

2 May 2022

Zeus Resources Limited (ASX: ZEU) ("Company")

Ongoing ASX Suspension

Zeus Resources Limited (ASX: **ZEU** | ACN 139 183 190) ("**Zeus**" or the "**Company**") wishes to advise shareholders that in the late afternoon of 28 April 2022 we received communication from ASX which sets out their requirements of ZEU to reinstatement on the exchange. Following is part of the text from their letter:

*Based solely on the information provided, **ASX can see no reason why the securities of ZEU should not be reinstated to official quotation**, subject to compliance with the following conditions precedent:*

1. *ZEU releasing, prior to reinstatement, a full form prospectus pursuant to section 710 of the Corporations Act 2001 (Cth) ('Prospectus') in respect of the offer of ZEU securities for the purposes of the Capital Raising. Without limiting the generality of the foregoing, the Prospectus must include:*
 - 1.1 *A reviewed pro forma statement of financial position where the review is conducted in accordance with the Australian auditing standards by a registered company auditor or an independent accountant and a copy of the auditor or independent accountant's report is also included in the Prospectus.*
 - 1.2 *The proposed use of funds in conjunction with the Capital Raising.*
 - 1.3 *A statement that ZEU will have sufficient working capital to carry out its proposed activities as disclosed in the Prospectus.*
 - 1.4 *An Independent Geologist's Report.*
2. *Completion of the Capital Raising under the Prospectus, closure of the Prospectus, and confirmation that GCR has reached minimum subscription.*
3. *Confirmation in a form acceptable to ASX that ZEU has received cleared funds for the complete amount of the issue price of every security allotted and issued to every successful applicant for securities pursuant to the Capital Raising under the Prospectus.*
4. *ZEU demonstrating compliance with Listing Rule 12.1, at the time of reinstatement, to the satisfaction of ASX, including by:*
 - 4.1 *Completing, and announcing to the market (by release on MAP) the completion and results of, at least the following activities in GCR's exploration program:*
 - 4.1.1 *At the Mortimer Hills Project (E09/2147), Phase 3 of ZEU's exploration program for this project, comprising follow up mapping and prospecting for Lithium pegmatite targets and further geophysical surveying to attempt to define potential base metal targets with the potential to host massive sulphide mineralisation, as set out in the announcement released by ZEU on MAP dated 7 March 2022.*
 - 4.1.2 *At the Wiluna Project (E53/1603 & ELA53/2197), Phase 3 of ZEU's exploration program for this project, comprising drilling and a hydrological pump test within the*

granted tenement (E53/1603), as set out in the announcement released by ZEU on MAP dated 1 December 2021 and reiterated in ZEU's quarterly activities report for the period ending 31 March 2022 released by ZEU on MAP on 27 April 2022.

4.2 Providing (for release to the market as pre-reinstatement disclosure):

4.2.1 An update on the status of the Mortimer Hills Project, including:

(a) Details of exploration activities undertaken to date (including site visits and fieldwork).

(b) Disclosure of any outstanding assay results from exploration activities undertaken to date.

(c) Details of the remaining phases of ZEU's proposed exploration program, which must be of a sufficient size and budget to the satisfaction of ASX. The details provided must include the expenditure and the time frame for the completion of each stage of the exploration program, including Phases 4, 5 and 6 (to the extent that the relevant Phase has not been completed at the time of disclosure of these details and that, having regard to the results from the previous Phases of the exploration program, ZEU intends to proceed with the exploration program for the relevant Phase).

(d) Confirmation of ZEU's commitment to undertaking the remaining phases of ZEU's proposed exploration program (as referred to in the preceding subparagraph).

4.2.2 An update on the status of the Wiluna Project (E53/1603 & ELA53/2197), including:

(a) Details of exploration activities undertaken to date (including site visits and fieldwork).

(b) Disclosure of any outstanding assay results from exploration activities undertaken to date. 4/6 ASX Customer Service Centre 131 279 | asx.com.au

(c) Details of the remaining phases of ZEU's proposed exploration program, which must be of a sufficient size and budget to the satisfaction of ASX. The details provided must include the expenditure and the time frame for the completion of each stage of the exploration program, including Phase 4 (to the extent that Phase 4 has not been completed at the time of such disclosure and that, having regard to the results from the previous Phases of the exploration program, ZEU intends to proceed with the exploration program for Phase 4).

(d) Confirmation of ZEU's commitment to undertaking the remaining phases of ZEU's proposed exploration program (as referred to in the preceding subparagraph).

4.2.3 The status of ZEU's application for ELA53/2197. If the determination of the application remains pending, the expected time frame for such determination and, if any part of the proposed exploration program is in respect of ELA53/2197, a statement of that fact.

4.2.4 An update on the status of the Narnoo Project. If no exploration activities are proposed on the Narnoo Project, this must be stated and the reason why. If the Company proposes to relinquish the tenement for this project (E28/2097), this must also be stated and the reason why.

- 4.3 An update on the status of any potential transactions (including any potential acquisition of an interest in any new mining project or tenement) that ZEU is exploring, considering, or negotiating.
5. ZEU demonstrating compliance with Listing Rule 12.2, at the time of reinstatement, to the satisfaction of the ASX, including by:
- 5.1 Providing a 'working capital statement' (for release to the market as pre-reinstatement disclosure), similar to that required by listing rule 1.3.3(a), to the effect that ZEU will have sufficient working capital at the time of reinstatement to carry out its proposed activities.
 - 5.2 Satisfying the 'working capital test' of at least \$1.5 million pursuant to Listing Rule 1.3.3(c).
 - 5.3 Confirming that, at the time of reinstatement, it will be funded for at least two quarters.
6. ZEU's level of shareholder spread satisfying the requirements of Listing Rule 12.4, with there being at least 300 non-affiliated holders each holding at least A\$500 worth of fully paid ordinary shares (such calculation to be based on the issue price of the Capital Raising).
7. ZEU having a free float (as that term is defined in Chapter 19 of the ASX Listing Rules) of not less than 20% at the time of its reinstatement to the official list.
8. Lodgments of all outstanding Appendices 2A, 3B and 3G with ASX for issues of new securities.
9. Lodgments of all outstanding periodic or quarterly reports (if any) required to be lodged under Chapters 4 and 5 of the Listing Rules and any other outstanding documents required by Listing Rule 17.5.
10. Lodgments of any outstanding Director's Interest Notices, being either Appendix 3Xs, 3Ys, or 3Zs, as required.
11. Confirmation that the securities to be issued under the Capital Raising have been issued, and dispatch of each of the following has occurred.
- 11.1 In relation to all holdings on the CHESS sub-register, a notice from ZEU under ASX Settlement Operating Rule 8.9.1.
 - 11.2 In relation to all other holdings, issuer sponsored holding statements.
 - 11.3 Any refund money.
12. Payment of any ASX fees, including listing fees, applicable and outstanding.
13. Provision of the following documents, in a form suitable for release to the market.
- 13.1 A statement setting out the names of the 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders.
 - 13.2 A distribution schedule of the numbers of holders in each class of security to be quoted, setting out the number of holders in the following categories.
 - 1 -1,000
 - 1,001 -5,000
 - 5,001 -10,000
 - 10,001 -100,000
 - 100,001 and over
 - 13.3 A statement outlining ZEU's capital structure.
 - 13.4 ZEU's proposed use of funds based on actual funds raised under the Capital Raising.
 - 13.5 ZEU's pro forma statement of financial position at the time of reinstatement.
 - 13.6 A consolidated activities report setting out the proposed business strategy for ZEU and

an update on the status of its assets, projects, and exploration activities (including the information set out in paragraph 4.2 above).

13.7 The information set out in paragraph 5.1 above.

13.8 Full terms and conditions of all options, and of any other securities (other than ordinary shares), on issue.

13.9 A statement confirming that there are no legal, regulatory, or contractual impediments to ZEU undertaking the activities the subject of its proposed use of funds, as disclosed under paragraph 13.4 above.

13.10 A statement confirming the responsible person for the purposes of Listing Rule 12.6.

13.11 A statement disclosing the extent to which ZEU will follow, as at the date its securities are reinstated to official quotation, the recommendations set by the ASX Corporate Governance Council. If ZEU does not intend to follow all of the recommendations on its reinstatement, ZEU must identify those recommendations that will not be followed and give its reasons for not following them.

13.12 A statement confirming that ZEU is in compliance with the Listing Rules and in particular Listing Rule 3.1.

13.13 Any further documents and confirmations that ASX may determine are required to be released to the market prior to reinstatement.

- 14. Provision of any other information required or requested by ASX including, but not limiting the generality of the foregoing, in relation to any issues that may arise from ASX's review of the Prospectus, or any periodic or quarterly reports lodged by ZEU subsequent to the date of this letter or from any other information provided by ZEU to ASX in connection with ZEU's request for reinstatement.*

The above conditions are based solely on the information provided by ZEU. Should there be any change to ZEU's circumstances, or the information provided to ASX, ASX reserves the right to review and amend the conditions for reinstatement and impose any further conditions. Please also note ASX may impose additional conditions including in light of matters to be disclosed in the proposed Prospectus, any announcements released by ZEU on MAP or any periodic or quarterly reports lodged by ZEU subsequent to the date of this letter.

Other

*The Company has a period of six months from the date of this letter to comply with the conditions precedent set out above. If the Company has not satisfied the above conditions precedent by **28 October 2022**, the Company will be required to re-apply to ASX for confirmation of ASX's requirements for reinstatement of its securities to quotation.*

*Upon satisfaction of the above conditions by the date set out above, **ASX would intend to reinstate the ZEU's securities to official quotation.***

Please note, however, that ASX retains the discretion not to reinstate the securities of ZEU to quotation should ZEU fail to comply with the Listing Rules, the spirit of the Listing Rules or be unable to disclose information to the market as requested by ASX or required by Listing Rule 3.1.

In addition, please note that ASX requires the Company to consult with ASX in the event that its securities are reinstated to quotation and the Company proposes to enter into any transaction (including any proposed acquisition of a new project or tenement) in the future. ASX will review all

such transactions and may aggregate any transactions entered into by the Company, and may consider the application of Listing Rule 11.1, and in particular Listing Rule 11.1.3.

The Board of ZEU is reviewing all the conditions set by ASX. We will continue to work with ASX to have ZEU shares reinstated.

This announcement was authorised for release to the ASX by the Board of the Company.

ENDS

For further information, please contact:

Tharun Kuppanda

Corporate Governance Advisor

e. corp.sec@boardroomlimited.com.au