



## Cyprium Metals Limited

(ACN 002 678 640)

### Target Market Determination

**Made by:** Cyprium Metals Limited (ACN 002 678 640) (**Cyprium** or the **Company**)

**Effective Date:** 23 December 2024

**Product:** Free-attaching options in connection with an entitlement offer under a prospectus dated 23 December 2024 (**Prospectus**)

### Important information about this document

The Company is undertaking an entitlement offer to raise up to approximately A\$3 million via the issue of up to 106,979,789 fully paid ordinary shares (**New Shares**) at an issue price of \$0.028 per Share (**Entitlement Offer**). The Company will also offer free-attaching options, each with an exercise price of A\$0.042 and expiry date of 31 December 2027 (**New Option**), on the basis of one (1) New Option for every two (2) New Shares issued. The New Options are not intended to be quoted on the Australian Securities Exchange (**ASX**), however the Company reserves the right to do so.

This target market determination (**TMD**) has been prepared by the Company in relation to the offer of New Options pursuant to the Entitlement Offer and the Prospectus. Capitalised terms used, but not defined, in this TMD have the meaning ascribed to them in the Prospectus.

Pursuant to the Prospectus:

- (a) Eligible Shareholders who apply for New Shares under the Entitlement Offer are being offered One (1) New Option for every Two (2) New Shares subscribed for under the Entitlement Offer (**New Option Offer**); and
- (b) sophisticated and institutional investors who apply for Shares under the Shortfall Offer will be offered One (1) New Option (**Shortfall Options**) for every Two (2) New Shares subscribed for under the Shortfall Offer (**Shortfall Option Offer**),

(together, the **Offer**).

The Prospectus can be obtained from the Company's website at <https://cypriummetals.com/>.

Any recipient of this TMD should carefully read and consider the Prospectus in full and consult their stockbroker, accountant, solicitor and/or other professional adviser if they have any questions regarding the contents of the Prospectus.

Any recipient of this TMD who wants to acquire New Options or Shortfall Options under the Offer will need to complete the Entitlement and Acceptance Form or an application for the Shortfall Offer.

There is no cooling off period in respect of the issue of the New Options or Shortfall Options. This TMD is not a disclosure document for the purposes of the *Corporations Act 2001* (Cth) (**Corporations Act**), and

therefore has not been lodged, and does not require lodgement, with the Australian Securities and Investments Commission (**ASIC**).

This TMD has been designed to help our investors understand who the Offer is most suitable for consistent with their likely objectives, financial situation and needs (**target market**). This TMD also describes:

- (a) who the Offer is not suitable for;
- (b) how the Offer is distributed;
- (c) how often the Company will review this TMD and when the next review will be;
- (d) the events and circumstances that could mean the Company need to review whether this TMD is still appropriate;
- (e) the information the Company would need in order to decide that this TMD is no longer appropriate; and
- (f) how the Company report information related to this TMD, in accordance with section 994B of the Corporations Act.

This TMD does not take into account your individual objectives, financial situation and needs. It is important for you to consider these matters and read the Prospectus before you make an investment decision. The Company is not licensed to provide financial product advice in relation to the New Options and Shortfall Options.

This TMD is current as at 23 December 2024 and will be withdrawn following the issue of the New Options and Shortfall Options under the Offer. The Company may review and amend this TMD at any time.

### Target Market

Offer	Target Market
New Option Offer	<p>The Company expects that an investment in New Options under the New Option Offer will be suitable for existing investors in the Company:</p> <ul style="list-style-type: none"> <li>• who wish to gain further exposure to equities in a small cap resource company listed on the ASX by participating in the Entitlement Offer;</li> <li>• who are an Eligible Shareholder under the Entitlement Offer, being persons who: <ul style="list-style-type: none"> <li>○ are registered as a holder of fully paid ordinary shares in the Company as at 7:00 pm (AEDT) on 30 December 2024;</li> <li>○ have a registered address in Australia, New Zealand, Hong Kong, Singapore or the United States (US Institutional Accredited Investors only) as noted on the Company’s share register, or are a Shareholder that the Company has</li> </ul> </li> </ul>

	<p>otherwise determined is eligible to participate in the Entitlement Offer; and</p> <ul style="list-style-type: none"> <li>○ are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.</li> </ul>
Shortfall Option Offer	<p>The Company expects an investment in Shortfall Options.</p> <p>The Shortfall Option Offer will be suitable for sophisticated and institutional investors:</p> <ul style="list-style-type: none"> <li>• who wish to gain exposure to equities in a small cap resource company listed on the ASX by participating in the Shortfall Option Offer;</li> <li>• who are eligible under all applicable securities laws to participate in the Shortfall Option Offer; and</li> <li>• who are in a position to pay subscription amounts required to subscribe for the Shares, in order to be entitled to the Shortfall Options.</li> </ul>

### Target Market Details

TMD requirement	Determination	
Investment Objectives,	<b>Offer</b>	<b>Determination</b>

financial situation and needs	New Option Offer	<p>The Company expects this offer to be appropriate for those:</p> <ul style="list-style-type: none"> <li>• looking to increase their level of investment in the Company;</li> <li>• who are in a financial position to take up all or part of their Entitlements; and</li> <li>• looking to diversify their personal investment portfolio by increasing their investment in the Company.</li> </ul>
	Shortfall Option Offer	<p>The Company expects this offer to be appropriate for those:</p> <ul style="list-style-type: none"> <li>• looking to invest in the Company;</li> <li>• who are in a financial position to pay subscription amounts required to subscribe for the Shares, in order to be entitled to the Shortfall Options;</li> <li>• looking to diversify their personal investment portfolio by investing in the Company.</li> </ul>
Investment Timeframe	<p>The target market of investors will take a short to medium outlook on their investment. Upon issue, the New Options and Shortfall Options will be unquoted, however the Company may, in its discretion, make an application to ASX for quotation of the New Options and Shortfall Options at some time in the future. The New Options and Shortfall Options will be transferable.</p> <p> Holders of New Options and Shortfall Options will have an ability to exercise such options and trade the underlying Shares issued on exercise, however, investors should be aware that such a dealing is only likely to be commercially viable in the event the trading price of the Shares exceeds the exercise price of the New Options or Shortfall Options (as applicable).</p> <p> Investors with a medium-term outlook will benefit from an ability to exercise the New Options or Shortfall Options prior to their expiry to increase their shareholding and exposure to the potential upside in the Company’s Shares into the future (although no upside can be guaranteed).</p>	

	<p>Given the need to pay the exercise price in order to acquire Shares, investors in the target market are those in a financial position sufficient for them to invest their funds on exercise of the New Options or Shortfall Options before the expiry date of 31 December 2027, during which their ability to liquidate their New Options or Shortfall Options may be limited by an inability to transfer those options and by the trading price of the underlying Shares.</p>
Investment Metrics	<p>While the Company does not have an established eligibility framework for investors based on metrics such as age, expected return or volatility, it is expected that the target market of investors will be able to withstand potential fluctuations in the value of their investment. The New Options and Shortfall Options offer no guaranteed income or capital protection.</p>
Risk	<p>The Company considers that, while the issue price of the New Options and Shortfall Options is free, an investment in the Company offered in connection with the Prospectus (for example, through the exercise of the New Options or Shortfall Options) should be considered highly speculative, such that an investment in the Company is not appropriate for an investor who would not be able to bear a loss of some or all of the investment.</p> <p>Investors should also have a sufficient level of financial literacy and resources (either alone or in conjunction with an appropriate adviser) to understand and appreciate the risks of investing in New Options or Shortfall Options as an asset class generally and the more specific risks of investing in an Australian listed resources company.</p> <p>Specific risks relating to the Company and an investment in the Shares are set out in the Prospectus and investors should review those risks carefully before deciding whether to invest.</p>
Distribution Conditions	<p>The New Option Offer is being made directly to Eligible Shareholders who apply for New Shares under the Entitlement Offer and Additional Entitlement Offer Shares under the Entitlement Shortfall Facility.</p> <p>The Prospectus includes jurisdictional conditions on eligibility.</p> <p>By participating in the New Option Offer, Eligible Shareholders confirm that they meet the eligibility criteria of the expected target market outlined in this TMD.</p>

	<p>To the extent any entitlement to New Options are not taken up by Eligible Shareholders under the New Option Offer, the balance of any shortfall of New Shares and New Options after the close of the Entitlement Offer and Entitlement Shortfall Facility may be placed by the Company to sophisticated and institutional investors within 3 months of the Closing Date pursuant to the Shortfall Offer.</p> <p>The Company considers that these distribution conditions will ensure that persons who invest in New Options and Shortfall Options fall within the target market in circumstances where personal advice is not being provided to those persons by the Company.</p>
Review Triggers	<p>The New Options are being offered for a limited offer period set out in the Prospectus, and the Shortfall Options are being offered for 3 months from the Closing Date, after the conclusion of which the New Options and Shortfall Options will no longer be available for investment by way of issue.</p> <p>It follows that the TMD will only apply in the period up to the issue of the New Options and Shortfall Options (<b>Offer Period</b>) at which point the TMD will be withdrawn.</p> <p>To allow the Company to determine whether circumstances exist that indicate this TMD is no longer appropriate to the New Options and Shortfall Options and should be reviewed, the following review triggers apply for the Offer Period:</p> <ul style="list-style-type: none"> <li>(a) a new offer of New Options that requires preparation of a disclosure document is made after completion of the Offer Period;</li> <li>(b) the Company significantly changes the eligibility criteria for the Offers;</li> <li>(c) the Company issues a replacement or supplementary prospectus;</li> <li>(d) the Company receives a significant number of complaints in relation to the TMD and its contents;</li> <li>(e) the Company identifies an instance where the Offer has been made or accepted outside of the target market;</li> <li>(f) any event or circumstance that would materially change a factor taken into account in making this TMD;</li> <li>(g) the existence of a significant dealing of the New Options that is not consistent with this TMD;</li> </ul>

	<p>(h) ASIC raises concerns with the Company regarding the adequacy of the design or distribution of the New Options, Shortfall Options or this TMD; and</p> <p>(i) material changes to the regulatory environment that applies to an investment in the New Options and Shortfall Options.</p>						
<p>Review Period</p>	<p>If a review trigger occurs during the Offer Period, the Company will undertake a review of the TMD within 10 business days in light of the review trigger.</p> <p>The Company will otherwise complete a review of the TMD 12 months following its issue and then every 12 months after that period until such time as the TMD is withdrawn.</p>						
<p>Information Reporting</p>	<p>The Company records all complaints that it receives about the Offer or this TMD. If the Company believes that the Offer has been made or accepted by a person who does not fit within this TMD, we will report this to ASIC within 10 business days.</p> <p>The reporting requirements of all distributors are set out in the table below:</p> <table border="1" data-bbox="584 1234 1396 2022"> <thead> <tr> <th data-bbox="584 1234 855 1420">Reporting Requirement</th> <th data-bbox="855 1234 1126 1420">Period for reporting to the Company by the distributor</th> <th data-bbox="1126 1234 1396 1420">Information to be provided</th> </tr> </thead> <tbody> <tr> <td data-bbox="584 1420 855 2022">Whether the distributor received complaints about the New Options.</td> <td data-bbox="855 1420 1126 2022"> <p>For such time as the duration of the Offer Period remains open, within 10 business days after the end of each quarter.</p> <p>Within 10 business days after the end of the Offer Period.</p> </td> <td data-bbox="1126 1420 1396 2022"> <p>The number of complaints received.</p> <p>A summary of the nature of each complaint or a copy of each complaint.</p> </td> </tr> </tbody> </table>	Reporting Requirement	Period for reporting to the Company by the distributor	Information to be provided	Whether the distributor received complaints about the New Options.	<p>For such time as the duration of the Offer Period remains open, within 10 business days after the end of each quarter.</p> <p>Within 10 business days after the end of the Offer Period.</p>	<p>The number of complaints received.</p> <p>A summary of the nature of each complaint or a copy of each complaint.</p>
Reporting Requirement	Period for reporting to the Company by the distributor	Information to be provided					
Whether the distributor received complaints about the New Options.	<p>For such time as the duration of the Offer Period remains open, within 10 business days after the end of each quarter.</p> <p>Within 10 business days after the end of the Offer Period.</p>	<p>The number of complaints received.</p> <p>A summary of the nature of each complaint or a copy of each complaint.</p>					

	A significant dealing of the New Options that is not consistent with this TMD.	As soon as reasonably practicable after the significant dealing occurs, but in any event no later than 10 business days after the significant dealing occurs.	Details of the significant dealing.  Reasons why the distributor considers that the significant dealing is not consistent with this TMD.
	A summary of the steps taken by the distributor to ensure that its conduct was consistent with this TMD.	Within 10 business days after the end of the close of the Offer Period of New Options (which will occur upon the date the New Options are issued) in accordance with the Prospectus.	A summary of the steps taken by the distributor to ensure that its conduct was consistent with this TMD.
	A significant dealing of the New Options that is not consistent with this TMD.	As soon as reasonably practicable after the significant dealing occurs, but in any event no later than 10 business days after the significant dealing occurs.	Details of the significant dealing.  Reasons why the distributor considers that the significant dealing is not consistent with this TMD.

### Contact Details

Contact details in respect of this TMD for the Company are:

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Company Secretary

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