



April 28th, 2022

Market Update

KEY POINTS

- Capital raised through issue of a Converting Note which will convert to ordinary Shares if Approved by Shareholders
 - Funds to be used to further Elmore's commitment to Territory Minerals Northcote Gold and Antimony Project in Far North Queensland, as well as general working capital
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Elmore Ltd (ELE: ASX or Elmore) is pleased to provide an update on the raising of funds to assist in the development of the Northcote Gold and Antimony Project

Fund Raise

Elmore has raised \$2.5 million dollars by issue of a "Converting Note" to a number of existing funds and sophisticated investors.

The raise was led by Shaw and Partners whom ran a Book Build process which was vetted by the Company.

The terms of the raise are:

- \$2.5 million raised
- 2-year term
- 20% per annum interest rate
- 5% establishment fee
- 3 months interest and establishment fee (equivalent to 10%) paid upfront in cash
- Shareholder approval will be sought to convert the Note shares. If approved the Note will automatically convert to 62,500,000 shares to be issued at \$AU0.04 per share.

Full terms on the note are contained in Annexure 1. A full list of subscribers can be found in Annexure 2.

Managing Director's Comments

Elmore's Managing Director Mr David Mendelawitz commented, *"I'd like to thank those that participated in the raise and apologise to those that expressed interest, but whom we were unable to allocate a proportion of the raise to. The funds will give us the confidence to dive into the next stage of development of a project that we are confident has lots of potential for all involved."*

END



Annexure 1

CONVERTING NOTE

Terms

Issuer:	Elmore Limited [ACN 057 140 922] a company listed on the Australian Securities Exchange Limited ("ASX"); ASX: ELE.
Issue:	Converting Note ("Note").
Transaction Type:	Placement of Note, with participation restricted to Sophisticated and Professional Investors (as defined in s708 of the <i>Corporations Act 2001</i>).
Principal Amount:	maximum AU\$2,500,000
Note Value/ Minimum Investment	AU\$25,000
Listing:	The Note will not be listed on the ASX or any other securities exchange. Shares will be listed on the ASX (ASX:ELE)
Brokerage:	3% brokerage is paid in cash on the note
Use of Proceeds:	<ul style="list-style-type: none">• Progression of Territory Minerals project design and licensing• General working capital
Currency:	Australian Dollars (AU\$)
Establishment Fee:	5% paid upfront in cash
Interest:	20% interest pa paid in cash quarterly starting in 6 months 3 month (5%) paid upfront in cash
Total Shares:	62,500,000 max equity shares
Issue Date:	The date recorded and accepted on the Acceptance & Application Form.
Maturity Date:	Date of Shareholder approval of conversion of note to equity or 2 years if Shareholder Approval not granted for conversion of Notes to ordinary shares.
Key Dates:	Applications to be received by 21 st April 2022 Funds to be received by 26 th April 2022 Interest shares to be issued by 29 th April 2022 Equity shares to be issued within 7 days of holding EGM (target 6 weeks from Issue Date)
Repayment:	<ul style="list-style-type: none">• If Shareholder Approval is not given for the Conversion of the Note to equity or sufficient Headroom to allow for the conversion,

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	100% of the Principal Amount to be repaid in cash on the Maturity Date;
Conversion:	The Principal Value of the Note will be automatically converted to ordinary listed shares in ELE (\$0.04c per share). Conversion rights are subject to shareholder approval
“Conversion Shares” to be Approved by Shareholder Meeting or Headroom Clearance:	<ul style="list-style-type: none">• 62,500,000
Security:	<ul style="list-style-type: none">• Unsecured
Conditions Precedent:	<ul style="list-style-type: none">• Receipt and acceptance, by the Issuer, of a duly completed and executed, Convertible Note Acceptance & Application Form, from the Noteholder.
Governing Law:	The terms, conditions and any matters arising from or in relation to this Note, will be governed by the laws of Western Australia.



Annexure 2

Holders Name	Subscription Amount (AU\$)
Westrade Resources Pty Ltd <Shappard Super Fund A/C>	50,000
Golden Way Ventures Pty Ltd	25,000
DAK Drafting Services Pty Ltd <The Diamond Family A/C>	100,000
TPC Equities Pty Ltd	50,000
BNM Holdings Pty Ltd <BJD Beresford Family A/C>	50,000
Reef Investments Pty Ltd <Tdnairn Superfund A/C>	50,000
GFS Securities Pty Ltd <Glenfare Super Fund A/C>	100,000
Jonathon Higgins	25,000
Kruger Park Pty Ltd	100,000
Mr Timothy David Bunney	50,000
Ice Cold Investments Pty Ltd	150,000
Marso Securities Pty Ltd	50,000
Starglobal Corporation Pty Ltd <The CAS A/C>	40,000
Mr Chistopher Dylan Judd & Mrs Rebecca Jane Judd <Judd Super Fund A/C>	50,000
G.A Wood Holdings Pty Ltd <GA Wood Holdings A/C>	50,000
Dr Patrick Martin Garratt and Kara Teresa Garratt	50,000
TIGA Trading Pty Ltd	300,000
Merrill Lynch (Australia) Nominees Pty Ltd	1,000,000
Simon Yeo Nominee	60,000
PORJED Pty Ltd	50,000
Russell Baskerville - Baskerville Investments Pty Ltd	100,000
TOTAL	2,500,000