

9 May 2023

Entitlement Offer Prospectus sent to Shareholders

Killi Resources Limited (ASX: KLI) (the **Company**) confirms the following documents have been dispatched to Shareholders today in respect its fully underwritten non-renounceable entitlement offer (**Entitlement Offer**):

- the Entitlement Offer Prospectus lodged with ASX on 1 May 2023, personalised Entitlement and Acceptance Form and the attached covering letter has been sent to Eligible Shareholders; and
- the attached notification letter has been sent to Ineligible Shareholders.

Eligible Shareholders are invited to subscribe for 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. Each Option shall be exercisable at \$0.20 within three years from the date of issue.

Please refer to the ASX announcements on 1 May 2023 for further details in respect to the Entitlement Offer.

Authorised for release by the Board of Killi Resources Limited.

Enquiries

Any enquiries regarding the Entitlement Offer should be directed to the Emma Wates, the Company Secretary, on, +61 8 9322 7600.

Media Enquiries

Kathryn Cutler
Chief Executive Officer
+61 8 9322 7600

9 May 2023



Dear Shareholder

KILLI RESOURCES LIMITED – PRO-RATA NON-RENOUCEABLE RIGHTS ISSUE

As announced on 1 May 2023, Killi Resources Limited (ACN 647 322 790) (**Company**) is undertaking a non-renounceable rights issue of one (1) fully paid ordinary share in the capital of the Company (**Share**) for every two (2) Shares held at an issue price of \$0.055 per Share, together with one (1) free attaching option for every two (2) Shares subscribed for and issued (**New Option**), to raise up to \$1,430,000 (**Offer**).

The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC on 28 April 2023 and was released on the Company's ASX announcement platform on 1 May 2023.

The Offer is underwritten by Canaccord Genuity (Australia) Limited (AFSL 234666) (**Underwriter**). The material terms and conditions of the Underwriter's appointment is set out in section 6.4.1 of the Prospectus. As is further set out in section 1.4 of the Prospectus, the Directors and the Chief Executive Officer (through nominee entities) have entered into agreements with the Underwriter to sub-underwrite the Offer up to an aggregate of 2,272,730 Shares and 1,136,365 New Options, being an aggregate sub-underwriting commitment of \$125,000.

The Company intends to apply the funds raised from the Offer (less expenses) towards continued exploration of its Ravenswood North and Mt Rawdon West Projects and general working capital. For further specifics of the use of funds please refer to section 3.1 of the Prospectus.

Following completion of the Offer, assuming any shortfall is subsequently placed and the full subscription is raised, the Company will have issued approximately 26,000,000 Shares and 14,500,000 New Options (of which, as contemplated above, 1,500,000 are to be issued to the Underwriter), resulting in total Shares on issue of 78,000,000 and total Options on issue of 21,000,000.

We are writing to you as an eligible shareholder on the Offer's record date, entitled to participate in the Offer.

How to access the Prospectus

1. **ONLINE** –The Prospectus can be accessed via
 - a. the Company's website: <https://killi.com.au/investors-centre/>; or
 - b. the ASX website <https://www2.asx.com.au/markets/trade-our-cash-market/historical-announcements> (ASX code: KLI).
2. **PAPER** – Request a paper copy of the Prospectus and your personalised Entitlement and Acceptance Form from the Company Secretary, Ms Emma Wates by phone on: +61 8 9322 7600 or by email at: admin@killi.com.au.

The Offer closes at 5:00pm (WST) on 18 May 2023.

Participation in Offer

The number of securities for which you are entitled to apply for under the Offer (**Entitlement**) is shown on your personalised Entitlement and Acceptance Form, which is enclosed with this letter.

Fractional entitlements will be rounded up to the nearest whole number.

Any Entitlement not taken up pursuant to the Offer will form the shortfall (**Shortfall Offer**). Eligible Shareholders who wish to subscribe for additional Securities above their Entitlement are invited to

apply for shortfall by making payment for such shortfall in accordance with section 2.3 of the Prospectus. The directors, in conjunction with the Underwriter, reserve the right to issue shortfall at their absolute discretion.

Entitlement and Acceptance Form Applications

Your acceptance of securities under the Offer must be made following the instructions on your personalised Entitlement and Acceptance Form (which is enclosed with this letter) and paying the application monies electronically by BPay or EFT in accordance with the instructions of the Entitlement and Acceptance Form.

If you would like to access your personalised Entitlement and Acceptance Form online please follow the instructions set out in section 2.2 of the Prospectus.

Actions required of Eligible Shareholders

There are a number of actions you may take in relation to the Offer, which are outlined in the Entitlement and Acceptance Form and are set out below:

1. accept your full Entitlement;
2. accept your full Entitlement and apply for additional Securities as part of the Shortfall Offer;
3. take up a proportion of your Entitlement and allow the balance to lapse; or
4. if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Key dates for the Offer

Event	Proposed Date
Lodgement of Prospectus with ASIC	28 April 2023
Announcement of Offer & Appendix 3B and Lodgement of Prospectus with ASX	1 May 2023
Ex date	3 May 2023
Record Date for determining Entitlements	4 May 2023
Prospectus despatched to Shareholders & Company announces despatch has been completed	9 May 2023
Last day to extend Closing Date	15 May 2023
Closing Date*	18 May 2023
Securities quoted on a deferred settlement basis from market open	19 May 2023
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the securities (before noon Sydney time)	25 May 2023

*Dates are indicative and subject to change. The Company reserves the right to amend any or all dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. Accordingly, the date the Securities are expected to commence trading on ASX may vary.

You should read the entire Prospectus carefully and seek professional advice before deciding whether to invest in the Offer. If you have any queries concerning the Offer, please contact your financial adviser or Ms Emma Wates, Killi Resources Limited's Company Secretary, on +61 8 9322 7600.

Yours sincerely



Richard Bevan
Non-executive Chairman

9 May 2023

Dear Shareholder

KILLI RESOURCES LIMITED – PRO-RATA NON-RENOUCEABLE RIGHTS ISSUE

As announced on 1 May 2023, Killi Resources Limited (ACN 647 322 790) (**Company**) is undertaking a non-renounceable rights issue of one (1) fully paid ordinary share in the capital of the Company (**Share**) for every two (2) Shares held at an issue price of \$0.055 per Share, together with one (1) free attaching option for every two (2) Shares subscribed for and issued (**New Option**), to raise up to \$1,430,000 (**Offer**).

The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC on 28 April 2023.

The Offer is underwritten by Canaccord Genuity (Australia) Limited (AFSL 234666) (**Underwriter**). The Company must pay the Underwriter an underwriting fee of 6% of the total amount raised pursuant to the Offer and issue the Underwriter 1,500,000 New Options. The Company must also reimburse the Underwriter for costs incidental to the Offer.

As is further set out in section 1.4 of the Prospectus, the Directors and the Chief Executive Officer (through nominee entities) have entered into agreements with the Underwriter to sub-underwrite the Offer up to an aggregate of 2,272,730 Shares and 1,136,365 New Options, being an aggregate sub-underwriting commitment of \$125,000.

The Company intends to apply the funds raised from the Offer (less expenses) towards continued exploration of its Ravenswood North and Mt Rawdon West Projects and general working capital. For further specifics of the use of funds please refer to section 3.1 of the Prospectus.

Following completion of the Offer, assuming any shortfall is subsequently placed and the full subscription is raised, the Company will have issued approximately 26,000,000 Shares and 14,500,000 New Options (of which, as contemplated above, 1,500,000 are to be issued to the Underwriter), resulting in total Shares on issue of 78,000,000 and total Options on issue of 21,000,000.

Ineligible shareholders

A Shareholder who has a registered address outside Australia, New Zealand or Singapore (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia, New Zealand and Singapore compared with the small number of Ineligible Shareholders and the number and value of Shares and New Options to which they would otherwise be entitled.

If you have any queries concerning the Offer, please contact your financial adviser or Emma Wates, Killi Resources Limited's Company Secretary, on +61 8 9322 7600.

Yours sincerely



Richard Bevan
Non-executive Chairman