

25 October 2022

The Manager
Market Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Renounceable Entitlement Offer

Carawine Resources Limited (ACN 611 352 348) (**ASX: CWX**) (**Carawine** or the **Company**) is pleased to announce a pro rata renounceable entitlement offer of one (1) fully paid ordinary new share in the capital of the Company (**Share**) for every two (2) Shares held by eligible shareholders on Friday, 28 October 2022 at an issue price of \$0.08 per Share to raise up to approximately \$5,513,374 (before costs) (**Entitlement Offer**). The minimum subscription in respect of the Entitlement Offer is \$4,000,000 (**Minimum Subscription**).

An Appendix 3B and a prospectus (**Prospectus**) in respect of the Entitlement Offer accompany this announcement.

Summary of the Entitlement Offer

1. The Entitlement Offer comprises one (1) Share for every two (2) existing Shares held by existing eligible shareholders on the record date (Friday, 28 October 2022) at \$0.08 per New Share.
2. All shareholders of the Company are eligible to participate in the Entitlement Offer, Shareholders can also trade their rights from Friday, 27 October 2022.
3. The Entitlement Offer is not underwritten.
4. Any fractional entitlements arising from the Entitlement Offer will be rounded up.
5. The Shares issued under the Entitlement Offer will rank equally with existing Shares on issue on the record date. The Company will make application for official quotation of the Shares proposed to be issued under the Entitlement Offer. Share entitlements are renounceable and shareholders can trade their rights on ASX. Shareholders should consult their professional advisers as necessary in relation to trading their rights.
6. Up to approximately 68,917,174 Shares will be issued pursuant to the Entitlement Offer. Shareholders who do not trade their rights or take up all or any part of their entitlement will not receive any payment or value in respect of their entitlement and their equity interest in the Company will be diluted.
7. No Shares will be issued pursuant to the Entitlement Offer unless the Minimum Subscription of \$4,000,000 has been received.

Indicative use of proceeds of Entitlement Offer

The Company proposes to use the proceeds of the Entitlement Offer as set out in the table in Annexure A.

Timetable

Further details of the Entitlement Offer, including details on how to accept and key risks of the Entitlement Offer, will be set out in a prospectus which is expected to be released to the ASX on Tuesday, 25 October 2022 and dispatched to shareholders on Wednesday, 2 November 2022. Outlined below is a timetable of relevant events and dates relating to the Entitlement Offer. These events and dates are indicative only and subject to change. Subject to the ASX Listing Rules, the Corporations Act and other applicable laws, the Company's Board reserves the right to modify all dates, including the Entitlement Offer closing date.

EVENT	PROPOSED DATE
Announcement of Offer & Appendix 3B	Tuesday, 25 October 2022
Lodgement of Prospectus with ASIC & copy to ASX	Tuesday, 25 October 2022
Ex-date	Thursday, 27 October 2022
Rights start trading (if agreed by ASX)	Thursday, 27 October 2022
Record Date for determining Entitlements (5:00pm WST)	Friday, 28 October 2022
Offer opening date, Prospectus and personalised entitlement and acceptance forms sent out to Eligible Shareholders and Company announces this has been completed	Wednesday, 2 November 2022
Rights trading ends at close of trading	Friday, 4 November 2022
Securities quoted on a deferred settlement basis (if agreed by ASX) from market open	Monday, 7 November 2022
Last day to extend the Closing Date*	Tuesday, 8 November 2022
Closing Date (5:00pm WST)	Friday, 11 November 2022
Announcement of results of issue	Wednesday, 16 November 2022
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the securities (before noon Sydney time)	Friday, 18 November 2022
Quotation of securities issued under the Offer	Monday, 21 November 2022

*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Shares are expected to commence trading on ASX may vary.

Application for Shares under the Entitlement Offer may only be made by completing the Application Form which accompanies the prospectus. Shareholders eligible to participate in the Entitlement Offer should read the prospectus carefully and consult professional advisers as necessary.

Enquiries

Any enquiries regarding the Entitlement Offer should be directed to:

David Boyd
 Managing Director
 Carawine Resources Limited
 Tel: +61 8 9209 2703
 info@carawine.com.au

ANNEXURE A – USE OF FUNDS TABLE

The Company proposes to use the proceeds of the Entitlement Offer as set out in the table below:

Item	Proceeds of the Offer	Minimum Subscription (\$)	Full Subscription (\$)	%
1.	Tropicana North Gold Project: Geophysical surveys and drilling (initially regional-scale and then drill testing of targets, as well as follow-up drilling at Hercules and Big Freeze prospects, as part of the Thunderstruck Joint Venture (TSJV)) ¹ .	1,100,000	1,800,000	33%
2.	Fraser Range Nickel Project: Ground geophysical (moving loop electromagnetic “MLEM”) surveys, and follow-up drill testing.	400,000	740,000	13%
3.	Paterson Project: Airborne and/or ground geophysical surveys and initial drilling programs.	360,000	780,000	14%
4.	Oakover Project: Detailed geological mapping and follow-up drill program design.	20,000	60,000	1%
5.	Jamieson Project: Target review and tenement maintenance.	20,000	30,000	1%
6.	Fraser Range Joint Venture: contribution to work program and budget to maintain JV interest. ²	140,000	140,000	3%
7.	Carawine Joint Venture, Oakover Project: provision to contribute to work program and budget post Black Canyon Ltd 75% earn-in ³	1,000,000	1,000,000	18%
8.	Working capital	900,000	903,374	16%
9.	Expenses of the Offer ⁴	60,000	60,000	1%
	Total	4,000,000	5,513,374	100%

Notes:

1. Based on reasonable expectation that exploration will continue at the TSJV, if not funds will be used for follow-up drilling of additional targets within the Tropicana North Gold Project.
2. Based on the current approved work program and budget to 30 June 2023. The Company’s share is approximately \$34,000 per quarter, with the amount annualised to include Q1FY24
3. It is expected that Black Canyon will reach its 75% earn-in milestone within the next 1-3 months, at which stage the Company will have the opportunity to contribute to further expenditure and maintain its interest.

Based on an assumption by the Company that any proposed budget will be in the order of approx. \$4m, and the Company elects to contribute according to its interest, the Company contribution will be \$1m. It is therefore considered prudent to include this as a potential use of funds, despite the incomplete/uncertain nature of any proposed budget and election by the Company to contribute.

If it eventuates that the Company elects not to contribute to JV expenditure, or its contributions are less than \$1m, funds will be deployed pro-rata to exploration activities on other projects to advance the current or additional work programs.

4. Refer to Section 6.8 of the Prospectus for further details relating to the estimated expenses of the Offer.

The above expenditure budget is indicative only and may change according to circumstances prevailing at the time.