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4 March 2022

SUCCESSFUL COMPLETION OF INSTITUTIONAL COMPONENT OF ENTITLEMENT OFFER

Highlights

- **Institutional Entitlement Offer successfully completed, raising approximately A\$656 million before costs, representing ~94.6% of the total raising amount**
- **Stanmore shares expected to recommence trading on ASX on Monday, 7 March 2022**
- **Retail Entitlement Offer opens on 10 March 2022**

Stanmore Resources Limited (“Company” or “Stanmore”) (ASX:SMR) is pleased to announce that it has successfully completed the institutional component (“Institutional Entitlement Offer”) of its 7 for 3 underwritten pro rata accelerated renounceable entitlement offer, with retail rights trading (“Entitlement Offer”) of new fully paid ordinary shares in Stanmore (“New Shares”) at an offer price of A\$1.10 per New Share (“Offer Price”).

Stanmore’s shares will recommence trading on ASX on Monday, 7 March 2022 on an ex-rights basis.

Summary of the Institutional Entitlement Offer

The Institutional Entitlement Offer represents the first stage of Stanmore’s A\$694 million (~US\$506 million) capital raising announced on 3 March 2022.

The Institutional Entitlement Offer, which closed at 5.00pm (Sydney time) on 3 March 2022, raised gross proceeds of approximately A\$656 million.

A bookbuild for the Institutional Entitlement Offer shortfall shares (“Institutional Shortfall Bookbuild”) was conducted on 3 March 2022. The final clearing price under the Institutional Shortfall Bookbuild was A\$1.10, being the same as the Offer Price. The New Shares issued under the Institutional Entitlement Offer and the Institutional Shortfall Bookbuild are expected to settle on 15 March 2022 with allotment and trading on 17 March 2022.

Commenting on the success of the Institutional Entitlement Offer, Managing Director Marcelo Matos said:

“the overwhelming support for the offer from both existing shareholders and new investors is a real endorsement of the value of the proposition offered by the BMC acquisition and the enlarged Stanmore business. Stanmore is excited to welcome some significant new Australian and international investors to its register”

Commencement of the Retail Entitlement Offer

The retail component of the Entitlement Offer (“Retail Entitlement Offer”) will open on 10 March 2022 and is expected to close at 5.00pm (Sydney time) on 21 March 2022 (“Retail Closing Date”).

Under the Retail Entitlement Offer, retail shareholders with a registered address in Australia, New Zealand or Singapore as at 7:00pm (Sydney time) on 7 March 2022 (“Record Date”), who are not an Eligible Institutional Shareholder, not in the United States or a US person and are eligible under all applicable securities law to receive an offer under the Retail Entitlement Offer (“Eligible Retail Shareholders”) will be able to subscribe for 7 New Shares for every 3 existing shares at the Offer Price. The Retail Entitlement Offer will be conducted at the same Offer Price and ratio as under the Institutional Entitlement Offer.

Eligible Retail Shareholders will be allotted entitlements and have a number of options under the Retail Entitlement Offer:

- elect to take up all of their entitlements by the Retail Closing Date;
- elect to sell or transfer all or part of their entitlements; or
- do nothing and let all of their entitlements lapse.

Eligible Retail Shareholders will also have the ability to subscribe for additional New Shares in excess of their entitlements, to be allocated in a retail shortfall facility.

Eligible Shareholders in the Retail Entitlement Offer will be sent a retail offer booklet (“Retail Offer Booklet”), which will contain further information in respect of the Retail Entitlement Offer and a personalised entitlement and acceptance form, on 10 March 2022 and lodged with ASX on that date.

Eligible Retail Shareholders should carefully read the Retail Offer Booklet and their personalised entitlement and acceptance form in full before deciding whether to subscribe for New Shares or let their entitlements lapse. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer will then need to complete, or otherwise apply in accordance with, the personalised entitlement and acceptance form. Retail Offer Booklets and personalised entitlement and acceptance forms will be sent electronically to those Eligible Retail Shareholders who have elected to receive electronic communications from Stanmore. Copies of the Offer Booklet will also be available on the ASX website at www.asx.com.au and Stanmore's website at www.stanmore.net.au. Acceptances and cleared funds must be received by the Retail Closing Date (unless the Retail Entitlement Offer is extended).

The entitlements can be traded on ASX in whole or in part, with trading to commence on 7 March 2022 (on a deferred settlement basis) under the ASX ticker “SMRR”, and conclude on close of trading on 14 March 2022 (“Entitlement Trading Period”). Eligible Retail Shareholders can also transfer in whole or in part their entitlement directly to another eligible person off-market. It is the responsibility of purchasers of entitlements to inform themselves of the ‘eligibility criteria’ (details of which will be set out in the Retail Offer Booklet) for exercise. If holders of entitlements after the end of the Entitlement Trading Period do not meet the eligibility criteria, they will not be able to exercise the entitlements. In the event that holders are not able to take up their entitlements, those entitlements will lapse and holders may receive no value for them.

Summary of key dates

Event	Proposed date
Stanmore requests a trading halt before market open	3 March 2022
Announcement of Entitlement Offer, cleansing notice and Appendix 3B	3 March 2022

Event	Proposed date
Stanmore conducts Institutional Entitlement Offer and (if applicable) Institutional Shortfall Bookbuild	3 March 2022 – 4 March 2022
Announcement of results of Institutional Entitlement Offer	4 March 2022 (after market close)
Trading resumes on an ex-rights basis If agreed by ASX, rights are quoted on a deferred settlement basis from market open	7 March 2022
Record Date (7.00pm Sydney time)	7 March 2022
Retail Entitlement Offer documents sent and Retail Entitlement Offer opens	10 March 2022
Rights trading ends at close of trading	14 March 2022
If agreed by ASX, securities quoted on a deferred settlement basis from market open	15 March 2022
Settlement date for Institutional Entitlement Offer (including any Institutional Shortfall Bookbuild)	15 March 2022
Institutional Entitlement Offer (including any Institutional Shortfall Bookbuild) issue date	16 March 2022
Shares issued on the Institutional Entitlement Offer (including any Institutional Shortfall Bookbuild) commence trading on ASX	17 March 2022
Close of Retail Entitlement Offer (5.00pm Sydney time)	21 March 2022
Announcement of results of Retail Entitlement Offer and notification of any shortfall	24 March 2022
Settlement date for Retail Entitlement Offer (including any shortfall facility)	30 March 2022
Retail Entitlement Offer (including any shortfall facility) issue date	31 March 2022
Shares issued on the Retail Entitlement Offer issue date commence trading on ASX	1 April 2022
Despatch of holding statements	1 April 2022

The above events, dates and times are indicative only and may be subject to change. Stanmore reserves the right to amend any or all of these events, dates and times without notice, subject to the consent of the Underwriter, the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, Stanmore reserves the right to extend closing dates, to accept late applications either generally or in particular cases or to withdraw the Retail Entitlement Offer without prior notice. The commencement of quotation of New Shares is subject to confirmation by ASX.

Approval

This announcement has been approved for release by the Board of Directors of Stanmore.

Further information and shareholder enquiries

Eligible retail shareholders who have any questions regarding the Entitlement Offer should contact the Stanmore Shareholder Information Line between 8.30am to 5.00pm, Monday to Friday, AEST on 1300 553 490 (from within Australia) or +61 1300 553 490 (from outside Australia).

Further information

Investors

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Disclaimer

IMPORTANT NOTICES

This release is for information purposes only and is not a financial product or investment advice or a recommendation to acquire Stanmore shares (nor does it or will it form any part of any contract to acquire Stanmore shares) or accounting, legal or tax advice. The information in this release is in summary form and does not contain all the information necessary to fully evaluate the Entitlement Offer or any potential investment in Stanmore. It should be read in conjunction with Stanmore's other periodic and continuous disclosure announcements lodged with ASX. This release has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives and financial situation and needs, and seek legal, financial and taxation advice appropriate for their jurisdiction. Stanmore is not licensed to provide financial product advice in respect of an investment in securities.

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About Stanmore Resources Limited (ASX: SMR)

Stanmore Resources Limited owns and operates the Isaac Plains Complex in Queensland's prime Bowen Basin region which includes the Isaac Plains Mine and processing facilities, the adjoining Isaac Plains East and Isaac Downs mining areas and the Isaac Plains Underground Project. The Company is focused on the creation of shareholder value via the efficient operation of the Isaac Plains Complex and the identification of further development opportunities within the region. Stanmore Resources is a 50% shareholder in the Millennium and Mavis Downs Mine and holds a number of additional high-quality prospective coal tenements located in Queensland's Bowen and Surat basins.