



23 December 2020

ASX Market Announcements  
ASX Limited  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

### **SHARE PURCHASE PLAN OFFER DOCUMENTS**

Please find attached a letter to shareholders and offer memorandum for a share purchase plan offer to shareholders of Catalyst Metals Limited, which are being despatched to Eligible Shareholders today.

Authorised by:

**Frank Campagna**  
Company Secretary



21 December 2020

Dear shareholder

### SHARE PURCHASE PLAN OFFER TO SHAREHOLDERS

Catalyst Metals Limited (**Catalyst**) is pleased to invite you to participate in a non-renounceable Share Purchase Plan, whereby existing eligible shareholders as at 4.00 p.m. Perth time on 18 December 2020 can subscribe for up to \$30,000 worth of New Shares at a subscription price of \$2.10 per Share, in any one of the following parcel options:

Parcel	Amount	Number of Shares
Offer A	\$2,500	1,191
Offer B	\$5,000	2,381
Offer C	\$10,000	4,762
Offer D	\$15,000	7,143
Offer E	\$20,000	9,524
Offer F	\$25,000	11,905
Offer G	\$30,000	14,286

The issue price of the New Shares represents a discount of 18.5% to the volume weighted average price of Catalyst's shares during the last 5 days on which Catalyst shares were traded, up to and including 18 December 2020, being the business day before the Share Purchase Plan was announced. The offer under the Share Purchase Plan provides you with an opportunity to increase your investment in Catalyst at an attractive price and at the same price as shares issued under the \$18 million share placement (**Placement**) undertaken in association with the Henty Gold Mine acquisition and major exploration programme announced to the market on 21 December 2020.

The offer under the Share Purchase Plan will be conducted without a prospectus in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. Catalyst is aiming to raise approximately \$2 million under the Share Purchase Plan but there is no minimum subscription condition. In accordance with the ASX Listing Rules, the maximum number of shares which may be issued under the Share Purchase Plan is 30% of the number of shares on issue. If necessary, applications may be scaled back at the discretion of the Board and also to make sure that no Shareholder would acquire more shares than they can legally acquire at the time allocations are made. Oversubscriptions may also be accepted at the discretion of the Board, subject to available exceptions.

The offer is non-renounceable. This means that you cannot trade or transfer your right to subscribe for New Shares under the Share Purchase Plan.

The right to participate in the offer under the Share Purchase Plan is optional and is available exclusively to Eligible Shareholders whose registered address is in Australia or New Zealand. Permitted Foreign Shareholders may participate in the offer, subject to the terms and conditions set out in the Offer Memorandum.

The proceeds raised from Share Purchase Plan, together with funds raised from Placement, will be used primarily to fund the acquisition of the Henty gold mine, support major exploration campaigns focused on Henty and the Four Eagles and Tandarra joint ventures and other Victorian exploration projects and general working capital requirements.

For further information on the use of proceeds refer to the ASX announcement “Major exploration programs, complementary acquisition and capital raising” released to the market on 21 December 2020.

Each Director who is entitled to participate in the Share Purchase Plan intends to take up the maximum parcel of Shares available to them under the Share Purchase Plan.

You are encouraged to read this Offer Memorandum and the accompanying Application Form fully. If you have any queries in relation to the Share Purchase Plan, you should consult your stockbroker or other professional adviser.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Stephen Boston', written over a horizontal line.

**Stephen Boston**  
Chairman

**CATALYST METALS LIMITED**

**TERMS AND CONDITIONS OF SHARE PURCHASE PLAN**

<p><b>1 Offer under the Share Purchase Plan</b></p>	<p>Catalyst offers each Eligible Shareholder the opportunity to subscribe for New Shares at \$2.10 each in the following parcel options:</p> <table border="1" data-bbox="475 524 1209 904"> <thead> <tr> <th>Parcel</th> <th>Amount</th> <th>Number of Shares</th> </tr> </thead> <tbody> <tr> <td>Offer A</td> <td>\$2,500</td> <td>1,191</td> </tr> <tr> <td>Offer B</td> <td>\$5,000</td> <td>2,381</td> </tr> <tr> <td>Offer C</td> <td>\$10,000</td> <td>4,762</td> </tr> <tr> <td>Offer D</td> <td>\$15,000</td> <td>7,143</td> </tr> <tr> <td>Offer E</td> <td>\$20,000</td> <td>9,524</td> </tr> <tr> <td>Offer F</td> <td>\$25,000</td> <td>11,905</td> </tr> <tr> <td>Offer G</td> <td>\$30,000</td> <td>14,286</td> </tr> </tbody> </table> <p>The New Shares will be fully paid and will rank equally in all respects with Catalyst's existing Shares on issue. Catalyst will apply for quotation of the New Shares on ASX. If an Eligible Shareholder becomes entitled to a fraction of a Share the entitlement will be rounded up to the nearest whole number.</p>	Parcel	Amount	Number of Shares	Offer A	\$2,500	1,191	Offer B	\$5,000	2,381	Offer C	\$10,000	4,762	Offer D	\$15,000	7,143	Offer E	\$20,000	9,524	Offer F	\$25,000	11,905	Offer G	\$30,000	14,286
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<p><b>2 Issue price</b></p>	<p>The issue price of the New Shares is \$2.10 each which represents a discount of 18.5% to the volume weighted average price of Shares during the 5 trading days on which sales of Shares were recorded up to and including the last trading day before this Share Purchase Plan was announced.</p> <p>The issue price of the New Shares is the same price as shares issued under the share placement of \$18 million undertaken in association with the Henty Gold Mine Acquisition and Major Exploration Program announced by the Company on 21 December 2020.</p> <p>Eligible Shareholders should be aware that there is a risk that the market price of the Shares may change between the date of this Offer Memorandum and the date when New Shares are issued under this Share Purchase Plan. This means that the price paid per New Share may be either higher or lower than the market price of Shares on the date the New Shares are issued and allotted under the Share Purchase Plan.</p>																								
<p><b>3 Use of Funds</b></p>	<p>Funds raised from Share Purchase Plan, together with funds raised from the recent share placement of \$18 million, will be used to fund the Henty gold mine acquisition, support major exploration campaigns focused on the Henty project and the Four Eagles and Tandarra joint ventures and other Victorian exploration projects and for general working capital requirements.</p>																								

<p><b>4 Participation in the Share Purchase Plan</b></p>	<p>Participation in the Share Purchase Plan is optional.</p> <p>Each Shareholder with a registered address in Australia or New Zealand as at 4.00 p.m. Perth time on Friday, 18 December 2020 is entitled to participate in the Share Purchase Plan. Further, Permitted Foreign Shareholders may participate in the offer, subject to the terms and conditions set out in Section 3 of the Additional Terms and Conditions.</p> <p>An offer may, at the discretion of the Directors, be made under a share purchase plan once a year. The maximum amount, which any Eligible Shareholder may subscribe for under the Share Purchase Plan (or any similar plan) in any consecutive 12 month period, is A\$30,000. No share purchase plan has been undertaken by the Company in the previous 12 months.</p>
<p><b>5 How to subscribe for New Shares</b></p>	<p>To subscribe for New Shares under the Share Purchase Plan, please follow the instructions on the enclosed Application Form.</p> <p>Applications must be for one of the parcel options specified in item 1 above. You must make payment for the appropriate Application Money, depending on which parcel option you select, as provided in the Application Form. Applications must be received by no later than 5.00 p.m. Perth time on Friday, 22 January 2021.</p> <p>By making an Application and subscribing for New Shares, you agree to be bound by the Terms and Conditions and the Constitution of Catalyst. You will not be able to withdraw or revoke an Application once you have submitted it.</p> <p>By submitting an Application you accept the risk that the market price of the Shares may fall between the date on which you submit the Application and the date the New Shares are issued and allotted.</p>

<p><b>6 Indicative timetable</b></p>	<table border="0"> <tr> <td><b>Record date</b></td> <td>4.00 p.m. Perth time on Friday, 18 December 2020</td> </tr> <tr> <td><b>Announcement of share placement</b></td> <td>Monday, 21 December 2020</td> </tr> <tr> <td><b>Announcement of SPP, cleansing statement and Appendix 3B</b></td> <td></td> </tr> <tr> <td><b>Despatch of SPP Offer Documents and offer open date</b></td> <td>Wednesday, 23 December 2020</td> </tr> <tr> <td><b>Closing date</b></td> <td>5:00 p.m. Perth time on Friday, 22 January 2021</td> </tr> <tr> <td><b>Announcement of results of SPP</b></td> <td>Thursday, 28 January 2021</td> </tr> <tr> <td><b>Date of issue of New Shares and application for quotation</b></td> <td>Friday, 29 January 2021</td> </tr> <tr> <td><b>Despatch of holding statements to participants in the Share Purchase Plan</b></td> <td>Tuesday, 2 February 2021</td> </tr> <tr> <td><b>Expected commencement of trading of New Shares on ASX</b></td> <td>Tuesday, 2 February 2021</td> </tr> </table> <p>The Directors reserve the right to vary the dates for the Share Purchase Plan at their discretion and without notice. Should this occur then this will have a consequential effect on the anticipated date of issue and normal trading of New Shares. Shareholders are encouraged to submit their Application Form as early as possible. Shareholders should confirm their holding before trading in any New Shares.</p>	<b>Record date</b>	4.00 p.m. Perth time on Friday, 18 December 2020	<b>Announcement of share placement</b>	Monday, 21 December 2020	<b>Announcement of SPP, cleansing statement and Appendix 3B</b>		<b>Despatch of SPP Offer Documents and offer open date</b>	Wednesday, 23 December 2020	<b>Closing date</b>	5:00 p.m. Perth time on Friday, 22 January 2021	<b>Announcement of results of SPP</b>	Thursday, 28 January 2021	<b>Date of issue of New Shares and application for quotation</b>	Friday, 29 January 2021	<b>Despatch of holding statements to participants in the Share Purchase Plan</b>	Tuesday, 2 February 2021	<b>Expected commencement of trading of New Shares on ASX</b>	Tuesday, 2 February 2021
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<p><b>7 Scaling back</b></p>	<p>The Company is aiming to raise approximately \$2 million under the Share Purchase Plan but there is no minimum subscription condition that applies. In accordance with the Listing Rules, the maximum number of New Shares that may be issued under the Share Purchase Plan is 30% of the issued share capital. Catalyst reserves the right to scale back Applications on any basis it determines or to accept oversubscriptions, subject to available exceptions. Any Application Money received in excess of New Shares allocated to a Shareholder will be refunded (without interest). If, as a result of scaling back, a Shareholder becomes entitled to a fraction of a Share, the entitlement will be rounded up to the nearest whole number.</p> <p>Scaling back may also occur in order to ensure that a Shareholder does not breach Section 606 of the Corporations Act.</p>																		

<p><b>8 Non-renounceability</b></p>	<p>The offer under the Share Purchase Plan is non-renounceable. This means that the right to subscribe for New Shares under the Share Purchase Plan is not transferable.</p>
<p><b>9 Other information</b></p>	<p>Eligible Shareholders are reminded that a further investment in Catalyst is speculative in nature and there is no guarantee with respect to return on capital investment, payment of dividends or future value of Catalyst’s shares.</p> <p>In addition to the publicly available information regarding Catalyst, Shareholders should also be aware that there are a number of risks that could adversely affect Catalyst’s financial position, prospects or share price. Some of the key risks include:</p> <ul style="list-style-type: none"> <li>• risks associated with the acquisition of the Henty Gold Mine, including but not limited to the risk: <ul style="list-style-type: none"> <li>- of failing to meet strategic objectives, or achieve expected financial and operational performance;</li> <li>- that the Company cannot successfully achieve its turnaround strategy for the Henty Gold Mine and make the operations profitable;</li> <li>- that unforeseen material adverse issues or expenses could arise; and</li> <li>- that integration may take longer or cost more to achieve than originally expected.</li> </ul> </li> <li>• risks associated with fluctuations in gold price and market conditions that could impact Catalyst’s potential future earnings, profitability and growth.</li> <li>• risk that Catalyst may require further funding in the future, which could result in dilution to Shareholders and may not be available on terms favourable to Catalyst.</li> <li>• business and operational risks associated with being a gold explorer and producer, including those related to health and safety, environment, possible contractual and joint venture partner non-compliance, mandatory tenement area relinquishment, unforeseen expenses and changes in legislation or regulation that could negatively impact on its operations.</li> </ul> <p>Please note that this is not an exhaustive list of all the risks relevant to an investment in the Company and it is recommended that you consult your professional adviser before making any investment decisions. Please also see the presentation “Catalyst Investor and Capital Raising Presentation” released by the Company on ASX on 21 December 2020 for more information on the Company, the acquisition of the Henty Gold Mine and the risks of investing in the Company.</p>

## **ADDITIONAL TERMS AND CONDITIONS OF SHARE PURCHASE PLAN**

### **1 Level of participation**

- 1.1 Eligible Shareholders can choose to subscribe for New Shares in one of the parcel options specified in item 1 of the table above, for a maximum of \$30,000 and a minimum of \$2,500 worth of New Shares.
- 1.2 Joint holders will be treated as a single registered holding for the purposes of the offer under this Share Purchase Plan and the joint holders are entitled to participate in respect of that single holding only. Any Eligible Shareholder (other than a Custodian) that receives more than one offer to participate in the Share Purchase Plan can only subscribe for a maximum of \$30,000 of New Shares in total. Catalyst reserves the right to reject any Application where it believes this has not been complied with.
- 1.3 By making an Application, a Shareholder (other than a Custodian) certifies to Catalyst that at the time of the application, the total of the application price taking into account all of the following, does not exceed \$30,000:
  - 1.3.1 the New Shares the subject of the Application; and
  - 1.3.2 any other Shares issued to the Shareholder under the Share Purchase Plan or any similar arrangement in the 12 months before the Application; and
  - 1.3.3 any other Shares which the Shareholder has instructed a Custodian to acquire on its behalf under the Share Purchase Plan; and
  - 1.3.4 any other Shares issued to a Custodian under an arrangement similar to the Share Purchase Plan in the 12 months before the Application as a result of an instruction given by the Shareholder to the Custodian to apply for Shares and which resulted in the Shareholder holding beneficial interests in the Shares.

### **2. Custodians, trustees and nominees**

- 2.1 Eligible Shareholders that are Custodians may apply for up to \$30,000 worth of New Shares for each beneficiary for whom they act as Custodian provided the Custodian annexes to the Application Form a custodian certificate which complies with the requirements of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Custodian Certificate**).
- 2.2 By providing a Custodian Certificate, an Eligible Shareholder represents and warrants to Catalyst that it is a "custodian" within the definition ascribed to that term in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
- 2.3 Catalyst reserves the right to reject any Application to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements.
- 2.4 If you require a Custodian Certificate please contact Catalyst's Share Registry, Automic Group on telephone number 1300 288 664 or by email at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au).
- 2.5 If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings in clause 1.1 and 1.2 apply.
- 2.6 Nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the SPP, in any country outside Australia, New Zealand and Singapore except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the SPP.



### **3. Foreign holders**

- 3.1 Catalyst has decided that it is unreasonable to make the offer under the Share Purchase Plan to Shareholders who have a registered address in a country other than Australia and New Zealand and the jurisdictions applicable to Permitted Foreign Shareholders, having regard to the number of Shareholders in such places, the number and value of the New Shares they would be able to apply for and the substantial costs of complying with the legal and regulatory requirements in those jurisdictions.
- 3.2 Consequently, no offer is made under the Share Purchase Plan in any jurisdiction outside of Australia or New Zealand unless the offer is to a Permitted Foreign Shareholder and the offer would not result in a breach of the relevant securities laws and regulations in the jurisdiction of the Permitted Foreign Shareholder. No offer is made under this Share Purchase Plan in any place in which, or to persons to whom, it would not be lawful to make an offer. 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 expressly permitted by this document.
- 3.3 By making an Application, a Permitted Foreign Shareholder warrants that the offer under the Share Purchase Plan, the Application by the Permitted Foreign Shareholder and the issue of New Shares to the Permitted Foreign Shareholder under the offer does not constitute a breach of the relevant securities laws and regulations in the jurisdiction of the Permitted Foreign Shareholder.
- 3.4 Eligible Shareholders holding Shares on behalf of persons who are resident outside of Australia and New Zealand are responsible for ensuring that the subscription for the New Shares under the Share Purchase Plan does not breach regulations in the relevant overseas jurisdiction.

#### **3.5 Hong Kong**

WARNING: 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 of the contents of this document, you should obtain independent professional advice.

#### **3.6 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) of Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's shares. In the event that you are not such a person, 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. There are on-sale restrictions in Singapore that 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.

### 3.7 United States

This Offer Memorandum must not be released or distributed in the United States. The New Shares have not been and will not be registered under the United States Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be subscribed for by a person in the United States or by persons who are acting for the account or benefit of a person in the United States. The New Shares may not be offered, sold or resold in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the United States Securities Act of 1933 and the applicable securities law of any state or other jurisdiction in the United States.

### 4. **Costs**

- 4.1 There are no brokerage or transaction costs payable by Eligible Shareholders that participate in the Share Purchase Plan.

### 5. **ASX Listing Rules**

- 5.1 The Listing Rules allow the issue of up to \$30,000 worth of New Shares under the Share Purchase Plan to each Eligible Shareholder (including Eligible Shareholders who are related parties of Catalyst) without obtaining Shareholder approval for the purposes of Listing Rules 7.1 or 10.11, provided the following conditions are complied with:

- 5.1.1 the discount offered under the Share Purchase Plan is no greater than 20% of Catalyst's average Share price over the last 5 days on which sales of Catalyst's Shares were recorded, either before the date on which the Share Purchase Plan was first announced, or before the day on which the issue is made under the Share Purchase Plan; and
- 5.1.2 the number of Shares to be issued under the Share Purchase Plan is not greater than 30% of the number of Shares already on issue.

### 6. **Catalyst's discretion regarding Applications**

- 6.1 The Board may accept or reject Applications at its discretion, including but not limited to cases where:
- 6.1.1 an Application Form is incorrectly completed, incomplete or otherwise determined by the Board to be invalid;
- 6.1.2 an Application Form is received after the Closing Date;
- 6.1.3 the correct Application Money is not tendered with the Application;
- 6.1.4 a cheque is dishonoured or has not been completed correctly or accurately; or
- 6.1.5 the Board forms the opinion that the subscription of New Shares by the Eligible Shareholder would result in a breach of law or regulation.
- 6.2 If the Board rejects an Application, the Application Money will be refunded (without interest). The Board reserves the right to waive strict compliance with the Terms and Conditions.
- 6.3 Catalyst reserves the right to scale back Applications on any basis it determines. Any Application Money received in excess of New Shares allocated to a Shareholder will be refunded (without interest). If, as a result of scaling back, a Shareholder becomes entitled to a fraction of a Share, the entitlement will be rounded up to the nearest whole number.
- 6.4 The Board may, in its absolute discretion, vary, terminate or waive this Share Purchase Plan or any of the Terms and Conditions at any time, whether because of a change of law, an ASIC requirement or policy or any other circumstances relevant to this Share Purchase Plan or Catalyst. If Catalyst exercises this discretion it will promptly notify the ASX. Failure to notify Shareholders of a change to, waiver of or termination of this Share Purchase Plan or the Terms and Conditions will not invalidate the change, waiver or termination. If Catalyst terminates this Share Purchase Plan all Application Money received will be refunded (without interest).

## **7. Dispute policy**

- 7.1 The Board may make determinations in any manner it thinks fit in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of this Share Purchase Plan whether generally or in relation to any Shareholder or Application. Any determinations by the Board will be conclusive and binding on all Shareholders and other persons to whom the determination relates.
- 8.2 Catalyst reserves the right to waive strict compliance with any provision of the Terms and Conditions. The powers of Catalyst under the Terms and Conditions may be exercised by the Directors or any delegate of the Directors.

## **8. Reliance on Offer Memorandum**

- 8.1 This Offer Memorandum has been prepared in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, which relates to share purchase plans that do not require a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Memorandum is considerably less than the level of disclosure required in a prospectus or other disclosure document.
- 8.2 Nothing in this Offer Memorandum constitutes financial or investment advice. In deciding whether or not to participate in the Share Purchase Plan, you should rely on your own knowledge of Catalyst, refer to disclosures made by Catalyst to ASX (which are available for inspection on the ASX website at [www.asx.com.au](http://www.asx.com.au) and on Catalyst's website at [www.catalystmetals.com.au](http://www.catalystmetals.com.au)) and seek the advice of your professional adviser.

## **9. Further information**

- 9.1 If you have any questions about your entitlement to New Shares, please contact either:
  - 9.1.1 Catalyst's share registry, Automic Group on telephone number 1300 288 664 or by email at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au); or
  - 9.1.2 your stockbroker or professional adviser.

## GLOSSARY

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In this Offer Memorandum, the following words have the following meanings unless the context requires otherwise:

<b>\$</b>	A reference to \$ or dollars means Australian dollars.
<b>Additional Terms and Conditions</b>	The additional terms and conditions of the Share Purchase Plan as set out in the Offer Memorandum.
<b>Application</b>	An application for New Shares under the Share Purchase Plan made in accordance with the instructions on the enclosed Application Form.
<b>Application Form</b>	The personalised form accompanying this Offer Memorandum.
<b>Application Money</b>	The application money required for a subscription of New Shares under this Share Purchase Plan, as applicable to the parcel option selected.
<b>ASIC</b>	The Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited (as the context requires).
<b>Board</b>	The board of Directors.
<b>Catalyst</b>	Catalyst Metals Limited (ACN 118 912 495).
<b>Closing Date</b>	The last date for accepting the offer under this Share Purchase Plan, being 4.00 pm Perth time on Friday, 22 January 2021, or such other date and/or time determined by the Board.
<b>Corporations Act</b>	Corporations Act 2001 (Cth).
<b>Custodian</b>	Has the meaning given in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547
<b>Directors</b>	The directors of Catalyst.
<b>Eligible Shareholders</b>	Shareholders with a registered address in either Australia, New Zealand, at 4.00 pm Perth time on Friday, 18 December 2020 and, subject to Section 3 of the Additional Terms and Conditions, Permitted Foreign Shareholders.
<b>Listing Rules</b>	The official listing rules of ASX.
<b>New Share</b>	A Share to be issued pursuant to this Offer Memorandum.
<b>Offer Memorandum</b>	This memorandum under which the offer in respect of the Share Purchase Plan is being made.
<b>Permitted Foreign Shareholder</b>	A Shareholder with a registered address in either Singapore or Hong Kong at 4.00 pm Perth time on Friday, 18 December 2020 who can validly give the warranties required in section 3.3 of the Additional Terms and Conditions.
<b>Record Date</b>	4:00 p.m. Perth time on Friday, 18 December 2020.
<b>Share</b>	A fully paid ordinary share in the capital of Catalyst.
<b>Shareholder</b>	A registered holder of Shares.
<b>Share Purchase Plan</b>	The share purchase plan, the terms and conditions of which are set out in this Offer Memorandum and the Application Form.
<b>Terms and Conditions</b>	The terms and conditions of the Share Purchase Plan as set out in the Offer Memorandum and the Application Form, including the Additional Terms and Conditions.