

## STATEMENT OF CONFIRMATION

Regener8 Resources NL (ASX: R8R) (**Company**) provides the following confirmations to satisfy the conditions for admission of its securities to official quotation.

Capitalised terms in this announcement have the same meaning given under the Company's prospectus dated 3 May 2022 (**Prospectus**).

### Completion of Offer and Proposed Acquisition

The Company confirms that all conditions to the Offers under the Prospectus as well as the Proposed Acquisition have been satisfied. As a result, the Company has successfully completed the Proposed Acquisition and has issued the following Securities:

- (a) 22,690,000 Shares at an issue price of \$0.20 per Share to raise \$4,538,000 under the Offer;
- (b) 5,000,000 Shares under the Secondary Offer and a further 1,500,000 Vendor Performance Rights to GTI Energy Ltd in connection with the Proposed Acquisition; and
- (c) an aggregate of 1,500,000 Board Performance Rights (comprising 500,000 Class A Performance Rights, 500,000 Class B Performance Rights and 500,000 Class C Performance Rights, each expiring 5 years from the date of grant) to the Directors, Stephen Foley, Robert Boston and Petar Tomasevic (or their nominees).

### ASX Confirmation and Waiver

The Company confirms that it has been granted confirmation that the terms of the Performance Rights comply with ASX Listing Rule 6.1. In addition, ASX has granted the Company a waiver from ASX Listing Rule 1.1 Condition 12 to the extent necessary to permit the Company to have on issue 3,000,000 Performance Rights issued to the vendor of the Niagara Project (being GTI Energy Ltd) and the Directors with a nil exercise price on condition that the material terms and conditions of the Performance Rights are clearly disclosed in the Company's initial offering prospectus.

### Updated Statement of Commitments

The Company intends to apply funds raised from the Offer as follows:

Capital Structure	Amount
Existing cash reserves <sup>1</sup>	\$355,558
Funds raised from the Offer	\$4,538,000
<b>Total</b>	<b>\$4,893,558</b>
Cash reimbursement associated with the Proposed Acquisition <sup>2</sup>	\$150,000
Stamp duty associated with the Proposed Acquisition <sup>2</sup>	\$76,000
Exploration Expenditure – Niagara and Reach	\$2,330,000

Capital Structure	Amount
ESG and Carbon Neutrality / Explore additional opportunities	\$350,000
General working capital <sup>3</sup>	\$1,491,117
Costs of the Offer <sup>4</sup>	\$496,441
<b>Total</b>	<b>\$4,893,558</b>

**Notes:**

1. Refer to the Independent Limited Assurance Report set out in Annexure C of the Prospectus for further details.
2. Refer to section 8.3 of the Prospectus for further details on the Proposed Acquisition.
3. General working capital costs may include general costs associated with the management and operation of the business including administration expenses, company secretarial fees, directors' fees, rent, marketing, share registry fees and other associated costs.
4. Refer to section 9.12 of the Prospectus for further information on the expenses of the Offer.
5. Percentages are rounded to the nearest whole number.

### **Restricted Securities**

The Company confirms that following quotation of the Company's securities on the ASX, the following securities will be subject to restriction pursuant to the ASX Listing Rules for the period outlined below:

Class	Number	Restriction Period
Shares <sup>1</sup>	5,846,250	24 months from date of quotation
Shares <sup>1</sup>	1,102,500	12 months from date of issue being 4 March 2022
Shares <sup>1</sup>	135,000	12 months from date of issue being 30 March 2022
Partly Paid Shares <sup>2</sup>	7,600,000	24 months from date of quotation
Partly Paid Shares <sup>2</sup>	7,375,000	12 months from date of issue being 4 March 2022
Partly Paid Shares <sup>2</sup>	1,900,000	12 months from date of issue being 12 April 2022
Vendor Performance Rights <sup>3</sup>	1,500,000	24 months from date of quotation
Board Performance Rights <sup>4</sup>	1,500,000	24 months from date of quotation

**Notes:**

1. The full terms and conditions of the Shares are set out in section 9.2 of the Prospectus.
2. The full terms and conditions of the Partly Paid Shares are set out in section 9.3 of the Prospectus.
3. The full terms and conditions of the Vendor Performance Rights are set out in section 9.6 of the Prospectus.
4. The full terms and conditions of the Board Performance Rights are set out in section 9.7 of the Prospectus.

### **Statement of Capital Structure**

The capital structure of the Company following completion of the issue of the above-mentioned Securities is set out below:

Capital Structure	Shares <sup>1</sup>	Partly Paid Shares <sup>2</sup>	Performance Rights <sup>3</sup>
Securities on issue as at the date of the Prospectus	3,812,501	16,875,000	Nil

Capital Structure	Shares <sup>1</sup>	Partly Paid Shares <sup>2</sup>	Performance Rights <sup>3</sup>
Securities issued under the Proposed Acquisition	5,000,000	Nil	1,500,000
Shares issued under the Offer	22,690,000	Nil	Nil
Board Performance Rights issued to the Directors	Nil	Nil	1,500,000
<b>Total</b>	<b>31,502,501</b>	<b>16,875,000</b>	<b>3,000,000</b>

**Notes:**

1. The full terms and conditions of the Shares are set out in section 9.2 of the Prospectus.
2. The full terms and conditions of the Partly Paid Shares are set out in section 9.3 of the Prospectus.
3. The full terms and conditions of the Performance Rights are set out in sections 9.6 and 9.7 of the Prospectus.

**No impediments**

The Company confirms that there are no legal, regulatory, statutory or contractual impediments to the Company entering E40/342, P40/1506, P40/1513, P40/1515, P40/1516, P40/1517, P40/1518, P40/1492 or P40/1536 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 ASX Listing Rule 1.3.2(b).

This ASX Announcement has been authorised for release by the Board.

**For further information, please contact:**

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