

REORGANISATION OF CAPITAL & CORNERSTONE INVESTOR SECURED

Navarre Minerals Limited (ASX: NML) (Navarre or the Company) is pleased to announce all previously outstanding statutory reports have now been filed and the Company has lodged a submission with the ASX for approval to recapitalise the Company. The key terms of the proposed recapitalisation are a consolidation of shares and an equity capital raise at \$0.10 to raise between \$4m and \$6m to fund further activity across the Company's portfolio of advanced exploration projects in Victoria.

The Company welcomes Dunkeld Pastoral Co Pty Ltd (**Dunkeld**) as an early cornerstone investor by committing to invest at least \$1m. Dunkeld Pastoral Co Pty Ltd is a family company with its principal base in the southern Grampians region of Victoria and has investments locally and internationally across a diverse range of industries. The investment is by way of:

- A Firm Commitment Letter (subscription agreement for shares) for an allocation of 5,000,000 shares from the Public Offer Placement (defined below) equivalent to a \$500,000 investment, and
- Convertible Debt of \$500,000 which automatically convert to shares at the capital raise share price (proposed to be \$0.10 per share). The debt shall attract a 15% interest rate coupon paid in shares which is consistent with currently existing convertible debt issued by the Company.

Provision of the \$500,000 to the Company under the convertible debt deed is subject to approval by all existing convertible debt holders. Should the Company be unable to obtain the consent of debtholders, the Firm Commitment Letter provides for an increase to the allocation of shares, from 5,000,000 to 10,000,000 shares out of the Public Offer Placement (defined below) equal to a \$1m total investment.

Executive Chair and Managing Director Mr. James Gurry stated: *"We are very pleased to have secured the support of such a significant long term focused investor who recognises the value in our advanced exploration portfolio. Investment by Dunkeld will ensure continued momentum after the recent positive drilling results from the Tandarra Gold Project JV."*

REORGANISATION OF CAPITAL

Subject to ASX approval, under the **Stage 2 Capital Raise** the Company intends to invite existing shareholders and new investors to apply for shares by way of a transaction specific prospectus (**Prospectus**) in accordance with section 713 of the Corporations Act 2001 (**Cth**). The Company completed the first stage of the recapitalisation, via an approximate \$1.7m convertible debt issuance to sophisticated and professional investors (**Stage 1 Capital Raise**). Subject to ASX approval, in order to completely recapitalise and strengthen its balance sheet, the Company proposes, to undertake a consolidation of its fully paid ordinary shares on a 500:1 basis (**Consolidation**) subject to shareholder approval. This is expected to represent approximately 3-4% of the post capital raise reconstructed capital of the Company.

The Company is committed to prioritising existing shareholders and has structured the offer to ensure they have the first option to fund the majority of new capital and position themselves to benefit from the valuation reset and future growth.

The Company will invite shareholders and investors to apply for a total of 60,000,000 shares at an issue price of \$0.10 per share:

- a) a priority offer to Eligible Shareholders of up to 40,000,000 Shares with an issue price of \$0.10 to raise up to \$4,000,000 (**Priority Offer Placement**), and
- a) an offer to the general public of up to 20,000,000 Shares (plus any shortfall under the Priority Placement (**Shortfall**)) on the same terms as the Priority Offer Placement to raise up to \$2,000,000 (**Public Offer Placement**).

Funds from the proposed Stage 2 Capital Raise will be used to fund exploration works on the Company's Victorian Projects and for working capital. The minimum subscription amount has been set at 40,000,000 shares to raise \$4,000,000. Upon approval by shareholders, all convertible debt outstanding will automatically convert to shares at the completion of the capital raise. This ensures all new capital raised is utilised for exploration and related activities as well as working capital. The post capital raise reconstructed capital of the Company is expected to be approximately \$10.5m under the maximum capital raise \$6m.

The Board of Navarre believes that the Consolidation will provide an appropriate and effective capital structure for the Company, assist in positioning the Company for long term growth by making an investment in the Company's securities more attractive to investors, and potentially reduce share price volatility.

Mr. James Gurry stated: *"We thank shareholders for their patience as we have worked to reset the Company and position it to benefit from the current strength in the gold price and the excellent portfolio of Victorian projects. We look forward to hosting them at an upcoming General Meeting."*

The Company has engaged Harbury Advisors and Canary Capital as Joint Lead Managers to the capital raise on standard industry terms.

Both firms supported the Company in the convertible debt issuance earlier in the year, Harbury as lead advisor and Canary Capital as sub-broker and advisor to around 40 of their clients who took up a majority of the \$1.7m convertible debt capital raise. Canary Capital have supported other small gold companies recently including Auric Mining Ltd (ASX: AWJ) and Resources and Energy Group (REZ).

DIRECTOR COMMITMENT TO CAPITAL RAISE

Similar to the convertible debt capital raise, Mr Gurry and Mr Taylor have again committed to support the Company by investing at least \$100,000 and \$25,000 respectively in the Stage 2 capital raise, subject to shareholder approval.

PROSPECTUS

Further details including the transaction specific prospectus in accordance with section 713 of the of the Corporations Act 2001 (**Cth**) are expected to be finalised and sent to shareholders in the coming days.

For further information, please visit www.navarre.com.au, or contact:
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This announcement has been approved for release by the Board of Directors of Navarre Minerals Limited.

– ENDS –

About Navarre Minerals Limited

Navarre Minerals Limited (ASX: NML, in suspension) is a Victorian based mineral exploration company with a portfolio of advanced exploration projects across the state and is currently in a process of re-compliance and recapitalisation.

Navarre's flagship asset is the **Stawell Corridor Gold Project**, in an area that hosts the Stawell (~six million ounce) and Ararat (~one million ounce) goldfields. Within this Project, Navarre reported its maiden inferred Mineral Resource (304koz)¹ and additional Exploration Target (280-420koz) on the margins of the **Irvine** basalt dome (the Resolution and Adventure deposits)². To the south of Irvine also lies the high-grade gold discovery **Langi Logan** on a 14.5 kilometre long basalt dome. The **Morning Bill (Glenlyle) Prospect** is a potential epithermal gold-silver system above a deeper porphyry target in the emerging Stavely Arc volcanics, just south of the Stawell Corridor.

In joint venture with operator Catalyst Metals Limited (CYL), Navarre owns at 49% interest in the high-grade **Tandarra Gold Project**, 50 kilometres northwest of Agnico Gold's world-class Fosterville Gold Mine, and 40 kilometres north of the 22-million-ounce Bendigo Goldfield. Latest drill results were reported on 28 August 2024 with further drilling planned in coming months.

At the **St Arnaud Gold Project**, Navarre's exploration tenements encompass the historical St Arnaud Goldfield and its associated mines. The field consists of several lines of reefs which were worked to the southern edge of the younger Murray Basin cover (New Bendigo, New Chum and Nelson lines).

At the **Jubilee Gold Project**, 25 kilometres southwest of the Ballarat Gold Mine, the Company is targeting extensions and repetitions of the historically mined transverse gold-bearing quartz reef. These structures are similar to Fosterville's high-grade Swan-Eagle system.

Navarre's **board of directors** has transitioned to a new profile comprising:

- James Gurry (Executive Chair & Managing Director) (Appointed May 2023)
- Richard Taylor (Non-Executive Director) (Appointed May 2024)
- Angela Lorrigan (Non-Executive Director & Technical Director) (Appointed August 2024)

The board is supported by a **new executive** comprising:

- Managing Director - James Gurry
- Exploration Manager - Peter de Vries, (BAppSc)
- Exploration Strategy / Technical Advisors – Kenneth Bush and the team at Core Prospecting Pty Ltd
- Finance – Cameron Knox

See more at www.navarre.com.au

¹ See NML ASX Release 4 April 2023

² See NML ASX Release 30 March 2021

18 September 2024



Figure 1: Location of Navarre's Victorian projects.