



Announcement Summary

Entity name

NAGAMBIE RESOURCES LIMITED

Announcement Type

New announcement

Date of this announcement

17/11/2023

The Proposed issue is:

A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
NAG	ORDINARY FULLY PAID	387,817,544

Ex date

21/11/2023

+Record date

22/11/2023

Offer closing date

11/12/2023

Issue date

18/12/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

NAGAMBIE 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

111587163

1.3 ASX issuer code

NAG

1.4 The announcement is

New announcement

1.5 Date of this announcement

17/11/2023

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - 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

NAG : ORDINARY FULLY PAID

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

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

NAG : ORDINARY FULLY PAID

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

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

2

For a given quantity of +securities held

3



What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

387,817,544

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.03000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

Yes

Describe the limits on over-subscription

Any additional subscription will be at the discretion of the Company and subject to takeup of the entitlement offer.

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

Yes

Describe the scale back arrangements

Allocation of any Shortfall Securities to Eligible Shareholders who have submitted applications under the Shortfall Offer will be considered and determined by Directors at their discretion in consultation with the Lead Manager.

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

Yes

Part 3C - Timetable

3C.1 +Record date

22/11/2023

3C.2 Ex date

21/11/2023



3C.4 Record date

22/11/2023

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

27/11/2023

3C.6 Offer closing date

11/12/2023

3C.7 Last day to extend the offer closing date

6/12/2023

3C.9 Trading in new +securities commences on a deferred settlement basis

12/12/2023

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

18/12/2023

3C.12 Date trading starts on a normal T+2 basis

19/12/2023

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

21/12/2023

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Mahe Capital Pty Ltd is proposed to be the Lead Manager.

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

(a) 3 options for every \$1 raised. These options will have the same terms as the Company's quoted (ASX: NAGO) options. These options will be calculated from the total amount raised, including any top-up placement (if applicable) less the amount that is committed to by the holders of the convertible notes and directors of the Company and any amount raised by new investors introduced by the Company;

(b) Lead Manager Fee \$60,000;

(c) Management Fee 1% of the total amount raised up to the closing date, excluding any amount raised on the redemption of convertible notes in lieu of subscription or by directors of the Company; and

(d) Placement Fee 5% of any shortfall placed after announcement of the Offer and within three months after the closing date, including any additional amount that might be placed under the Company's 7.1 and 7.1A placement capacity (if applicable), excluding any shortfall placed to new investors introduced by the Company, the convertible note holders or the directors.

3E.2 Is the proposed offer to be underwritten?

No



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

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Costs of the Offer are set out in section 9.11 of the Prospectus lodged on 17 November 2023.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

See section 5 of the Prospectus lodged 17 November 2023.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Canada, Denmark, Hong Kong and Singapore.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

No

3F.6 URL on the entity's website where investors can download information about the proposed issue

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

3F.7 Any other information the entity wishes to provide about the proposed issue

All information about the Offer is set out in the Prospectus dated 17 November 2023.

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

Yes

3F.9 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 for the +securities proposed to be issued