21 September 2023

ASX Limited - Company Announcements Platform

ARMADA METALS LIMITED (ASX: AMM)

ARMADA UNDERTAKES PARTIALLY UNDERWRITTEN ENTITLEMENT OFFER TO FAST TRACK EXPLORATION IN ZIMBABWE AND GABON

Armada Metals Limited (ACN 649 292 080) ('**Armada**' or '**Company**') is pleased to announce a partially underwritten 1 for 1 pro rata non-renounceable entitlement offer (**Entitlement Offer**) to existing shareholders to raise up to \$2,080,000 before costs associated with the Entitlement Offer.

The Entitlement Offer allows existing eligible shareholders to apply for one new Share (**New Share**) for every one Share held at 7pm (AEST) on Monday, 25 September 2023 (**Record Date**) at an offer price of \$0.02 per New Share (**Offer Price**).

The Entitlement Offer gives eligible shareholders the opportunity to maintain their shareholding in the Company without paying brokerage fees or other transaction costs, irrespective of holding size.

The Company is also offering eligible shareholders, who take up their entitlements under the Entitlement Offer in full, the opportunity to apply for additional New Shares in excess of their entitlements pursuant to a top up facility, subject to applicable laws and the terms and conditions set out in the Entitlement Offer booklet to be sent to eligible shareholders (**Entitlement Booklet**). The top up facility has been included to provide maximum opportunity for existing Armada shareholders to apply for further Shares in the Company.

Funds raised from the Entitlement Offer will be applied towards Stage 1 exploration at the Bend Nickel Project in Zimbabwe (*refer ASX announcement of 20 July 2023*), continued exploration on the Nyanga Project in Gabon, one-off costs associated with facilitating the Entitlement Offer and, to the extent there are any surplus funds, these will be allocated towards working capital.

The Entitlement Offer is comprised of both an offer to eligible institutional shareholders (**Institutional Entitlement Offer**) and an offer to eligible retail shareholders (**Retail Entitlement Offer**).



Institutional Entitlement Offer

The Institutional Entitlement Offer is being undertaken on Friday, 22 September 2023. The Institutional Offer will be open to Armada's eligible institutional shareholders. The Company has already received commitments under the Institutional Offer from the Company's four largest shareholders, Red Capital/Indlovu Capital (entities associated with Dr Ross McGowan, Armada's Managing Director & CEO), Cobre Limited, Strata Investment Holdings/Metal Tiger PLS and RCF Opportunities Fund L.P. for a combined total of \$1,200,000. The Institutional Entitlement Offer will close at 5.00pm (AEST) on Friday, 22 September 2023.

Offer Price

All New Shares issued under the Entitlement Offer will be issued at a price of A\$0.02 per New Share, which represents a discount of approximately 13% to the closing price on the ASX of fully paid ordinary shares in the Company (**Shares**) on Wednesday, 20 September 2023 of \$0.023.

Retail Entitlement Offer

Eligible Shareholders

Eligible shareholders are those persons who:

- are registered as a holder of Shares as at the Record Date, being 7.00pm (AEST) on Monday, 25 September 2023;
- have a registered address on the Company share register in Australia or New Zealand, or are, in the opinion of the Company, otherwise eligible to receive an offer of New Securities under the EntitlementOffer; and
- are not in the United States and are not acting for the account or benefit of a person in the United States,

(Eligible Shareholder).

If you are a shareholder who does not satisfy each of the criteria listed above, you are not entitled to participate in the Entitlement Offer to subscribe for New Shares.

Entitlement Offer

Eligible Shareholders are being invited to apply (at the Offer Price) for one New Share for every one Share held as at the Record Date. The Entitlement Offer opens on Thursday, 28 September 2023 and will close at 5:00pm (AEDT) on Thursday, 12 October 2023 (unless modified by the Armada Board).





The Entitlements are non-renounceable and accordingly cannot be traded on the ASX.

Under the Entitlement Offer, the Company will offer a maximum of 104,000,000 New Shares, subject to rounding of entitlements, which, if the maximum number of Shares is issued, would result in the total Share capital of Armada, upon the completion of the Entitlement Offer, increasing to up to approximately 208,000,000 Shares (excluding any Shares that may be issued on exercise of New Options). New Shares issued under the Entitlement Offer will each rank equally with Shares already on issue.

Eligible Shareholders will be sent a copy of the Entitlement Booklet including a personalised entitlement and acceptance form on or around Thursday, 28 September 2023. The Entitlement Booklet will provide the details of how to participate in the Entitlement Offer.

Eligible retail shareholders (other than related parties of the Company and their associates) may subscribe for additional New Shares beyond their entitlement of one for one on the basis that some existing eligible institutional shareholders and eligible retail shareholders may not fully take up their entitlement under the Entitlement Offer. This is referred to as the Top up Facility and is only available to eligible retail shareholders who take up their full entitlement.

Underwriting

Indlovu Capital (an entity controlled by Ross McGowan) and Nambia Pty Ltd ATF Anthon Family Superannuation Fund (an entity controlled by Rick Anthon) have agreed to partially underwrite the Retail Entitlement Offer. Dr McGowan and Mr Anthon are directors of the Company. Indlovu Capital will underwrite, subscribe and pay for up to 15,000,000 New Shares at \$0.02 per share, totalling up to \$300,000. Nambia Pty Ltd will underwrite, subscribe and pay for up to 2,500,000 New Shares at \$0.02 per share, totalling up to \$300,000.

Shortfall

If there remains any shortfall after the allocation of Shares to the Underwriters, the directors of the Company reserve the right for up to three months after the close of the Entitlement Offer to place any shortfall to wholesale or exempt investors at the Board's discretion but at a price no less than the Offer Price. To assist with the placement of any shortfall shares, the Company has executed a mandate with Wentworth Securities and Canaccord Genuity (Australia) Limited to place any shortfall on a best endeavours basis.

Retail Entitlement Offer booklet

Information booklet of the Retail Entitlement Offer will be despatched to retail shareholders on or around Thursday, 28 September 2023. Further information regarding the Retail Entitlement Offer can be found in the information booklet.



Timetable

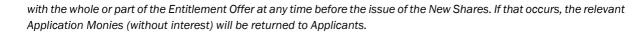
The indicative timetable for the Entitlement Issue is as follows:

| Activity | Date |
|--|---------------------------------|
| Announcement of the Institutional Entitlement Offer and Retail Entitlement Offer | Thursday, 21 September 2023 |
| Institutional Entitlement Offer close | Friday, 22 September 2023 |
| Announce completion of the Institutional Entitlement Offer | Monday, 25 September 2023 |
| Record Date for Retail Entitlement Offer (7:00pm AEST) | Monday, 25 September 2023 |
| Settlement of Institutional Entitlement Offer | Wednesday, 27 September 2023 |
| Dispatch of Information Booklet and Entitlement and Acceptance Form and Retail Entitlement Offer opens | Thursday, 28 September 2023 |
| Allotment and normal ASX trading of New Shares issued under the Institutional Entitlement Offer | Thursday, 28 September 2023 |
| Dispatch of holding statements for New Shares issued under the Institutional Entitlement Offer | Thursday, 28 September 2023 |
| Closing Date of Retail Entitlement Offer (5:00pm (AEDT)) | Thursday, 12 October 2023 |
| Notification of Shortfall Subscriptions | Friday, 13 October 2023 |
| Settlement of Retail Entitlement Offer | Wednesday, 18 October 2023 |
| Results of Retail Entitlement Offer announced to ASX | Thursday, 19 October 2023 |
| Allotment of New Shares issued under Retail Entitlement Offer | Thursday, 19 October 2023 |
| Normal ASX trading of New Shares issued under the Retail Entitlement Offer | Friday, 20 October 2023 |
| Dispatch of holding statements for New Shares issued under the Retail Entitlement Offer | Friday, 20 October 2023 |

Note: This timetable is indicative only and subject to change. All references to time are to time in Sydney, Australia. Subject to the Corporations Act, the Listing Rules and other applicable laws, Armada reserves the right to vary the above dates without notice, in consultation with the Lead Manager. Any extension of the Closing Date will have a corresponding delay on the anticipated date for issue of the New Shares. Armada also reserves the right not to proceed



Armada Metals Ltd L7, 151 Macquarie Street Sydney NSW Australia 2000



This announcement has been authorised on behalf of the Armada Metals Limited Board by: Dr Ross McGowan, Managing Director & CEO.

-ENDS-

For further information, please contact:

Dr Ross McGowan – Managing Director & CEO Armada Metals Limited

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Background on Armada

Armada was established to define new belt-scale discovery opportunities for key commodities (principally nickel and copper) in under-explored regions of Africa. The Company is supported by a Board and Africa-based technical team, both with a track record of successful African projects. Key members of the Armada targeting team were a part of the team awarded the 2015 PDAC Thayer Lindsley Award for an International Mineral Discovery (as members of the Kamoa discovery team with Ivanhoe Mines).

Project Background - Bend Nickel Project

The granted tenement includes the highly prospective contact between the Bend and Reliance Formations within the Belingwe Greenstone Belt. The Reliance Formation is known to host a classic komatiite-style deposit (the Bend Nickel Deposit **"Bend"** within the Bend F claims) associated with the base of ultramafic units within the Reliance Formation.

Bend was discovered during the 1970s and has been subject to exploration by Anglo American, Messina Development, Lonrho, and Falconbridge. Historic work includes surface geochemistry, trenching, percussion drilling, ground geophysics and limited diamond drilling programs between 1971 and 1992.

