



## Update Summary

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**Entity name**

STELLAR RESOURCES LIMITED

**Announcement Type**

Update to previous announcement

**Date of this announcement**

28/9/2022

**Reason for update to a previous announcement**

SPP was oversubscribed receiving valid applications for 39,433,282 shares of which Directors have accepted all valid applications in full in accordance with the Prospectus dated 5 September 2022. The free attaching options proposed to be issued on a 1 for 2 basis will also increase proportionally.

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

STELLAR RESOURCES 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**

ACN

**Registration Number**

108758961

**1.3 ASX issuer code**

SRZ

**1.4 The announcement is** Update/amendment to previous announcement**1.4a Reason for update to a previous announcement**

SPP was oversubscribed receiving valid applications for 39,433,282 shares of which Directors have accepted all valid applications in full in accordance with the Prospectus dated 5 September 2022. The free attaching options proposed to be issued on a 1 for 2 basis will also increase proportionally.

**1.4b Date of previous announcement to this update**

22/8/2022

**1.5 Date of this announcement**

28/9/2022

**1.6 The Proposed issue is:**

- An offer of +securities under a +securities purchase plan
- A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

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Part 4A - Conditions

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**4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

Yes

4A.1a Conditions

<b>Approval/Condition</b>	<b>Date for determination</b>	<b>Is the date estimated or actual?</b>	<b>** Approval received/condition met?</b>
+Security holder approval	8/11/2022	<input checked="" type="checkbox"/> Estimated	No

**Comments**

The SPP was oversubscribed, with the Company receiving valid applications for 39,433,282 shares raising AUD 591,500 (before costs). The Directors have accepted all valid applications in full in accordance with the Prospectus dated 5 September 2022. Investors under the Placement and eligible shareholders under the SPP to be offered one free attaching option for every two new Shares subscribed which will be subject to shareholder approval in November 2022.



Part 4B - Offer details

**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

SRZ : ORDINARY FULLY PAID

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

Details of +securities proposed to be issued

**ASX +security code and description**

SRZ : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

39,433,282

**Reason for the update of 'Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted'**

SPP was oversubscribed. Investors in the Placement and Eligible Shareholders under the SPP will be issued one free attaching unlisted option for every two New Shares subscribed for and issued, subject to the Company obtaining shareholder approval at the Company's upcoming Annual General Meeting scheduled to be held on 8 November 2022.

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

Yes

**Describe the maximum subscription condition**

The Company intends to raise up to \$500,000 under the SPP, and the Company reserves the right to scale back applications. In the event of oversubscriptions, the Company, in consultation with the Lead Manager, may accept up to \$1,000,000 under the SPP.

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

Yes

**Is the minimum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 1,000



**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

Yes

**Is the maximum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000

**Describe all the applicable parcels available for this offer in number of securities or dollar value**

\$1,000  
\$2,500  
\$5,000  
\$7,500  
\$10,000  
\$15,000  
\$20,000  
\$25,000  
\$30,000

**Offer price details**

**Has the offer price been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.01500

**Oversubscription & Scale back details**

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

The Company reserves the right to scale back applications at the directors discretion likely to be on pro-rata basis.

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

Yes

Attaching +Security

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**The proposed attaching security can only be of an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)**

New class



Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

### Details of attaching +securities proposed to be issued

#### ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

#### ASX +security code

New class-code to be confirmed

#### +Security description

Unlisted options

#### +Security type

Options

#### Offer ratio (ratio of attaching securities at which the new +securities will be issued)

The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

2

What will be done with fractional entitlements?

Fractions rounded down to the nearest whole number or fractions disregarded

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

19,716,635

#### Reason for the update of 'Maximum Number of +securities proposed to be issued'

SPP was oversubscribed. Investors in the Placement and Eligible Shareholders under the SPP will be issued one free attaching unlisted option for every two New Shares subscribed for and issued, subject to the Company obtaining shareholder approval at the Company's upcoming Annual General Meeting scheduled to be held on 8 November 2022

#### Offer price details

Has the offer price been determined?

Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 0.02500

Please confirm whether the offer of the attaching +securities is a separate offer to the offer pursuant to the +security purchase plan

No

Please confirm whether the attaching +securities are being offered under a +disclosure document or +PDS

Yes

#### Oversubscription & Scale back details

Will a scale back be applied if the offer is over-subscribed?

Yes



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**Describe the scale back arrangements**

The Company reserves the right to scale back applications at the directors discretion likely to be on pro-rata basis.

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

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**Options details****+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0250

**Expiry date**

11/11/2024

**Details of the type of +security that will be issued if the option is exercised**

SRZAA : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES

**Number of securities that will be issued if the option is exercised**

16,666,667

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

<https://www.stellarresources.com.au/>

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**Part 4C - Timetable****4C.1 Date of announcement of +security purchase plan**

22/8/2022

**4C.2 +Record date**

19/8/2022

**4C.3 Date on which offer documents will be made available to investors**

2/9/2022

**4C.4 Offer open date**

2/9/2022

**4C.5 Offer closing date**

23/9/2022



**4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer**

30/9/2022

Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?**

Yes

Part 4E - Fees and expenses

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**4E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**4E.1a Who is the lead manager/broker?**

Taylor Collison Limited

**4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Under the mandate with the Lead Manager, they will receive a management fee of 2.0% of the gross proceeds raised under the Placement, a selling fee of 4.0% of the gross proceeds raised under the Placement and 25,179,000 Broker Options (on the same terms as the New Options to be issued under the Placement and SPP). The Broker Options to be issued to the Lead Manager are subject to shareholder approval.

**4E.2 Is the proposed offer to be underwritten?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

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

N/A





Part 4F - Further Information

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**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

The capital raised under the Placement and SPP will be used to continue to fund exploration and development on the Company's portfolio of projects, including the Heemskirk Tin Project and for general working capital.

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

All countries outside of Australia and New Zealand.

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

<https://www.stellarresources.com.au/home/investor-information/asx-announcement/>

**4F.4 Any other information the entity wishes to provide about the proposed offer**

N/A



## 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	8/11/2022	<input checked="" type="checkbox"/> Estimated	No

**Comments**

The Company proposes to raise AUD2.4m via Placement and SPP announced on 22 August 2022. Investors under the Placement and eligible shareholders under the SPP to be offered one free attaching option for every two new Shares subscribed which will be subject to shareholder approval in November 2022.

## 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?**

 Yes

## Details of +securities proposed to be issued

**ASX +security code and description**

SRZ : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

125,895,000

**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 0.01500

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

Yes

Attaching +Security

**Is the proposed attaching 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)?**

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

#### Details of attaching +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Unlisted options

**+Security type**

Options

**Number of +securities proposed to be issued**

62,947,500

**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**

Investors under the Placement and eligible shareholders under the SPP to be offered one free attaching unlisted option for every two New Shares subscribed for, exercisable at \$0.025 (2.5 cents) on or before an expiry date of two years from the date of issue.



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

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

#### Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0250

**Expiry date**

11/11/2024

**Details of the type of +security that will be issued if the option is exercised**

SRZAA : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES

**Number of securities that will be issued if the option is exercised**

62,947,500

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

<https://www.stellarresources.com.au/>

#### Part 7C - Timetable

**7C.1 Proposed +issue date**

29/8/2022

#### 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?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes



**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

125,895,000 shares

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**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

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

Yes

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

Taylor Collison Limited

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

They will receive a management fee of 2.0% of the gross proceeds raised under the Placement, a selling fee of 4.0% of the gross proceeds raised under the Placement and 25,179,000 Broker Options (on the same terms as the New Options to be issued under the Placement and SPP). The Broker Options to be issued to the Lead Manager are subject to shareholder approval.

**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**

N/A

## Part 7F - Further Information

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

The capital raised by the issue of the New Shares will be used to continue to fund exploration and development on the Company's portfolio of projects, including the Heemskirk Tin Project and for general working capital.

**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**

N/A

**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)