

2 November 2023

**ASX ANNOUNCEMENT**

## **Bowen Coking Coal announces a fully underwritten ~A\$50 million Equity Raising**

**NOT FOR DISTRIBUTION OR RELEASE INTO THE UNITED STATES**

- **Equity Raising is comprised of a ~A\$33 million 1 for 6 pro rata accelerated non-renounceable entitlement offer and a ~A\$17 million institutional placement**
- **Bowen has received ~\$31 million in equity commitments from major shareholders including Crocodile Capital 1 Global Focus Fund, Crocodile Capital Offshore Fund and Brian Flannery as well as new shareholder Hans Mende<sup>1</sup>**
- **Proceeds will be used to fund ramp-up of mining operations at Ellensfield South Pit and completion of boxcut activities, pre-payments, guarantees and general working capital requirements**

**Bowen Coking Coal Ltd** (ASX: **BCB** or **Company**) announces a fully underwritten ~A\$50 million Equity Raising to provide Bowen with balance sheet flexibility to fund ramp-up of mining at Ellensfield South Pit until it achieves steady-state production in H2 FY24 and completion of boxcut activities, pre-payments, guarantees and general working capital requirements.

Bowen is a coking coal producer in the Bowen Basin that owns a portfolio of producing and development assets. Bowen's focus is on its flagship Burton Mine Complex, where lower mining costs, infrastructure advantages and currently improved coking coal prices are intended to deliver strong returns on investment.

As announced to the ASX on 23 October 2023, Q1 FY24 Bowen achieved a number of milestones:

- Record run-of-mine (ROM) production of 640Kt;
- Record total coal sales of 545Kt, up 17.1% on the previous quarter; and
- Commenced coal production at Ellensfield South Pit, producing a higher-yielding coking coal than Broadmeadow East at a lower strip ratio.

<sup>1</sup> The Committed Shareholders and Kirmar GmbH will receive a fee from the Underwriters based on their sub-underwriting commitment. The participation of the Committed Shareholders is not expected to have any material control implications for Bowen. As Committed Shareholders and Kirmar GmbH's investment could be reduced below their commitment due to take-up under the Entitlement Offer, they will be offered the opportunity to subscribe for additional shares to make whole their full commitment, subject to Bowen shareholder approval and entry into a separate agreement with Bowen (**Top-Up Shares**). The Top-Up Shares will be offered at the same price as under the Entitlement Offer and are capped at the amount of participation by shareholders under the Retail Entitlement Offer.



## Equity Raising

The Equity Raising will consist of a fully underwritten offer of fully paid ordinary shares (**New Shares**) through:

- An institutional placement (**Placement**) to raise ~A\$17 million; and
- A 1-for-6 pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) to existing eligible shareholders to raise ~A\$33 million.

The offer price for both the Placement and Entitlement Offer will be \$0.090 which represents a:

- 18.2% discount to Bowen's last closing price of \$0.110 on 1 November 2023;
- 15.1% discount to the theoretical ex-rights price of \$0.106 (**TERP**)<sup>2</sup>

Under the Entitlement Offer, eligible shareholders are invited to subscribe for 1 New Share for every 6 existing Bowen shares (**Entitlement**) held as at 7:00pm (AEST) on Monday, 6 November 2023.

Approximately 556 million New Shares will be issued under the Equity Raising, representing ~25% of Bowen's existing shares on issue.

The New Shares will rank equally with existing shares on issue. The Equity Raising is fully underwritten.

To demonstrate strong support for this transaction \$31 million of commitments have been received from:

- major Bowen shareholders Crocodile Capital 1 Global Focus Fund, Crocodile Capital Offshore Fund and Ilwella (an entity associated with Mr Brian Flannery) (together **Committed Shareholders**), who will each enter into an arm's length sub-underwriting commitment with the Underwriters; and
- incoming investor Kirmar GmbH, an entity associated with highly successful coal investor Mr Hans Mende.<sup>3</sup>

Shaw & Partners and Petra Capital are acting as Joint Lead Managers, Underwriters and Bookrunners to the Equity Raising. Grant Samuel acting as Financial Adviser to the Company and Herbert Smith Freehills as Legal Counsel.

<sup>2</sup> The TERP is the theoretical price at which Bowen's shares should trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which New Shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to the TERP. The TERP includes the New Shares issued under the Placement (excluding any Top-Up Shares).

<sup>3</sup> The Committed Shareholders and Kirmar GmbH will receive a fee from the Underwriters based on their sub-underwriting commitment. The participation of the Committed Shareholders is not expected to have any material control implications for Bowen. As Committed Shareholders and Kirmar GmbH's investment could be reduced below their commitment due to take-up under the Entitlement Offer, they will be offered the opportunity to subscribe for Top-Up Shares. The Top-Up Shares will be offered at the same price as under the Entitlement Offer and are capped at the amount of participation by shareholders under the Retail Entitlement Offer.



## Strategic Investment

Kirmar GmbH has committed to a \$16 million investment in Bowen on the same terms as the Committed Shareholders.

Kirmar GmbH is expected to become a substantial shareholder following completion of the equity raising and the directors of Bowen intend to support the nomination of a representative of Mr Mende to join Bowen's Board in due course.

Background on Kirmar GmbH is provided below.

Kirmar GmbH ("Kirmar") is an affiliate of the Kirmar Trust, which holds a 50% stake in the AMCI Group. The sole Trustee of the Kirmar Trust is Hans Mende, the Executive Chairman of the AMCI Group ("AMCI"). AMCI has a number of mining operations in Canada, USA, Australia, Colombia, Chile, and South Africa, and operates as a globally diversified mining and finance corporation. AMCI was instrumental in starting Jellinbah, Coppabella, Moorvale, Lake Vermont, Fitzroy, Malabar and Whitehaven in Australia and Conuma/Quintette in Canada. AMCI is also developing a new hard coking coal mine in the USA, Allegheny Met.

Outside of coal, AMCI is involved in the development of iron ore and manganese resources in Western Australia and South Africa, respectively, as well as green energy resource exploration in Australia and Canada. AMCI also has a significant marketing presence and currently trades 15 million tonnes per year of coking coal, mainly from the mines it operates.

Kirmar is keen to participate in the growth of Bowen Coking Coal, which has a range of significant synergies with the neighbouring Fitzroy operation.

## Placement

Up to approximately 187 million New Shares are expected to be issued to new institutional investors and existing institutional shareholders under the Placement at the Offer Price. The Placement will be conducted concurrently with the Institutional Entitlement Offer (as described below) in reliance on the Company's ASX Listing Rule 7.1 placement capacity.

New Shares issued under the Placement will not be eligible to participate in the Entitlement Offer. The Company reserves the right to accept oversubscriptions under the Placement, subject to shareholder approval.

## Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**), which is being conducted today, Thursday, 2 November 2023 and Friday, 3 November 2023.

Eligible institutional shareholders can choose to take up all, part or none of their Entitlement. Institutional Entitlements cannot be traded on the ASX or be transferred.

Institutional Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and institutional Entitlements that would otherwise have been



offered to ineligible institutional shareholders, will be offered to new institutional investors and existing institutional shareholders concurrently with the Institutional Entitlement Offer. Bowen's shares will remain in a trading halt pending completion of the Placement and the Institutional Entitlement Offer.

### Retail Entitlement Offer

Eligible retail shareholders with registered addresses in Australia and New Zealand, and who are not located in the United States, will be invited to participate in the retail component of the Entitlement Offer (**Retail Entitlement Offer**) at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open on Thursday, 9 November 2023 and close at 5:00pm (AEST time) on Monday, 20 November 2023.

Further details about the Retail Entitlement Offer will be set out in the Retail Entitlement Offer information booklet (Retail Offer Booklet), which Bowen expects to lodge with ASX and dispatch to eligible retail shareholders on Thursday, 9 November 2023. The Retail Offer Booklet will also enclose personalised entitlement and acceptance forms.

Entitlements cannot be traded on the ASX or transferred. Eligible retail shareholders who do not take up their Entitlement under the Retail Entitlement Offer, in full or in part, will not receive any value in respect to those Entitlements not taken up.

### Indicative Timetable

Event	Date
Announcement of the Equity Raising	Thursday, 2 November 2023
Placement and Institutional Entitlement Offer bookbuild	Thursday, 2 November 2023
Results of Institutional Entitlement Offer and Placement announced and trading resumes on an ex-entitlement basis	Friday, 3 November 2023
Record Date for Retail Entitlement Offer (7pm AEST)	Monday, 6 November 2023
Retail Entitlement Offer opens and Retail Offer Booklet despatched	Thursday, 9 November 2023
Settlement of Institutional Entitlement Offer and Placement	Friday, 10 November 2023
Allotment and normal trading of New Shares under the Institutional Entitlement Offer and Placement	Monday, 13 November 2023
Despatch of holdings statements for New Shares under the Institutional Entitlement Offer and Placement	Tuesday, 14 November 2023
Retail Entitlement Offer closes	Monday, 20 November 2023
Results of Retail Entitlement Offer announced	Thursday, 23 November 2023
Settlement of Retail Entitlement Offer	Friday, 24 November 2023
Allotment of New Shares under the Retail Entitlement Offer	Monday, 27 November 2023
Normal trading of New Shares issued under the Retail Entitlement Offer	Tuesday, 28 November 2023
Despatch of holding statements for New Shares under the Retail Entitlement Offer	Wednesday, 29 November 2023

These dates are indicative only and are subject to change by Bowen without notice with the consent of the Joint Underwriters (such consent not to be unreasonably withheld or delayed).



### **Further Information**

Further details of the Equity Raising are set out in the investor presentation lodged with the ASX today. The investor presentation also contains important information including key risks and foreign selling restrictions with respect to the Equity Raising.

Nothing in this announcement constitutes investment, legal, tax or other advice. You should seek appropriate professional advice before making any investment decision. All dollar amounts are in Australian dollars unless otherwise indicated.

**The Board of the Company has authorised the release of this announcement to the market.**

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### **About Bowen Coking Coal**

Bowen is a Queensland based coking coal company which operates the Burton and Bluff metallurgical coal mines, with the Isaac River mine primed for development and a number of advanced exploration assets. Bowen fully owns the Bluff PCI and Broadmeadow East mines as well as the Isaac River, Cooroorah, Hillalong (85%) and Comet Ridge coking coal projects in the world-renowned Bowen Basin in Queensland, Australia. Bowen also holds a 90% interest in the Lenton Joint Venture which owns the Burton Mine and Lenton Project in the northern Bowen Basin, which has been recommissioned and is currently under mine development. Bowen has agreed with the JV partner to incorporate the Broadmeadow East mine into the Joint Venture. Bowen is also a joint venture partner in the Lilyvale (15% interest) and Mackenzie (5% interest) coking coal projects with Stanmore Resources Limited.

The highly experienced Board and management team aim to grow the value of the company's coking coal projects to benefit shareholders. An aggressive exploration, development and growth focused approach underpins the business strategy.

### **NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer or solicitation would be illegal. Neither the entitlements nor the New Shares have been, nor will be, registered under the U.S. Securities Act of 1933 ("U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States. The entitlements may not be taken up by or offered or sold to, and the New Shares may not be offered or sold to, directly or indirectly, any person in the United States or any person that is, or is acting for the account or benefit of, any person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities law of any state or other jurisdiction of the United States.



This announcement may not be released or distributed in the United States.

Nothing contained in this announcement shall form the basis of any contract or commitment, or constitute investment, legal, tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action taken on the basis of the information.

### **Forward-Looking Statements**

Certain statements made during or in connection with this statement contain or comprise certain forward-looking statements regarding the Company's Mineral Resources, exploration operations and other economic performance and financial conditions as well as general market outlook. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, such expectations are only predictions and are subject to inherent risks and uncertainties which could cause actual values, results, performance or achievements to differ materially from those expressed, implied or projected in any forward-looking statements and no assurance can be given that such expectations will prove to have been correct. Accordingly, results could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, delays or changes in project development, success of business and operating initiatives, changes in the regulatory environment and other government actions, fluctuations in coal prices and exchange rates and business and operational risk management. Except for statutory liability which cannot be excluded, each of the Company, its officers, employees and advisors expressly disclaim any responsibility for the accuracy or completeness of the material contained in this statement and excludes all liability whatsoever (including in negligence) for any loss or damage which may be suffered by any person as a consequence of any information in this statement or any error or omission. The Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events other than required by the Corporations Act and ASX Listing Rules. Accordingly, you should not place undue reliance on any forward-looking statement.