



LETTER TO SHAREHOLDERS

30 October 2024

Dear Shareholder

ZEUS RESOURCES LTD (ASX: ZEU) – SHARE PURCHASE PLAN

On 18 October 2024 Zeus Resources Ltd (ASX: ZEU, “**Zeus**”, the “**Company**”) announced that it was undertaking a non-renounceable share purchase plan (“**SPP**”), at \$0.008 per share to raise up to \$600,000 (before costs). Eligible participants in the SPP will also be entitled to apply for one (1) free attaching new option (“**SPP Option**”) for every two new shares subscribed for (“**SPP Share**”) under the SPP Share Offer (defined below).

Unless expressly defined otherwise, capitalised terms used in this letter have the same meaning given in the Company’s prospectus released to ASX on 30 October 2024 (“**Prospectus**”). In addition, the Company is proposing to complete a placement of options to holder of “ZEUO” options at \$0.001 per option to raise up to \$198,000 (before costs) information of which is contained in the Prospectus with the issue of these options subject to shareholder approval.

The SPP will provide an opportunity for Eligible Shareholders (defined below) to apply for up to \$30,000 worth of SPP Shares at an issue price of \$0.008 per SPP Share, being the same price at which the Placement Participants participated in the Placement announced on the ASX 26 June 2024.

The SPP is open to all shareholders recorded as holding Shares on ZEU Register as at 5:00pm (WST) on Thursday, 17 October 2024 (“**Record Date**”) with a registered address in Australia or New Zealand (and who otherwise meet certain other conditions as set out in the Prospectus) (“**Eligible Shareholders**”). If you reside outside Australia or New Zealand, or are in the United States, or are a person acting for the account or benefit of a person in the United States, you are not an Eligible Shareholder and are not entitled to participate in the SPP. Applications under the SPP can only be made by Eligible Shareholders and an Eligible Shareholder’s right to participate in the SPP Offer is not transferable.

Eligible Shareholders may apply for SPP Shares in parcels valued at \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, or \$30,000. ZEU retains the right to accept oversubscriptions or to scale back applications (in whole or in part) at its absolute discretion that may result in the SPP raising more or less than \$600,000 (subject to compliance with the ASX Listing Rules and the Corporations Act). If there is a scale back, you may not receive all the SPP Shares for which you have applied. In the event of a scale back, ZEU will refund to you the difference between your application money and the total offer price for the SPP Shares issued to you. Please refer to the Prospectus for further information in relation to the scale back.

The SPP is subject to the terms and conditions set out in the Prospectus. A copy of the Prospectus, along with instructions on how to apply for the SPP and submit payment is available online at The Company’s share registry Boardroom <https://www.investorserve.com.au> under the ‘Company Announcements’ menu which can be accessed by logging in as a Registered User or via ‘Individual Investment Access’. Shareholders will need their HIN or SRN to log in via ‘Individual Investment Access’

This letter is to notify you that the SPP is now open and provides you with instructions as to how to obtain a copy of the Prospectus and how you can make your application.

The SPP is scheduled to close at 5.00pm (AWDT) on Monday, 11 November 2024. Valid applications and payment must be received before this time.

You should read the Prospectus carefully and in its entirety before deciding whether to participate in the SPP.

Details of the SPP Options

Eligible Shareholders who participate in the SPP will be entitled to apply for one (1) free attaching SPP Option for every two (2) SPP Share subscribed for under the SPP Share Offer ("**SPP Option Offer**"). The SPP Options are offered under the Prospectus.

The SPP Options under the SPP Option Offer will be issued for nil consideration and will be exercisable at \$0.02 on or before three years from the date of issue. Each SPP Option gives the holder the right to subscribe for one (1) Share upon exercise.

The Company will not apply to ASX for a quotation of the SPP Options upon issue.

The issue of SPP Options and any SPP Shares comprising the shortfall to the SPP Share Offer ("**SPP Shortfall**") are subject to shareholder approval at a general meeting of shareholders, anticipated to be held on 29 November 2024 ("**General Meeting**").

In the event that shareholder approval is not obtained, the SPP participants will not receive their SPP Options and any participants who apply for SPP Shortfall will not receive SPP Shares (as applicable).

Indicative timetable

The indicative timetable for the SPP is set out below. The Company may extend the SPP offer period, close the offer period early, or otherwise vary the timetable of the SPP or the offers at any time.

Event or Action	Date*
Record Date for SPP (5:00pm (WST))	17 October 2024
Announcement of Offers	18 October 2024
Lodgement of Appendix 3B with ASX (prior to commencement of trading)	24 October 2024 & 25 October 2024
Lodgement of Prospectus for the Offers with ASIC and ASX and Opening Date of Offers	29 October 2024
Closing Date of Offers (5:00pm (WST))	11 November 2024
Announcement of SPP results	14 November 2024
Issue of SPP Shares	18 November 2024
Quotation of Shares under SPP	19 November 2024
General Meeting of Shareholders	29 November 2024
Issue of SPP Options and Priority Options (subject to approval at the Annual General Meeting)	4 December 2024

Note:

- * The above dates are indicative only and may change without prior notice.
- * Subscribers under the SPP Offer should ensure that they have lodged their Application Form by this date.



How to Apply

The Prospectus in relation to the SPP was released on the ASX market platform on Tuesday, 30 October 2024. A copy of the Prospectus along with information about how to apply under the SPP via BPAY® is available at The Company's share registry Boardroom <https://www.investorserve.com.au> under the 'Company Announcements' menu which can be accessed by logging in as a Registered User or via 'Individual Investment Access'. Shareholders will need their HIN or SRN to log in via 'Individual Investment Access'

For New Zealand Eligible Shareholders only, that are unable to pay by BPAY®, your personalised application form available at corporateactions@boardroomlimited.com.au contains instructions on how to pay via EFT using the relevant SWIFT Code.

Further Information

If you have any queries regarding the Offer or require a hard copy of the Prospectus, please contact your financial adviser or the Company's Share Registry on phone on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) during the Offer period.

Sincerely

Alvin Tan
Executive Chairperson
Zeus Resources Ltd

ENDS