



Announcement Summary

Entity name

NAVARRE MINERALS LIMITED

Announcement Type

New announcement

Date of this announcement

5/10/2021

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
NML	ORDINARY FULLY PAID	666,666,667

Proposed +issue date

18/11/2021

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

NAVARRE MINERALS 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

66125140105

1.3 ASX issuer code

NML

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

5/10/2021

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	15/11/2021	<input checked="" type="checkbox"/> Estimated	

Comments

Shareholder approval will be required for:

- the placement of between 386,666,667 and 533,333,333 to shares (Placement), as it exceeds Navarre's current placement capacity under ASX Listing Rule 7.1;
- the issue of between 133,333,334 and 280,000,000 shares to Evolution Mining Limited (Subscription Shares), being partial consideration for the acquisition of the Mt Carlton Operations, as a condition of the Asset Sale Agreement; and
- the issue of 13,333,333 Placement shares to Mr Ian Holland, as required by ASX Listing Rule 10.11 (included in total Placement above).

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

NML : ORDINARY FULLY PAID

Number of +securities proposed to be issued

386,666,667

Offer price details



Are the +securities proposed to be issued being issued for a cash consideration?

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.07500

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

NML : ORDINARY FULLY PAID

Number of +securities proposed to be issued

280,000,000

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

The issue of between 133,333,334 and 280,000,000 Subscription Shares to Evolution Mining Limited is partial consideration to acquire the Mt Carlton Operations.

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

21,000,000.000000

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

18/11/2021

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

15/11/2021

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ Yes

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?

☒ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

Between 133,333,334 and 280,000,000 fully paid ordinary shares, the Subscription Shares, issued to Evolution Mining Limited will be held under the following voluntary escrow arrangements:

- no new shares will be sold for 6 months from the date the new shares are issued;
- no more than 50% of the new shares will be sold between 6 months and 12 months from the issue date;
- the escrow expires 12 months from the issue date; and
- the escrow is lifted in the event of a change of control transaction emerging for Navarre, or if the Navarre share price increases by 100% or more from the issue price.

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ Yes

7E.1a Who is the lead manager/broker?

RBC Capital Markets and Canaccord Genuity (Australia) Limited (each a JLM and together the JLMs).



7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The JLMs will each receive an equal share of the following consideration:

- Management fee of \$200,000.

Refer to section 7E.2c for underwriting fees which are in addition to the above.

7E.2 Is the proposed issue to be underwritten?

☒ Yes

7E.2a Who are the underwriter(s)?

RBC Capital Markets and Canaccord Genuity (Australia) Limited.

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

100% of the Placement.

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

The JLMs will each receive an equal share of the following consideration:

- Underwriting fee of \$800,000.

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Please refer to Appendix B of the Company's ASX announcement entitled "Transformational Acquisition of the Mt Carlton Operations and Equity Raising" released on 5 October 2021.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

☒ No

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

None.

Part 7F - Further Information

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

The proceeds of the Placement will be used to fund the acquisition of the Mt Carlton Operations and associated transaction costs, as well as working capital and corporate requirements.

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

The 666,666,667 shares to be issued under this Appendix 3B consist of:

- between 386,666,667 and 533,333,333 fully paid ordinary shares under a placement to new and existing shareholders; and
- between 133,333,334 and 280,000,000 fully paid ordinary shares subscribed for by Evolution Mining Limited as partial consideration for the acquisition of the Mt Carlton Operations.

For further details, please refer to the Company's ASX announcement entitled "Transformational Acquisition of the Mt Carlton Operations and Equity Raising" released on 5 October 2021.



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 cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)