



## \$60m Funding Package to Drive Black Cat's Vision

### SUMMARY

- Black Cat has a vision of being the dominant player in three prolific gold districts – the Paulsens Gold Operation in the Pilbara (“**Paulsens**”), the Coyote Gold Operation in the west Tanami (“**Coyote**”) and the Kal East Project east of Kalgoorlie (“**Kal East**”).
- Subject to the satisfaction of conditions outlined below and completion, a \$60m funding package has been agreed to drive this vision. It is intended for funds to be used to restart Paulsens and then for internal cashflows from Paulsens to be applied in restarting Coyote and developing Kal East. The funding package (before costs) is comprised as follows:
  - Equity Placements (\$45m)**: provided in equal amounts by Fuyang City, Anhui Province based technology and investment group, Fuyang Mingjin New Energy Development Co., Ltd (“**Mingjin**”) and Fuyang City, Anhui Province based supply chain management group Southeast Mingqing Supply Chain (Fuyang) Co., Ltd (“**Southeast Mingqing**”). The placements will involve the issue of ~200m fully paid ordinary shares at \$0.225 per share, the same price as the recent \$8.3m placement. Upon Completion, each of the parties will become substantial shareholders at ~19.9% each. All shares are subject to voluntary escrow until 31 March 2027.
  - Secured Debt Facility (\$15m)**: provided by Mingjin on competitive terms with payments of principal and interest blended with expected production start-up/cashflow.
- The parties have entered into binding agreements for the funding package with completion subject to conditions which include:
  - Foreign Investment Review Board (“**FIRB**”) and any other Australian regulatory approvals;
  - Black Cat shareholder approval at a general meeting planned for late November 2023; and
  - Regulatory approvals required by Mingjin and Southeast Mingqing with regard to overseas direct investment (“**ODI**”).Other key commercial terms of the funding package are included in Schedules 1 and 2.
- Upon Completion, the funds will be applied as follows:
  - securing of longer lead time items for the processing plant refurbishment at Paulsens;
  - payment in full of deferred amounts of \$10m plus interest owing to Northern Star Resources Ltd;
  - restart activities at Paulsens including plant and infrastructure refurbishment, underground mining and commissioning;
  - costs of the funding package; and
  - general working capital.

Black Cat Syndicate Ltd (“**Black Cat**” or “**the Company**”) is pleased to announce that it has entered into binding agreements for a \$60m funding package to advance its vision of being the dominant player in three prolific gold districts. Subject to Completion, the \$60m funding package is intended to be used to restart Paulsens and then for internal cashflows from Paulsens to be applied in restarting Coyote and developing Kal East.

The Company has entered into a debt and equity agreement with Mingjin pursuant to which Mingjin will provide \$15m in secured debt to enable the Company to pay in full deferred amounts owed to Northern Star Resources Ltd. The debt will be secured over the assets of Black Cat. In addition, Mingjin will invest ~\$22.5m to become a 19.9% shareholder in the Company.

At the same time, Southeast Mingqing will invest an amount of ~\$22.5m to become a second 19.9% shareholder in the Company.

The terms of the debt and equity funding, including the conditions precedent to the transactions are set out in Schedules 1 and 2.

Black Cat's Managing Director, Gareth Solly, said:

*“This funding package is a major milestone as we drive toward Black Cat's vision of being the dominant player in three prolific gold districts. Subject to Completion, the \$60m funding package is to be used to restart Paulsens.*

*In the period up to Completion, we will be building on the foundation laid in the July 2023 Paulsens Restart Study. An updated study will be released in November 2023 targeting increased production, improved recoveries, lower upfront capital cost and stronger cashflow. We will also be progressing the regulatory items required for Completion.*

*We would like to acknowledge the support of our new proposed shareholders in Mingjin and Southeast Mingqing. Both parties share our vision of starting our three operations with strong internal cashflows and ongoing Resource growth. This is an exciting time for Black Cat.”*

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A total of 200,000,000 fully paid ordinary shares are proposed to be issued to Mingjin and Southeast Mingqing in equal amounts, subject to approval by the shareholders of Black Cat, and satisfaction of all regulatory approvals required by the parties.

### ABOUT MINGJIN

**Mingjin** is a privately owned, technology and investment group. The Fuyang City, Anhui Province based, Mingjin specialises in the development and utilisation of new energy solutions. Mingjin provides a range of services relating to new, green energy technologies including: R&D, design, construction and operational management. Mingjin has expertise in a broad range of new energy technologies including photovoltaic energy/storage, wind power, lithium based electricity, hydrogen charging and multi-energy integration.

Mingjin also conducts investment activities with a portfolio of investments in Australia and globally, including:

- Octava Minerals Ltd (ASX:OCT) - 15% ownership: a minerals explorer with a portfolio of highly prospective properties in WA focused on lithium, PGEs, nickel sulphides and gold.
- Patagonia Lithium Ltd (ASX:PL3) - 17.08% ownership: an explorer that controls three prospective lithium/borate/base metals projects in the lithium triangle of Argentina from which 40% of the world's lithium products are sourced.
- Power Minerals Limited (ASX:PNN) - 8.4% ownership: a diversified explorer focused on the Salta Lithium Brine Project also in Argentina's lithium triangle, the Musgrave Ni-Cu-Co-PGE Project in SA, the Eyre Peninsula Kaolin-Halloysite Project in SA and the Santa Ines Cu-Au Project in Argentina.
- Jiangsu Changjili New Energy Technology Co., Ltd.: Mingjin and related parties is a significant investor in Changjili a subsidiary of Zhejiang Tiantie Industrial Co., Ltd. (CH:300587). Changjili produces high-quality lithium, lithium carbonate and other products including: n-butyl lithium, sec-butyl lithium, chloro-n-butane, chloro-sec-butane and anhydrous chlorinate.

Mr Qi of Mingjin stated that *"Mingjin has been seeking superior investment opportunities in gold growth businesses. With Black Cat, we see the opportunity to generate near-term cashflow that will internally fund an amazing portfolio of growth assets. This will be Mingjin's largest ASX investment to date, and we look forward to Black Cat realising its full potential now that it is well funded."*

### ABOUT SOUTHEAST MINGQING

Southeast Mingqing is a privately owned company located in the Fuyang City, Anhui Province of China. Southeast Mingqing's core business is supply chain management which covers a broad range of services.

Southeast Mingqing has other investments in ASX listed companies, including 15% of Octava Minerals Ltd (ASX:OCT) and 6.4% of Patagonia Lithium Ltd (ASX:PL3).

Mr Mingqing Lin of Southeast Mingqing added *"We are excited about the scale and potential of Black Cat and we can see a strong potential for an increase in Black Cat's enterprise value in line with its peers."*

Richlink Capital Pty Ltd ("**Richlink**") acted as adviser to Black Cat in relation to the funding package. Richlink is a diversified financial services and investment management group founded in 2004. Richlink focuses on investment banking, asset management and family office investment solutions. Richlink has offices in Beijing, Shenzhen, Xiamen, Hong Kong and Sydney.

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### PRO-FORMA DEBT SCHEDULE

Mar 24	Jun 24	Sep 24	Dec 24	Mar 25	Jun 25	Sep 25	~~~~~	Mar 27
DRAWDOWN								
INTEREST COMPOUNDED								
				PRODUCTION & CASHFLOW				
				INTEREST ONLY PAID				
					PRINCIPAL & INTEREST PAID			

Table 1: Quarterly debt & production schedule

### PRO-FORMA CAPITAL STRUCTURE

Current Issued Capital	Fully Paid Ordinary Shares	Options / Performance Rights	Fully Diluted
Fully Paid Ordinary Shares	300,743,121	-	300,743,121
Unlisted Options @ \$0.62 expiring 18 May 2024	-	250,000	250,000
Unlisted Options @ \$1.20 expiring 21 Jul 2024	-	129,000	129,000
Unlisted Options @ \$0.98 expiring 10 Dec 2024	-	202,000	202,000
Unlisted Options @ \$1.00 expiring 28 Jun 2025	-	330,000	330,000
Unlisted Options @ \$0.83 expiring 8 Nov 2025	-	675,000	675,000
Unlisted Options @ \$0.65 expiring 15 May 2026	-	220,000	220,000
Unlisted Options @ \$0.51 expiring 28 Jul 2026	-	798,000	798,000
Unlisted Options @ \$0.55 expiring 21 Feb 2027	-	1,420,000	1,420,000
Unlisted Options @ \$0.52 expiring 21 Mar 2027	-	300,000	300,000
Performance Rights expiring 30 Jun 2027	-	4,710,273	4,710,273
<b>Current Issued Capital – Total</b>	<b>300,743,121</b>	<b>9,034,273</b>	<b>309,777,394</b>
<b>To be Issued, Subject to Shareholder Approval in Oct 2023</b>			
Listed Options @ \$0.3375 expiring ~Oct 2025	-	<b>16,933,334</b>	<b>16,933,334</b>
Fully Paid Ordinary Shares – applied for by Directors	<b>3,022,222</b>	-	<b>3,022,222</b>
Listed Options @ \$0.3375 expiring ~Oct 2025 – applied for by Directors	-	<b>1,511,111</b>	<b>1,511,111</b>
<b>Expected Issued Capital at 31 Oct 2023</b>	<b>303,765,343</b>	<b>27,478,718</b>	<b>331,244,061</b>
<b>To be Issued, Subject to Shareholder &amp; Regulatory Approvals and Completion (Mar 2024)</b>			
Fully Paid Ordinary Shares under voluntary escrow to 31 Mar 2027:			
– Mingjin	<b>100,000,000</b>	-	<b>100,000,000</b>
– Southeast Mingqing	<b>100,000,000</b>	-	<b>100,000,000</b>
Unlisted Options @ \$0.54 expiring ~Mar 2027 – Richlink fee	-	<b>1,500,000</b>	<b>1,500,000</b>
<b>Expected Issued Capital - Mar 2024</b>	<b>503,765,343</b>	<b>28,978,718</b>	<b>532,744,061</b>

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### 2023 PLANNED ACTIVITIES

<b>Sep - Dec 2023:</b>	Underground drilling results - Paulsens
<b>Sep 2023:</b>	2023 Annual Financial Report
<b>Oct - Dec 2023:</b>	Surface RC drilling, Belvedere, Apollo, Pantera - Paulsens
<b>Oct 2023:</b>	Upgraded Resource - Paulsens
<b>Oct 2023:</b>	Quarterly Report
<b>25 Oct 2023:</b>	General Meeting - Listed options and Directors' approvals
<b>Nov 2023:</b>	Upgraded Paulsens Restart Study
<b>Nov 2023:</b>	Annual General Meeting - Mingjin/Southeast Mingqing funding package approvals
<b>28 Feb 2024:</b>	Mingjin/Southeast Mingqing funding package End Date
<b>Mar 2024:</b>	Mingjin/Southeast Mingqing Completion/Drawdown Dates - \$60m funding package available

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### SCHEDULE 1 - DEBT FACILITY \$15M

#### Key Commercial Terms (subject to Completion)

<b>Borrower</b>	Black Cat Syndicate Limited or its nominated subsidiary ( <b>Borrower</b> )
<b>Lender</b>	Funyang Mingjin New Energy Developments Co., Ltd ( <b>Lender</b> )
<b>Facility Amount</b>	\$15,000,000 ( <b>Facility</b> )
<b>Currency</b>	Australian Dollar
<b>Maturity Date</b>	31 March 2027
<b>Drawdown</b>	Drawdown will occur 10 business days following the satisfaction of all Debt Conditions ( <b>Drawdown Date</b> )
<b>Interest</b>	Interest is at a fixed rate of 12% pa
<b>Calculation &amp; payment of interest</b>	From Drawdown Date, interest to be calculated and payable as follows: <ol style="list-style-type: none"> <li>1. for the period from the Drawdown Date to 31 September 2024 – interest shall be calculated daily and compounded monthly; and</li> <li>2. from 1 October 2024 until the Maturity Date – interest shall be calculated daily and payable monthly</li> </ol>
<b>Repayment</b>	Repayment of the Facility will occur in equal monthly instalments of \$625,000 commencing on 1 April 2025
<b>Use of funds</b>	Funds are to be used only for: payment of deferred payments to Northern Star Resources Ltd. (\$10m plus interest); restart of the Paulsens Gold Operation; and general working capital purposes
<b>Security and Pledge</b>	First ranking security over the Paulsens, Coyote and Kal East upon Northern Star Resources Ltd. ceasing to hold its security interests
<b>Events of Default</b>	Events of Default typical for this type of Facility
<b>Reporting requirements</b>	Reporting requirements typical for this type of Facility
<b>Limitations on certain Transactions:</b>	Limitations typical for this type of Facility including: change the nature of its business; and divestment of material assets other than in the ordinary course of business
<b>Debt Conditions</b>	Conditional upon the satisfaction, or waiver if agreed between the parties in writing, of the following conditions prior to 28 February 2024 ( <b>End Date</b> ): <ol style="list-style-type: none"> <li>a) Black Cat receiving all necessary approvals of its shareholders as required by law or the Listing Rules of the ASX;</li> <li>b) If required, the Subscribers receiving all necessary approvals from the Australian Foreign Investment Review Board;</li> <li>c) the Subscribers receiving all required Chinese regulatory approvals;</li> <li>d) Black Cat receiving all necessary consents; and</li> <li>e) Preparation of the necessary documentation</li> </ol>

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### SCHEDULE 2 – EQUITY PLACEMENTS \$45M

#### Key Commercial Terms (subject to Completion)

<b>Issuer</b>	Black Cat Syndicate Limited ( <b>Issuer</b> )
<b>Investors</b>	Fuyang Mingjin New Energy Developments Co., Ltd; and Southeast Mingqing Supply Chain (Fuyang) Co., Ltd (together the <b>Subscribers</b> )
<b>Type of securities</b>	Fully paid ordinary shares ( <b>Shares</b> ) in the capital of the Issuer
<b>Currency</b>	Australian Dollar
<b>Issue price</b>	\$0.225 per Share
<b>Subscription Sum</b>	\$22,500,000 for each of the Subscribers
<b>Subscription</b>	Subject to the satisfaction of the Equity Conditions
<b>Completion</b>	Completion shall occur on the date that is ten (10) business days after the last of the Conditions is satisfied ( <b>Completion Date</b> ).
<b>Equity Conditions</b>	Conditional upon the satisfaction, or waiver if agreed between the parties in writing, of the following conditions prior to 28 February 2024 ( <b>End Date</b> ): <ul style="list-style-type: none"><li>a) Black Cat receiving all necessary approvals of its shareholders as required by law or the Listing Rules of the ASX;</li><li>b) if required, the Subscribers receiving all necessary approvals from the Australian Foreign Investment Review Board;</li><li>c) the Subscribers receiving all required Chinese regulatory approvals;</li><li>d) Black Cat receiving all necessary consents; and</li><li>e) preparation of the necessary documentation</li></ul>
<b>Escrow</b>	The Subscribers' Shares will be subject to a voluntary escrow until 31 March 2027

For further information, please contact:

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This announcement has been approved for release by the board of Black Cat Syndicate Limited.