



ACCELERATED PRO-RATA NON-RENOUNCEABLE ENTITLEMENT OFFER

- Seeking to raise up to A\$15.0 million by way of an accelerated pro-rata non-renounceable entitlement offer.
- Funds raised to increase Tormin processing capacity, fund the acquisition of the remaining interest in Skaland (and increase production), build the graphite anode pilot plant, reduce trade and other third-party creditors and for working capital.
- Institutional and Retail offers pro-rata on a 1 for 1.38 basis at \$0.03 per share.
- Major shareholders have entered into commitment letters with MRC to subscribe for their entitlements totaling approximately \$7.9 million (being, approximately 52.7% of the total raise amount).

Mineral Commodities Ltd (ASX: MRC) ("**MRC**" or the "**Company**") is pleased to announce a A\$15.0 million accelerated non-renounceable entitlement offer launched today (the "**Entitlement Offer**").

Under the Entitlement Offer, up to approximately 501.1 million new ordinary shares ("**New Shares**") will be issued at an issue price of \$0.03 per New Share ("**Offer Price**"). The Entitlement Offer is to be conducted through an accelerated institutional entitlement component ("**Institutional Offer**") which opens today and a retail entitlement component ("**Retail Offer**") for eligible retail shareholders as at the record date of Monday, 30 October 2023 (further details are set out below under the heading "Offer Information").

MRC has appointed Taylor Collison Limited as lead arranger to the Entitlement Offer ("**Lead Arranger**"), and Bacchus Capital Advisers Limited as Financial Adviser to the Company in respect of the Offer.

Board Participation

Mr Guy Walker, Non-Executive Director of the Company, will be taking up his entitlement in full under the Entitlement Offer, totalling \$28,986.

Application of funds

The Company intends to apply funds raised to increase Tormin processing capacity, fund the acquisition of the remaining interest in Skaland (and increase production), build the graphite anode pilot plant, reduce trade and other third-party creditors and for working capital.

Chief executive officer comment

"The Entitlement Offer will enable MRC to implement critical improvements at Tormin to underpin the return to profitability. Importantly, the funding will support advancement on the battery minerals projects at a time when the global market for graphite and other battery minerals is undergoing positive transformation and attracting investment interest." said Chief Executive Officer, Scott Lowe.

Offer Information

The Entitlement Offer is being conducted under a section 713 of the *Corporations Act 2001* (Cth) ("**Corporations Act**") by way of a prospectus. Eligible shareholders will be sent a prospectus ("**Prospectus**") and a personalised Entitlement and Acceptance Form on or around 2 November 2023. The Company seeks to raise up to approximately \$15.0 million (before costs of the offer) under the Entitlement Offer.

Institutional Offer

Eligible institutional shareholders will be invited to participate in the Institutional Offer which opens today and closes on or before 27 October 2023.

The Entitlement Offer is not underwritten and the Lead Arranger, in conjunction with MRC, additionally has the right to place any shortfall arising from the Offer in accordance with the ASX Listing Rules.

MRC shares have been placed in a trading halt while the Institutional Offer is undertaken. It is expected the trading halt will end at market open on Monday, 30 October 2023. New Shares under the Institutional Offer are expected to be issued on Friday, 3 November 2023. MRC will, upon issue of the New Shares under the Institutional Offer, seek quotation of the New Shares on ASX.

Retail Offer

Eligible shareholders with a registered address in Australia, Brunei Darussalam, Canada (Alberta, Ontario), Hong Kong, Malaysia, Mexico, Netherlands, New Zealand, Singapore, South Africa, United Arab Emirates (excluding financial zones), the United Kingdom and the United States as at the Record Date ("**Eligible Shareholders**") have the opportunity to take up their entitlement of New Shares at the Offer Price under the Retail Offer, on the terms and conditions outlined in the Prospectus to be sent to Eligible Shareholders on or around Monday, 30 October 2023. The Retail Offer is anticipated to close on Thursday, 16 November 2023.

Entitlements to New Shares under the Entitlement Offer are non-renounceable, which means that entitlements will not be tradeable on ASX or otherwise transferable. If an Eligible Shareholder does not take up their entitlement by the closing date of the Entitlement Offer, that Eligible Shareholder's entitlement under the Entitlement Offer will lapse and its interest in the Company will be diluted.

The Retail Offer includes a top-up facility for existing eligible shareholders to apply for additional Securities in excess of their entitlement, to be issued out of the shortfall between applications received for New Shares under the Entitlement Offer and the total number of New Shares proposed to be issued under the Entitlement Offer, as set out in Section 5.14 of the Prospectus.

Commitments

As of the date of this announcement, the Company has binding commitment letters in place with selected key shareholders whose collective entitlements amount to approximately 276,852,117 New Shares. These shareholders have committed to take up approximately 264,205,977 New Shares, equivalent to A\$7,926,179.

Entitlement Offer Timetable

Trading halt entered and announcement of Entitlement Offer	Before market open on Thursday, 26 October 2023
Institutional Offer bookbuild	Before market open on Thursday, 26 October 2023
Announcement of results of the Institutional Offer	Before market open on Monday, 30 October 2023
MRC shares recommence trading on an ex-entitlement basis	Monday, 30 October 2023
Record date for Retail Offer	5.00pm (AWST) on Monday, 30 October 2023
Retail Offer opens (Prospectus dispatched to eligible retail shareholders)	Thursday, 2 November 2023
Settlement of Accelerated Institutional Offer	Thursday, 2 November 2023
Issue of New Shares issued under the Accelerated Institutional Offer	Prior to 9:00am (AWST) on Thursday, 2 November 2023
Commencement of trading of New Shares issued under the Accelerated Institutional Offer	Friday, 3 November 2023
Retail Offer closing date	5.00pm (AWST) Thursday, 16 November 2023
Announcement of results of the Retail Offer	Thursday, 23 November 2023
Quotation of New Shares under Retail Offer	Friday, 24 November 2023

Note – The timetable is indicative only and subject to change. The commencement and quotation of new shares is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, MRC reserves the right to amend this timetable at any time, including extending the period for the Retail Offer or accepting late applications, either generally or, in particular cases, without notice. Unless otherwise specified, all times and dates refer to AWST.

This timetable is indicative only and subject to change. Subject to the ASX Listing Rules and the Corporations Act, the directors of the Company reserve the right to vary these dates without prior notice.

Capital structure

The New Shares will be fully paid and will rank equally with the Company's existing issued ordinary shares. As at the date of this announcement, the Company has 691,455,941 Shares on issue. The maximum number of New Shares to be issued under Entitlement Offer (including under any shortfall offer) is 501,055,029, which would raise approximately \$15.0 million before costs. At the conclusion of the Entitlement Offer, assuming full take-up under both components of the Entitlement Offer, the total number of issued ordinary shares in the Company will be 1,192,510,970. All this information is subject to the reconciliation of entitlements and rounding. Fractional entitlements will be rounded down to the nearest whole number.

Further information

A personalised Entitlement and Acceptance Form will be mailed to each Eligible Shareholder at the address on the Company's register of members on Thursday, 2 November 2023. Eligible Shareholders that wish to participate in the Retail Offer will need to complete the Entitlement and Acceptance Form and return it with payment by the Closing Date. The Closing Date for

acceptance and payment is currently expected to be 5.00pm (AWST) on Thursday, 16 November 2023.

Investor presentation

Further details of the Entitlement Offer are detailed in the investor presentation released on the ASX platform today.

ENDS

Issued by Mineral Commodities Ltd ACN 008 478 653 www.mineralcommodities.com

Authorised by the CEO and Company Secretary, Mineral Commodities Ltd

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About Mineral Commodities Ltd

Mineral Commodities Ltd is a global mining and development company with a primary focus on the production of high-grade Mineral Sands and Natural Flake Graphite from operations in South Africa and Norway.

The Company is a producer of zircon, rutile, garnet, magnetite, and ilmenite concentrates through its Tormin Mineral Sands Operation, located on the Western Cape of South Africa.

The Company also owns and operates the Skaland Graphite Operation in Norway, the world's highest-grade operating flake graphite mine and is the only producer in Europe. The planned development of the Munglinup Graphite Project, located in Western Australia, builds on the Skaland acquisition and is a further step toward an integrated, downstream value-adding strategy which aims to capitalise on the fast-growing demand for sustainably manufactured lithium-ion batteries.