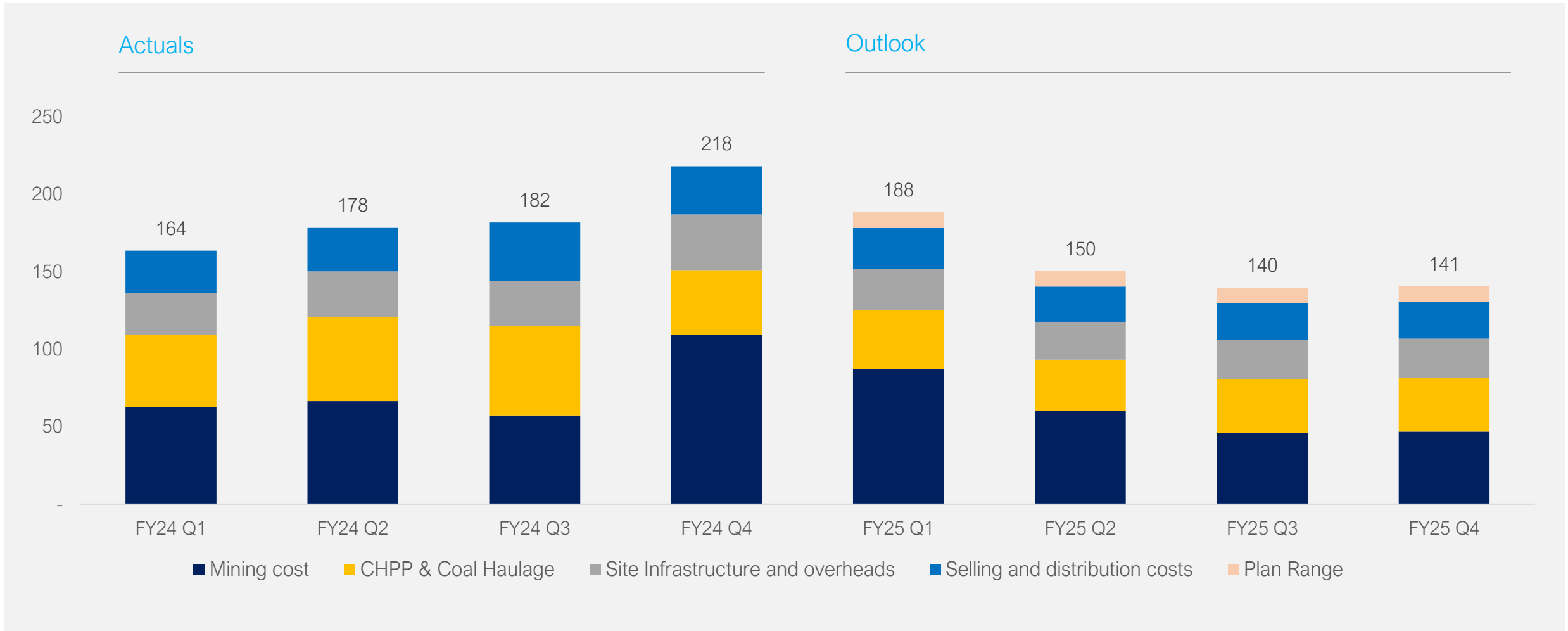
ROM production volumes and ROM strip ratio (100%, Kt)



# FOB Cash Cost per Sales Tonne (ex Royalty)

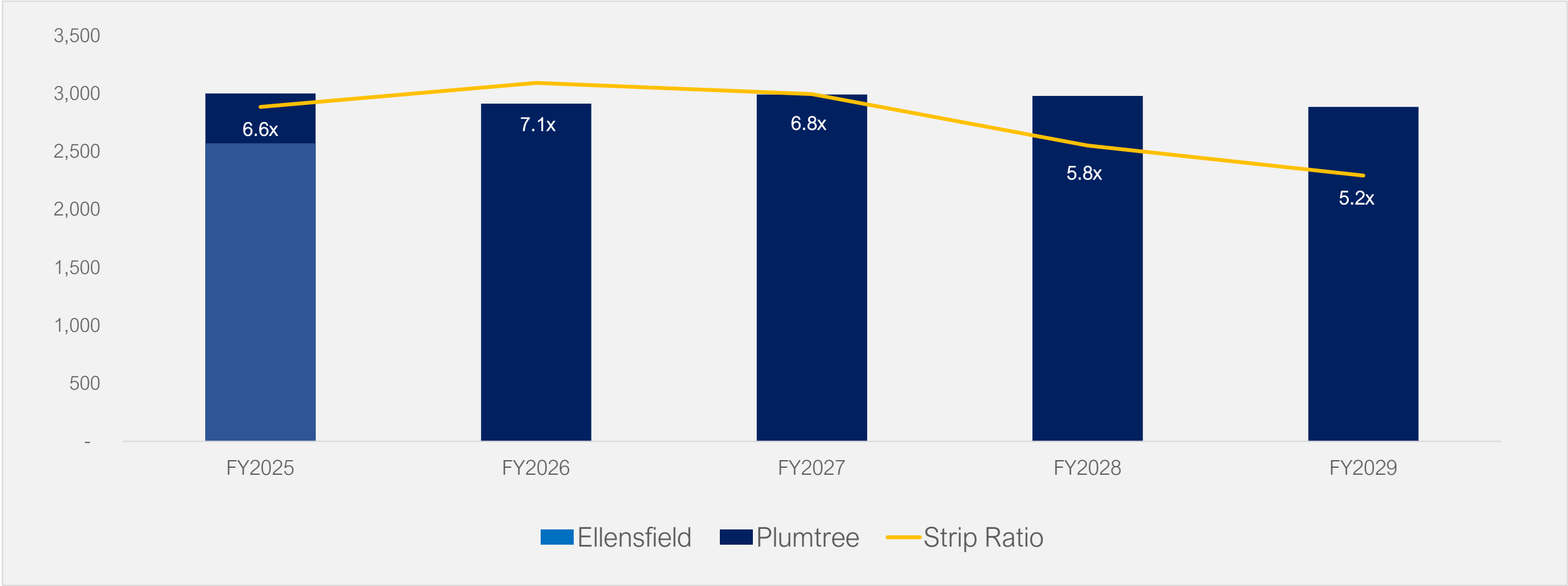
## FY2024 actuals and FY2025 outlook

- 1 FY25 Plan excludes Bluff and Broadmeadow East mines that have transitioned into care and maintenance and corporate overheads
- 2 Unit costs (FOB) are in real terms and exclude State royalties



# Burton Complex 5-year Mine Plan

ROM production volumes and ROM strip ratio (100%, Kt)



# Burton Complex 5-year Production Plan

## Optionality to increase volumes

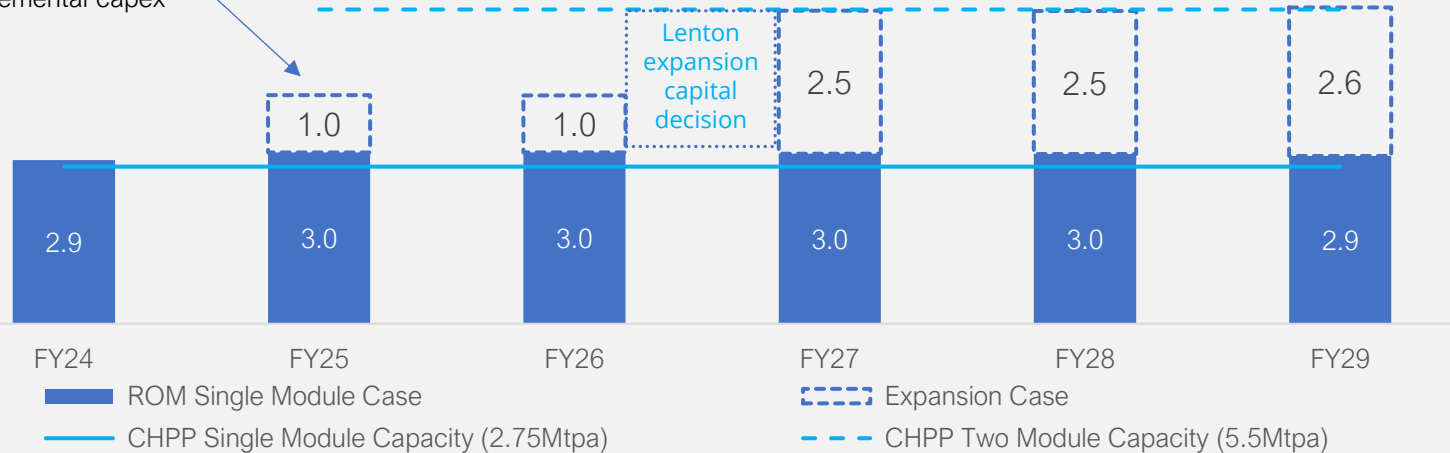
1 Refer ASX release 4 August 2021, expansion case subject to investment decision, detailed mine plans, capital estimates, board and regulatory approvals (EPBC required for Lenton)

2 Refer ASX release 1 November 2023 for information on Suttor Development Road diversion. Estimates exclude Lenton boxcut

### Single Module case and Module 2 expansion case (ROM, Mt)

Increase to 5.5Mtpa with Second Module CHPP<sup>1</sup> →

Investment decision option  
Expansion volumes  
incremental capex



### Expansion projects enabling capex<sup>1</sup>

Item	Estimate (\$m)
CHPP Module 2	12 – 15
Permanent Power connection at Burton	8 – 10
BME powerline relocation and ERC cash surety increase	19 – 23
Lenton EPBC, Suttor Development Road Diversion <sup>2</sup> and infrastructure	45 – 59
<b>Total</b>	<b>84 – 107</b>

FY24

FY25 - FY28

Burton Complex ramps up to steady state production

- Single Module Case: Plumtree North Pit (adjacent to Ellensfield South) forecast to begin production and continues through to FY30
- Expansion Case: can ramp-up Plumtree North to ~4Mtpa and from additional mining areas at the already established Broadmeadow East. Continued upside from other areas in Burton Complex (e.g. Burton North, Isaac Pit, Lenton)<sup>1</sup>





# Burton Mine Complex

## Ellensfield South Mine

Remaining strip ratio\* (BCM/t)

**3.1:1**

Remaining coal Reserves\*\*

**2.1Mt**

ROM coal mined YTD FY2025 Q1\*

**575Kt**

Coal sales YTD FY2025 Q1\*

**200Kt**

- Production from the mining complex has been strong in the quarter to date, reporting 15% above targeted ROM production at a strip ratio of 5.3:1 (BCM/t)
- Three excavators and a full truck fleet have been in operation during the quarter, with a standby excavator available for use during downtime or to ramp up production if required
- Good weather, contractor collaboration and a focused management team has delivered a positive result for the FY2025 year to date.
- ROM stocks on hand are 154Kt\*
- Coal augering has commenced at Broadmeadow East Mine, planned program of 6 months to provide additional bypass coal sales



# Burton Mine Complex

## Plumtree North Mine

JORC Reserve\*#

**11Mt**

Annual ROM production target\*

**2.0 – 2.4Mt**

Life of mine<sup>1</sup>

**~5 years**

First coal expected

**FY2025 Q3**

- Started clear and grub in advance of future mining activities
- Topsoil removal has commenced in the current quarter
- Waste removal by a free dig pass has commenced in the current quarter
- Early commencement in the dry season to allow continuity of coal flow at steady-state mining rates
- Life of mine strip ratio is 7:1 (BCM/t)
- The Plumtree North Mine is adjacent to the Ellensfield South Mine, separated by the Teviot Creek.



# Coal Handling & Prep Plant

## 5.5Mt Nameplate Capacity\*

CHPP Availability YTD FY2025 Q1 #

**95%**

CHPP Utilisation YTD FY2025 Q1#

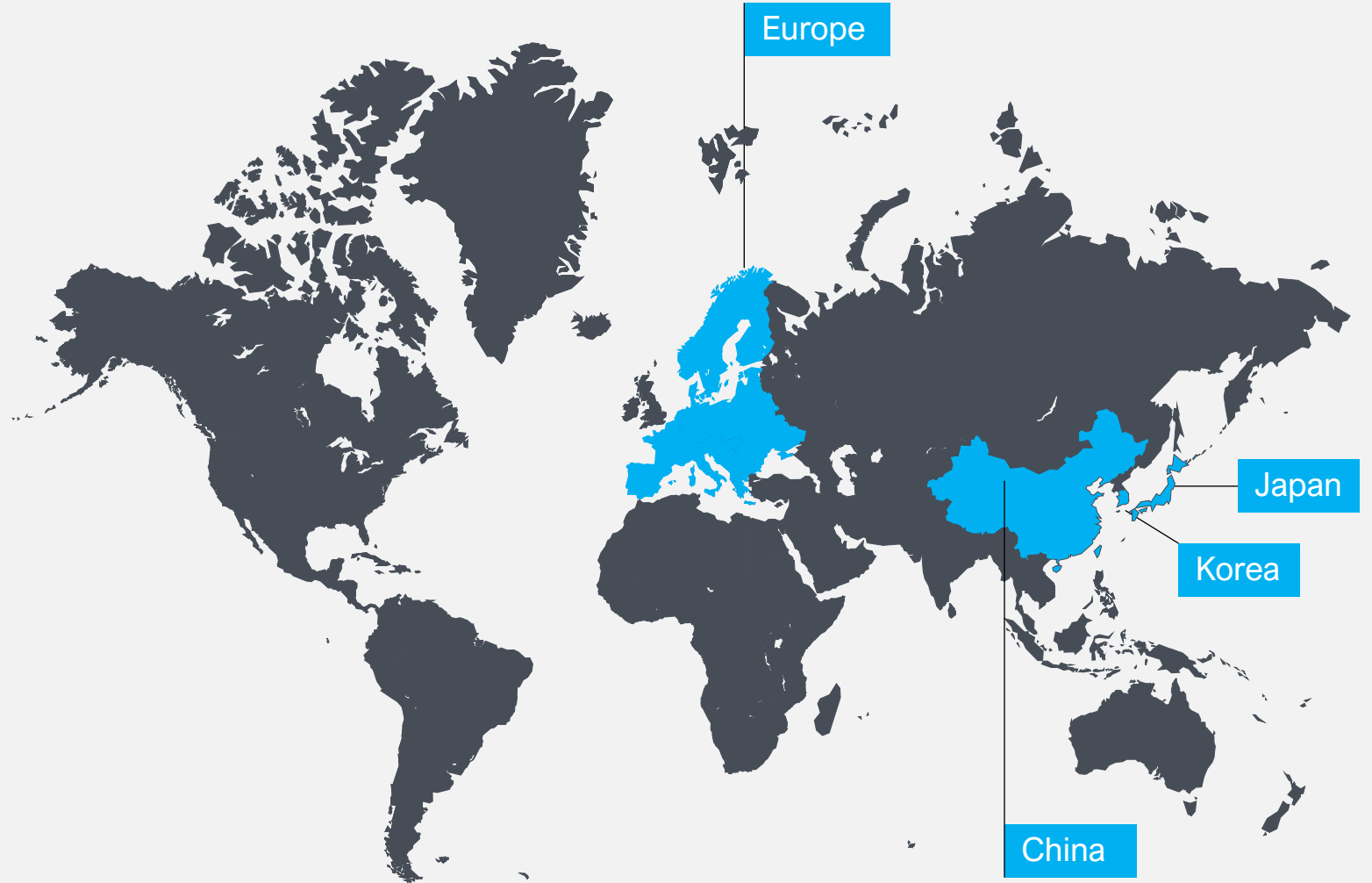
**94%**

- CHPP availability is above the 90% target while ROM feed tempo is consistent with Module 1 capacity at ~400t/hr
- Current washing plan is focussed on producing as much coking coal as possible with a view to maximising revenues
- 63% of product produced for the quarter to date is coking coal#
- 56% of all sales volumes in the current quarter were for coking coal, with a coking coal vessel loading soon after the quarter which would have improved this result#
- Product stock on hand of 244Kt# equates to >1.5 months of saleable production, up 47% from previous quarter
- CHPP audit result expected end September 2024, provides increased knowledge on product and yield optimisation opportunities
- Cost to refurbish second module of CHPP, which could double existing throughput capacity, is estimated at A\$12m to A\$15m



# Marketing

Bowen has secured contracts for Burton hard coking coal with major Tier 1 steelmakers in Japan, Korea, China and Europe through 2024 and first quarter of CY2025.



# Positive coal metrics

Global pricing highs through FY22 / FY23

Pricing (\$US/tonne, nominal)<sup>1</sup>



<sup>1</sup> Sources: S&P Capital IQ / CRB

# Met coal is essential for steel making

Structural shortfall expected, reaching 74Mt per year in 2040<sup>4</sup>

## Growing demand:

- Strong demand from key Asian markets (including India) planned to drive continued growth in Australian metallurgical coal exports
- Steel demand growth of 30-60% forecast by 2050 - driven by ongoing industrialisation and increasing decarbonisation<sup>1</sup>
- Metallurgical coal expected to remain key to global steel demand and is a critical mineral input to enabling decarbonisation

## Constrained supply:

- Global underinvestment in metallurgical coal assets

## Australia and specifically the Bowen Basin dominates seaborne trade

- Australia is a market leader in the global seaborne trade of metallurgical coal, comprising c.42% of global exports in 2024<sup>2</sup> and is forecast to continue this trend, ultimately meeting 55% of all global supply by 2035<sup>5</sup>
- Forecast shortfall between seaborne metallurgical global demand and supply is expected to be 50Mt by 2035<sup>5</sup>, highlighting an opportunity for Australian producers
- Queensland accounts for 57% of Australian saleable coal<sup>3</sup> and Bowen Basin is worldwide renowned for producing premium high quality premium low volatile hard coking coal

<sup>1</sup> Source: World Economic Forum and ReThink Technology Research

<sup>2</sup> Source: AWE Metallurgical Coal Market Outlook Reports

<sup>3</sup> Source: Department of Industry, Science and Resources, Office of the Chief Economist (Resources and Energy Quarterly June 2024). LTM to March 2024

<sup>4</sup> Source: Commodity Insights 2023 entire metallurgical coal complex including Hard, Semi Hard, SSCC & PCI global seaborne supply

<sup>5</sup> Source: Commodity Insights Seaborne Metallurgical Coal – Long Term Supply & Demand Forecast dated 19 April 2024



# Risks

You should be aware that an investment in BCB involves various risks. This section sets out some of the key risks associated with an investment in BCB. A number of risks and uncertainties, which are both specific to BCB, and of a more general nature, may adversely affect the operating and financial performance or position of BCB, which in turn may affect the value of an investment in BCB. The risks and uncertainties described below are not an exhaustive list of the risks facing BCB or associated with an investment in BCB. Additional risks and uncertainties may also become important factors that adversely affect BCB's operating and financial performance or position.

This document is not financial product advice and has been prepared without taking into account your investment objectives or personal circumstances. Potential investors should consider publicly available information on BCB (such as that available on the websites of BCB and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional adviser before making an investment decision. Some of the risks of investing in BCB are set out below, but this list should not be regarded as comprehensive.

Risk	Business risks
<b>Funding and liquidity</b>	<p>The Company and its subsidiaries' ability to continue their business is dependent upon several factors including securing sufficient debt and equity capital, speed of mine development activities, the ability to manage working capital requirements and payment obligations (including royalties), delivery of consistent cashflows, successful mining operations, uninterrupted operation of logistics (including rail and shipping), funding of rail and port bonding requirements and/or the successful exploration and subsequent development of the Company's tenements.</p> <p>Should the Company be unable to secure sufficient equity or debt capital and/or should there be further delays to coal presentation, transportation or the planned performance from the mining assets, due to significant weather or market supply shortages in labour or equipment (among other reasons), the Company's available cash to meet its ongoing commitments will be further impacted including potential default under the debt financing agreements with New Hope and Taurus.</p> <p>In particular, there are presently significant delays impacting the timing of shipments, negatively effecting sales receipt and cash flows. There is no guarantee that additional funding through debt or equity will be available, or if it is, there is no guarantee that such new funding will be on terms acceptable to the Company or that it will be at the level required to fund the Company's ongoing commitments. Global capital markets have been severely constrained in the past, and the ability to obtain new funding or refinance terms may in the future be significantly reduced. Increasingly, financial institutions have made public statements in relation to their unwillingness to finance certain types of coal mines and coal-fired power stations. Should these avenues be delayed or fail to materialise, the Group may need to raise additional funding through debt, equity or farm out/sell down to allow the Group to continue to execute its strategy and continue operating as a going concern and meet its debts as and when they fall due.</p> <p>If the Company is unable to obtain sufficient funding, either due to credit or debt or equity capital market conditions generally, or due to factors specific to the coal sector, the Company may not have sufficient cash to meet its ongoing capital requirements or the ability to expand its business.</p> <p>Having regard to the nature of the Company's business involving a lack of control over factors relating to payment timing and at the same time having scheduled taxes, expenses and costs to meet, cashflow management is particularly challenging for the Company and the timing can become such that there is a material adverse effect on the Company's solvency.</p>



# Risks continued

Risk	Business risks
<b>Occupational health and safety</b>	<p>BCB's operations are subject to a variety of industry specific health and safety laws and regulations which are formulated to improve and to protect the safety and health of employees. Mining operations are potentially hazardous and the management of safety and health risks is essential. BCB seeks to implement industry standard procedures in occupational health and safety and meet compliance with government regulations. The occurrence of any industrial accidents, workplace injuries or fatalities may result in workers' compensation claims, related common law claims and potential occupational health and safety prosecutions.</p> <p>The Health and Safety of BCB's employees and contracting partners remains of critical importance in the planning, organisation and execution of BCB's exploration, development, and operating activities. Failure to provide adequate Safety and Health management system could lead to the injury of employees and contractors and as a consequence result in financial and reputational losses from the shutdown of operations.</p>
<b>Development, operating &amp; production risk</b>	<p>After ramping up its operations in the past year, BCB is subject to the production risk for an ongoing coal mine operation. There can be no assurance that BCB will achieve its production targets or cost estimates. BCB's operations and mining productivity rates have been and may continue to be curtailed, or delayed as a result of factors such as adverse weather conditions, mechanical difficulties, failure of key componentry in the CHPP, failure to achieve further cost reduction, shortages in or increases in the costs of key supplies and input including diesel, electricity, consumables, spare parts, plant and equipment, external services failure or relocation requirements (including energy and water supply), industrial disputes and action, difficulties in commissioning and operating plant and equipment, IT system failures, cyber security breaches, mechanical failure or plant breakdown, and compliance with governmental requirements. In addition, BCB is heavily dependent on its key mining services, haulage and coal processing contractors for the performance of its operations, therefore the underperformance of these contractors could adversely affect the cost estimates and profitability of BCB. Industrial and environmental accidents could lead to substantial claims against BCB for injury or loss of life, and damage or destruction to property, as well as regulatory investigations, clean up responsibilities, penalties and the suspension of operations.</p> <p>BCB has historically undertaken exploration activities only but last year commenced development and operating activities. As a result, there are numerous mine development and operating risks which may result in delayed mine development and/or a reduction in performance that decreases BCB's ability to develop assets on time and on budget and to produce high quality coal to meet customer shipping needs. These risks may result in financial losses and/or cash flow risk to the business. In addition, adverse changes in the operations such as to coal production, and/or changes in estimates of proven and probable coal reserves, may result in impairment charges if BCB cannot recover the value of its investment in the asset.</p>
<b>Market liquidity</b>	<p>While BCB's Shares are listed on ASX, there can be no assurance of an active market for BCB's Shares or that price of BCB's Shares will increase. There may be relatively few potential buyers or sellers of the BCB's shares at any time. This may increase the volatility of the market price of BCB's Shares and may also affect the prevailing market price at which shareholders are able to sell their Shares. In recent years, capital markets have experienced a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.</p>

# Risks continued

Risk	Business risks
<b>Geological</b>	<p>Mineral resource and ore reserve estimates are a subjective process based on drilling results, past experience with mining properties and modifying factors, knowledge, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Ore reserve estimation is an interpretive process based on a limited amount of geological data pursuant to JORC standards and similar applicable regimes and interpretations and thus estimations may prove to be inaccurate. There is a risk of loss of coal resources, and/or material inaccuracies in geological databases and supporting information, as well as changes in geological structures which may negatively impact BCB's mining operations and project financial viability. The results of the exploration activities may be such that the estimated resources are insufficient to justify the financial viability of the projects and therefore impact longevity of activities.</p>
<b>Market</b>	<p>BCB is exposed to market risks relating to commodity prices generally, equity risk, interest rates and foreign currency which can result in exploration, development and/or operating assets becoming uneconomical and adverse fluctuations in revenue. BCB may experience fluctuations in share price as a result of these market risks. Bowen's overall average realised coal sales price decreased 15% from the prior quarter largely driven by declining market coal prices and Bowen's share price is at an all time low. Bowen cannot guarantee that these circumstances will change.</p> <p>BCB's exposure to commodity price risk is predominantly changes in metallurgical coal prices, which are driven by various factors, including but not limited to, changes in seaborne supply, overall demand for steel, geopolitical economic activity, commodity substitution, international demand and contract sales negotiations. This impacts the royalty expense on the Taurus debt facility. Currently, BCB undertakes limited hedging against foreign exchange volatility.</p> <p>In respect of foreign currency risk, the Australian dollar is the functional currency of BCB and as a result, currency exposure arises from transactions and balances in currencies other than Australian dollar. BCB's potential currency exposure comprises:</p> <ul style="list-style-type: none"><li>• Coal sales are denominated in United States (US) dollar. BCB is therefore exposed to volatility in the US\$:A\$ exchange rates. BCB generally aligns all coking coal prices to relevant coking coal indexes. BCB has not used any derivative products to mitigate fluctuations in the relevant coal price indexes or US\$:A\$ exchange rates.</li><li>• BCB has fully drawn down on its US\$51.0 million finance facility with Taurus Mining Finance Fund No.2, L.P (<b>Taurus</b>). As noted above, BCB's coal sales are denominated in US\$, which provides a natural economic hedge in relation to adverse foreign currency movements that affect the drawn down facility position and the current policy is to undertake limited hedging of foreign exchange risk.</li></ul>
<b>Litigation</b>	<p>Legal proceedings may arise from time to time in the course of BCB's business. BCB may be involved in disputes with other parties which may result in litigation. Any such claim or dispute, if proven, may impact adversely on BCB's operations, financial performance and financial position.</p>

# Risks continued

Risk	Business risks
<b>Insurance</b>	<p>BCB's business is subject to a number of risks and hazards generally that could result in damage to mining or production facilities, personnel injury or death, environmental damage to BCB's properties and the properties of others, delays in development or mining, monetary losses and possible legal liability. BCB has in place insurance to protect against certain risks that it considers to be reasonable, however its insurance will not cover all of the potential risks associated with its operations.</p> <p>There is a risk that the policies of financial institutions and various markets with respect to the funding of coal projects, may extend to an unwillingness to provide insurance products to coal producers and associated companies or on terms that are acceptable to BCB. This could result in a material increase in the cost to BCB of obtaining appropriate levels of insurance or BCB being unable to secure adequate insurance cover.</p>
<b>Social License</b>	<p>A number of stakeholders have varying interests in BCB's prospective areas of operations. The ability of BCB to secure and undertake exploration and development activities within those areas is reliant upon the adequate acknowledgement of the interests of those stakeholders and the satisfactory resolution of native title and (potentially) overlapping tenure. Failure to adequately acknowledge and address this risk could negatively impact the operations of BCB, and potentially result in an inability to secure, maintain or renew the regulatory approvals required to continue operations.</p>
<b>Environmental regulations and risks</b>	<p>All phases of mining and exploration present environmental risks and hazards. BCB's operations are subject to environmental regulations pursuant to a variety of state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees.</p>
<b>License conditions and renewals</b>	<p>BCB's operations and exploration activities require certain licenses to operate that include conditions of operation and renewal. BCB ensures it is in compliance with all of its licence conditions and any renewal requirements. Changes in regulatory conditions and requirements, or the expansion of permit areas with additional regulatory conditions and requirements beyond what is currently required, remains a risk with ongoing and new mining operations. A number of permits licenses are currently in the renewal process and administrative arrangements allow the ongoing operations and permit conditions to continue while the renewal process is underway.</p>
<b>Key personnel</b>	<p>BCB's success depends on the continued services of its key personnel. BCB could be adversely affected if any of the key management team ceased to actively participate in the management of BCB or ceased employment with BCB entirely. BCB has in place incentive arrangements aimed at managing this risk.</p>

# Risks continued

Risk	Business risks
<b>Personnel risk</b>	BCB's operations rely on the ability to attract and retain skilled labour. BCB manages this risk through working with the major service providers to set pay levels close to market, improving site culture and providing employees with high quality facilities.
<b>Regulations</b>	BCB's operations are subject to government laws, regulations and policies governing (among other things) taxation, exploration, production, exports, labor standards, occupational health and safety, greenhouse gas reporting, and environmental protection. Any future changes in these laws, regulations or policies may adversely affect BCB's operations.
<b>Credit risk</b>	Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. BCB is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, Queensland Government Authorities and financial institutions, foreign exchange transactions and other financial instruments and sale of coal to customers. BCB mitigates this risk where possible by trading with reputable third parties and financial institutions. If BCB's customers do not honour their contract agreements, or if they terminate or do not renew their sales contracts, this may affect the financial condition and profitability of BCB.
<b>Infrastructure and Logistics</b>	BCB's ability to generate cash flow is dependent on the ability to transport coal produced from its operations. The ability to secure above and below rail and port capacity and availability of transport and/or delays in transport, including trains and shipping, may cause a negative impact on the working capital of BCB. Additionally, if transportation costs become uneconomic, this could impact BCB's ability to make a sale to the customer. The ability to secure above and below rail and port capacity and availability of transport and/or delays in transport, including trains and shipping, may cause a negative impact on the working capital of BCB. Additionally, if transportation costs become uneconomic, this could impact BCB's ability to make the sale to the customer. BCB carefully manages its cash flow planning to optimise its operations, but may need to slow production, or seek alternative working capital. Significant progress has been made in relation to shipping with three vessels being shipped in Aug 2024 and six vessels planned for September 2024, this would bring total vessels for the quarter to nine.
<b>Share market conditions</b>	The value of BCB's shares will be determined by the stock market and will be subject to varied and often unpredictable influences beyond BCB's control. These factors include, but are not limited to, the demand for, and availability of BCB's shares, the demand for coal and the fluctuations in coal prices, movements in interest rates, exchange rates, and rates of inflation, fluctuations in the Australian and international stocks markets, changes in fiscal, monetary and regulatory policies, and general domestic and international and economic activity. Depending on general market conditions and BCB's share price, BCB may not be able to attract new investors or raise capital as and when required. The value of quoted securities is subject to fluctuations in response to these factors, which cannot be controlled or accurately predicted, and prevailing market sentiment and overall share market performance may adversely impact the price of BCB's Shares, irrespective of BCB's underlying operational performance.

# Risks continued

Risk	Business risks
<b>Going concern</b>	<p>For the year ended 30 June 2024 the Group generated a consolidated loss of \$95.5 million (2023: \$162.9 million) and incurred operating cash outflows of \$5.0 million (outflow in 2023: \$105.1 million). As at 30 June 2024 the Group has cash and cash equivalents of \$21.7 million (2023: \$48.9 million), current asset deficiency of \$71.9 million (2023: \$124.0 million) and net asset of \$9.8 million (2023: \$35.0 million).</p> <p>The Company's ability to continue to generate operational cash flows to meet its financial obligations is based on the performance of its operations and those of the mining contractors, as well as the timing and price received for coal sales shipments. If the Company is unable to generate sufficient operational cash flows to meet its financial obligations in the future, there is no guarantee that additional funding through debt, equity or an asset sale will be available, or if it is, that such new funding will be on terms acceptable to the Company. Should the Company be unsuccessful in meeting its financial obligations, a material uncertainty would exist that may cast significant doubt on the ability of the Company to continue as a going concern and, therefore, whether it will realise its assets and extinguish its liabilities other than in the ordinary course of business.</p> <p>If a A\$60 million minimum subscription (Minimum Subscription) is not reached under the Offers, the Offers will not be underwritten, Bowen will not proceed with the Entitlement Offer and no new shares or new options will be issued.</p> <p>In those circumstances, given the company's funding requirements, there will be an urgent need for alternate sources of liquidity and capital spending constraints. Such measures may include:</p> <ul style="list-style-type: none"><li>• ceasing all mine development boxcut activities at the Plumtree North Mine and continue mining activities at Ellensfield South Mine only;</li><li>• project level partial sell-down of the Company's 90% interest in the Lenton Joint Venture;</li><li>• securing a strategic partnership;</li><li>• sale of additional assets in the portfolio;</li><li>• further State royalty deferrals;</li><li>• seeking bonding facilities to release existing cash backed rehabilitation bonds;</li><li>• further debt and equity capital initiatives; and</li><li>• sale of the assets or the business.</li></ul> <p>There is no assurance that the Company would be able to identify and obtain sufficient alternate sources of liquidity within the period of time required, in which case the company may not be able to continue as a going concern</p>
<b>Underwriting</b>	<p>The Company has entered into an Underwriting Agreement under which the Joint Lead Managers have agreed to underwrite the Entitlement Offer, subject to the terms and conditions of the Underwriting Agreement. Prior to the completion of the Entitlement Offer, there are certain events which, if they were to occur, may affect the Joint Lead Managers' obligation to underwrite the Entitlement Offer. The ability of the Joint Lead Managers to terminate the Underwriting Agreement in respect of some events will depend on whether the event has or is likely to have a material adverse effect on the success or settlement of the Entitlement Offer, or where they may give rise to material liability for the Joint Lead Managers.</p> <p>Termination of the Underwriting Agreement would have a materially adverse impact on the proceeds raised under the Entitlement Offer. In these circumstances, the Company may need to find alternative funding (including further debt funding) to meet its financial obligations and any such funding may be on less favourable terms or such funding may not be available. Termination of the Underwriting Agreement could materially adversely affect the Company's business, cash flow and financial position.</p>

# Risks continued

Risk	General Investment Risks
<b>Liquidity risk</b>	BCB shareholders who wish to sell their BCB shares may be unable to do so at an acceptable price, or at all, if insufficient liquidity exists in the market for BCB shares. BCB does not guarantee the market price or liquidity of BCB shares and there is a risk you may lose some or all of the money you invested.
<b>Shareholders and subordinated and unsecured investors</b>	In a winding up of BCB, shareholders' claims will rank after the claims of creditors preferred by law, secured creditors and general creditors. Shareholders' claims will rank equally with claims of holders of all other ordinary shares. If BCB were to be wound up and after the claims of creditors preferred by law, secured creditors, general creditors and holders of subordinated instruments are satisfied, there are insufficient assets remaining, you may lose some or all of the money you invested in BCB shares.
<b>Future issues of debt or other securities by BCB</b>	<p>BCB may at its absolute discretion, issue additional securities in the future that may rank ahead of, equally with, or behind ordinary shares, whether or not secured. Additionally, certain convertible securities that may be issued by BCB individually and its subsidiaries in the future may be converted from debt to equity securities. Any issue or conversion of other securities may dilute the relative value of existing ordinary shares and affect your ability to recover any value in a winding up.</p> <p>An investment in BCB shares confers no right to restrict BCB from raising more debt or issuing other securities (subject to restrictions in the ASX Listing Rules), to require BCB to refrain from certain business changes, or to require BCB to operate within potential certain ratio limits. An investment in BCB shares carries no right to participate in any future issue of securities (whether equity, debt or otherwise) by any member of BCB, other than future pro rata issues if the shareholder is eligible to participate in the pro rata issue under relevant laws. No prediction can be made as to the effect, if any, future issues of debt or equity securities by an entity in BCB may have on the market price or liquidity of BCB shares.</p>
<b>Changes in taxation and accounting standards</b>	Changes to tax legislation, the interpretation of tax legislation by the courts, the administration of tax legislation by the relevant tax authorities and the applicability of such legislation may affect BCB's financial performance or the tax treatment of an investment in BCB's Shares, including any returns on BCB's Shares (for example, any franked dividends). Additionally, accounting standards may change which may affect the reported earnings of BCB and its financial position.

# Risks continued

Risk	General Investment Risks
<b>Liquidity</b>	<p>There may be relatively few or many potential buyers or sellers of the Shares on the ASX at any time, which may increase the volatility of the market price of the Shares, prevent investors from acquiring more Shares or disposing of Shares they acquire under the Offers, or result in Shareholders receiving a market price for their Shares that is less than the price that Shareholders paid.</p> <p>The Company does not intend to seek listing of the New Options. This will impact on the liquidity of the New Options.</p>
<b>Economic factors</b>	<p>The Company is subject to general market risk that is inherent for all entities whose securities are listed on a securities exchange. This may result in fluctuations in the Share price that are not explained by the fundamental operations and activities of the Company.</p> <p>The price of the Company's Shares quoted on the ASX following reinstatement may rise or fall and the Shares may trade below or above the Offer Price due to a number of factors. These include, but are not limited to, the following:</p> <ul style="list-style-type: none"><li>• the number of potential buyers or sellers of Shares on the ASX at any given time;</li><li>• fluctuations in the domestic and international market for listed stocks;</li><li>• general economic conditions including the unemployment rate, interest rates, inflation rates, exchange rates, commodity and oil prices, and changes to government fiscal, monetary or regulatory policies, legislation or regulation;</li><li>• recommendations by brokers or analysts;</li><li>• inclusion in, or removal from, market indices;</li><li>• global hostilities, tensions, and acts of terrorism;</li><li>• the nature of the markets in which the Company operates; and</li><li>• general operational and business risks.</li></ul>
<b>Shareholder dilution</b>	<p>In the future, the Company may elect to issue Shares to fund or raise proceeds for working capital, growth, acquisitions, to repay debt, or for any other reason.</p> <p>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 a 12-month period (other than where exceptions apply), Shareholder interests may be diluted and Shareholders may experience a loss in value of their equity as a result of such issues of Shares and fundraisings.</p>

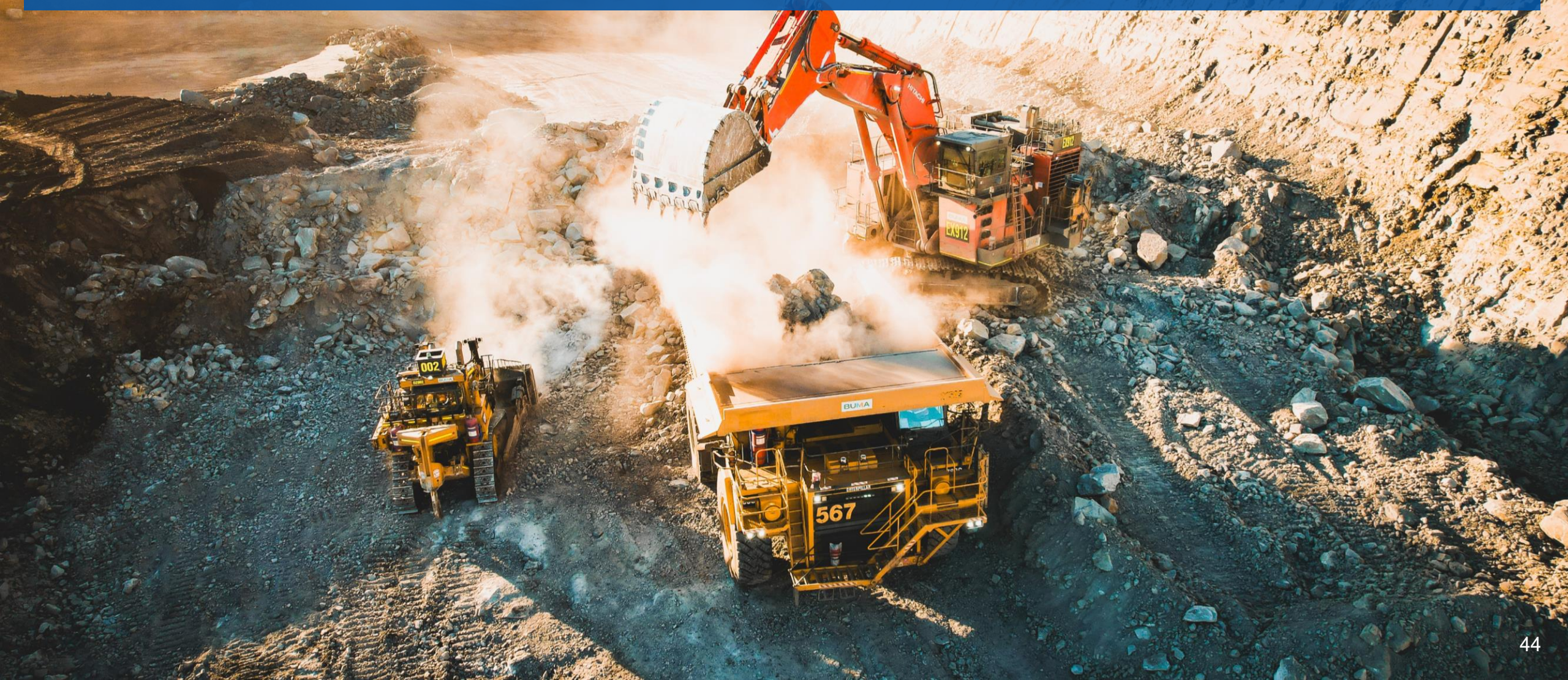
# Risks continued

Risk	General Investment Risks
<b>Renouncement risk</b>	<p>If a shareholder does not take up its entitlement under the Entitlement Offer, then its entitlements will be treated as renounced and there is no guarantee that any value will be received for their renounced entitlement through the bookbuild under the Entitlement Offer. There is no guarantee that there will be a liquid market in traded Entitlements. A lack of liquidity may impact the ability to sell Entitlements on ASX and the price able to be achieved.</p> <p>The ability to sell entitlements under the Entitlement Offer and the ability to obtain any premium will be dependent upon various factors including market conditions. Further, the relevant Bookbuild Price may not be the highest price available, but will be determined having regard to a number of factors, including having binding and bona fide offers which will, if accepted, result in otherwise acceptable allocations to clear the entire book.</p> <p>To the maximum extent permitted by law, none of the Company, the Joint Lead Managers, their respective related bodies corporate and affiliates and their respective directors, officers, employees, agents and advisers will be liable (including for negligence) for any failure to procure subscribers under either bookbuild at the price equal to or in excess of the Offer Price. If there is a premium achieved on the retail bookbuild, it may be less than, more than or equal to any premium achieved on the institutional bookbuild. Accordingly, it is possible that retail shareholders who do not take up their entitlements will receive less value than their institutional counterparts, or no value at all.</p>
<b>Dividend risk</b>	<p>As a company currently without an income stream and which is funded by Shareholders, the Company currently does not pay dividends. Payment of dividends on the Company Shares is within the discretion of the Board and will depend upon the Company's future earnings, its capital requirements, financial performance, and other relevant factors.</p>
<b>Taxation changes</b>	<p>Tax laws in Australia are complex and are subject to change periodically as is their interpretation by the relevant courts and the tax revenue authorities. Changes in tax law (including transfer pricing, GST, stamp duties and employment taxes), or changes in the way tax laws are interpreted may impact the tax liabilities of the Company, Shareholder returns, the level of dividend imputation or franking, or the tax treatment of a Shareholder's investment.</p> <p>In particular, both the level and basis of taxation may change. The tax information provided in this Prospectus is based on current taxation law in Australia as at the Prospectus Date. Tax law is frequently being changed, both prospectively and retrospectively.</p> <p>In addition, tax authorities may review the tax treatment of transactions entered into by the Company. Any actual or alleged failure to comply with, or any change in the application or interpretation of, tax rules applied in respect of such transactions, may increase the Company's tax liabilities or expose it to legal, regulatory, or other actions.</p> <p>An interpretation of the taxation laws by the Company that is contrary to that of a revenue authority in Australia may give rise to additional tax payable. In order to minimise this risk, the Company obtains external expert advice on the application of the tax laws to its</p>
<b>Mineral Resource and Ore Reserve estimates</b>	<p>Mineral Resource and Ore Reserve estimates are prepared in accordance with the guidelines set out within the JORC Code and are expressions of judgement based on knowledge, experience, industry practice, interpretation and other factors. Estimates, which are valid when made, may alter significantly when new information or techniques become available. As the Company obtains new information through drilling and analysis, Mineral Resource and Ore Reserve estimates may change positively or negatively, affecting the Company's operations and financial position.</p>



# Risks continued

Risk	General Investment Risks
<b>Australian Accounting Standards</b>	<p>Changes to the AAS are determined by the AASB. The AASB may, from time to time, introduce new or refined AAS, which may affect the future measurement and recognition of key income statement and balance sheet items, including revenue and receivables.</p> <p>There is also a risk that interpretations of existing AAS, including those relating to the measurement and recognition of key statements of profit or loss and balance sheet items, including revenue and receivables, may differ. Changes to AAS issued by the AASB or changes to the commonly held views on the application of those standards could materially and adversely affect the financial performance and position reported in the Company's financial statements.</p>
<b>Force majeure events</b>	<p>Events may occur within or outside Australia that could impact upon the global and Australian economies, the operations of the Company, or the price of the Shares. These events include, but are not limited to, terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease such as COVID-19 or other man-made or natural events or occurrences that can have an adverse effect on the Company's activities including, but not limited to, the ability to undertake or perform its obligations that may lead to dissatisfaction with the Company's development of projects, which in turn may lead to disruptions of future proposed operations and the Company's capacity to explore and mine.</p>
<b>Investment highly speculative</b>	<p>The above list of risks should not be taken as exhaustive of the risks faced by the Company or by prospective investors in the Company. The above risk 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 New Shares. The New Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities. Prospective investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Prospectus.</p> <p>Prospective investors should carefully consider these risks in light of their investment objectives, financial situation and particular needs (including financial and taxation issues). There may be risk factors in addition to these that should be considered in light of personal circumstances.</p>



# Important Notices and Disclaimer

This document does not constitute an offer of new ordinary shares (“New Shares”) of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

## British Virgin Islands

The New Shares may not be offered within the British Virgin Islands unless the Company or the person offering such securities on its behalf is licensed to carry on business in the British Virgin Islands. While the Company is not licensed to carry on business in the British Virgin Islands, the New Shares may be offered in the British Virgin Islands from outside the British Virgin Islands.

## China

Neither this document nor any other document relating to the New Shares may be distributed to the public in the People’s Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). This document has not been approved by, nor registered with, any competent regulatory authority of the PRC. Accordingly, the New Shares may not be offered or sold, nor may any invitation, advertisement or solicitation for New Shares be made from, within the PRC unless permitted under the laws of the PRC.

The New Shares may not be offered or sold to legal or natural persons in the PRC other than to: (i) “qualified domestic institutional investors” as approved by a relevant PRC regulatory authority to invest in overseas capital markets; (ii) sovereign wealth funds or quasi-government investment funds that have the authorization to make overseas investments; or (iii) other types of qualified investors that have obtained all necessary PRC governmental approvals, registrations and/or filings (whether statutorily or otherwise).

## European Union (excluding Austria)

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the “Prospectus Regulation”).

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are “qualified investors” (as defined in Article 2(e) of the Prospectus Regulation).

## Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the “SFO”). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

# Important Notices and Disclaimer

## Malaysia

This document may not be distributed or made available in Malaysia. No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to any offer of New Shares. The New Shares may not be offered or sold in Malaysia except to “sophisticated investors” within the meaning of the Guidelines on Categories of Sophisticated Investors as issued by the Securities Commission Malaysia and, as such, are persons prescribed under Part I of Schedule 6 and Schedule 7 of the Malaysian Capital Markets and Services Act 2007.

## New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the “FMC Act”).

The New Shares 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 (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the “SFA”) or another exemption under the SFA.

This document has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as “professional clients” (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

# Important Notices and Disclaimer

## Taiwan

The New Shares have not been registered in Taiwan nor approved by the Financial Supervisory Commission (“FSC”) of Taiwan. The New Shares may be offered and sold in Taiwan only to institutional investors that have been approved, or meet qualifications promulgated, by the FSC. The New Shares may not be offered to the public in Taiwan and purchasers of New Shares may not resell them in Taiwan.

## United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (“FSMA”)) has been published or is intended to be published in respect of the New Shares.

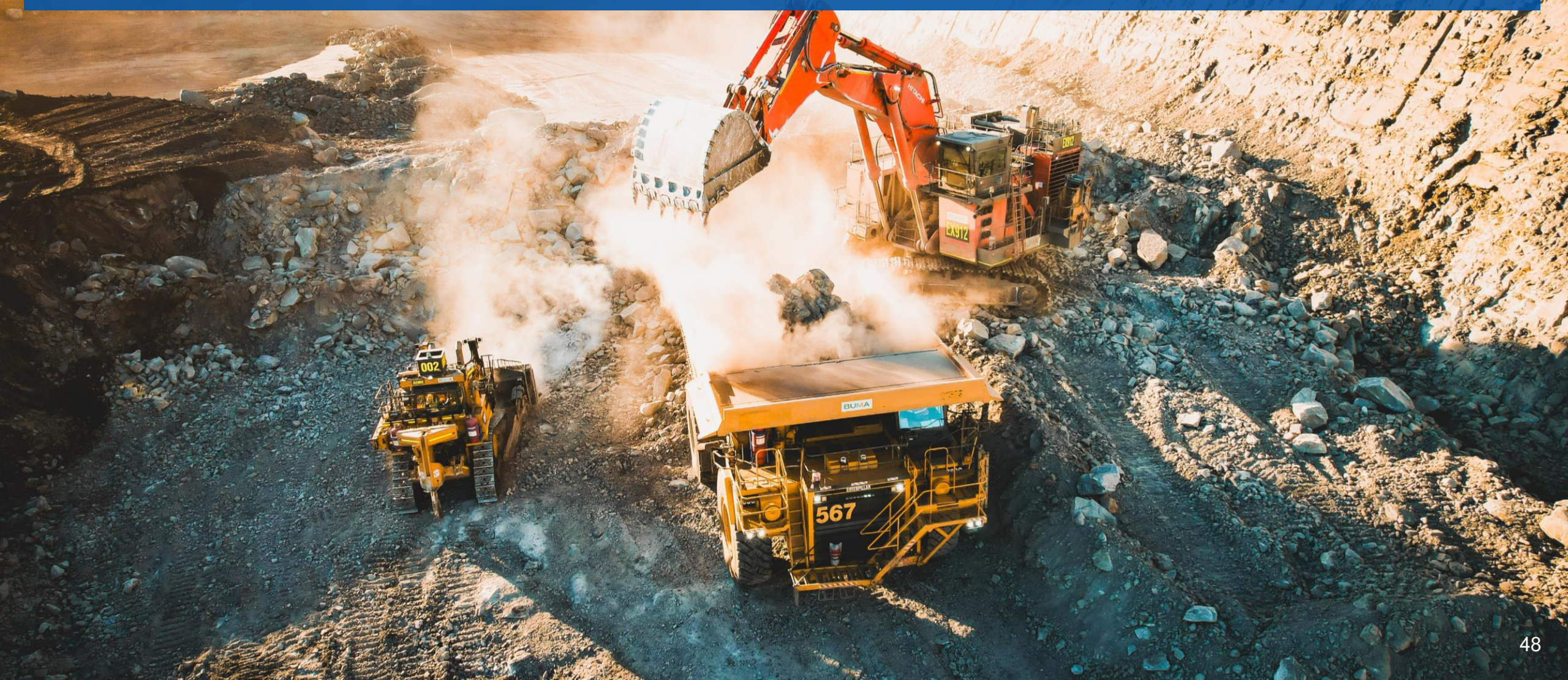
The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to “qualified investors” within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (“FPO”), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (“relevant persons”). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

## United States

The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. Accordingly, the New Shares will be offered and sold in the United States only to dealers or other professional fiduciaries organised in the United States that are acting for a discretionary or similar account held for the benefit or account of non-US persons (“Eligible US Fund Managers”) in compliance with Regulation S under the US Securities Act.



# Underwriting Agreement

## Key terms of the Underwriting Agreement

Each of the Joint Lead Managers' obligations under the Underwriting Agreement, including to partially underwrite and manage the Entitlement Offer, are conditional on certain matters, including (but not limited to):

- certain disclosure materials for the Entitlement Offer (Offer Documents) being released within the required timeframes;
- certain diligence-related deliverables being provided within the required timeframes;
- the debt financing documents referred to in sections 6.4.1 and 6.4.7 having been entered into and not having been breached or terminated or similar;
- entry by the Joint Lead Managers into sub-underwriting agreements with the sub-underwriters;
- the Minimum Subscription being reached; and
- consent of MPC Lenton to certain marketing arrangements having been satisfied.
- The events which may trigger termination of the Underwriting Agreement include (but are not limited to) the following:
  - failure to satisfy certain conditions precedent to the Underwriting Agreement within the required timeframe;
  - the offer documents do not comply with the Corporations Act or a statement in any of the Offer Documents is or becomes false, misleading or deceptive or is likely to be false, misleading or deceptive, including by material omission, in each case in a material respect;
  - certain regulatory actions occur against or involving the Company, its directors and / or officers in relation to the Entitlement Offer or certain Offer Documents or that may otherwise delay the Entitlement Offer, subject to certain exceptions;
  - the Company or any of its related corporations becomes insolvent;
  - the Company ceases to be admitted to the official list of ASX or any shares issued by the Company are suspended from quotation or are subject of an ASX statement that the shares will be suspended or cease to be quoted (for the avoidance of doubt this clause does not apply to the voluntary suspension of the Company granted by ASX in connection with the Offer);
  - ASX makes a statement to any person it will not grant permission for the official quotation of the New Shares under the Entitlement Offer, or the approval is subsequently withdrawn;
  - the Company withdraws the offer or any part of it, or indicates in writing to the Joint Lead Managers that it does not intend to, or is unable to proceed with the Offer or any part thereof;
  - the Company is or will be prevented from conducting or completing the Entitlement Offer in accordance with the agreement;
  - the Company does not provide a certificate when required to under the Underwriting Agreement;
  - the Company alters its Constitution without the prior written consent of the Joint Lead Managers;
  - the Company alters its capital structure (other than as contemplated under the Offer or the Underwriting Agreement);

# Underwriting Agreement

- there are delays in the Timetable for the Entitlement Offer for more than one business day without consent of the Joint Lead Managers;
- the commencement of certain material legal proceedings against any member of the Company or any director or other officer of the Company;
- certain material regulatory actions by ASIC occur in relation to the Offer or which would prevent the Company from making the Offer; or
- a director of the Company or any related corporation of it is charged with an indictable offence relating to a financial or corporate matter;
- any material adverse change occurs, in the assets, liabilities, share capital, share structure, financial position or performance, profits, losses or prospects of the Company or any of its subsidiaries from those respectively disclosed in any Offer Document, the Company's most recent financial results or in certain public announcements;
- except as disclosed to the Joint Lead Managers prior to the date of the Underwriting Agreement, a change in the board or senior management of the Company is announced or occurs;
- a representation, warranty or material statement by the Company is or becomes false, misleading or incorrect when made or regarded as made;
- the Company fails to perform or observe any of its obligations under the Underwriting Agreement or breaches any warranty or covenant given within the Underwriting Agreement;
- there is a material omission from the results of the due diligence investigation performed in respect of the Company or the verification material or the results of the due diligence investigation or the verification material are false or misleading;
- new law is introduced or proposed to be introduced into the Parliament of Australia or any State or Territory of Australia, or ASX or ASIC or their respective delegates adopt a new policy that is likely to prohibit, restrict or regulate the offer in a materially adverse way from that prior to the relevant occurrence, or to reduce the likely level of valid applications, or which materially affects the financial position of the Company;
- hostilities not existing at the date of the Underwriting Agreement commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) or a significant terrorist act is perpetrated, in each case involving certain countries (with an additional requirement for a concurrent specified fall in the S&P/ASX 300 Index in the case of Israel and the Middle East region), or any member state of the North Atlantic Treaty Organisation;
- the Debt Documents or the Square Loan Agreement, are terminated, rescinded, repudiated, released, varied or amended in any material respect without the prior written consent of the Joint Lead Managers, or any condition precedent under these financing arrangements is unable to be satisfied and is not waived;
- an application is made to the Takeovers Panel pursuant to section 657C(2) of the Corporations Act in relation to the affairs of the Company;
- the Company receives a request from ASIC to make changes to the Prospectus, a supplementary prospectus is required to be lodged with ASIC, or the Company lodges a supplementary prospectus that has not been approved by the Joint Lead Managers;
- the S&P/ASX 300 Index or the metallurgical coal price index falls by a certain specified threshold;



# Underwriting Agreement

The ability of an Underwriter to terminate the Underwriting Agreement in respect of some events will depend on whether the Underwriter has reasonable grounds to believe and determines in good faith that the event:

- has or could have a material adverse effect on the:
  - success of the Entitlement Offer; or
  - ability of that Underwriter to market or promote or settle the Entitlement Offer; or
  - willingness of persons to apply for, or settle obligations to subscribe for, New Securities; or
  - price or likely price at which Shares are likely to trade on the ASX; or
  - will, or is likely to, give rise to liability of that Underwriter under, or a contravention by that Underwriter of, or that Underwriter being involved in a contravention of, any applicable law or a liability for the Underwriter.
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- Under the Underwriting Agreement, the Joint Lead Managers will receive a 2% management fee and a 3% underwriting fee of the offer proceeds from the Entitlement Offer. The Joint Lead Managers will pay any fees due to the sub-underwriters from the underwriting fee.
- 
- The Company also gives certain representations, warranties and undertakings to the Joint Lead Managers and an indemnity to the Joint Lead Managers and certain affiliated parties subject to certain carve-outs. As part of the undertakings, the Company has agreed to not for a prescribed period of time, without the prior written consent of the Joint Lead Managers, allot, sell or otherwise dispose or agree to allot, sell or otherwise dispose of any shares or other securities in the capital of the Company, subject to certain conditions.

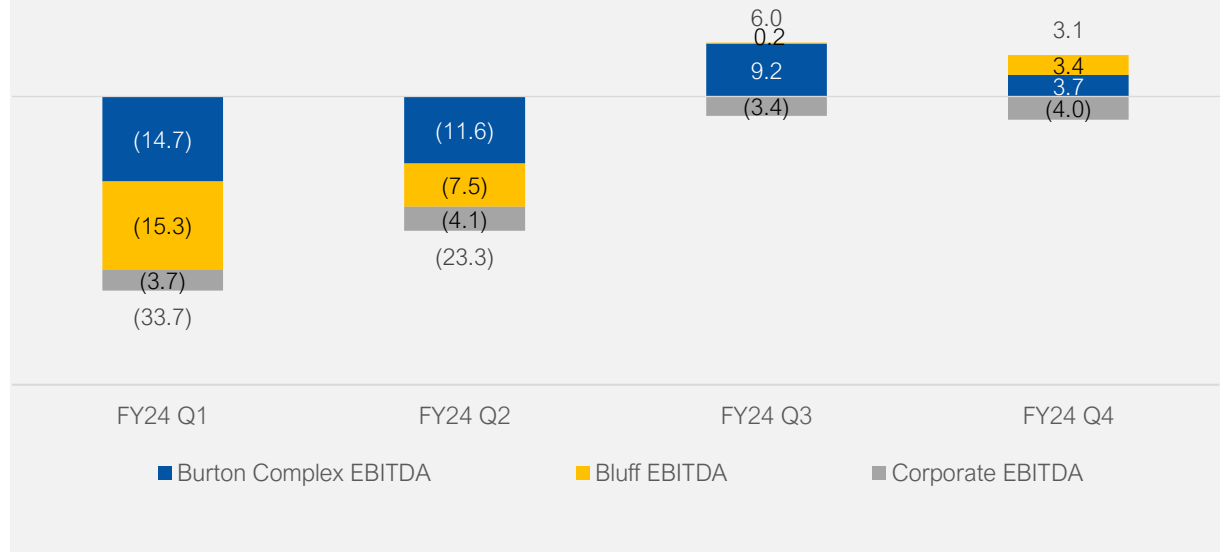


# Summary Financial Performance

Profit and Loss (\$'m)	FY23	FY24	\$ Change	% Change
<b>Revenue</b>				
Revenue from contracts with customers	204.5	441.9	237.4	116%
Other income	5.5	8.4	2.9	53%
<b>Total income</b>	<b>209.9</b>	<b>450.2</b>	<b>240.3</b>	<b>114%</b>
<b>Expenses</b>				
Employee benefits expense	(8.0)	(10.8)	(2.8)	35%
Operating expenses	(291.9)	(351.4)	(59.5)	20%
Other expenses	(32.2)	(41.3)	(9.1)	28%
Net inventory movements	54.2	(33.5)	(87.6)	(162%)
Foreign exchange gains	0.5	(1.9)	(2.4)	(484%)
Depreciation and amortisation expense	(12.9)	(32.1)	(19.3)	150%
Impairment and onerous contract adjustment	(35.6)	13.0	48.5	(137%)
Royalties expense	(35.1)	(60.2)	(25.1)	71%
Share-based payments	(1.8)	(0.9)	0.9	(52%)
<b>Operating loss</b>	<b>(152.8)</b>	<b>(68.8)</b>	<b>84.0</b>	<b>(55%)</b>
Net finance expense	(11.1)	(28.9)	(17.8)	159%
Share of profit from joint ventures	1.0	2.3	1.3	129%
<b>Loss before income tax expense</b>	<b>(162.9)</b>	<b>(95.5)</b>	<b>67.5</b>	<b>(41%)</b>

- Operating loss for FY24 totaled \$68.8 million driven primarily by the under performing Bluff Mine asset, with \$54.6 million of the loss already incurred by H1FY24
- Bluff's losses were driven by high State royalties and operational challenges including significant pit dewatering, wet weather impacts and contractor performance which impeded the ability for Bluff to achieve planned steady-state mining volumes, ultimately leading to the decision to place the asset into care and maintenance in Nov-23
- BCB's financial performance saw a turn around in 2HFY24 post the transition of Bluff into care and maintenance status, however coincided with coal prices commencing a steep decline, with the hard coking coal premium low volatile (PLV) price decreasing 24% from the monthly average of US\$326/t in December 2023 to US\$249/t by June 2024
- BCB benefited from the introduction of coking coal volumes from the Burton complex from beginning of FY24, post the successful recommissioning of the Burton CHPP from care and maintenance state

## Quarterly EBITDA by Segment (\$m)



- Broadmeadow East Mine made positive EBITDA during the year driven by strong production and sales volumes. However, as the mining sequence was approaching a powerline which traverses the mining lease and required significant capital cost to move, it was a natural point to pause the operations in May 2024, while the Company is seeking an economic solution to relocate the powerline infrastructure
- Ellensfield South operation delivered strong average realised coal sales prices from improved sales mix with a higher portion of low-volatile hard coking coal produced, however generated negative EBITDA for the year, largely due to delayed completion of box-cut development activity and ramp-up to steady-state mining rates, which was achieved in the fourth quarter of 2024 financial year. The mine was also impacted by additional costs associated with haul road rectification work for safety and compliance along with significant demurrage, driven by system-wide logistical delays getting coal to the port
- Overall, the investment into Ellensfield South has set-up the mine to be well positioned to deliver consistent coal volumes going forward at a very attractive low strip ratio of 3.1:1 (BCM/t) for the remaining life of the Ellensfield South Mine

# Summary Financial Position

- At 30 June 2024, the Group's net assets totaled \$9.8 million (2023: \$35.1 million) which included cash assets of \$21.7 million (2022: \$48.9 million), \$21.7 million in trade receivables and \$27.0 million in coal inventories
- Negative current liability position includes debt repayments on the senior secured Taurus facility become due and payable within the next 12 months
- The September 2023 refinancing and amendments to the secured loan facilities provided significant headroom for the Group while it continued its development of the Ellensfield South Mine project, however recent coal pricing headwinds, continued higher input production costs along with the Queensland Government's state royalty rates (which are among the highest royalty rates in the world<sup>1</sup>) have resulted in lower operating cash generation for the Group
- The Group completed the financial year on a stronger operating position having achieved steady-state mining rates at the Ellensfield South Mine and placed Bluff into care and maintenance, the Group is actively pursuing liquidity options to restructure its current secured debts and has obtained funding assistance through debt deferral, deferral of Queensland Government royalty payments, and is pursuing an equity injection and/or conducting an asset sale

Balance Sheet (\$'m)	FY23	FY24	\$ Change	% Change
<b>Current assets</b>				
Cash and cash equivalents	48.9	21.7	(27.3)	(56%)
Trade and other receivables	36.5	21.7	(14.8)	(41%)
Inventories	60.5	27.0	(33.5)	(55%)
Other assets	4.3	4.9	0.7	16%
Assets held for sale	-	0.1	0.1	n.a.
<b>Total current assets</b>	<b>150.2</b>	<b>75.4</b>	<b>(74.8)</b>	<b>(50%)</b>
<b>Non-current assets</b>				
Property, plant and equipment	160.3	170.0	9.7	6%
Investments accounted for using the equity method	0.9	1.9	0.9	98%
Exploration and evaluation assets	11.0	11.3	0.3	3%
Other assets	85.4	77.0	(8.4)	(10%)
<b>Total non-current assets</b>	<b>257.6</b>	<b>260.1</b>	<b>2.5</b>	<b>1%</b>
<b>Total assets</b>	<b>407.8</b>	<b>335.5</b>	<b>(72.3)</b>	<b>(18%)</b>
<b>Current liabilities</b>				
Trade and other payables	120.6	96.3	(24.3)	(20%)
Deferred consideration	2.5	-	(2.5)	(100%)
Interest bearing loans and borrowings	130.8	49.9	(80.9)	(62%)
Lease liability	0.1	0.2	0.0	10%
Provisions	20.1	0.9	(19.2)	(96%)
<b>Total current liabilities</b>	<b>274.2</b>	<b>147.3</b>	<b>(126.9)</b>	<b>(46%)</b>
<b>Non-current liabilities</b>				
Deferred consideration	3.8	4.3	0.5	12%
Interest bearing loans and borrowings	28.0	108.7	80.7	288%
Lease liability	0.3	0.1	(0.2)	(55%)
Provisions	66.4	65.3	(1.1)	(2%)
<b>Total non-current liabilities</b>	<b>98.6</b>	<b>178.5</b>	<b>79.9</b>	<b>81%</b>
<b>Total liabilities</b>	<b>372.7</b>	<b>325.8</b>	<b>(47.0)</b>	<b>(13%)</b>
<b>Net assets</b>	<b>35.0</b>	<b>9.8</b>	<b>(25.3)</b>	<b>(72%)</b>
<b>Equity</b>				
Issued capital	261.3	330.9	69.6	27%
Reserves	4.7	5.3	0.5	12%
Accumulated losses	(231.0)	(326.4)	(95.5)	41%
<b>Total equity</b>	<b>35.0</b>	<b>9.8</b>	<b>(25.3)</b>	<b>(72%)</b>

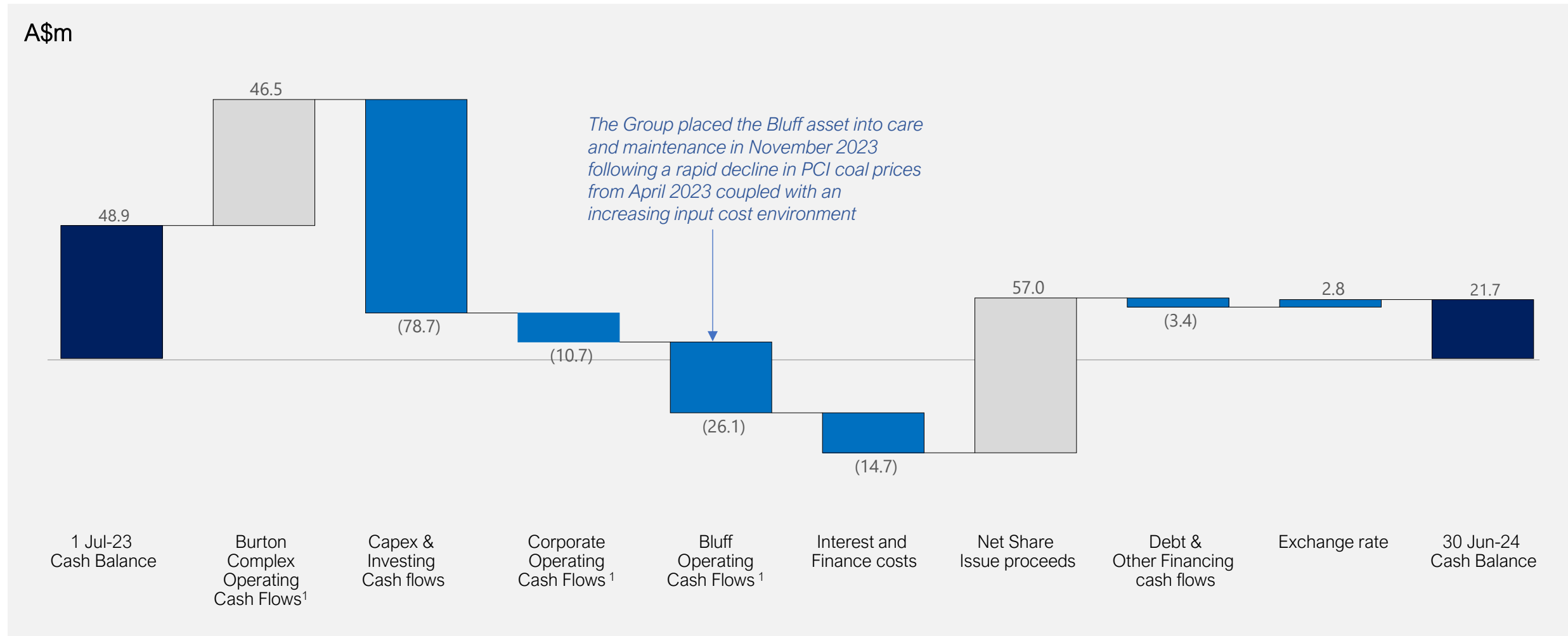
# Summary Cash Flows

- The Group's net cash outflows of \$5.0 million from operating activities, while significantly improved from the prior comparative period, included \$14.7 million of interest payments associated with servicing the Group's debt arrangements
- Additionally, net cash flow included within the operating cash outflows \$46.5 million in coal royalty taxes paid to the Queensland State, of which \$9.7 million relates to historical royalty deferral and payments plans and remains outstanding is remaining at 30 June 2024, payable in equal monthly instalments to November 2024
- Cash used in investing activities relates mainly to ~\$80.0 million for Ellensfield South box- cut development costs. The mine reached steady- state production rates during the June 2024 quarter
- Net cash of \$53.6 million from investing activities relates to the capital proceeds from the equity raising activity undertaken by the Group during the financial year, after associated transaction and debt refinancing costs

Cash Flow Statement (\$'m)	FY23	FY24	\$ Change	% Change
<a href="#">Cash flows from operating activities</a>				
Receipts from customers	185.5	467.2	281.8	152%
Payments to suppliers and employees (inclusive of GST)	(287.1)	(466.0)	(178.8)	62%
Interest received	0.1	0.2	0.1	81%
Other income	3.6	8.2	4.6	129%
Interest and other finance costs paid	(7.2)	(14.7)	(7.5)	104%
<b>Net cash used in operating activities</b>	<b>(105.1)</b>	<b>(5.0)</b>	<b>100.2</b>	<b>(95%)</b>
<a href="#">Cash flows from investing activities</a>				
Payments for property, plant and equipment	(67.0)	(80.5)	(13.5)	20%
Payments for exploration and evaluation	(0.3)	(0.2)	0.1	(27%)
Payments for asset acquisition	(22.5)	(2.5)	20.0	(89%)
Payment for exploration costs recoverable from farmee	(1.4)	(1.9)	(0.6)	40%
Recovered for exploration costs from farmee	0.9	1.9	0.9	101%
Payments for rehabilitation and other deposits	-	3.3	3.3	n.a.
Dividends received from joint ventures	-	1.4	1.4	n.a.
Receipt for loans to joint venture	0.3	-	(0.3)	(100%)
<b>Net cash used in investing activities</b>	<b>(100.4)</b>	<b>(78.7)</b>	<b>21.7</b>	<b>(22%)</b>
<a href="#">Cash flows from financing activities</a>				
Proceeds from issue of shares	131.2	61.1	(70.2)	(53%)
Share issue transaction costs	(5.3)	(4.1)	1.2	(23%)
Proceeds from borrowings	72.0	-	(72.0)	(100%)
Repayment of borrowings	(16.2)	(1.9)	14.4	(89%)
Payment of financing transaction costs	-	(1.4)	(1.4)	n.a.
Payment of principal portion of lease liabilities	(0.1)	(0.2)	(0.1)	49%
<b>Net cash from financing activities</b>	<b>181.6</b>	<b>53.6</b>	<b>(128.0)</b>	<b>(70%)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(23.9)</b>	<b>(30.1)</b>	<b>(6.2)</b>	<b>26%</b>
<a href="#">Cash and cash equivalents balance</a>				
Opening cash and cash equivalents	72.5	48.9	(23.6)	(33%)
Net decrease in cash and cash equivalents	(23.9)	(30.1)	(6.2)	26%
Effects of exchange rate changes on cash and cash equivalents	0.3	2.8	2.5	(880%)
<b>Closing cash and cash equivalents</b>	<b>48.9</b>	<b>21.7</b>	<b>(27.3)</b>	<b>(56%)</b>

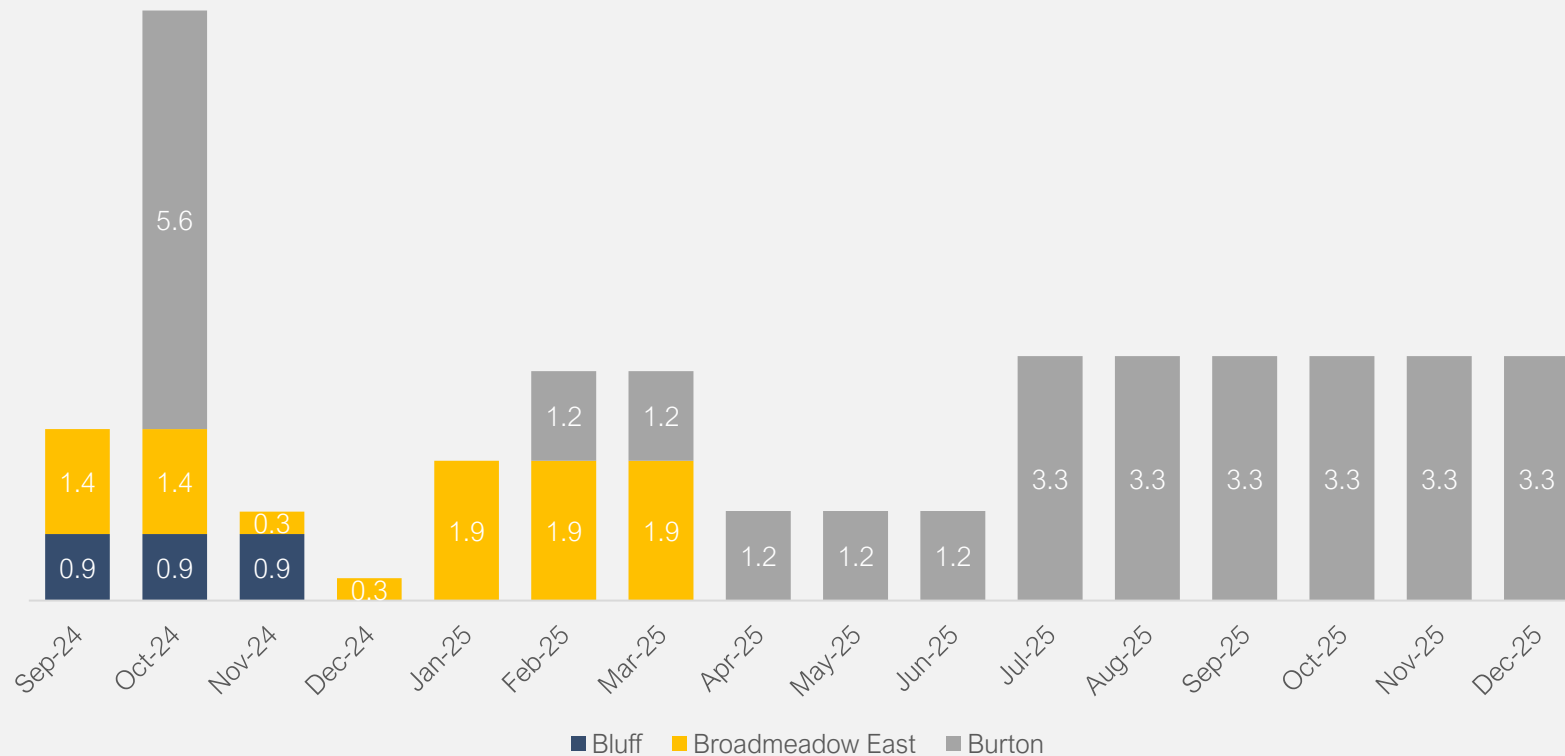
# Group Cash

## FY24 Cash Movements



# Royalty Deferral Payment Plan

Royalty Deferral Payment Plan Schedule (\$m)



## Royalty Deferral Payment Plan Overview

- BCB agreed royalty deferral arrangements with the Queensland Revenue Office (“QRO”) in Q1 FY24 and Q2 FY24 to preserve cash, maintain liquidity and manage its working capital position
- The majority of the FY24 deferred royalties have been repaid with remaining repayments of \$2.7m for Bluff and \$2.2m for Broadmeadow East (repayments include interest)
- In August 2024, BCB and the QRO agreed to a new royalty deferral payment plan, covering the following royalties:
  - Broadmeadow East FY24 Q4 royalty: \$7.1m
  - Burton FY24 Annual Royalty: \$15.5m
  - Burton FY25 Q1 royalty \$13.0m (estimate)
- The chart shows payment plan schedule (including interest) for all deferred royalties repayments (i.e. remaining repayment of royalties deferred in FY24 and repayments of royalties deferred in FY25)
- Bowen has paid out \$61.9m in coal royalties to the State so far





# Board and CEO

Our team has a strong combination of technical, managerial and capital markets experience, particularly in coal mining in Queensland



**Nick Jorss**  
**Executive Chairman**

Mr Jorss was the founding Managing Director of Stanmore Coal where he led the company from explorer to producer through the acquisition of Isaac Plains. He has over 30 years' experience in investment banking, civil engineering, corporate finance, project management, and mining. Currently Non-Exec Director of Ballymore Resources (ASX:BMR).



**Neville Sneddon**  
**Non-Exec Director**

Mr Sneddon is a Mining Engineer with over 40 years experience in coal. He is the former CEO of Anglo Coal Australia, Chairman of Dalrymple Bay Coal Terminal, and Director of Port Waratah Coal Services. He has developed and operated both underground and open cut mines.



**Malte von der Ropp**  
**Non-Exec Director**

Mr von der Ropp is a highly experienced professional with a background encompassing corporate finance, board and advisory positions, technology and corporate governance.

Mr. von der Ropp has been involved in a multitude of transactions in the Technology, Media and Telecom sector, advising clients on capital raises, trade sales, initial public offerings, and public takeovers.

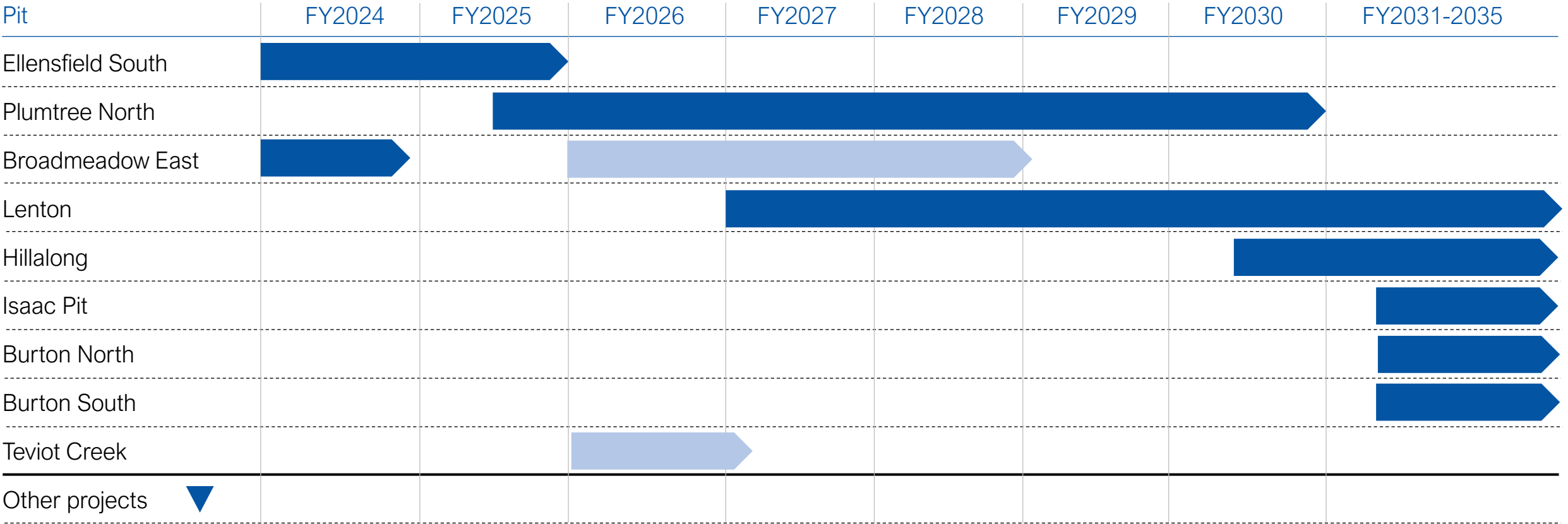


**Daryl Edwards**  
**Chief Executive Officer**

Mr Edwards is a Chartered Accountant with over 25 years' experience in the mining and manufacturing industries. His experience includes CEO of Australian private company, Pioneer Coal and CFO and Head of Corporate Development for Universal Coal PLC. He was also CFO at Asenjo Energy, a Botswana based company coal exploration and development company, held privately by Aquila Resources, Sentula Mining and Jonah Capital.

# Burton Mine Complex provides long-term growth options

Indicative Timeframe<sup>1</sup>



<sup>1</sup>Lenton, Isaac, Hillalong, and Teviot Creek pits are subject to statutory approvals

# Reserves and Resources

## Reserves supporting the Production Targets (Mt)<sup>1,2</sup>

Project	Proven	Probable	Total	BCB Ownership
Broadmeadow East	1.0	0.5	1.5	90%
Burton & Lenton	25.0	8.1	33.1	90%

<sup>1</sup> All Reserves and Resources depleted as of end of June 2024

<sup>2</sup> Refer BCB's ASX announcement dated 10 April 2024 entitled Burton Coal Resource Update. BCB's ASX announcement dated 4 August 2021 headed "Transformational Acquisition of Burton Mine & Lenton Project", Production targets for Bluff Mine as per BCB's ASX Release dated 26 October 2021 "Option to acquire Bluff Mine", Production targets for Broadmeadow East and Isaac River as per BCB's ASX Release dated 28 July 2021 "Production Targets for Broadmeadow East and Isaac River". Lenton Reserve Update as per BCB's ASX Release dated 1 November 2023, Burton Reserve Update as per BCB's ASX Release dated 10 April 2024. Annual Resources and Reserves depleted as of 30 June 2024 as per the ASX Release dated 18 September 2024. BCB confirms in accordance with Listing Rule 5.19.2 that all material assumptions underpinning the production target and corresponding forecast financial information continue to apply and have not materially changed.

## Resources supporting the Production Targets (Mt)<sup>1,2</sup>

Project	Measured	Indicated	Inferred*	Total
Broadmeadow East	3.7	4.1	23	30
Bluff	-	10	2.2	12
Burton & Lenton	133	75	40	248

\*There is a low level of geological confidence associated with inferred mineral resources and there is no certainty that further exploration work will result in the determination of indicated mineral resources or that the production target itself will be realised. Some rounding to the nearest significant figure has occurred and this may reflect in minor differences in the overall reported Resource and Reserve.

# Burton Mine Complex

## JORC Resources 278Mt

### Mineral Resource Estimate | Mt<sup>1,2,3,4</sup>

Seam	Measured	Indicated	Measured & Indicated	Inferred	M, I and I
Ellensfield South	10.9	5.6	17	3.1	20
Plumtree North	21.2	11.1	32	6.2	39
Broadmeadow East	3.7	4.1	8	23	30
Burton North	21.4	7.0	28	-	28
Burton South	17.1	-	17	-	17
Isaac	2.4	1.0	3	0.8	4
Lenton	60	50	110	30	140
<b>TOTAL</b>	<b>137</b>	<b>79</b>	<b>215</b>	<b>63</b>	<b>278</b>

**Note 1** | Total and sub total may not precisely add up due to rounding.

**Note 2** | 100% Basis.

**Note 3** | All Reserves and Resources depleted as of end of June 2024.

**Note 4** | BCB's ASX announcement dated 4 August 2021 headed "Transformational Acquisition of Burton Mine & Lenton Project", Production targets for Broadmeadow East and Isaac River as per BCB's ASX Release dated 28 July 2021 "Production Targets for Broadmeadow East and Isaac River". Lenton Reserve Update as per BCB's ASX Release dated 1 November 2023, Burton Resource Update as per BCB's ASX Release dated 10 April 2024. BCB confirms in accordance with Listing Rule 5.19.2 that all material assumptions underpinning the production target and corresponding forecast financial information continue to apply and have not materially changed.

**Note 5** | Open cut ROM coal Reserves and qualities at 6.0% total moisture.

# Burton Mine Complex

## JORC Reserves 35Mt

### Mineral Reserve Estimate | Mt<sup>1,2,3,4,5</sup>

Seam	Proved	Probable	Proved and Probable
Ellensfield South	2.5	-	3
Plumtree North	9.9	1.0	11
Broadmeadow East	1.0	0.5	2
Isaac Pit	-	1.3	1
Lenton	12.9	5.7	19
<b>TOTAL</b>	<b>26</b>	<b>9</b>	<b>35</b>

\*There is a low level of geological confidence associated with inferred mineral resources and there is no certainty that further exploration work will result in the determination of indicated mineral resources or that the production target itself will be realised. Some rounding to the nearest significant figure has occurred and this may reflect in minor differences in the overall reported Resource and Reserve.

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# Contact

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Bowen Coking Coal Ltd  
ABN 72 064 874 620  
Phone+61 7 3191 8413  
ASX:BCB

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Level 4, 167 Eagle Street  
Brisbane, Queensland 4000  
Australia

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[info@bowencokingcoal.com](mailto:info@bowencokingcoal.com)  
[bowencokingcoal.com.au](http://bowencokingcoal.com.au)

