



26 May 2022

ASX ANNOUNCEMENT

SHARE PURCHASE PLAN OPENS

Australian Vanadium Limited (ASX: AVL, “the Company” or “AVL”) is pleased to confirm that its Share Purchase Plan (SPP) is now open and the attached SPP Offer document will be sent to shareholders today, by email and through the post.

If you have any questions in relation to the SPP Offer, please call the Company’s share registry from 8.30am to 5.00pm (Perth time) Monday to Friday on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia), contact the Share Registry by email at corporate.actions@atomicgroup.com.au or consult your financial or other professional adviser

Vincent Algar, Managing Director

This announcement has been produced in accordance with the Company's published continuous disclosure policy and has been approved by the Board.



Australian Vanadium Ltd

ACN 083 462 819

Share Purchase Plan Offer

The SPP Offer closes at 5.00pm (Perth time) on Thursday, 16 June 2022 (unless varied or extended)

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

This document has been prepared by Australian Vanadium Ltd. The SPP Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Shares at a discount without brokerage and transaction costs.

The SPP Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision about whether or not to accept the SPP Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

This document may not be released to US wire services or distributed in the United States.

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Key Offer Information

Introduction

Australian Vanadium Ltd (ASX: AVL) (**AVL** or the **Company**) is pleased to provide Eligible Shareholders the opportunity to subscribe for up to \$30,000 of New Shares under a share purchase plan on the terms and conditions set out in this document (**SPP Offer**). Participation in the SPP Offer will not incur brokerage or transaction costs. This document has been issued by AVL and explains the features of the SPP Offer.

Key dates

Event	Date
Record Date	5.00pm (Perth time) on Thursday, 19 May 2022
Announcement Date	Friday, 20 May 2022
SPP Offer opens	Thursday, 26 May 2022
SPP Offer closes	5.00pm (Perth time) on Thursday, 16 June 2022
Allotment Date	Thursday, 23 June 2022
Commencement of trading of New Shares	Friday, 24 June 2022
Despatch of holding statements / confirmation advices for New Shares	Friday, 24 June 2022

Note: This timetable is indicative only and subject to change. AVL reserves the right to alter the above dates at any time, including amending the period for the SPP Offer or accepting late applications, either generally or in particular cases, at its discretion and without notice to you, subject to the ASX Listing Rules, the Corporations Act and any other applicable rules.

Defined terms and abbreviations used in this document are set out in **clause 20** of the Terms and Conditions.

Important notices

The SPP Offer contained in this document is not a recommendation to purchase New Shares. If you are in any doubt about the SPP Offer, you should consult your financial or other professional adviser.

If you apply to participate in the SPP Offer, you are accepting the risk that the market price of Shares may change between the date of the SPP Offer and the Allotment Date.

This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares on market at a lower price than the Offer Price. If the market price of Shares is lower than the Offer Price after the Allotment Date, the price at which you will be able to sell your New Shares, and their value, will be less than what you paid for them.

AVL recommends that you monitor its announcements and the Share price, which can be found on its website at www.australianvanadium.com.au and on the ASX website at www.asx.com.au (ASX code: AVL).

Participation in the SPP Offer is not being offered, directly or indirectly, to any person in the United States or to any person acting for the account or benefit of a person in the United States. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in the United States or any other country outside Australia (and its external territories) and New Zealand.

This document has been prepared to comply with the requirements of the laws of Australia. This document 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 the New Shares or otherwise permit an offering of New Shares in any jurisdiction outside of Australia except to the extent permitted below.

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of AVL with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Further information

Please refer to the announcement made by AVL on Friday, 20 May 2022 for further background and information in relation to the SPP Offer.

If you have any questions in relation to the SPP Offer, please call the Share Registry from 8.30am to 5.00pm (Perth time) Monday to Friday on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia), contact the Share Registry by email at corporate.actions@automicgroup.com.au or consult your financial or other professional adviser.

Letter to Shareholders

Dear Shareholder

Australian Vanadium Ltd Share Purchase Plan Offer

On behalf of the Directors of Australian Vanadium Ltd (**AVL** or the **Company**), I am pleased to offer you the opportunity to participate in the Company's SPP Offer. Under the SPP Offer, you can acquire up to \$30,000 worth of New Shares without paying any brokerage or transaction costs.

The Offer Price represents a discount of 17.5% to AVL's closing Share price on the ASX on Tuesday, 17 May 2022 (being the last day on which AVL Shares traded before the SPP was announced) and a 17.4% discount to the volume weighted average price over the last five days on which AVL Shares traded immediately prior to announcement of the SPP Offer.

The Offer Price of New Shares offered under the SPP Offer is the same as the issue price of New Shares offered under the terms of the Company's placement to institutional and sophisticated investors announced on Friday, 20 May 2022, which received binding commitments for approximately \$20 million (before costs) (**Placement**).

AVL is seeking to raise up to a further \$7.5 million (before costs) under the SPP Offer, with the capacity to accept oversubscriptions. The Company reserves the right to close the SPP Offer early and/or to scale back applications on the basis set out in the Terms and Conditions accompanying this document. Any excess funds will be returned to applicants without interest.

As previously announced on Friday, 20 May 2022, the funds raised under the Placement and SPP will be used to fund ongoing work at the Company's Australian Vanadium Project and to develop key downstream markets ahead of finalising debt financing and a Final Investment Decision, and for working capital (including costs). Further details of the proposed use of funds are set out in the Company's announcement and investor presentation released to the ASX on Friday, 20 May 2022.

The SPP Offer will open on Thursday, 26 May 2022 and will remain open until 5.00pm (Perth time) on Thursday, 16 June 2022 (unless varied or extended).

Participation in the SPP Offer is optional and is open to shareholders who were registered as holders of Shares at 5.00pm (Perth time) on Thursday, 19 May 2022 and whose registered address is in Australia (and its external territories) or New Zealand. New Zealand shareholders must still be a shareholder on the date the SPP Offer opens (ie. Thursday, 26 May 2022).

Full details of the SPP Offer and how to participate are contained in the Terms and Conditions, which I encourage you to read and consider carefully.

Thank you for your continued support of AVL.

Yours sincerely,



Cliff Lawrenson

Chairman

Australian Vanadium Ltd

Frequently Asked Questions

This section provides a summary of the key aspects of the SPP Offer. You should read it in conjunction with the Terms and Conditions of the SPP Offer provided in the annexure to this document.

What is the SPP Offer?

This share purchase plan is a means by which Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares without brokerage or other transaction costs (subject to any discretionary scale back, see further details below).

New Shares issued under the SPP Offer will rank equally with other Shares as at the date of issue, and will be able to be traded on ASX (subject to ASX granting quotation of the New Shares).

AVL is seeking to raise up to \$7.5 million (before costs) under the SPP Offer, with the capacity to accept oversubscriptions. AVL may decide to scale back applications under the SPP Offer on the basis set out in the Terms and Conditions. Any excess funds will be returned to applicants without interest.

What is the purpose of the SPP Offer?

The funds raised under the SPP Offer will be used to fund ongoing work at the Company's Australian Vanadium Project and to develop key downstream markets ahead of finalising debt financing and a Final Investment Decision, and for working capital (including costs). Further details of the proposed use of funds are set out in the Company's announcement and investor presentation released to the ASX on Friday, 20 May 2022.

Who is eligible to participate in the SPP Offer?

Shareholders with a registered address in either Australia (and its external territories) or New Zealand as at 5.00pm (Perth time) on Thursday, 19 May 2022 are eligible to participate in the SPP Offer, provided that such shareholder is not in the United States and is not acting for the account or benefit of a person in the United States. For New Zealand shareholders, you must still be a shareholder at the date of the SPP Offer, that is, Thursday, 26 May 2022.

Do I have to participate in the SPP Offer?

No. Participation is voluntary.

Before making a decision whether or not to accept the SPP Offer, you should consult your financial or other professional adviser.

If you do not wish to participate in the SPP Offer, you do not need to do anything, and the SPP Offer will lapse at 5.00pm (Perth time) on Thursday, 16 June 2022 (unless varied or extended).

Can a third party participate in the SPP Offer in my place?

No. The SPP Offer is non-renounceable and cannot be transferred.

How much can I invest under the SPP Offer?

The maximum investment under the SPP Offer is \$30,000. You may apply to purchase a parcel of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 worth of New Shares.

If AVL receives an application for an amount of New Shares that is not equal to one of the above parcels, or a subscription of over \$30,000 worth of New Shares, by an Eligible Shareholder through multiple or joint holdings, AVL may either:

- reject the application and refund, in full, any application monies (without interest); or
- round down the dollar amount of New Shares that are applied for to the next lowest parcel, and refund the balance of any monies (without interest).

Is there an oversubscription or scale back policy?

AVL is seeking to raise up to \$7.5 million under the SPP Offer. However, AVL may decide to accept applications (in whole or in part) that result in the SPP Offer raising more than that target amount at its absolute discretion, subject to the limits prescribed in the ASX Listing Rules.

In the event that AVL receives valid applications under the SPP Offer in excess of \$7.5 million, AVL reserves the right to:

- accept applications that raise more than this amount; or
- scale back the number of New Shares issued under the SPP Offer,

each in its absolute discretion.

To the extent AVL determines to scale back the number of New Shares that will be issued under the SPP Offer, it is AVL's intention that each applicant will be treated equally and will be scaled back pro rata based on the number of New Shares for which they have applied (subject to any minimum dollar allocation determined by AVL in its absolute discretion).

In the event of a scale back, you may be issued New Shares to a value that is less than the value of New Shares you applied for. The balance of any application money that is not applied to acquire New Shares will be refunded to you without interest.

How will refunds be made?

Any application money refunded by AVL will be paid by cheque or direct credit (the payment method will be determined by AVL in its absolute discretion) in Australian dollars.

By applying for New Shares, each shareholder authorises AVL to pay any monies to be refunded by using the payment instructions of the shareholder recorded in the Share Registry's records if AVL should elect to pay in this manner.

Refunds will be made as soon as practicable after the SPP Offer closing date.

What is the issue price of New Shares under the SPP Offer?

The Offer Price is \$0.047 per New Share, representing a discount of 17.5% to AVL's closing Share price on the ASX on Tuesday, 17 May 2022 (being the last day on which AVL Shares traded before the SPP Offer was announced).

The Offer Price also represents a 17.4% discount to the volume weighted average price of Shares traded over the last five days on which AVL Shares traded immediately prior to announcement of the SPP Offer, being \$0.0569.

The Offer Price was determined by the Company in consultation with the lead manager in connection with the placement to institutional and sophisticated investors announced on Friday, 20 May 2022 (**Placement**).

There is a risk that the market price of Shares may rise or fall between the date of this document and the time of issue of the New Shares under the SPP Offer. This means that the price you pay for the New Shares issued to you under the SPP Offer may be less than or exceed the market price of Shares on the Allotment Date.

Consequently, it is possible that, between the time you make your application and up to or after the Allotment Date, you may be able to buy Shares on market at a lower price than the Offer Price.

Accordingly, you should monitor AVL's announcements and its share price, which can be found on its website at www.australianvanadium.com.au and on the ASX website at www.asx.com.au (ASX code: AVL).

You should be aware that your application, once made, is unconditional and cannot be withdrawn even if the market price of Shares is less than the Offer Price.

How do I apply for New Shares under the SPP Offer?

If you wish to participate in the SPP Offer, you need to do either of the following set out below.

Option 1

To pay via BPAY® you will need to:

Pay via BPAY®¹

- use your BPAY® reference number shown on your Application Form;
- be an account holder with an Australian financial institution; and
- ensure that your payment is received by the Share Registry before 5.00pm (Perth time) on Thursday, 16 June 2022 (unless varied or extended).

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

Please note that your financial institution may implement earlier cut-off times with regards to electronic payment. Please take this into consideration when making payment via BPAY®.

Option 2

To pay via electronic funds transfer (EFT) you will need to:

Pay via EFT

- follow the instructions on your Application Form; and
- ensure that your payment is received by the Share Registry before 5.00pm (Perth time) on Thursday, 16 June 2022 (unless varied or extended).

If you are an Eligible Shareholder in New Zealand, you are encouraged to pay via EFT.

Please note that your financial institution may implement earlier cut-off times with regards to electronic payment. Please take this into consideration when making payment via EFT.

If you submit a BPAY® payment or make an EFT, you do not need to return your Application Form. However, Custodians must provide a certification to the Share Registry.

Eligible Shareholders who are not able to pay by BPAY® or EFT should call the Share Registry from 8.30am to 5.00pm (Perth time) Monday to Friday on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) or contact the Share Registry by email at corporate.actions@automicgroup.com.au for alternative payment options.

If you are a Custodian, please call the Share Registry from 8.30am to 5.00pm (Perth time) Monday to Friday on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) or contact the Share Registry by email at corporate.actions@automicgroup.com.au to obtain more information on how to apply and the form of certification to be given.

If you submit a BPAY® payment or make an EFT, you certify that:

- you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf

under the SPP Offer or any similar AVL arrangement in the 12 months prior to your application, exceeds \$30,000; or

- if you are a Custodian, you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the SPP Offer or any similar AVL arrangement in the 12 months prior to your application, exceeds \$30,000.

Are there any other terms and conditions attached to the SPP Offer?

The terms and conditions relating to the SPP Offer are set out in full from page 10 of this document onwards. Please read the Terms and Conditions carefully, as you will be bound by them in participating in the SPP Offer. Shareholders accepting the SPP Offer will also be bound by the constitution of the Company.

What is the maximum investment for each shareholder?

The maximum investment for each shareholder is \$30,000. If you receive more than one offer (eg. due to multiple registered holdings), you may only apply for a parcel of New Shares with an aggregate value of \$30,000 across those offers. For example, you may apply for one maximum parcel of \$30,000 for one holding or, alternatively, apply for parcels of New Shares across multiple holdings so long as the aggregate total amount applied for across those holdings does not exceed \$30,000.

How many New Shares will I receive?

You may apply for a parcel of New Shares with one of the application amounts set out in **clause 6** of the Terms and Conditions.

In the absence of a scale back, the number of New Shares to be issued to you will be calculated by dividing your chosen application amount by the Offer Price, with any resulting fractions of a New Share being rounded down to the nearest whole number of Shares.

When will I receive my Shares?

Subject to the Company varying the indicative timetable, New Shares will be allotted on the Allotment Date (Thursday, 23 June 2022) and holding statements will be despatched on Friday, 24 June 2022.

When can I trade allocated Shares?

You can trade your New Shares after the Allotment Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Allotment Date before trading any New Shares you believe you have acquired under the SPP Offer.

Is the SPP Offer underwritten?

No, the SPP Offer is not underwritten.

¹ © Registered to BPAY Pty Limited ABN 69 079 137 518. New Zealand based shareholders cannot apply using BPAY® unless they have an Australian bank account.

What are the risks associated with the Company?

There are a number of factors which may affect the development, future operation and financial performance and/or financial position of the Company, its prospects, and/or the value of the New Shares. Many of the circumstances giving rise to these risks are beyond the control of the Company, the Directors or its management. Some of the major risks associated with an investment in the Company are set out in the “Key Risks” section of AVL’s investor presentation released to the ASX on Friday, 20 May 2022.

There may be additional risks (including financial and taxation risks) that investors should consider in light of their own personal circumstances. Potential investors should consider an investment in New Shares as speculative and should consult their professional adviser before deciding whether to invest.

Terms and Conditions

1. SPP Offer

The SPP Offer entitles Eligible Shareholders of AVL to apply to purchase up to \$30,000 worth of Shares through this share purchase plan.

2. Eligibility to participate

- 2.1. You are eligible to participate in the SPP Offer if you were a registered holder of Shares at 5.00pm (Perth time) on Thursday, 19 May 2022 (**Record Date**) with a registered address in Australia (and its external territories) or New Zealand, unless:
 - 2.1.1. you hold Shares on behalf of another person who resides outside Australia (and its external territories) or New Zealand; or
 - 2.1.2. you are, or are acting for the account or benefit of, a person in the United States.
- 2.2. For shareholders with a registered address in New Zealand, you must still be a shareholder at the date of the SPP Offer, that is, Thursday, 26 May 2022.
- 2.3. AVL has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories) and New Zealand to participate in the SPP Offer.
- 2.4. If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply for a parcel of New Shares with an aggregate value of \$30,000 across those holdings.
- 2.5. Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **clause 7.1(I)** by one joint holder will be effective in respect of the other joint holder(s).
- 2.6. If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **clause 7.2**.
- 2.7. Directors and employees of AVL who hold Shares may be Eligible Shareholders.

3. Rights to apply for New Shares are non-renounceable

If you are an Eligible Shareholder, your rights under the SPP Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

4. Offer Price

- 4.1. The Offer Price for each New Share under the SPP Offer is \$0.047.
- 4.2. The Offer Price is fixed, regardless of any changes in the market price of Shares during the SPP Offer period.
- 4.3. You should be aware that the future market price of Shares is uncertain and may rise or fall. This means the price you pay for New Shares under the SPP Offer may be either higher or lower than the Share price trading on the ASX at the time New Shares are issued to you under the SPP Offer.

5. Timing

- 5.1. The SPP Offer opens on Thursday, 26 May 2022 and closes at 5.00pm (Perth time) on Thursday, 16 June 2022, unless varied or extended. Unless the closing date is varied or extended, AVL proposes to allot New Shares on Thursday, 23 June 2022 and send confirmations to shareholders on Friday, 24 June 2022.
- 5.2. AVL reserves the right to vary or extend the SPP Offer or the proposed Allotment Date at any time by making an announcement to ASX.

6. Applying for New Shares

- 6.1. Eligible Shareholders may apply for New Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.
- 6.2. The number of New Shares you will receive, at each of the available levels, is set out below. Where applicable, the number of New Shares for each parcel has been rounded down to the nearest whole number of New Shares.

Application amount	Number of New Shares
\$1,000	21,276
\$2,500	53,191
\$5,000	106,382
\$7,500	159,574
\$10,000	212,765
\$15,000	319,148
\$20,000	425,531
\$25,000	531,914
\$30,000	638,297

- 6.3. You may not apply for more than \$30,000 of New Shares in aggregate under the SPP Offer, even though you may receive more than one offer, or offers in more than one capacity (eg. due to multiple registered holdings), under the SPP Offer.
- 6.4. If AVL receives an application for an amount of New Shares that is not equal to one of the above parcels, or a subscription of over \$30,000 worth of New Shares, by an Eligible Shareholder through multiple or joint holdings, AVL may (in its absolute discretion) either:
 - (a) reject the application and refund, in full, any application monies (without interest); or
 - (b) round down the dollar amount of New Shares that are applied for to the next lowest parcel, and refund the balance of any monies (without interest).
- 6.5. If you wish to apply for New Shares under the SPP Offer you should either:
 - (a) make a payment for the appropriate amount via BPAY® (noting that New Zealand based shareholders cannot apply using BPAY® unless they have an Australian bank account) or, for Eligible Shareholders in New Zealand, via EFT, in accordance with the instructions on the Application Form so that your payment is received before 5.00pm (Perth time) on Thursday, 16 June 2022 (unless that date is varied or extended); or

- (b) call the Share Registry from 8.30am to 5.00pm (Perth time) Monday to Friday on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) or contact the Share Registry by email at corporate.actions@automicgroup.com.au for alternative payment options, and ensure that your payment is received before 5.00pm (Perth time) on Thursday, 16 June 2022 (unless that date is varied or extended).

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY® or EFT are received in time.

- 6.6. Do not forward cash. Receipts for payment will not be issued.
- 6.7. Funds paid via BPAY® or EFT must be received by the Share Registry by 5.00pm (Perth time) on Thursday, 16 June 2022 (unless that date is varied or extended). AVL reserves the right, but is not obligated, to accept applications for New Shares that are received after that time.
- 6.8. If your application is incomplete, contains errors or is otherwise invalid or defective, AVL may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you as soon as practicable after the close of the SPP Offer. No interest will be paid on any refunded money.
- 6.9. You cannot withdraw or revoke your application once you have paid via BPAY® or EFT.

7. Effect of making an application

- 7.1. If you submit a BPAY® payment or make an EFT:
 - (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder and are eligible to participate in the SPP Offer, you have read and understood these Terms and Conditions and you subscribe for New Shares subject to and in accordance with these Terms and Conditions;
 - (b) you authorise AVL to correct or amend your application as contemplated by **clause 6.8**;
 - (c) you acknowledge the risk that the market price of Shares may rise or fall between the date of the SPP Offer and the Allotment Date and that the Offer Price you pay for the New Shares may exceed or be less than the market price of the Shares on the Allotment Date;
 - (d) you accept the risk associated with any refund that may be despatched to you at your address as shown on the Share register;
 - (e) you accept that you are responsible for any dishonour fees or other costs AVL may incur in presenting a cheque for payment which is dishonoured;
 - (f) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, and accordingly, the New Shares purchased under the SPP Offer may not be offered, sold or otherwise transferred in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any applicable US state securities laws;

- (g) you represent and warrant that you are not in the United States, and are not applying under the SPP Offer for or on behalf of a person in the United States;
- (h) you represent and warrant that you have not sent and will not send any materials relating to the SPP Offer to any person in the United States or elsewhere outside Australia (and its external territories) and New Zealand;
- (i) you acknowledge that you have not been provided with investment advice or financial product advice by AVL or the Share Registry;
- (j) you agree that if in the future you decide to sell or otherwise transfer the New Shares you will only do so in "regular way" transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States;
- (k) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are making an application is resident in Australia or New Zealand, and you have not sent and will not send, this document or any information related to the SPP Offer to any person in the United States or elsewhere outside Australia and New Zealand; and
- (l) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the SPP Offer or any similar AVL arrangement in the 12 months prior to your application, exceeds \$30,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

7.2. If you are a Custodian, you certify:

- (a) that, as at the Record Date (and in respect of shareholders with a registered address in New Zealand, on the date the SPP Offer opens), you hold Shares on behalf of one or more beneficiaries (directly or indirectly), and that those beneficiaries have been provided with a copy of this document and instructed you (or an interposed Custodian on their behalf) to apply for New Shares;
- (b) details of the number of beneficiaries who have instructed you (or an interposed Custodian on their behalf) to apply for New Shares on their behalf, their names and addresses, the number of Shares you hold on their behalf (directly or indirectly) and the number of New Shares they have instructed you (or an interposed Custodian on their behalf) to apply for are correct;
- (c) if you hold Shares on behalf of a beneficiary indirectly through one or more interposed Custodians, that the details of the names and addresses of each interposed Custodian are correct;
- (d) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the SPP Offer or any similar AVL arrangement in the 12 months prior to your application, exceeds \$30,000; and
- (e) that you:
 - (i) hold an Australian financial services licence that covers the provision of a custodial or depositary service (within the meaning given by section 766E of the Corporations Act) or covers the operation of an IDPS (as defined in the Instrument); or

- (ii) do not hold an Australian financial services licence for the provision of a custodial or depository service as described in the Instrument and are exempt from the requirement to hold such a licence; or
 - (iii) otherwise meet the definition of Custodian in the Instrument.
- 7.3. Custodians wishing to participate on behalf of one or more beneficiaries should call the Share Registry from 8.30am to 5.00pm (Perth time) Monday to Friday on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) or contact the Share Registry by email at corporate.actions@atomicgroup.com.au to obtain more information on how to apply and the form of certification to be given. The completed certification must be emailed to custodialcertificates@atomicgroup.com.au.
- 7.4. Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not meet the definition of Custodian in the Instrument, you cannot participate for beneficiaries in the manner outlined in **clause 7.2** above. In this case, the rules for multiple registered holdings as described in **clause 2.4** apply.

8. Rights attached to the New Shares

New Shares issued under the SPP Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Allotment Date. AVL will apply for the New Shares to be quoted on ASX.

9. Costs of participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the SPP Offer.

10. Right to scale back entitlements

- 10.1. AVL is seeking to raise up to \$7.5 million under the SPP Offer. However, AVL may decide to accept applications (in whole or in part) that result in the SPP Offer raising more than that target amount at its absolute discretion, subject to the limits prescribed in the ASX Listing Rules.
- 10.2. AVL reserves the right to scale back your entitlement to acquire New Shares under the SPP Offer. If this occurs, excess funds will be returned to applicants without interest.
- 10.3. To the extent AVL determines to scale back the number of New Shares that will be issued under the SPP Offer, it is AVL's intention that each applicant will be treated equally and will be scaled back pro rata based on the number of New Shares for which they have applied (subject to any minimum dollar allocation determined by AVL in its absolute discretion).
- 10.4. If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded down to the nearest whole number of New Shares.
- 10.5. If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.

11. Refunds

- 11.1. Refunds under the SPP Offer may be paid under various circumstances. For example, if applications are made incorrectly, the entire payment may be refunded, or if allocations are scaled back, a partial refund may be made.
- 11.2. If a refund is made, payment will be made to you, as soon as is practicable after the SPP Offer closes:
 - (a) by direct credit to your nominated account (as recorded on the Share register); or
 - (b) by cheque mailed to your address as shown on the Share register.
- 11.3. You will not receive any interest on funds refunded to you.
- 11.4. Any refund made to you is despatched at your risk.

12. United States

- 12.1. Participation in the SPP Offer is not being offered, directly or indirectly, to any person in the United States or to any person that is acting for the account or benefit of a person in the United States. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in the United States. Participation in the SPP Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.
- 12.2. The New Shares have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States except in transactions exempt, or not subject to, the registration requirements under the US Securities Act and other applicable US state securities laws.
- 12.3. Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any person in the United States. Consistent with the warranties set out above, you are also advised not to submit any application or make payment by BPAY® or EFT or otherwise in respect of the purchase of New Shares under the SPP Offer on behalf of any person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

13. New Zealand

- 13.1. The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of AVL with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.
- 13.2. This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

14. Dispute resolution

AVL reserves the right to settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP Offer. AVL's decision will be conclusive and binding on all shareholders and other persons to whom the determination relates.

15. Waiver, amendment, suspension and termination

15.1. AVL may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions, suspend, withdraw or terminate the SPP Offer or close the SPP Offer early at any time. Any such waiver, amendment, variation, suspension, withdrawal, termination or early closure will be binding on all Eligible Shareholders even where AVL does not notify you of the event.

15.2. AVL is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

16. ASIC relief

16.1. The SPP Offer is made in accordance with the Instrument. The Instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares up to \$30,000 under the SPP Offer, subject to certain terms and conditions.

16.2. In accordance with the terms of the Instrument, AVL has given a notice to ASX that complies with the Instrument.

17. Governing law

These Terms and Conditions are governed by the laws in force in Western Australia.

18. Binding terms

By accepting the offer to purchase New Shares under the SPP Offer, you agree to be bound by these Terms and Conditions and the constitution of AVL.

19. Underwriting

The SPP Offer is not underwritten.

20. Definitions

In this document the following terms have these meanings:

\$	Australian dollars.
Allotment Date	The date the New Shares are allotted, expected to be Thursday, 23 June 2022.
Application Form	The application form which accompanies this document.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited or the Australian Securities Exchange, as the context requires.
AVL or the Company	Australian Vanadium Ltd ACN 083 462 819.
Corporations Act	<i>The Corporations Act 2001</i> (Cth).
Custodian	The meaning given in the Instrument.
Directors	The directors of AVL.
EFT	Electronic funds transfer.
Eligible Shareholder	A person who is eligible to participate in the SPP Offer in accordance with clause 2 of the Terms and Conditions.

Instrument	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
New Shares	A fully paid ordinary share in AVL offered in the SPP Offer.
Offer Price	\$0.047 per New Share.
Placement	The Company's placement to institutional and sophisticated investors announced to the ASX on Friday, 20 May 2022.
Record Date	The record date for the SPP Offer being 5.00pm (Perth time) on Thursday, 19 May 2022.
Share	A fully paid ordinary share in AVL.
Share Registry	Automic Pty Ltd ACN 152 260 814.
SPP Offer	The offer of New Shares under a share purchase plan on the terms and conditions set out in this document.
Terms and Conditions	The terms and conditions of the SPP Offer set out on page 10 of this document onwards.
US Securities Act	The US Securities Act of 1933, as amended.

[EntityRegistrationDetailsLine1Envelope]
 [EntityRegistrationDetailsLine2Envelope]
 [EntityRegistrationDetailsLine3Envelope]
 [EntityRegistrationDetailsLine4Envelope]
 [EntityRegistrationDetailsLine5Envelope]
 [EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumberMasked]

ASX Code: AVL

Record Date: 5:00pm (AWST), 19 May 2022

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: OFFER CLOSES 5:00PM (AWST) ON THURSDAY, 16 JUNE 2022 (UNLESS VARIED OR EXTENDED)

1: SUBSCRIPTION


This Offer entitles each Eligible Shareholder in Australian Vanadium Limited (ASX: **AVL**) (AVL or the **Company**) to subscribe through the Company's Share Purchase Plan (**SPP**) for a maximum of \$30,000 worth of fully paid ordinary shares in the Company (**New Shares**). The SPP is open to all shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company's register of members as at the Record Date with a registered address in Australia or New Zealand. The issue price of the New Shares is \$0.047 (**Price**). Eligible Shareholders may subscribe for any one of the following parcels (*which may be scaled-back in accordance with the terms of the SPP*) described below by paying the applicable Application Amount in accordance with the payment instructions in section 2 of this Application Form:

Application Amount	Number of New Shares
\$1,000	21,276
\$2,500	53,191
\$5,000	106,382
\$7,500	159,574
\$10,000	212,765
\$15,000	319,148
\$20,000	425,531
\$25,000	531,914
\$30,000	638,297

No fractions of Shares will be issued. Any fraction of a Share will be rounded down to the nearest whole number of Shares (where applicable).

2: PAYMENT - You can pay either by BPAY® or Electronic Funds Transfer "EFT"

Payment under the Share Purchase Plan can only be made by BPAY® or EFT.

Option A – BPAY®	Option B – Electronic Funds Transfer (EFT)
 <p>Biller Code: TBC Ref No: [BPayCRN]</p> <p>Contact your financial institution to make your payment from your cheque or savings account.</p> <p>Note: You do not need to return this form if you have made payment via BPAY® or EFT. Your BPAY® reference number or unique payment reference will process your payment for your application for New Shares electronically.</p>	<p>The unique Payment Reference which has been assigned to your Application is: [HolderId]-TBC-AVL</p> <p>Funds are to be deposited directly to following bank account:</p> <p>Account name: Automic Pty Ltd Account BSB: TBC Account number: TBC Swift Code: WPACAU2S</p> <p>IMPORTANT: You must quote your unique payment reference as your payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.</p>

3: Elect to receive email communication

Return to Automic Group by email to corporate.actions@automicgroup.com.au

Telephone Number ()	Contact Name (PLEASE PRINT)	AVL [HolderId]
Please insert your email address if you wish to elect to be an e-Shareholder, and you consent to receiving communications from the Share Registry		
<input type="text"/>		

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return to the Shareholder the relevant application monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of Shares. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under the SPP is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest(s)). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf or receives a subscription of over \$30,000 worth of New Shares, the Company may either reject the application in full and refund (without interest) the application monies or round down the dollar amount of New Shares applied for to the next lowest parcel and refund (without interest) the balance of the application monies.

Any application made under the SPP Offer is not guaranteed to result in the Eligible Shareholder receiving any Shares that have been applied for. Applications may be scaled-back in accordance with the terms of the SPP.

2 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (AWST) on 16 June 2022.

It is your responsibility to ensure your BPAY reference number or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your BPAY reference number or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your BPAY reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique payment reference on this Form. This will ensure your payment is processed correctly to your application electronically.

If you make a payment by BPAY® or EFT and the Company receives an amount which is not equal to either \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 the Company may accept the payment at their discretion. Your payment must be for a minimum of \$1,000.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 2pm (AWST) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

3 Contact Details - Elect to receive email communication

As a valued shareholder in Australian Vanadium Limited, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the Offer Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: custodialcertificates@automicgroup.com.au, failure to do so will result in the Application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the parcel of Shares indicated on this Application Form or BPAY® or EFT; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT,
 - does not exceed A\$30,000.
7. The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. The Company reserves the right to make amendments to this Application Form where appropriate. You are not guaranteed to receive any Shares that you have applied for and the Company may, in accordance with the terms of the SPP:
 - scale back any applications made; and
 - reject your application, without limit.
9. By making payment of application monies, you certify that:
 - you wish to apply for Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
 - you received a copy of the Offer Booklet and you have read and understood the terms and conditions of the SPP;
 - you agree to be bound by the Constitution of the Company and the terms and conditions in the Offer Booklet;
 - you agree to accept any lesser number of Shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the SPP, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 5:00pm (AWST).