



Announcement Summary

Entity name

CYGNUS METALS LIMITED

Announcement Type

New announcement

Date of this announcement

11/4/2023

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
CY5	ORDINARY FULLY PAID	1,000,000

Proposed +issue date

17/2/2028

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

CYGNUS METALS 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

80609094653

1.3 ASX issuer code

CY5

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

11/4/2023

1.6 The Proposed issue is:

☒ A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

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	17/2/2028	☒ Estimated	

Comments

In the event that shareholders do not approve the Milestone 1 Shares and/or Milestone 2 Shares, Cygnus must pay the equivalent value of the relevant tranche in cash to Sirios based on the 10 day VWAP of Cygnus Shares calculated from the date the relevant milestone was met.

Part 7B - Issue details

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?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

CY5 : ORDINARY FULLY PAID

Number of +securities proposed to be issued

1,000,000

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

Part consideration for the acquisition of mining claims adjacent to and proximate to the Company's Pontax Lithium Project from Sirios Resources Inc.

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

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

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

17/2/2028

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?

☒ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

17/2/2028

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

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No



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

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

Milestone 1 and Milestone 2 Shares to be issued to Sirios Resources Inc. as part consideration for the acquisition of mining claims adjacent to and proximate to the Company's Pontax Lithium Project, as announced by the Company on 17 February 2023.

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

Issues are subject to Cygnus defining a JORC Resource of at least 4 or 6 million tonnes (respectively) at a minimum grade of 0.8% Li₂O or more within 5 years of the date of the agreement, and receipt of shareholder approval. In the event that shareholders do not approve the Milestone 1 Shares and/or Milestone 2 Shares, Cygnus must pay the equivalent value of the relevant tranche in cash to Sirios based on the 10 day VWAP of Cygnus Shares calculated from the date the relevant milestone was met.

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)