Announcement Summary

Entity name

TRUE NORTH COPPER LIMITED

Announcement Type

New announcement

Date of this announcement

31/1/2024

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	WARRANTS EXPIRING 31-JAN-2028 EX $0.1177	46,383,038

Proposed +issue date

7/2/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

TRUE NORTH COPPER LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type	**Registration Number**
ABN	28119421868

1.3 ASX issuer code

TNC

1.4 The announcement is
 ☑ New announcement

1.5 Date of this announcement

31/1/2024

1.6 The Proposed issue is:
 ☑ A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?
☑ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
☑ New class

Will the proposed issue of this +security include an offer of attaching +securities?
☑ No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
☑ No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
☑ No

ASX +security code

New class-code to be confirmed

+Security description

WARRANTS EXPIRING 31-JAN-2028 EX $0.1177

+Security type

Other

Number of +securities proposed to be issued

46,383,038

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
☑ No

Please describe the consideration being provided for the +securities

There is no consideration payable by the subscribers for the issue of the subscription warrants. The subscription warrants are being issued in accordance with a condition of a Loan Agreement entered into between TNC and Nebari Natural Resources Credit Fund II, LP (Nebari) and an associated Warrant Subscription Agreement. If any warrants are exercised and shares are to be issued, consideration is payable by Nebari, equal to the number of warrants specified in an exercise notice multiplied by the warrant exercise price.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

1,837,091.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?
☑ Yes

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

https://investors.truenorthcopper.com.au/pdf/44ee2374-e131-44c6-bad6-7e7b97f2be96/TNC-secures-A42-million-in-funding.pdf

Part 7C - Timetable

7C.1 Proposed +issue date

7/2/2024

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
☑ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?
☑ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

46,383,038 warrants

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
☑ No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?
☑ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
☑

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?
No

7E.2 Is the proposed issue to be underwritten?
No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Nil

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The issue of the subscription warrants is a condition associated with a Loan Agreement entered into between TNC and Nebari for a two tranche financing facility of up to US$28M.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?
No

7F.2 Any other information the entity wishes to provide about the proposed issue

Subject to TNC shareholder approval under Listing Rule 7.1, additional warrants will be issued on first drawdown for the Tranche 2 loan amount (Tranche 2 Warrants). The number of Tranche 2 Warrants to be issued is not presently known and will be calculated based on the formula set out in TNC¿s announcement dated 31 January 2024.