

1 May 2023

Non-Renounceable Entitlement Offer to Raise \$1.4 Million

- Killi to raise approximately \$1.4 million by way of a fully underwritten non-renounceable entitlement offer.
- Eligible shareholders may subscribe for 1 share for every 2 shares held and will receive 1 free-attaching option for every two shares subscribed for.
- Fully underwritten by Canaccord Genuity, and sub-underwritten by the Directors and CEO of Killi.
- Funds raised will be used to further progress Killi's exploration activities at its Ravenswood North, Mt Rawdon West and West Tanami Projects.
- Drilling is currently underway at the highly prospective Ravenswood North project which is analogous to the Ravenswood 8Moz gold deposit 53 kms along strike.

Killi Resources Limited (ASX: KLI) (the **Company**) is undertaking a fully underwritten \$1,430,000 (before costs) pro rata non-renounceable entitlement offer of one fully paid ordinary share in the capital of the Company (**Share**) for every two Shares held by eligible shareholders on 4 May 2023 at an issue price of \$0.055 per Share, together with one free attaching option to acquire a share (**Option**) for every two Shares subscribed for and issued (**Entitlement Offer**). Each Option shall be exercisable at \$0.20 within three years from the date of issue. Canaccord Genuity (Australia) Limited is acting as Lead Manager and underwriter to the Issue.

The Company is currently undertaking a high impact drilling program at its Ravenswood North Project in Queensland which is located close to and is analogous in geology to the significant Ravenswood Deposit and the Mt Leyshon Deposit. With drilling underway, first results are expected in the next 6-8 weeks. The Company will also continue to progress its Mt Rawdon West and West Tanami Projects.



Indicative use of proceeds of Entitlement Offer

The Company proposes to use the proceeds of the Entitlement Offer as follows:

Proceeds of the Offer	Full Subscription (\$)	%
Exploration at Ravenswood North Project	\$700,000	49.0%
Exploration at Mt Rawdon West Project	\$225,000	15.7%
Exploration at West Tanami	\$90,000	6.3%
Working capital	\$279,179	19.5%
Expenses of the Entitlement Offer	\$135,821	9.5%
Total	\$1,430,000	100%

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

Underwriting and sub-underwriting arrangements

The Entitlement Offer is being fully underwritten by Canaccord Genuity (Australia) Limited (AFSL 234666) (**Canaccord**).

Canaccord has entered into sub-underwriting agreements with the Company's Directors and Chief Executive Officer, pursuant to which each of the Directors and Ms Kathryn Cutler have agreed to sub-underwrite the Entitlement Offer on the following basis:

- a) Ms Kathryn Cutler has agreed to sub-underwrite the Entitlement Offer up to up to a value of \$25,000 (being 454,546 Shares and 227,273 Options);
- b) Mr Richard Bevan has agreed to sub-underwrite the Entitlement Offer up to a value of \$60,000 (being 1,090,910 Shares and 545,455 Options);
- c) Mr Greg Miles has agreed to sub-underwrite the Entitlement Offer up to a value of \$25,000 (being 454,546 Shares and 227,273 Options); and
- d) Mr Phil Warren has agreed to sub-underwrite the Entitlement Offer up to a value of \$15,000 (being 272,728 Shares and 136,364 Options).

The above commitments include each Director/the CEO taking up their entire entitlement under the Entitlement Offer.

The Directors and the Chief Executive Officer have agreed to waive the receipt of any sub-underwriting fees in connection with the above arrangements.

Summary of the Entitlement Offer

1. The Entitlement Offer comprises one new Share for every two existing Shares held by existing eligible shareholders on the record date (4 May 2023) at \$0.055 cents per Share, together with one free attaching Option for every two Shares subscribed for and issued exercisable at \$0.20 until the date that is three years following their date of issue.

2. Eligible shareholders will comprise those shareholders with a registered address in Australia, New Zealand and Singapore.
3. The Entitlement Offer is fully underwritten by Canaccord.
4. Any fractional entitlements arising from the Entitlement Offer will be rounded up.
5. 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 new Shares proposed to be issued under the Entitlement Offer. Share entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable.
6. Up to approximately 26,000,000 Shares and 13,000,000 Options will be issued pursuant to the Entitlement Offer. The Options are proposed to be unquoted and each exercisable into one Share at an exercise price of \$0.20 until the date that is three years following their date of issue. Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.

Timetable

Further details of the Entitlement Offer, including details on how to accept and key risks of the Entitlement Offer together with a summary of the key terms of the underwriting agreement including the termination events, will be set out in a prospectus which will be released to the ASX today and dispatched to shareholders on 9 May 2023. 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.

Lodgement of Prospectus with the ASIC	28 April 2023
Lodgement of Prospectus and Appendix 3B with ASX	1 May 2023
Ex date	3 May 2023
Record Date for determining Entitlements	4 May 2023
Offer opening date, Prospectus sent out to Shareholders and Company announces this has been completed	9 May 2023
Last day to extend the Closing Date	15 May 2023
Closing Date as at 5:00pm	18 May 2023
Securities quoted on a deferred settlement basis	19 May 2023
ASX and Underwriter/Sub-Underwriter notified of under subscriptions	25 May 2023
Underwriter subscribes for Shortfall under terms of Underwriting /Sub-Underwriting Agreement	25 May 2023
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Securities	25 May 2023
Quotation of Shares issued under the Offer	26 May 2023

Application for new Shares and Options under the Entitlement Offer may only be made by completing the Entitlement and Acceptance 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 the Emma Wates, the Company Secretary, on, +61 8 9322 7600.

Authorised for release by the Board of Killi Resources Limited.

Kathryn Cutler

Chief Executive Officer
+61 8 9322 7600

This release does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer or sale would be illegal. This release may not be distributed or released in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the securities referred to in this release in any jurisdiction outside Australia. In particular, the new shares and options to be offered in the Entitlement Offer have not been, and none of them will be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the new shares and options may not be offered, directly or indirectly, to, any person in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.