

ASX Announcement 29 January 2024

Amaero Engages Guggenheim Securities to Explore Strategic Financing Alternatives

Highlights

- Amaero has partnered with Guggenheim Securities to explore financing alternatives to support capital investment for its manufacturing facility in McDonald, Tennessee.
- The Company is uniquely positioned to capitalize the exceptional opportunity with the need to reshore advanced manufacturing and defense production to the U.S., the growth of metal additive manufacturing and the demand for high-temperature materials.
- Amaero on track to deliver the transformative milestones that include completing fit out of its flagship facility in Tennessee, commissioning the 1st atomiser, commencing powder production and securing commercial offtake and supply agreements.

Amaero International Limited (ASX: 3DA) ("Amaero" or "the Company") is pleased to announce that it has appointed Guggenheim Securities, LLC, a leading financial advisory and capital markets firm in the U.S., to explore strategic financing alternatives for completion of fit out and acquisition of capital equipment for its manufacturing and corporate facility in McDonald, Tennessee. The appointment follows the Company's receipt of inbound interest. Guggenheim's efforts will focus on strategic investors and financial sponsors in the U.S.

The Board will explore and evaluate strategic financing alternatives with the objective of maximising shareholder value whilst positioning Amaero to be the largest and preferred supplier in the United States of C-103, specialty alloy and Ti-64 powder for additive manufacturing. Amaero estimates that the capital expense budget over the next three years will total A\$60 million. We expect that the capital expenses will be funded with a combination of equity and equipment-secured financing. With powder production planned to commence in the September 2024 quarter and commercial sales expected to commence in January 2025, the Company expects to achieve breakeven operations in CY2025.

Over the past 18 months, the Company has made significant strides in completing its restructuring, relocating the business to the U.S., appointing an industry-leading management team and dedicating its powder production capacity to high-value specialty alloy powders, including C-103.

To ensure that the Board completes a diligent and comprehensive review of financing alternatives, Guggenheim will coordinate a process and will advise the Board in evaluating its alternatives.

Hank Holland, Amaero's Chairman and CEO, commented: "Amaero's Board is strongly committed to maximizing shareholder value whilst positioning the Company to be the largest and leading domestic, agile and scalable producer of C-103, specialty alloy and Ti64 powder. With the strategic imperative to re-shore critical and strategic advanced manufacturing and defence production to the U.S., the secular growth of additive manufacturing and the step function demand for high temperature alloy powders, Amaero has an extraordinary and timely opportunity."

"With the corporate re-structuring completed and corporate strategy defined, it's important that we evaluate and secure growth capital such that we fund strategic initiatives while maintaining a strong financial position and maximizing long-term shareholder value. As capital is fungible, we will keenly evaluate the comparative strategic merit of financing alternatives."

"As I continue to work closely with the Board to evaluate strategic financing alternatives, the executive leadership team will remain focused on delivering the transformative milestones that include completing

fit out of our flagship facility in Tennessee, commissioning the 1st atomiser, commencing powder production and securing commercial offtake and supply agreements."

The key terms of the Guggenheim engagement are as follows,

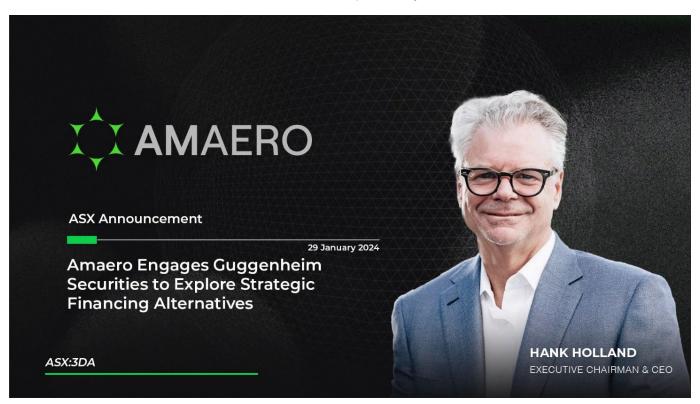
- Guggenheim has been engaged to advise the Company on strategic equity financing and other capital market matters that may arise.
- On a success basis and in accordance with Agreement, Guggenheim will receive consideration upon closing strategic financing and/or upon closing other capital market transactions; consideration may include transaction fee and incentive fee. The transaction fee is calculated as a percentage of transaction proceeds and the incentive fee is based on a percentage over and above a base enterprise value.
- Retail and mutual fund investors in Australia are excluded from engagement.
- The engagement has a termination date of 31 December, 2025 with provisions for each party to terminate early. Termination terms are customary, may take effect immediately and may result in tail period during which Guggenheim would be entitled to fee if transaction closed.

It should be noted that there is no set timeline for completion of the process and review of strategic financing alternatives. The Company does not intend to comment further until there is a binding agreement or the Company determines that a disclosure is required by law or otherwise deemed appropriate.

Advisors

Guggenheim Securities (www.guggenheimsecurities.com) is serving as financial advisor to Amaero. Wilson Sonsini Goodrich & Rosati (www.wsgr.com) is acting as legal advisor.

Hear from Executive Chairman and CEO, Hank Holland https://www.youtube.com/watch?v=N15NOPm2xUc



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About Amaero International Limited (ASX:3DA)

Amaero International Limited is an ASX-listed company focused on high-value refractory, specialty alloy and Ti-64 powder production for additive manufacturing of mission-critical components for the defence, space and aviation industries.

For further information, please visit: https://www.amaeroinc.com

For more information



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This ASX announcement has been authorised by the Board of Amaero International Limited (ASX:3DA)

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