Announcement Summary

Entity name

MUSGRAVE MINERALS LIMITED

Announcement Type

New announcement

Date of this announcement

15/10/2021

The Proposed issue is:

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Unlisted options	3,750,000

Proposed +issue date

19/11/2021

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

MUSGRAVE MINERALS 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

Registration Number

ACN

143890671

1.3 ASX issuer code

MGV

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

15/10/2021

1.6 The Proposed issue is:

☑ A placement or other type of issue

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

18/11/2021

Actual

Comments

Shareholder approval is intended to be sought for the proposed issue at the Annual General Meeting of the Company to be held on 18 November 2021

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)? New class

Will the proposed issue of this +security include an offer of attaching +securities? ☑ No

Details of +securities proposed to be issued

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

Have you received confirmation from Will the entity be seeking quotation ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1? ☑ No

of the 'new' class of +securities on ASX?

✓ No.

ASX +security code +Security description

New class-code to be confirmed Unlisted options

Proposed issue of securities

+Security type

Options

Number of +securities proposed to be issued

3,750,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration? $\ensuremath{\mathfrak{C}}$ No

Please describe the consideration being provided for the +securities

Nil

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

0.000010

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

☑ No

If some of the issued +securities do not rank equally

Is the actual date from which the +securities will rank equally (non-ranking end date) known?

☑ No

Provide the estimated non-ranking end period

The securities are unlisted options which may or may not be exercised by the holder up to the date of their expiry

Please state the extent to which the +securities do not rank equally:

- In relation to the next dividend, distribution or interest payment; or
- For any other reason

Upon exercise of the options into ordinary fully paid shares the shares will rank equally in all respects with an existing class of quoted securities

Options details

+Security currency Exercise price Expiry dateAUD - Australian Dollar AUD 0.4500 18/11/2024

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

MGV: ORDINARY FULLY PAID

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

3,750,000

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.

Please refer to Musgrave's Notice of Annual General Meeting, lodged with ASX on 15 October 2021 which outlines the material terms of the securities proposed to be issued

Part 7C - Timetable

7C.1 Proposed +issue date

19/11/2021

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?

✓ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

18/11/2021

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

⊗ Yes

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

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

⊗ No

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



Part 7F - Further Information

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

To provide costs effective consideration and incentive to a Director for ongoing commitment and contribution to the Company

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

The issue price of the options is yet to be determined as the actual exercise price will be set at a price that is the higher of either: 45 cents; or 50% greater than the 5 day VWAP of the Shares on ASX 5 days prior to the day that Shareholder approval is obtained for the grant of the Director Options. The options will vest and become exercisable on 18 November 2022.