

1 August 2024

ASX RELEASE

Private Placement and Entitlement Offer Commitment Raises \$3m to advance tin projects

Highlights

- Elementos has received firm commitments to raise A\$3.0 million via a Placement (before costs) and pre-commitment from major shareholder (and Elementos non-executive Chairman) Andy Greig to take up his full entitlement in the rights-issue.
 - The Placement was placed at \$0.095 per share, with placees receiving one (1) unlisted Option for every two (2) new Shares issued, exercisable at \$0.18 per share by 31 January 2026.
 - Elementos to conduct an entitlement offer (right issue) to Elementos' eligible shareholders of one (1) new Share for every six (6) existing Shares. The entitlement offer will be on the same terms and conditions as the Placement.
 - Elementos Chairman Andy Greig has committed a total of A\$1.5m participation in the raising, including \$1.08m in the Placement and to taking up his full rights entitlement of \$0.42m. Andy's participation shows strong confidence in the company's assets, development plans & settles the outstanding A\$1.0m debt facility he had loaned into the company in Q1-2024.
 - The funds raised are designated to be used to drive forward the company's Oropesa Tin Project through the Feasibility Study, securing the Robledallano tin smelter 5-yr option, significantly progressing project permitting and completing the current Cleveland Tin project exploration activities.
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Elementos Limited (ASX: ELT) is undertaking a non-renounceable entitlement offer to eligible shareholders following receipt of firm commitments of \$3m via private placement and pre-commitments in Rights Issue.

The net proceeds of the Placement and Entitlement Offer will fund critical milestones in the company's development including:

- Advancing the Definitive Feasibility Study for the Oropesa Tin Project, Spain
- Declaring a maiden JORC Ore Reserve at the Oropesa Tin Project
- Submitting the modified primary licenses required for the Oropesa Tin Project to become a mine
- Completing an exploration program at the Cleveland Tin Project, Tasmania.
- Covering costs associated with the Iberian Smelter Option Agreement, including due diligence costs and initial option fees, and
- Settling outstanding A\$1.0m debt facility
- Covering general working capital expenses.

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Elementos is a tin project development company with a strategic focus on bringing its mines into production to fill forecast tin metal deficits. The company owns two world class tin projects with large resource bases and significant exploration potential in mining-friendly jurisdictions. Led by an experienced management team and Board, Elementos is positioned as one of only a handful of global tin developers and one of only a couple developing two projects in mature, highly regulated countries which drives a responsible and sustainable approach to mining, rehabilitation and community involvement.

Placement

Elementos and its lead manager to the offer, BW Equities Pty Ltd, has received firm commitments for Elementos to make a placement to raise A\$2.55m with the issue of approximately 26.85 million new fully paid ordinary shares (**Shares**) at an issue price of A\$0.095 per Share and 13.4 million attaching options to acquire Shares (**Options**)¹, for nil additional consideration (**Placement**)

Part of the Shares are being issued under ASX Listing Rule 7.1A.

Elementos' present ASX Listing Rule capacity to issue equity securities without shareholder approval is 48.6 million equity securities, consisting of 29.2 million (ASX Listing Rule 7.1 – 15% limit) plus 19.4 million (ASX Listing Rule 7.1A – 10% limit).

Entitlement Offer

Immediately following the Placement, Elementos will make a non-underwritten and non-renounceable entitlement offer to Elementos' eligible shareholders of one (1) new Share for every six (6) existing Shares held by each eligible shareholder as at 9 August 2024 (**Record Date**).

The entitlement offer will otherwise be on the same terms and conditions as the Placement.

The entitlement offer will raise A\$3.08 million (before costs) if fully subscribed through the issue of 32.45 million new Shares, together with one (1) unlisted new Option for every two (2) new Shares acquired for nil additional consideration, which are exercisable at A\$0.18 and expire on 31 January 2026 unless previously exercised (**Entitlement Offer**).

The Entitlement Offer price represents a 9.5% discount to the A\$0.105 closing price of Shares on 29 July 2024 (the last trading day before this announcement). The theoretical ex rights Share price is A\$0.1036.²

The Entitlement Offer is non-renounceable and entitlements will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements will not receive any value for those Entitlements that they do not take up. Shareholders who are not eligible to receive Entitlements will not receive any value for the Entitlements they would have received had they been eligible.

It is expected that approximately 32,456,681 million new Shares and 16,228,341 million new Options will be issued as part of the Entitlement Offer, if fully subscribed. New Shares issued under the Entitlement Offer will rank equally with existing Shares.

Eligible Shareholders will be invited to participate in the Entitlement Offer. The Entitlement Offer is expected to open on 14 August 2024 and close at 5:00pm (Sydney time) on 13 September 2024. The Entitlement Offer will include a top-up facility under which Eligible Shareholders who take up their full Entitlement will be invited to apply for additional shares in the Entitlement Offer from a pool of those not taken up by other Eligible

¹ The placement includes the issue of one free attaching option for every two new Shares, providing the holder with the right to be issued one Share upon payment of the exercise price (A\$0.18) for the period from the option's issue date until 31 January 2026 (**Options**).

² Assuming Entitlement Offer is fully subscribed, ((A\$0.105 closing price times 192,740,085 Shares on issue before the Entitlement Offer) plus A\$3,083,374 before costs raised) divided by 227,196,766 Shares on issue after the Entitlement Offer equals A\$0.1036 per Share.

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Shareholders. There is no guarantee that applicants under this top-up facility will receive all or any of the New Shares and New Options they apply for under the facility.

Elementos will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible Shareholders will be sent, on or around 14 August 2024, a prospectus including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer. A copy of the prospectus will also be lodged with the ASX and ASIC on or about 6 August 2024. Those shareholders who Elementos' determines to be ineligible shareholders will also be notified.

BW Equities Pty Ltd has agreed to act as Lead Manager to the Entitlement Offer, which is not underwritten. BW Equities Pty Ltd, in conjunction with Elementos' directors, will place the Entitlement Offer shortfall (if any) on a best endeavours basis.

Proposed Timetable

ELT expects that the Entitlement Offer will be conducted according to the following timetable:

Event	Date
Announcement of Capital Raising and Lodge Appendix 3B	Thursday, 1 August 2024
Prospectus lodged with ASIC and ASX	Tuesday, 6 August 2024
Trading resumes on an ex-entitlement basis	Thursday, 8 August 2024
Record date for Entitlement Offer (7.00pm (Sydney time)) (Record Date)	Friday, 9 August 2024
Issue of Shares and Options under the Initial Placement (before noon)	Monday, 12 August 2024
Quotation of Shares under the Placement	Monday, 12 August 2024
Prospectus and personalised Application Forms despatched to Eligible Shareholders and Ineligible Shareholders letters despatched and announcement of despatch	Wednesday, 14 August 2024
Entitlement Offer opens	Wednesday, 14 August 2024
Last day to extend the Closing Date for the Entitlement Offer (before noon)	Tuesday, 10 September 2024
Closing Date for the Entitlement Offer (5.00pm (Sydney time))	Friday, 13 September 2024
Announcement of results of Entitlement Offer (before noon)	Wednesday, 18 September 2024
Issue of New Shares and Attaching Options issued under the Entitlement Offer	Wednesday, 18 September 2024
Quotation of New Shares issued under the Entitlement Offer and Conditional Placement	Thursday, 19 September 2024

The above dates (other than the date of the announcement of the Placement and Entitlement Offer and the date of lodgement of the Prospectus with ASX and ASIC) are indicative only and may change without notice. Subject to the *Corporations Act 2001* (Cth), ASX Listing Rules and other applicable laws, Elementos reserves the right to alter any or all of these dates, including to extend the Closing Date or close the Entitlement Offer without further notice. A change to the Closing Date may cause other dates to change.

Elementos' directors also reserve the right not to proceed with the whole or part of the Entitlement Offer at any time prior to the allotment, in which case, the relevant application monies will be returned without interest.

Elementos' Board has authorised the release of this announcement to the market.

For more information, please contact:

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ABOUT ELEMENTOS

Elementos is committed to the safe and environmentally conscious exploration, development, and production of its global tin projects. The company owns two world class tin projects with large resource bases and significant exploration potential in mining-friendly jurisdictions. Led by an experienced-heavy management team and Board, Elementos is positioned as a pure tin platform, with an ability to develop projects in multiple countries. The company is well-positioned to help bridge the forecast significant tin supply shortfall in coming years. This shortfall is being partly driven by reduced productivity of major tin miners in addition to increasing global demand due to electrification, green energy, automation, electric vehicles and the conversion to lead-free solders as electrical contacts.