



PRE-QUOTATION DISCLOSURE

Osmond Resources Limited (ACN 649 477 734) (**Company**) makes the following disclosures in accordance with ASX's listing conditions.

Capitalised terms not defined have the meaning given in the Company's prospectus dated 16 February 2022 (**Prospectus**).

1. Restricted securities

The Company confirms that the following securities will be subject to restriction pursuant to the ASX Listing Rules for the period outlined below:

Class	Number	Restriction Period														
Shares	16,466,668	24 months from the date of official quotation														
Shares	5,000,007	12 months from the date of issue <table><tr><th>Number</th><th>Date of issue</th></tr><tr><td>200,000</td><td>28 October 2021</td></tr><tr><td>200,000</td><td>9 November 2021</td></tr><tr><td>300,000</td><td>1 February 2022</td></tr><tr><td>1,700,000</td><td>4 April 2022</td></tr><tr><td>900,000</td><td>5 April 2022</td></tr><tr><td>1,700,007</td><td>10 September 2021 (Convertible Note date of issue)</td></tr></table>	Number	Date of issue	200,000	28 October 2021	200,000	9 November 2021	300,000	1 February 2022	1,700,000	4 April 2022	900,000	5 April 2022	1,700,007	10 September 2021 (Convertible Note date of issue)
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1,700,000	4 April 2022															
900,000	5 April 2022															
1,700,007	10 September 2021 (Convertible Note date of issue)															
Options with an exercise price of \$0.25 each and expiring on the date that is 3 years from Admission	5,500,000	24 months from the date of official quotation														

2. Confirmation of issue of securities

The Company confirms the issue of:

- (a) 25,000,000 Shares under the Public Offer;

- (b) 5,166,675 Shares on conversion of Convertible Notes pursuant to the Convertible Note Offer;
- (c) 800,000 Shares to Fowler Resources Pty Ltd (or its nominee), comprising:
 - (i) 400,000 Shares issued pursuant the Yumbarra Agreement (refer to Section 6.1 of the Prospectus); and
 - (ii) 400,000 Shares issued pursuant the Tallacootra and Coorabie Agreement (refer to Section 6.2 of the Prospectus)
- (d) 900,000 Shares to Kimba Minerals Pty Ltd (or its nominee) pursuant to the Kimba Agreement (refer to Section 6.3 of the Prospectus);
- (e) 900,000 Shares to Providence Gold Minerals Pty Ltd (or its nominee) pursuant to the Sandford Agreement (refer to Section 6.4 of the Prospectus); and
- (f) 2,500,000 Options issued to the Lead Manager (or its nominees) pursuant to the Lead Manager Offer with an exercise price of \$0.25 each and expiry date 3 years from Admission, in the following proportions:
 - (i) 1,500,000 Options to the Lead Manager;
 - (ii) 500,000 Options to Astrid Hill Pty Ltd; and
 - (iii) 500,000 Options to Candour Advisory Pty Ltd.

3. **Confirmation of securities subject to voluntary escrow**

There are no securities subject to voluntary escrow.

4. **Capital structure**

The Company's capital structure at the date of Admission is:

Security	Number
Fully Paid Ordinary Shares	49,566,676
Options ¹	5,500,000

Notes:

1. Exercisable at \$0.25 each on or before the date 3 years from Admission.

5. **Confirmation of conversion of all the convertible notes**

The Company confirms that all convertible notes referred to in section 6.6 of the Prospectus have been converted and the relevant shares were issued on 6 April 2022.

6. **Confirmation of no impediments**

The Company confirms there are no legal, regulatory, statutory or contractual impediments to the Company entering EL6417, EL6615, EL6603, EL6604, EL6692 and EL6958 and carrying out

exploration activities such that the Company will be able to spend its cash in accordance with its commitments for the purposes of Listing Rule 1.3.2(b).

7. **Yumbarra Agreement - conditions precedent**

The Company confirms satisfaction of all of the conditions precedent set out in clauses 4(a)(i) to 4(a)(v) of the Yumbarra Agreement, and completion of the acquisition of the 51% legal and beneficial ownership interest in EL647 ('**Yumbarra Tenement**'), including the issue of 400,000 fully paid ordinary shares to Fowler Resources Pty Ltd ('**Completion Shares**') pursuant to the Yumbarra Agreement.

8. **Tallacootra and Coorabie Agreement - conditions precedent**

The Company confirms satisfaction of all of the conditions precedent set out in clauses 4(a)(i) to 4(a)(v) of the Tallacootra and Coorabie Agreement, and completion such that the Company has acquired the right to earn an initial 51% interest in EL6615 ('**Tallacootra Tenement**') and EL6692 ('**Coorabie Tenement**'), including the issue of 400,000 fully paid ordinary shares to Fowler Resources Pty Ltd ('**TC Stage 1 Shares**') pursuant to the Tallacootra and Coorabie Agreement.

9. **Kimba Agreement - conditions precedent**

The Company confirms satisfaction of all of the conditions precedent set out in clauses 4(a)(i) to 4(a)(iv) of the Kimba Agreement and completion such that the Company has acquired the right to earn an initial 51% interest in EL6603 and EL6604 ('**Fowler Tenements**'), including the issue of 900,000 fully paid ordinary shares to Kimba Minerals Pty ('**Kimba Stage 1 Shares**') pursuant to the Kimba Agreement.

10. **Sandford Agreement - conditions precedent**

The Company confirms:

- (a) satisfaction of the conditions precedent set out in clauses 4(a)(i), 4(a)(ii) and subject to sub-paragraph (b) below, clause 4(a)(iii) of the Sandford Agreement, and exercise of the Option such that the Company has a 51% legal and beneficial ownership interest in EL9658 ('**Sandford Tenement**'), including the issue of 900,000 fully paid ordinary shares to Providence ('**Sandford Completion Shares**') pursuant to the Sandford Agreement;
- (b) the parties have agreed that for the purpose of clause 4(a)(iii) (Regulatory Condition) and in accordance with clause 4(c) of the Sandford Agreement, and for all other purposes, the Regulatory Condition has been waived by the mutual consent of the parties, to the extent of Ministerial Consent;
- (c) by virtue of the parties' agreement to waive the Regulatory Condition to the extent of Ministerial Consent (as described in sub-paragraph (b) above), no right of termination of the Sandford Agreement arises under clause 4(f) of the Sandford Agreement;
- (d) pursuant to clause 7(d) of the Sandford Agreement:
 - (i) Providence agrees to hold the relevant interest on trust for Osmond until such time as the Minister consents to the transfer of the Sale Interest; and
 - (ii) Providence must act in accordance with Osmond's reasonable instructions in relation to the Sandford Tenement;

- (e) pursuant to clause 4(h) of the Sandford Agreement, Providence must:
 - (i) maintain the Sandford Tenement in good standing as required by applicable laws and observe the conditions of the Sandford Tenement (including meeting minimum expenditure requirements);
 - (ii) not do, or omit to do, anything that may result in the forfeiture of the Sandford Tenement;
 - (iii) provide Osmond with copies of all material notices and documents it receives in relation to the Sandford Tenement, including any notice or correspondence from the Department or any party under a third party agreement;
 - (iv) provide Osmond with regular updates in relation to any exploration activities or anything that may have a material adverse effect on the tenement; and
 - (v) undertake activities on or in connection with the Tenement in a manner consistent with all applicable laws and good exploration and mining practices;
- (f) exploration at the Sandford Tenement has commenced; and
- (g) with respect to the status of ministerial consent:
 - (i) on 11 February 2022, the Company lodged its application to receive ministerial consent;
 - (ii) on 23 March 2022, the application was accepted into the Victorian Government online system for processing;
 - (iii) no formal notification of objections have been received by the Company in respect of its application; and
 - (iv) the Company anticipates ministerial consent to be granted in the ordinary course and the Company is not aware of any reason why ministerial consent would not be granted.

By order of the Board

Andrew Shearer
Executive Director
Osmond Resources Limited