

TARGET MARKET DETERMINATION

MADE BY: ZEUS RESOURCES LTD
ACN 139 183 190
SUITE 107, 25-29 BERRY STREET, NORTH SYDNEY NSW 2060
(**Company**)

PRODUCT: Free attaching options (**Attaching Options**) in connection with a non-renounceable rights issue of ordinary shares in the Company (**Shares**) under a prospectus dated 6 December 2022 (**Prospectus**).

EFFECTIVE DATE: 6 December 2022

This target market determination (**TMD**) has been prepared by the Company which relates to the offer to issue the Attaching Options made by the Company under the Prospectus (**Offer**). A copy of the Prospectus is available on the Company's website, www.zeusresources.com. Mac Equity Partners (International) Pty Ltd (ACN 606 342 910) (**Mac Equity**) has been appointed as the lead manager in respect of the shortfall under the Offer.

The Offer will be made under, or accompanied by, a copy of the Prospectus. Any recipient of this TMD should carefully read and consider the Prospectus in full and consult their professional adviser if they have any questions regarding the contents of the Prospectus. A recipient of this TMD who wants to acquire Attaching Options under the Offer will need to follow the instructions in the application form that will accompany the Prospectus. There is no cooling off period in respect of the issue of the Attaching Options.

This TMD is not a disclosure document for the purposes of the *Corporations Act 2001* (Cth), and therefore has not been lodged with the Australian Securities and Investments Commission (**ASIC**), nor does it contain a full summary of the terms and conditions of the Attaching Options.

This TMD does not take into account what you currently have, or what you want and need, for your future financial requirements. 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 Attaching Options.

TARGET MARKET

Factor	Target market
Investment objective	<p>The Company expects that an investment in the Attaching Options will be suitable to investors who wish to gain exposure to equities in a small/mid-cap mining, development and exploration company listed on the Australian Securities Exchange (ASX), and:</p> <ol style="list-style-type: none"> 1. should operations be successful, exposure to potential for capital growth; and 2. for inclusion as part of a diversified portfolio where the consumer has a medium to long term investment timeframe (if the product is exercised and the resultant Shares are issued).
Investment timeframe	<p>The target market of investors will take a short to medium term outlook on their investment. Investors with a short-term outlook for their investment will benefit from an ability to exercise Attaching Options and trade the underlying Shares issued on exercise should the exercise price of the Attaching Options be lower than the trading price of Shares. Investors with a medium-term outlook will benefit from an ability to exercise the Attaching Options within the 2-year term of the Attaching Options and increase their shareholding and exposure to the potential upside in the Company's Shares into the future.</p>

	<p>Given the need to pay the exercise price in order to acquire Shares, Investors in the target market are in a financial position that is sufficient for them to invest their funds over a 2-year time horizon should they wish to exercise their Attaching Options. Any decision to exercise the Attaching Options is likely to be based on the trading price of the Shares.</p>
Class of consumers that fall within the target market	<p>The Attaching Options are issued only to applicants under the Offer and consequently have been designed for consumers who:</p> <ul style="list-style-type: none"> • are permitted to acquire securities pursuant to the Prospectus and are applying for Shares under the Prospectus to which the Attaching Options attach. • seek to profit from an appreciation in the market price of Shares in the Company and/or who have a long-term view on the Shares or the underlying assets of the Company and wish to participate in any potential future distribution should operations be successful; and • are accustomed to participating in speculative investments in the mining and exploration sector.
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 and who are accustomed to participating in speculative investments in the mining sector.</p> <p>An exercise price is required to be paid to acquire shares on exercise of Attaching Options. As such, the capacity to realise the underlying value of the Attaching Options would require that they be exercised on or before the expiry date of 2 years from the date of issue. Investors in the target market will need to be in a financial position to have sufficient available funds so as to facilitate an exercise of the Attaching Options prior to the expiry date. Prior to the expiry date, investors' ability to liquidate the Attaching Options may be limited by a lack of liquidity in the trading of Shares and the price of the Shares.</p> <p>The Attaching Options offer no guaranteed income or capital protection.</p>
Risk	<p>The Company considers that an investment in the Attaching Options is 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. Investors should:</p> <ul style="list-style-type: none"> • have the financial ability to consider the economic risk of the exercise of the Attaching Options; • have adequate means to provide for their current needs and to withstand a loss of the entire investment of the Shares and Attaching Options; • have such knowledge, financial literacy and experience in financial and business matters (either alone or in conjunction with an appropriate adviser) that they are capable of evaluating the merits and risks of investing in the Attaching Options as an asset class generally; and • have determined that the Shares and Attaching Options are a suitable investment.

CONDITIONS ON DISTRIBUTION

The key restrictions on distribution of the Attaching Options are:

- the Offer, which includes the Attaching Options, is being made to shareholders in the Company on the record date of 13 December 2022, subject to certain international offer restrictions as outlined in the Prospectus (**Eligible Shareholders**);
- any entitlement not taken up under the Offer will form a shortfall offer (**Shortfall Offer**). Eligible Shareholders may also apply for Shares and Attaching Options above their entitlement under the Shortfall Offer; and
- Mac Equity as the lead manager to the Shortfall Offer may procure subscriptions from other third party investors under the Shortfall Offer pursuant to the lead manager mandate summarised in the Prospectus.

The Prospectus will include jurisdictional conditions on eligibility. The Company will also include on its web landing page for the offer of Attaching Options a copy of this TMD and require that retail clients confirm that they meet the eligibility criteria of the expected target market outlined in this TMD before they apply for Attaching Options.

The Company considers that these distribution conditions will ensure that persons who invest in the Attaching Options fall within the target market (those who have received and apply under the Prospectus and subscribe for Shares to which the Attaching Options attach) in circumstances where personal advice is not being provided to those persons by the Company.

REVIEW TRIGGERS

As the Offer of the Attaching Options is to a discrete class of persons (being the Eligible Shareholders and, in the event of any shortfall, institutional and professional investors introduced by Mac Equity under the Shortfall Offer), is only open for a limited time under the Prospectus and the Company is subject to continuous disclosure requirements, the Company considers it is not necessary or appropriate to implement the requirement of periodic reviews of this TMD.

The Company will review this TMD where any event or circumstance has arisen that would suggest this TMD is no longer appropriate for the Attaching Options. This may include (but is not limited to):

- a new offer of Attaching Options that requires preparation of a disclosure document is made after completion of the Offer period;
- any event or circumstance that would materially change a factor taken into account in making this TMD;
- the existence of a significant dealing of the Attaching Options that is not consistent with this TMD. The Company does not consider that an on-sale of the options on market is a significant dealing;
- ASIC raises concerns with the Company regarding the adequacy of the design or distribution of the Attaching Options or this TMD;
- an unreasonable number of consumer complaints or feedback from those who distribute or acquire the product; or
- significant adverse changes to the Company's circumstances or the regulatory environment that applies to an investment in the Attaching Options.

This TMD will be reviewed within 10 business days upon the occurrence of a review trigger. The Company will otherwise complete a review of the TMD immediately prior to the issue of Options under the Offer.

INFORMATION REPORTING

The reporting requirements of all distributors are set out in the table below.

Reporting requirement	Period for reporting to the Company by the distributor	Information to be provided
Whether the distributor received complaints about the Attaching Options.	<ul style="list-style-type: none"> • For such time as the Offer period remains open, within 10 business days after the end of each quarter. • Within 10 business days after the end of the Offer period. 	<ul style="list-style-type: none"> • The number of complaints received. • A summary of the nature of each complaint or a copy of each complaint.
A significant dealing of the Attaching 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.	<ul style="list-style-type: none"> • Details of the significant dealing. • Reasons why the distributor considers that the significant dealing is not consistent with this TMD.



Reporting requirement	Period for reporting to the Company by the distributor	Information to be provided
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 of Attaching Options in accordance with the Prospectus.	A summary of the steps taken by the distributor to ensure that its conduct was consistent with this TMD.

CONTACT DETAILS

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

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