



## Announcement Summary

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**Entity name**

ALICE QUEEN LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

2/8/2022

**The Proposed issue is:**

☒ A placement or other type of issue

**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	AQX OPTION EX \$0.008 expiring 3 years from date of issue.	208,333,333
AQX	ORDINARY FULLY PAID	416,666,667

**Proposed +issue date**

10/8/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

ALICE QUEEN 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**

ABN

**Registration Number**

71099247408

**1.3 ASX issuer code**

AQX

**1.4 The announcement is**☒ New announcement**1.5 Date of this announcement**

2/8/2022

**1.6 The Proposed issue is:**☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

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### Part 7A - Conditions

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**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	15/9/2022	<input checked="" type="checkbox"/> Estimated	

#### Comments

Attaching options are subject to Shareholder approval at the next General Meeting expected to be held in September 2022. The Company proposes seeking quotation of these options subject to meeting ASX requirements and the issue of a prospectus.

### Part 7B - Issue details

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**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)?**

☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ Yes

#### Details of +securities proposed to be issued

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##### ASX +security code and description

AQX : ORDINARY FULLY PAID

##### Number of +securities proposed to be issued

416,666,667

##### Offer price details

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ Yes



**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.00300

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

#### Attaching +Security

**Is the proposed attaching 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

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

#### Details of attaching +securities proposed to be issued

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

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

AQX OPTION EX \$0.008 expiring 3 years from date of issue.

**+Security type**

Options

**Number of +securities proposed to be issued**

208,333,333

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

☒ No

**Please describe the consideration being provided for the +securities**

1 attaching option is proposed to be issued for every 2 new shares issued under the placement with an exercise price of \$0.008 and expiring 3 years from the date of issue.



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

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

☒ Yes

#### Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0080

**Expiry date**

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

AQX : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:AQX) per option.

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.

To be contained in the notice of meeting seeking shareholder approval for issue of the options.

#### Part 7C - Timetable

**7C.1 Proposed +issue date**

10/8/2022

#### 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?**

☒ No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

☒ Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

254,927,201 ordinary shares

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

☒ Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

161,739,466 ordinary shares

**7D.1c ( ii ) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate**

The shares were placed to unrelated professional and sophisticated investors identified by the Company or the lead manager of the placement as it was considered the most efficient means of completing the capital raising, with a higher degree of certainty of commitments and without exposing the Company to market volatility in the period that would otherwise be required to complete an entitlement issue.

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

☒ No

**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

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**Part 7E - Fees and expenses****7E.1 Will there be a lead manager or broker to the proposed issue?**

☒ Yes

**7E.1a Who is the lead manager/broker?**

GTT Ventures Pty Ltd (ACN 601 029 636)

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

- Commission fee equal to 6% of funds raised.
- 15,500,000 Broker Options to be issued in total, subject to shareholder approval and with the same terms as the options granted to participating investors in the capital raise. Refer to the Appendix 3B released at or about the time of this Appendix 3B for further details of these broker options.

**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

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

Funds raised are intended to be applied as follows:

- Commence exploration in Fiji;
- Progress exploration in NSW;
- Continue advanced discussions for joint venture opportunities on NSW projects to accelerate further drilling;
- Working Capital

### 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 attaching options the subject of this Appendix 3B are conditional on receipt of required prior shareholder approval as noted elsewhere in this Appendix 3B. The general meeting of shareholders is proposed to be held on or about 15 September 2022.

### 7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)