

2 June 2021

CONFIRMATIONS

Cervantes Corporation Limited (ASX: CVS) (ACN 097 982 235) (**Company**) provides the following confirmations to satisfy conditions for the re-admission of the Company's securities to quotation on ASX.

Capitalised terms in this announcement have the same meaning as given under the Company's prospectus dated 16 April 2021 (**Prospectus**) unless the context otherwise requires.

Satisfaction of conditions to the Recapitalisation Strategy

The Company confirms that all conditions to the Recapitalisation Strategy have been satisfied.

Completion of the Rights Issue Offer

The Company confirms that all conditions to the Rights Issue Offer under the Prospectus have been satisfied and the Company has issued 268,004,155 Shares and 134,002,075 free-attaching Options under the Rights Issue Offer at an issue price of \$0.003 per Share to raise \$804,012 (before costs).

Completion of the Placement Offer

The Company confirms that all conditions to the Placement Offer under the Prospectus have been satisfied and the Company has issued 750,000,000 Shares and 375,000,000 free-attaching Options under the Placement Offer at an issue price of \$0.003 per Share to raise \$2,250,000 (before costs).

Completion of the Option Placement Offer

The Company confirms that all conditions to the Option Placement Offer under the Prospectus have been satisfied and the Company has issued 625,000,000 Options under the Option Placement Offer at an issue price of \$0.0005 per Option to raise \$312,500 (before costs).

Working Capital

The Directors are satisfied that on completion of the Offers, the Company will have sufficient working capital to carry out its objectives as stated in the Prospectus.

No legal, regulatory or contractual impediments

The Company confirms that there are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed in the Prospectus.

Compliance with Listing Rules

The Company confirms that it is in compliance with the ASX Listing Rules and in particular Listing Rule 3.1.





Responsible Person

The Company confirms that Christopher Achurch, Company Secretary, is the Company's responsible person for the purposes of ASX Listing Rule 1.1, condition 13.

This announcement has been authorised by the Board of the Company for release.



CAPITAL STRUCTURE

The capital structure of Cervantes Corporation Limited (ACN 097 982 235) (**Company**) as at the date of re-admission of the Company to the Official List of the ASX is set out below.

Securities on Issue	Number
Shares on issue	1,554,012,464
Unlisted Options ¹ expiring 31 December 2022	25,750,000
Unlisted Options ² expiring 31 December 2023	18,000,000
Options ³ expiring 20 May 2024	1,134,002,075
Total Options on Issue	1,177,752,075

Notes:

1. 25,750,000 unlisted options exercisable at \$0.01 per option with an expiry date of 31 December 2022; and
2. 18,000,000 unlisted options exercisable at \$0.01 per option with an expiry date of 31 December 2023.
3. 1,134,002,075 options exercisable at \$0.01 per option with an expiry date of 20 May 2024.



STATEMENT OF COMMITMENTS
(Based on actual funds raised of \$3,366,512)

Cervantes Corporation Limited (ACN 097 982 235) (**Company**) intends to apply funds raised from the Offers over the first two years following re-admission of the Company to the official list of ASX as follows:

Activities	Amount		
	Year 1	Year 2	Total
Data Compilation & Access costs	\$30,000	\$50,000	\$80,000
Geochem, geophysics and mapping - regional	\$50,000	\$65,000	\$115,000
Drilling & Assay – Blue Heaven	\$250,000	\$65,000	\$315,000
Drilling & Assay - Pansy	\$155,000	\$50,000	\$205,000
Pansy mine development	\$40,000	\$80,000	\$120,000
Tenement rates & rents	\$25,000	\$30,000	\$55,000
Tenement Reporting	\$25,000	\$17,000	\$42,000
Liabilities (aged creditors/loans)	\$820,000	\$450,000	\$1,270,000
Assessing new projects	\$75,000	\$75,000	\$150,000
Expenses of the Offers	\$337,000	\$0	\$337,000
Working capital and corporate administration ^{1,2}	\$332,000	\$315,512	\$647,512
TOTAL EXPENDITURE	\$2,139,000	\$1,197,512	\$3,336,512

Notes:

1. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees, rent and other associated costs.
2. To the extent that:
 - (a) the Company's exploration activities warrant further exploration activities; or





(b) the Company is presented with additional acquisition opportunities,

the Company's working capital may be used to fund such further exploration and acquisition costs (including due diligence investigations and expert's fees in relation to such acquisitions). Any amounts not so expended will be applied toward administration costs for the period following the initial 2-year period following the Company's re-quotations on ASX.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.



PRO FORMA BALANCE SHEET
(Based on actual funds raised of \$3,366,512)

	AUDITED 30/06/2020	AUDIT REVIEWED 31 /12/2020	CAPITAL RAISING	AUDIT REVIEWED PRO-FORMA 31 /12/2020
Current assets				
Cash	149,136	14,864	3,029,512	3,044,376
Financial assets	319,325	203,450	-	203,450
Total current assets	468,461	218,314	3,029,512	3,247,826
Non-current assets				
Exploration and evaluation expenditure	1,684,888	1,830,945	-	1,830,945
Total non-current assets	1,684,888	1,830,945	-	1,830,945
TOTAL ASSETS	2,153,349	2,049,259	3,029,512	5,078,771
Current liabilities				
Trade and other creditors	357,940	110,953	-	110,953
Financial liabilities	1,011,800	450,337	370,774	821,111
Total current liabilities	1,369,740	561,290	370,774	932,064
Non-current liabilities				
Financial liabilities	-	820,774	(370,774)	450,000
Total non-current liabilities	-	820,774	(370,774)	450,000
TOTAL LIABILITIES	1,369,740	1,382,064	-	1,382,064
NET ASSETS	783,609	667,195	3,029,512	3,696,707
Equity				
Contributed equity	14,115,475	14,115,475	3,029,512	17,144,987



CERVANTES
Corporation Limited

Accumulated losses	(13,331,866)	(13,448,280)	-	(13,448,280)
TOTAL EQUITY	783,609	667,195	3,029,512	3,696,707



TERMS AND CONDITIONS OF OPTIONS ON ISSUE

1. LISTED OPTIONS EXERCISABLE AT \$0.01 ON OR BEFORE 20 MAY 2024

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.01 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 20 May 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the latter of the following:

- (i) Exercise Date; and
- (ii) When excluded information in respect to, the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,



But in any case, not later than 20 Business Days after the Exercise Date, the Company will:

- (iii) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital



offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

2. UNLISTED OPTIONS EXERCISABLE AT \$0.01 ON OR BEFORE 31 DECEMBER 2022

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.01 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 December 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time until the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment



of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case, no later than 20 Business Days after the Exercise Date, the Company will:

- (iii) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the



Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

3. UNLISTED OPTIONS EXERCISABLE AT \$0.01 ON OR BEFORE 31 DECEMBER 2023

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.01 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire on 31 December 2023 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option



being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 10 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case, no later than 20 Business Days after the Exercise Date (or such lesser period as required by the ASX Listing Rules), the Company will:

- (iii) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.



(h) **Shares issue on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

