

Confidential Term Sheet

A\$1.2 million Pre-IPO Raise @ 10 cents

PRIVATE AND CONFIDENTIAL – ONLY FOR INSTITUTIONAL AND PROFESSIONAL INVESTORS IN AUSTRALIA, NEW ZEALAND, HONG KONG, SINGAPORE, CAMBODIA, THAILAND AND THE UNITED KINGDOM

NOT FOR DISTRIBUTION IN THE UNITED STATES

OVERVIEW

Type of Transaction	Pre-IPO Offering		
Country	Australia	Pre-Money Valuation	A\$7.5m
Issuer	Unity Energy & Resources (Singapore) Limited (“Unity”, or the “Company”)	Industry Group	Precious Metals – Developer/Explorer
Listing	Unlisted Public Company		

OFFER DETAILS

Joint Lead Managers & Bookrunners Canaccord Genuity (Australia) Limited (“Canaccord”) and Bacchus Capital Advisers (“Bacchus”) or the “Lead Managers”)

Transaction Details

The Company seeks to raise A\$1.2 million by issuing approximately 12,000,000 million new fully paid ordinary shares in the Company (“New Shares”) via a Pre-IPO capital raising (the “Offer”). The Company reserves the right to take oversubscriptions at its discretion.

Offer Price AUD\$0.10 per New Share

Use of Proceeds

Proceeds of the Offer will be used to fund:

- Cambodia Exploration (sampling, trenching, licensing)
- Operational Expenses
- Review of new project opportunities
- IPO and fundraising costs

Restrictions

Only Eligible Purchasers as defined in the Important Notice and Disclaimer may participate:

- in Australia to “sophisticated”, “experienced”, and “professional investors” (as defined in section 708(8), 708(10) and 708(11) of the Australian Corporations Act 2001 (Cth)); and
- to certain institutional and professional investors in New Zealand, Hong Kong, Singapore, Cambodia, Thailand and the United Kingdom.

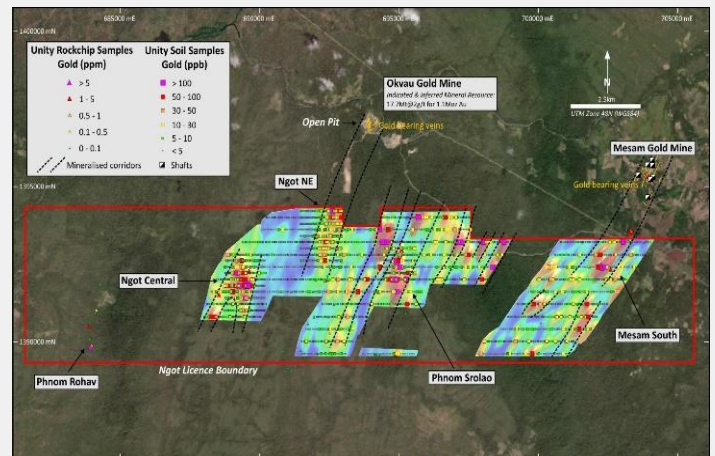
COMPANY OVERVIEW

- Unity Energy & 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
- Unity has a number of projects where they are focused on discovering ‘giant’ intrusion related gold (IRG) and/or porphyry copper in Cambodia:
 - **Ngot Project** - Adjacent to producing 1Moz granite hosted gold mine
 - **O’Phlay Project** - High-grade gold vein swarm in granite
 - **Ta Vaeng Project** - Major porphyry-style copper-gold targets associated with intrusions
- 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 (29.2koz at AISC US\$799/oz – Dec Qtr 2023) – Emerald currently has a market capitalisation of \$2.2bn.
- 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. 11.5km² 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.

PROJECTS OVERVIEW

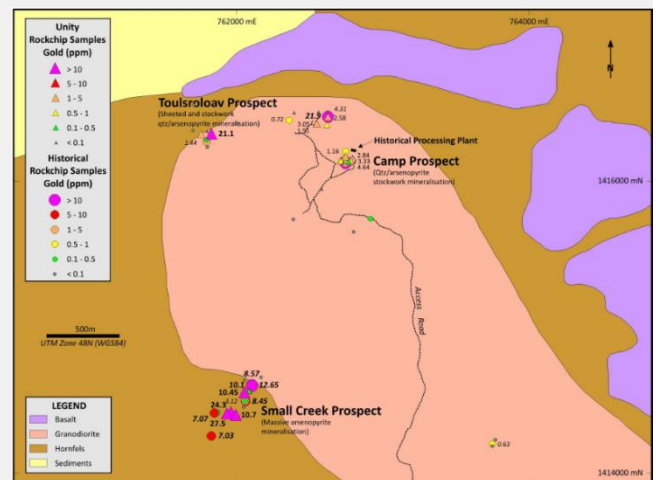
Ngot Gold Project – Cambodia:

- Unity’s exploration licence (area 112.4km²) - 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: 6Moz @ 9.6g/t gold)
- Gold association with bismuth, antimony, tellurium & arsenic
- Multiple, major gold-in-soil anomalies – cumulative strike length >15km
- **Mineralisation generally lies within distinct NNE trending corridors:**
 - **Ngot Central Prospect:** 2km x 1km gold-in-soil anomaly, Unity rock chips up to 44g/t gold & 33.3g/t gold.
 - **Ngot NE Prospect:** 2km x 0.7km gold-in-soil anomaly that extends from the Okvau Gold Mine 2.5km NNE of Unity’s licence
 - **Phnom Srolao Prospect:** high-grade gold sheeted veins (up to 26.9g/t gold) and 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).
 - **Rohav Prospect:** veins located in the western portion of Ngot. Unity rock chips up to 24.7g/t gold.



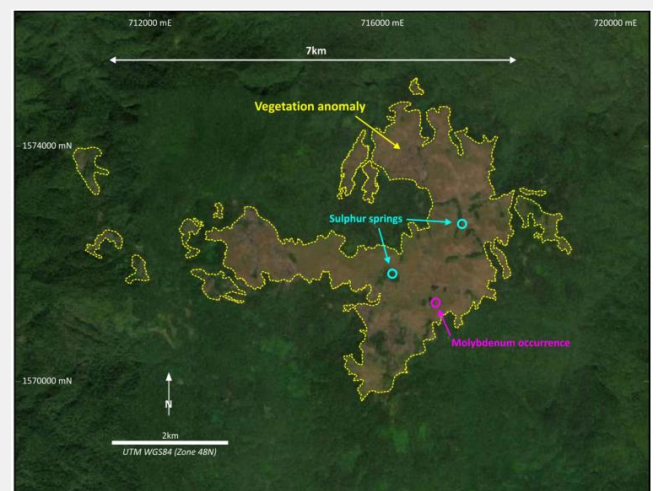
O’Phlay Gold Project – Cambodia:

- Unity’s exploration licence (area 195.6km²) - 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 license application (area 199km²) – 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

PATH FORWARD

Ngot

- Soil sampling (3,000 samples) – first pass & infill (2,000 collected waiting assay)
- Reconnaissance mapping & rock chip sampling
- 2km trenching
- Drilling (after IPO)

O'Phlay

- First pass soil sampling (1,000 samples)
- Reconnaissance mapping & rock chip sampling

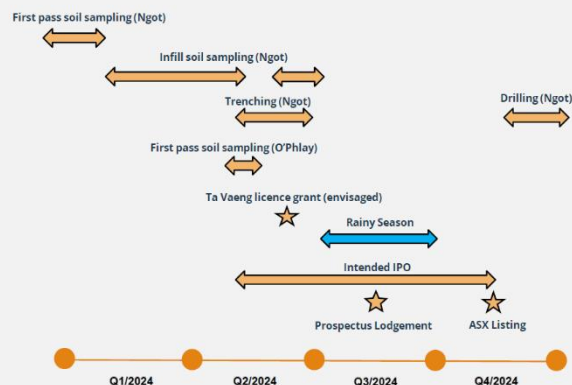
Ta Vaeng

- Finalise licencing

Corporate

- Intended IPO currently planned for Q4CY2024

Indicative Timeline (12 Months)



CAPITAL STRUCTURE

	Securities	Funds Raised
Shares currently on issue ²	75.23m	
New Shares to be issued under the Offer ¹	12.00m	A\$1,200,000
Shares on issue post Offer	87.23m	
Post-Offer Market Capitalisation at the Offer Price	\$8.72m	
Pre-Offer Enterprise Value @ Offer Price (AUD\$0.10)	A\$7.42m	

1. Assumes –A\$1.2m Pre-IPO capital raise @ A\$0.10/ Ordinary Shares offered
2. Unity has 40.9m Warrants and Options on issue with varying exercise prices

INDICATIVE OFFER TIMETABLE^{1,2}

Event	Time / Date
Bookbuild open	11:00am Tuesday, 14 May 2024
Firm Bids Due	9:00am Friday, 17 May 2024
Allocations advised and subscription agreements sent	11:00am Friday, 17 May 2024
Subscription agreements signed and returned	9:00am Monday, 20 May 2024
Settlement of Ordinary Shares	Thursday, 23 May 2024

1. The Lead Manager and the Company reserve the right to vary these times and dates.
2. All times are Australian Eastern Daylight Time unless otherwise indicated

FOR MORE INFORMATION PLEASE CONTACT

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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.

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- 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.

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(a) are an existing securityholder of the Issuer who is participating in an Entitlement Offer;

(b) are an "institutional investor" as prescribed in the Notification of the Securities and Exchange Commission No. GorJor. 17/2551 Re: Determination of the Definitions in the Notifications for the Issuance and the Offering of the Securities dated 15 December 2008 (as amended), the Notification of the Capital Market Supervisory Board no. TorJor 5/2558 Re: Conditions for the Private Placement of Shares issued by the Foreign Company, and the Notification of the Capital Market Supervisory Board no. GorJor 2/2558 Re: Waiver for the Filing of a Registration Statement and Prospectus for the Private Placement of Shares issued by the Foreign Company; or

(c) approached the Issuer or a Lead Manager on Your own initiative and are not subscribing for the Securities as a result of any marketing by the Issuer or any person acting on its behalf in Thailand.

United Kingdom

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- (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.

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- **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.

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