



Not for release to US wire services or distribution in the United States

17 July 2023

Dear Shareholder

Labyrinth Resources Limited – Notification to Ineligible Shareholders

On 3 July 2023, Labyrinth Resources Limited (**Company**) announced a 1 for 4 non-renounceable pro rata entitlement offer of new fully paid ordinary shares in the Company (**New Shares**) at an offer price of \$0.007 to raise up to approximately \$1,679,103 (before expenses) (**Entitlement Offer**). The Entitlement Offer follows a placement to new strategic sophisticated investors and existing major shareholders at a price of \$0.007 per share (**Placement**) raising approximately \$1,015,500 (before expenses).

Entitlement Offer

The Entitlement Offer offers eligible shareholders the opportunity to subscribe for 1 New Share for every 4 existing shares in the Company (**Shares**) held as at 5:00pm WST on 13 July 2023 (**Record Date**) at an issue price of \$0.007 per New Share (**Issue Price**) (with any fractional entitlements to be rounded up to the nearest whole number).

Eligible shareholders (**Eligible Shareholders**) are those shareholders of the Company who:

- a) are registered as a holder of Shares on the Record Date;
- b) have a registered address in Australia or New Zealand;
- c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds shares in the Company for the account or benefit of such person in the United States); and
- d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

Eligibility to participate in the Entitlement Offer

The Company has determined, pursuant to ASX Listing Rule 7.7.1(a) and Section 9A(3) of the *Corporations Act 2001* (Cth), that it would be unreasonable to make offers to shareholders in countries other than Australia and New Zealand, in connection with the Entitlement Offer, having regard to:

- a) the number of shareholders with addresses in such other countries as a proportion of the total shareholders in the Company;
- b) the number and value of shares for which such shareholders would otherwise have been entitled; and
- c) the cost of complying with the legal and regulatory requirements in each other jurisdiction where the Entitlement Offer would be made.

Accordingly, the Entitlement Offer will not be made to shareholders resident in the jurisdiction in which your shareholding is registered.



Ineligible shareholders

The Company has determined that you do not satisfy the criteria for an Eligible Shareholder. Under the terms of the Entitlement Offer, you are an Ineligible Shareholder and therefore you will not be able to subscribe for New Shares under the Entitlement Offer.

This purpose of this letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter constitutes the notice that the Company is required to give each Ineligible Shareholder under ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the *Corporations Act 2001* (Cth).

This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. You are not required to do anything in response to this letter.

If you have any queries concerning the above, please contact your financial advisor or the Company Secretary of the Company on +61 8 6149 1573 between 8:30am and 5:30pm (AWST) Monday to Friday.

Yours sincerely

Dean Hely

Non-Executive Chairman

For and on behalf of

Labyrinth Resources Limited

Not an offer in the United States

The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

This announcement has been authorised and approved for release by the Board.