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**INDICATIVE TERM SHEET**

This Indicative Term Sheet specifies the time table and terms and conditions upon which the fully paid ordinary B Class shares in Unity Energy & Resources (Singapore) Limited ("**Unity or the Company**") are being issued in this Pre IPO capital raising.

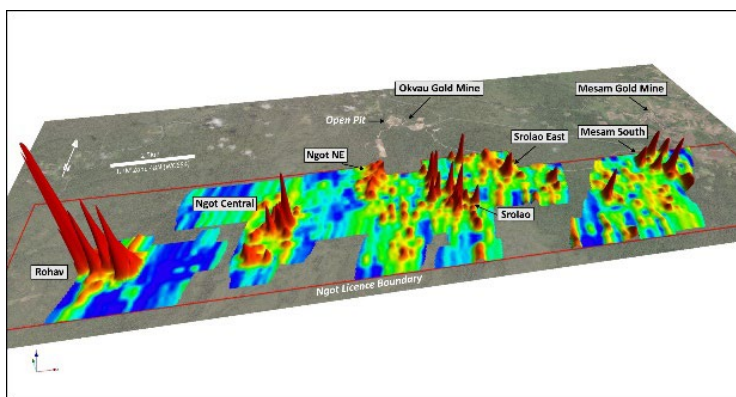
OVERVIEW			
Type of Transaction	Private Placement	Current Share Price	A\$0.10
Country	Singapore	Market Capitalisation	A\$9.4m
Issuer	Unity Energy & Resources (Singapore) Limited	Cash Balance	A\$0.23m (15 September 2024)
Industry Group	Metals & Mining	Listing	Unlisted Public Company
OFFER DETAILS			
Offer	Private Placement to raise approximately A\$500,000 (before costs) through the issue of approximately 5 million fully paid Class B ordinary shares in the Company (“ <b>New Shares</b> ”), with the ability to accept oversubscriptions of up to an additional A\$0.3 million at the sole discretion of the Board of Unity (“ <b>Placement</b> ”).  The New Shares will rank pari-passu with the existing fully paid Class B ordinary shares in the Company. New Shares issued under the Private Placement will be issued pursuant to the Company’s existing placement capacity under the Singapore  <b>Unity is inviting Eligible Investors to apply for New Shares in the Placement.</b>		
Offer Price	A\$0.10 per New Share.		
Use of Proceeds	Proceeds will be used to fund the following: <ul style="list-style-type: none"><li>• Exploration (surveying, sampling, assaying);</li><li>• IPO preparation; and</li><li>• Working capital (including costs of the Offer).</li></ul>		
Manager	JS First SDN BHD (“ <b>JS First</b> ”), Canaccord Genuity (Australia) Limited (“ <b>Canaccord</b> ”) and Bacchus Capital Advisers (“ <b>Bacchus</b> ”) are acting as Lead Managers to the Private Placement.		
Offer Restrictions	Only Eligible Investors as defined in the Important Notice and Disclaimer may participate in the Placement, including: <ul style="list-style-type: none"><li>• in Australia to ‘sophisticated investors’ (as defined in section 708(8) of the Corporations Act), ‘professional’ investors (as defined in section 708(11) of the Corporations Act), or if the offer is made through a financial services licensee and the requirements of section 708(10) of the Corporations Act are satisfied; and</li><li>• to certain institutional and professional investors in European Union, Hong Kong, New Zealand, Singapore, Cambodia, Laos, Malaysia and the United Kingdom in transactions exempt from relevant prospectus and registration requirements.</li></ul>		
Information Materials	The Company’s website is at <a href="http://www.unityenergy.com.au">www.unityenergy.com.au</a> and information & announcements of the Company are available on this website		
COMPANY OVERVIEW			
<ul style="list-style-type: none"><li>• Unity Energy &amp; Resources (Singapore) limited is an unlisted public mineral exploration company in Singapore with a focus on building a portfolio of highly prospective gold, base metals and other minerals projects in S E Asia</li><li>• Unity has a number of projects where they are focused on discovering ‘giant’ intrusion related gold (IRG) and/or porphyry copper in Cambodia:<ul style="list-style-type: none"><li>○ <b>Ngot Project</b> - Adjacent to producing 1Moz granite hosted gold mine</li><li>○ <b>O’Phlay Project</b> - High-grade gold vein swarm in granite</li><li>○ <b>Ta Vaeng Project</b> - Major porphyry-style copper-gold targets associated with intrusions (Application)</li></ul></li><li>• Unity’s Ngot Project is adjacent to Emerald Resources NL (100%) owned Okvau Gold Mine with a +1.1Moz resource and one of the lowest gold production costs on the ASX (28.8koz at AISC US\$793/oz) – Emerald currently has a market capitalisation of A\$2.9 bn.</li><li>• Unity’s projects are located in Ministry of Environment Protected Areas. Exploration is permitted in these areas. The Cambodian Government is willing to re-zone portions of Protected Areas for mining. 11.5km<sup>2</sup> from the Phnom Prich Nature Reserve was re-zoned to “Sustainable Use” for Emerald Resources’ Okvau Gold Mine. Ngot lies in the same Protected Area.</li><li>• <b>Unity is preparing an IPO to list on the ASX – Q4 CY2024</b></li><li>• <b>Canaccord Genuity (Australia) to be the Lead Manager for the IPO</b></li><li>• <b>Bacchus Capital Advisers (UK) and JS First to be Co-Managers for the IPO</b></li></ul>			

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## PROJECTS OVERVIEW

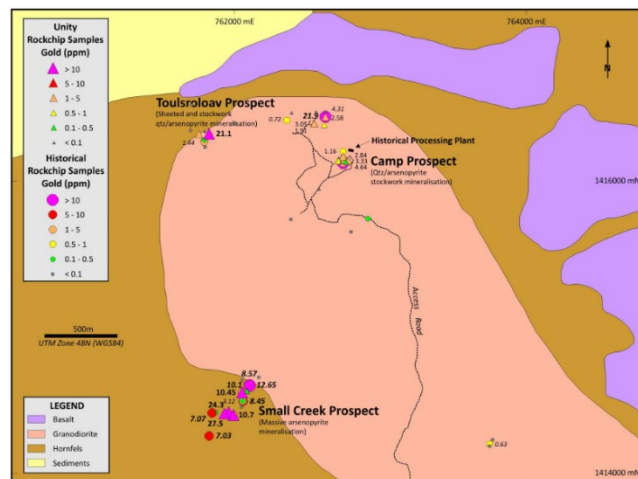
### Ngot Gold Project – Cambodia:

- Unity's exploration licence (area 112.4km<sup>2</sup>) - Unity 85% ownership
- Granted 4 August 2023 (3 years + 2 x 2 years renewals)
- Located in MOE protected zone (Phnom Prich Nature Reserve)
- Emerald Resources (ASX:EMR) Okvau Gold Mine (Indicated & Inferred Mineral Resource of 17.7Mt @ 2.0g/t gold for 1.1Moz of gold) mining licence is directly adjacent to the Ngot exploration licence.
- Mineralisation within Ngot is similar to the intrusion-related gold (IRG) style of mineralisation at the Okvau Gold Mine. Cretaceous polyphase intrusions and structures hosting Okvau extend into Ngot
- Intrusion-Related Gold (IRG) similar to Tintina Gold Province in Alaska (e.g. Pogo: 11.7Moz @ 11.3g/t gold)
- Gold association with bismuth, antimony, tellurium & arsenic
- Unity rock chips up to 44g/t gold, 33.3g/t gold, 26.9g/t gold
- **Mineralisation generally lies within distinct NNE trending corridors:**
  - **Rohav Prospect:** high-grade gold mineralisation extending under basalt cove in the western portion of Ngot.
  - **Ngot Central Prospect:** strong and coherent 2.8km x 1km gold-in-soil anomaly over a diorite intrusion; rock chips up to 44g/t gold from sheeted and stockwork veins exposed in artisanal workings..
  - **Ngot NE Prospect:** coherent 2km x 0.7km gold-in-soil anomaly extending to the Okvau mining licence boundary; the Okvau Gold Mine lies 2km NNE.
  - **Srolao Prospect:** stacked gold-in-soil anomalies related to high-grade gold sheeted and stockwork veins, which are the current focus of artisanal mining in Ngot.
  - **Mesam South Prospect:** sheeted veins extend thorough eastern portion of Ngot from the Mesam Gold Mine (1.8km NNE).



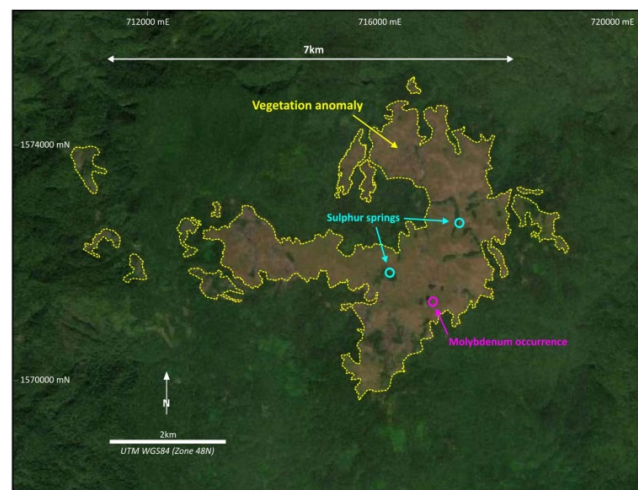
### O'Phlay Gold Project – Cambodia:

- Unity's exploration licence (area 195.6km<sup>2</sup>) - Unity 85% ownership
- Granted 4 August 2023 (3 years + 2 x 2 years renewals)
- Located in MOE protected area (SrePok)
- Historical mining operation (Gold Metal Group) & limited exploration undertaken
- Intrusion-Related Gold (IRG) style mineralisation (similar to Okvau gold deposit)
- Broad zones (up to 40m wide) of sheeted & stockwork quartz + arsenopyrite vein mineralisation hosted in granodiorite & hornfels (sediments)
- Unity rock chips up to 27.5g/t gold, 24.3g/t gold, 21.1g/t gold
- Historical Oxiana/OZ Minerals rock chip sampling returned gold grades up to 16.4g/t gold



### Ta Vaeng Copper & Gold Project – Cambodia:

- Unity exploration licence application (area 199km<sup>2</sup>) - Unity 85% ownership
- Situated in MOE protected area (Virechy National Park)
- Large altered volcanic package (massive, vuggy & granular silica with pyrophyllite-dickite-diaspore-andalusite-topaz) an interpreted lithocap
- 7km x 5km vegetation anomaly believed to be due to hydrothermal alteration above intrusive system
- Sulphur-rich springs
- Recorded molybdenum occurrence
- The scale of the system and the intensity of the alteration suggests potential for sizable mineral deposit (Unity is targeting copper-gold)
- No drilling has ever been conducted
- IESIA study completed & Inter-Ministerial Meeting approval received on 17 August 2023. Waiting final approval by Ministry of Environment



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CAPITAL STRUCTURE		
	Securities	Funds Raised
Shares currently on issue <sup>2</sup>	93.91m	
New Shares to be issued under the Offer <sup>1</sup>	5.00m	A\$500,000
Shares on issue post Offer	98.91m	
Post-Offer Market Capitalisation at the Offer Price	\$9.89m	
Pre-Offer Enterprise Value @ Offer Price (AUD\$0.10)	A\$9.39m	
<div>1. Assumes ~A\$0.5m private capital raise @ A\$0.10/ Ordinary Shares offered</div> <div>2. Unity has 40.86m Warrants and Options on issue with varying exercise prices</div>		
INDICATIVE OFFER TIMETABLE		
Event	Time / Date	
Firm Bids Due	4:00pm Tuesday, 1 October 2024	
Allocations and subscription agreements sent	Thursday, 3 October 2024	
Settlement of Ordinary Shares	Thursday, 10 October 2024	
The Company reserve the right to vary these times and dates.		
All times are Australian Eastern Standard Time unless otherwise indicated		
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#### International Offer Restrictions

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#### New Zealand

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

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

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

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

### **Singapore**

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

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

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. 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.

If you (or any person for whom you are acquiring the New Shares) are in Singapore, you (and any such person):

- represent and warrant that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the Securities and Futures Act 2001 of Singapore ("SFA"));
- represent and warrant that you will acquire the New Shares in accordance with applicable provisions of the SFA; and
- acknowledge that the offer of the New Shares is subject to the restrictions (including resale restrictions) set out in the SFA.

### **United Kingdom**

Neither this document nor any other document relating to the offer has been approved by a person authorised under the Financial Services and Markets Act 2000 ("FSMA") for the purposes of section 21 of FSMA. Reliance on this document for the purpose of engaging in any investment activity may expose an individual to a significant risk of losing all of the property or other assets involved.

The document is only being made available to the following:

- (a) persons having professional experience in matters relating to investments and who are investment professionals as specified in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order");
- (b) persons to whom Article 49(2) of the Financial Promotion Order applies, being high net worth companies, unincorporated associations, partnerships or trusts or their respective directors, officers or employees as described in Article 49 of the Financial Promotion Order;
- (c) persons to whom Article 48 (Certified High Net Worth Individuals) of the Financial Promotion Order applies; and
- (d) persons to whom Article 50 (Sophisticated investors) or Article 50A (Self certified sophisticated investors) of the Financial Promotion Order applies.

It is a condition of your receiving the document that you fall within, and you warrant to the Company that you fall within, one of the categories of person described above. If the recipient does not fall within one of the categories above the recipient should either return, destroy or ignore the information in this document.

### **United States**

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

### **ELIGIBLE INVESTORS**

By receiving this document, the recipient represents, acknowledges and agrees that it is an Eligible Investor in that it is an institutional or professional investor as defined below for the jurisdiction where such investor is resident:

- **Australia:** If in Australia, the recipient is an "(i) "sophisticated investor" as defined in section 708(8) of the Corporations Act 2001 (Cth); or (ii) "experienced investors" pursuant to section 708(10) of the Corporations Act 2001 (Cth); or (iii) "professional investor" as defined in section 708(11) of the Corporations Act 2001 (Cth).
- **New Zealand:** If in New Zealand, the recipient is a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the "**FMC Act**"), (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.
- **Hong Kong:** If in Hong Kong, the recipient is a "professional investor" as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong.
- **Singapore:** If in Singapore, the recipient is an "institutional investor" or "relevant person" (as such terms are defined in the Securities and Futures Act of Singapore).
- **United Kingdom:** If in the United Kingdom, the recipient is a person having professional experience in matters relating to investments and who are investment professionals as specified in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order"); or (b) a person to whom Article 49(2) of the Financial Promotion Order applies, being high net worth companies, unincorporated associations, partnerships or trusts or their respective directors, officers or employees as described in Article 49 of the Financial Promotion Order; or (c) a person to whom Article 48 (Certified High Net Worth Individuals ) of the Financial Promotion Order applies; or (d) a person to whom Article 50 (Sophisticated investors) or Article 50A (Self certified sophisticated investors) of the Financial Promotion Order applies.
- **Other Foreign Jurisdictions:** If in any other jurisdiction than abovementioned, the recipient is an institutional or professional investor to whom an offer of securities can lawfully be made, and to whom the securities can lawfully be issued without the need for any registration, lodgement or other formality (other than one with which Unity is willing to comply).

**This document has been provided to you on the basis that you are an Eligible Investor. If that is not the case, you must immediately return this document to the Issuer.**