Announcement Summary

Entity name

ADVANCE METALS LIMITED

Announcement Type

New announcement

Date of this announcement

23/12/2024

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
AVM	ORDINARY FULLY PAID	117,241,174
AVMAC	PERFORMANCE RIGHTS	33,600,000

Proposed +issue date

21/2/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

ADVANCE METALS 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

ABN

Registration Number

83127131604

1.3 ASX issuer code

AVM

1.4 The announcement is
New announcement

1.5 Date of this announcement

23/12/2024

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?
Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	14/2/2025	Estimated	

Comments

Advance has entered into a binding agreement with Serra Energy Metals Corp. (CSE: SEEM and OTCQB: ESVNF) to acquire an 80% interest via a joint venture on the High-Grade Myrtleford and Beaufort Gold Projects in the Victorian Goldfields, Australia.

Simultaneously, Advance has entered into a binding agreement with Sailfish Royalty Corp. (TSX-V: FISH, OTCQX: SROYF) to acquire a 100% interest in the High-Grade Gavilanes Silver Project in Durango, Mexico.

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)?
Existing class

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

Details of +securities proposed to be issued

ASX +security code and description

AVM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

12,941,175

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

that number of fully paid ordinary shares in Advance (`AVM Shares¿) that is equal to C$400,000 divided by the 20-day volume weighted average price (`20-Day VWAP¿) of the AVM Shares immediately prior to date on which the last of the Conditions is satisfied (`Initial Share Issue¿);

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

0.034000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

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)?
Existing class

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

Details of +securities proposed to be issued

ASX +security code and description

AVM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

16,176,470

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

that number of AVM Shares that is equal to C$500,000 divided by the 20-Day VWAP of the AVM Shares immediately prior to the date which is 18-months following the Initial Share Issue;

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

0.034000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

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)?
Existing class

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

Details of +securities proposed to be issued

ASX +security code and description

AVM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

51,764,706

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

that number of AVM Shares that is equal to C$1,600,000 divided by the 20-Day VWAP of the AVM Shares immediately prior to the date which is 36-months following the Initial Share Issue

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

0.034000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

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)?
Existing class

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

Details of +securities proposed to be issued

ASX +security code and description

AVM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

16,176,470

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

that number of AVM Shares that is equal to C$500,000 divided by the 20-Day VWAP of the AVM Shares immediately prior to the date which is 48-months following the Initial Share Issue (`Final Issue¿),

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

0.034000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

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)?
Existing class

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

Details of +securities proposed to be issued

ASX +security code and description

AVM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

3,382,353

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

Advance has also agreed to pay an advisory fee to Horizon Capital Ltd which introduced advance to the E79 Joint Venture of A$40,000 in cash at settlement, as well as a further 2.5% of the value of each tranche of Consideration Shares issued by the Company. The Advisory Fee may be paid in either cash or AVM Shares

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

0.034000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

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)?
Existing class

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

Details of +securities proposed to be issued

ASX +security code and description

AVM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

16,800,000

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

16,800,000 shares in AVM and 33,600,000 Performance Rights in AVM. The Performance rights have to vest and be converted within 5 years of issue. The securities are subject to shareholder approval.

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

0.034000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

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)?	**Will the proposed issue of this +security include an offer of attaching +securities?**
Existing class	No

Details of +securities proposed to be issued

ASX +security code and description

AVMAC : PERFORMANCE RIGHTS

Number of +securities proposed to be issued

33,600,000

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

16,800,000 shares in AVM and 33,600,000 Performance Rights in AVM. The Performance rights have to vest and be converted within 5 years of issue. The securities are subject to shareholder approval.

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

0.034000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

Part 7C - Timetable

7C.1 Proposed +issue date

21/2/2025

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?
Yes
7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

14/2/2025

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

Part 7F - Further Information

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

to acquire an 80% interest via a joint venture on the High-Grade Myrtleford and Beaufort Gold Projects in the Victorian Goldfields, Australia and to acquire a 100% interest in the High-Grade Gavilanes Silver Project in Durango, Mexico.

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

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:
The publication of a +disclosure document or +PDS involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or 1012DA(11)