

Issue of Convertible Notes to Extend Maturity Date

Core Energy Minerals Ltd (ASX: CR3) (“CR3” or “the Company”) refers to its ASX announcement dated 28 April 2023 whereby the Company announced that it had entered into unsecured convertible note agreements with a face value of \$1.75 million, of which \$1.403 million remained outstanding (\$809,000 maturing on 15 May 2025 and \$594,000 maturing on 29 June 2025) (“**2023 Notes**”).

CR3 is pleased to announce that the majority of the holders of the 2023 Notes have agreed to roll the amount outstanding under their 2023 Notes into a subscription for new convertible notes (“**2025 Notes**”), effectively extending the maturity date to mid July 2027, via the mechanisms outlined below. The Company proposes to also issue up to an additional \$600,000 worth of 2025 Notes to investors who are not holders of 2023 Notes to bring the total face value of 2025 Notes to be issued to up to approximately \$2,000,000.

For the period between maturity of the 2023 Notes and the expected issue date of the 2025 Notes, the holders of the 2023 Notes have entered into an agreement with the Company to extend the maturity dates of their 2023 Notes from 15 May and 29 June 2025, to 30 November 2025.

The Company will issue the 2025 Notes on the following terms:

- \$2.0 million worth of 2025 Notes to be issued in two tranches as follows:
 - Tranche 1 comprising \$286,235 worth of 2025 Notes (286,235 notes with a face value of \$1.00) to be issued pursuant to the Company’s available placement capacity under ASX Listing Rule 7.1. Tranche 1 is expected to be settled around early June 2025; and
 - Tranche 2 comprising up to \$1,713,765 worth of 2025 Notes (1,713,765 notes with a face value of \$1.00) to be issued subject to receiving shareholder approval at a general meeting proposed to be held around late July 2025 (**EGM**).
- The 2025 Notes have a term of 24 months from the date of issue, with interest payable quarterly at 10% per annum in cash, which is cumulative, accrues daily and is payable on the last day of each month of the relevant quarter. Based on the anticipated date of the EGM and assuming the 2025 Notes are issued shortly after the EGM, the 2025 Notes will have a maturity date of approximately mid July 2027.
- Subject to available placement capacity under ASX Listing Rule 7.1 at the time, or additional shareholder approval to be sought at the relevant time, in lieu of paying interest in cash, the Company may make an election to pay interest by issuing fully paid ordinary shares in the capital of the Company (**Shares**), with the number of Shares to be issued calculated by multiplying the outstanding face value of the relevant notes on the due date for payment of the interest by an interest rate of 15% per annum, divided by the 5-day volume weighted average price (**VWAP**) of Shares immediately prior to (but not including) the due date for payment of the interest.
- Subject to shareholder approval to be sought at the EGM, noteholders will receive 10 free attaching options

ASX Announcement

listed CR3O Options which have an exercise price \$0.035 each and expire on 31 March 2027 (“**Options**”) per \$1 subscribed. For example, an investor that subscribes for \$100,000 of the 2025 Notes would receive 1,000,000 Options.

- The 2025 Notes can only be converted after an initial three month non-conversion period (from their date of issue) at a conversion price which is the lower of:
 - \$0.02; and
 - a 15% discount to the VWAP of Shares during the 15 trading days before (but not including) the conversion date, except where the conversion price calculated in accordance with paragraph (b) is less than \$0.005 (**Floor Price**) in which case the conversion price will be the Floor Price.
- Funds offset: In relation to the holders of the 2023 Notes who are rolling over and subscribing for 2025 Notes, no cash will be raised via the issue of these 2025 Notes because the applications monies are deemed to have been used to redeem the outstanding 2023 Notes.

Each Share issued upon conversion will rank equally with the Company’s existing Shares on issue. At the end of the term, a noteholder may elect to redeem their notes and seek repayment of funds advanced, rather than converting to Shares.

There was a limited number of 2023 Notes which were not extended and rolled into subscriptions for 2025 Notes. The Company has paid out 289 of these notes (totaling \$289,000 in face value and \$5,642 of interest). The Company, in conjunction with GBA Capital, has secured subscriptions for new 2025 Notes equal to the paid out amount such there will be a net nil cash impact on the Company.

The 2025 Notes were only offered to sophisticated investors pursuant to s708 of the Corporations Act.

GBA Capital acted as Lead Manager to the 2025 Notes issue and will be paid a 6% fee on the total number of 2025 Notes issued, to be partly paid via the issue of CR3O Options (on \$1.403m) (exercisable at \$0.035 each expiring 31 March 2027) (“**Broker Options**”) and calculated based on the last traded CR3O price, with the fee on the balance of 2025 Notes placed to be paid in cash. The Broker Options will be issued subject to receipt of shareholder approval at the EGM, which if not received, will result in the Company paying the fee in cash.

For further information please contact

Anthony Greenaway
Executive Director
Core Energy Minerals Ltd
P: +61 8 6117 4797

INVESTOR RELATIONS

Fiona Marshall
White Noise Communications
fiona@whitenoisecomms.com
P: +61 400 512 109

About Core Energy Minerals Ltd

Core Energy Minerals Ltd (ASX:CR3) is a mineral exploration company with a uranium asset portfolio in tier one

ASX Announcement

mining jurisdictions. Core Energy aims to advance its projects across Australia, Brazil and Namibia, refining its focus, and unlocking shareholder value. Core Energy is currently focussed on its uranium projects in Australia and Brazil, with the Company exploring options to expand its land position in all jurisdictions.

Forward Looking Statement

This ASX announcement may include forward-looking statements. These forward-looking statements are not historical facts but rather are based on Core Energy Minerals Ltd's current expectations, estimates and assumptions about the industry in which Core Energy Minerals Ltd operates, and beliefs and assumptions regarding Core Energy Minerals Ltd's future performance. Words such as "anticipates", "expects", "intends", "plans", "believes", "seeks", "estimates", "potential" and similar expressions are intended to identify forward-looking statements. Forward-looking statements are only predictions and are not guaranteed, and they are subject to known and unknown risks, uncertainties, and assumptions, some of which are outside the control of Core Energy Minerals Ltd. Past performance is not necessarily a guide to future performance and no representation or warranty is made as to the likelihood of achievement or reasonableness of any forward-looking statements or other forecast. Actual values, results or events may be materially different to those expressed or implied in this ASX announcement. Given these uncertainties, recipients are cautioned not to place reliance on forward looking statements. Any forward-looking statements in this announcement speak only at the date of issue of this announcement. Subject to any continuing obligations under applicable law and the ASX Listing Rules, Core Energy Minerals Ltd does not undertake any obligation to update or revise any information or any of the forward-looking statements in this announcement or any changes in events, conditions, or circumstances on which any such forward looking statement is based.

Authorised for release to ASX by the Board of Core Energy Minerals Ltd.

-Ends-