

16 January 2024

Holder Number

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

Dear Shareholder

## NOTICE REGARDING REWARD'S \$22.785 MILLION RENOUNCEABLE PRO RATA ENTITLEMENT OFFER

We write to you as the registered holder of Reward Minerals Ltd (ASX:RWD) (the **Company**) shares as at today's date. As advised in the Company's ASX announcement dated Monday, 11 December 2023, the Company intends to raise approximately \$22.785 million (before costs) via a pro-rata renounceable entitlement offer of Shares to eligible Shareholders on the basis of 2 new Shares for every 1 Share held on the Record Date at an issue price of \$0.05 per new Share together with 1 free-attaching quoted option (exercisable at \$0.10 and expiring 3 years from the issue date) (**New Option**) for every 2 new Shares successfully subscribed for (**Entitlement Offer**). Further details of the Entitlement Offer are set out in the prospectus lodged by the Company with ASIC on 9 January 2024 (**Prospectus**).

The Entitlement Offer is renounceable which means that there will be trading of rights on the ASX and you may dispose of your entitlement to subscribe for new Shares and New Options under the Entitlement Offer (**Entitlement**) to another party other than on the ASX.

The Entitlement Offer is partially underwritten for \$16 million by RM Corporate Finance Pty Ltd (**RM Corporate Finance** or **Underwriter**). Please refer to the heading titled "Underwriting" below and the Prospectus for further details of the underwriting.

A copy of the Prospectus was lodged with ASIC and ASX and is available on the Company's website ([www.rewardminerals.com](http://www.rewardminerals.com)) and the ASX's website ([www.asx.com.au](http://www.asx.com.au)). All other announcements in relation to the Entitlement Offer are also available on the Reward and ASX websites.

### Eligible Shareholders

The Entitlement Offer is available to all shareholders (**Shareholders**) registered on the Record Date whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

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

The Company has appointed RM Corporate Finance as nominee to sell the Entitlements to which Ineligible Shareholders would otherwise be entitled if they were an Eligible Shareholder (see the Prospectus for further details).

## How to apply

Details of how to obtain a copy of the Prospectus, together with your personalised entitlement and acceptance form, appear in the table below. **Reward will not be printing / dispatching hard copies of the Prospectus or Application Forms, except in response to a specific request by a Shareholder (please refer below).**

Instead, an electronic copy of the Prospectus and your personalised Application Form is accessible by you (using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) from your latest Holding Statement (and your postcode) at the following link:

<https://investor.automic.com.au>

Shareholders should read the Prospectus in full prior to making an application under the Offers. Your application under the Offers must be completed by making payment in accordance with the personalised payment instructions on your Application Form and in the Prospectus. Your acceptance of the Offers should be made using this online service.

**To download your Application Form, you have the following three choices:**

I already have an online account with the Automic Share registry	I don't have an online account with Automic – but wish to register for one	I don't have an online account with Automic – but want to use Automic for this Entitlement Offer only
<a href="https://investor.automic.com.au">https://investor.automic.com.au</a>	<a href="https://investor.automic.com.au/#/signup">https://investor.automic.com.au/#/signup</a>	<a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a>
Select: “Existing Users Sign In” Once you have successfully signed in, click on “Documents and Statements” Download the Prospectus and Application Form	Select: Reward Minerals Limited from the dropdown list in the ISSUER field. Enter you holder number SRN / HIN (from your latest Holding Statement) Enter Postcode (Aust only) or Country of Residence (if not Australia) Tick box “I am not a robot”, then Next. Complete prompts Once you have successfully signed in, click on “Documents and Statements” Download the Prospectus and Application Form	Select: Reward Minerals Limited from the dropdown list in the ISSUER field Enter you holder number SRN / HIN (from your latest Holding Statement) Enter Postcode (Aust only) or Country of Residence (if not Australia) Tick box “I am not a robot”, then Access Once you have successfully signed in, click on “Documents and Statements” Download the Prospectus and Application Form

**If you are unable to access <https://investor.automic.com.au> online**, you can obtain a copy of the Prospectus and your Application Form – initially by calling Automic Group on 1300 288 664 or emailing [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au) and asking them to mail a paper copy of the Prospectus and your Application Form to you free of charge. After your request has been acknowledged by Automic you will need to provide your SRN or HIN and postcode to complete this request.

To accept an Entitlement Offer using these paper copy documents, **you will still need to make payment via BPay® or via Electronic Funds Transfer (EFT).** For shareholders unable to make payment via BPay®, please follow the instructions on the Application form to make payment via Electronic Funds Transfer (EFT).

**The Entitlement Offer closes at 5:00pm (AWST) on Thursday, 25 January 2024.**

## Indicative Timetable

The current timetable for the Entitlement Offer is as follows:

Event	Date
Prospectus lodged with ASIC	Tuesday, 9 January 2024
Entitlement Offer "Ex" Date and rights trading commences	Friday, 12 January 2024
Record Date	Monday, 15 January 2024
Prospectus sent to Eligible Shareholders Opening Date	Tuesday, 16 January 2024
Rights trading ends	Thursday, 18 January 2024
Securities quoted on a deferred settlement basis	Friday, 19 January 2024
Last date to extend Closing Date	Monday, 22 January 2024
Closing Date	Thursday, 25 January 2024
Shortfall announced to ASX	Monday, 29 January 2024
Securities issued and holding statements sent	Monday, 29 January 2024
Securities quoted on ASX	Tuesday, 30 January 2024
Completion of acquisition of the Beyondie Project	

**Note:** The above timetable is indicative only. The Company reserves the right, subject to the Corporations Act, the Listing Rules and other applicable laws, to vary the dates, including by extending the Closing Date of the Offers or accepting late acceptances, either generally or in particular cases, without notice.

## Effect of the Entitlement Offer

The table below sets out the impact of the Entitlement Offer on the capital structure of the Company.

Security <sup>1</sup>	Existing		Completion	
	Number	Proportion	Number	Proportion
Existing Shares	227,853,138	100%	227,853,138	33.1%
Shares under Entitlement Offer	-	-	455,706,276	66.2%
Shares under Royalty Holder Offer	-	-	5,000,000	0.7%
<b>Total Shares</b>	<b>227,853,138</b>	<b>100%</b>	<b>688,559,414</b>	<b>100%</b>
Existing Options <sup>2</sup>	28,525,275	100%	28,525,275	10.7%
New Options under Entitlement Offer	-	-	227,853,138	85.5%
New Options under Lead Manager Offer	-	-	10,000,000	3.8%
<b>Total Options</b>	<b>28,525,275</b>	<b>100%</b>	<b>266,378,413</b>	<b>100%</b>
<b>Fully diluted share capital</b>	<b>256,378,413</b>	<b>100%</b>	<b>954,937,827</b>	<b>100%</b>

**Notes**

- 1 These amounts assume that no Securities will be issued, exercised or converted prior to the Record Date.
- 2 Comprising the following:
  - 18,275,275 quoted Options exercisable at \$0.20 by 31 March 2025;
  - 5,000,000 unquoted Options exercisable at \$0.198 by 14 September 2025; and
  - 5,250,000 unquoted Options exercisable at \$0.20 by 14 September 2025.

**Use of proceeds**

The following indicative table sets out the proposed use of funds raised under the Entitlement Offer:

Proposed use	Amount
Completion purchase price payment <sup>1</sup>	\$14,750,000
Lead Manager and Underwriter fees <sup>2</sup>	\$997,695
Other costs related to the acquisition of the Beyondie Project (e.g. legal, accounting, finance, other advisers and consultants)	\$250,000
Corporate overheads	\$600,000
Development and tenement expenditure	\$1,500,000
Beyondie Project care and maintenance activities	\$2,000,000
KP Project expenditure	\$650,000
General working capital <sup>3</sup>	\$2,037,619
<b>Total</b>	<b>\$22,785,314</b>

**Notes:**

- 1 To avoid doubt, this does not include a \$5 million deferred payment that is not due until 30 June 2025.
- 2 This assumes the Underwritten Amount is equal to the full amount of the Entitlement Offer. See “Underwriting” below for further details.
- 3 Working capital may include wages, payments to contractors, rent and outgoings, insurance, accounting, audit, legal and listing fees, payments to creditors, interest payments, other items of a general administrative nature and cash reserves but excludes sales which may be used in connection with the Company’s activities, as determined by the Board at the relevant time.
- 4 From 16 September 2019, entities controlled by Dr Ruane have loaned \$2,800,000 to the Company. The loan is on reasonable arm’s length terms to the Company as it is unsecured and with interest of 7.5% per annum payable quarterly in arrears. The principle loan sum outstanding of \$2,800,00 and current accrued interest of \$378,740 totals \$3,178,740. No current funds or funds raised by the Entitlement Offer are intended to be applied to the repayment of the principal loan or interest outstanding. These outstanding sums will be carried forward for greater than 12 months as the Company and Dr Ruane have agreed that the amount of the principal loan and interest will not be called upon by Dr Ruane prior to 1 March 2025.

**Rights Trading**

The entitlements to securities under the Entitlement Offer are renounceable. Accordingly, there will be trading of Entitlements on ASX and you may dispose of your Entitlement to another party other than on ASX. If you do not dispose of your Entitlement during the rights trading period (ending on Thursday, 18 January 2024) or take up your Entitlement by the Closing Date, your right to take your Entitlement will lapse. The securities in your Entitlement that are not taken up by you, or any person that you dispose of your Entitlement to, will form part of the Shortfall (as noted below). If you are an Eligible Shareholder and you wish to sell or transfer all or part of your Entitlement to another person you should follow the directions in the Application Form and section 4 of the Prospectus.

## Shortfall

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the shortfall (**Shortfall**).

If you take up your Entitlement in full, you may also apply for additional new Shares and New Options out of the Shortfall (to the extent there is availability) (**Shortfall Securities**) in excess of your Entitlement (**Shortfall Offer**) by completing the relevant part of the Application Form.

Any new Shares and New Options not applied for by the Closing Date will become Shortfall Securities. Shortfall Securities issued under the Shortfall Offer will be granted on the same terms and conditions as the new Shares and New Options being offered under the Entitlement Offer

The Directors (in conjunction with RM Corporate Finance) will allocate Shortfall Securities pursuant to the Shortfall Offer as set out in the Prospectus.

## Underwriting

The Company has entered into an underwriting agreement (**Underwriting Agreement**) with the Underwriter, pursuant to which the Underwriter has agreed to underwrite the Entitlement Offer for:

- \$16 million, being the amount of sub-underwriting commitments secured by the Underwriter as at the date of this Prospectus (Minimum Underwriting); plus
- subject to (and to the extent of) the Underwriter securing sub-underwriting commitments from sub-underwriters after the date of this Prospectus (but prior to 30 January 2024) for an amount up to the balance of the Entitlement Offer (i.e. \$6,785,314) (**Additional Underwriting**),

### (Underwritten Amount).

Investors should note that there is no guarantee that the Underwriter can secure sub-underwriting commitments for the Additional Underwriting. Accordingly, the Underwriter's obligation as at the date of the Prospectus to underwrite the Entitlement Offer under the Underwriting Agreement is limited to the Minimum Underwriting of \$16 million. To the extent that sub-underwriting commitments from sub-underwriters are secured after the date of the Prospectus, the Company will update the market accordingly.

The Underwriter will be remunerated by the Company for managing and providing underwriting services in relation to the Entitlement Offer as follows:

- 6% (plus GST) of the amount equal to the Underwritten Amount less Dr Ruane's sub-underwriting commitment of \$9,235,591, for maximum fees of \$812,983.38 (plus GST); and
- 2% (plus GST) of the underwritten amount represented by Executive Director, Dr Michael Ruane's sub-underwriting commitment of \$9,235,591, for fees of \$184,711.82 (plus GST).

Subject to compliance with the Listing Rules, the Underwriter may set-off all amounts payable by the Company to the Underwriter under the Underwriting Agreement against any payment obligations owed by the Underwriter or its Related Corporations or Affiliates to the Company (including in relation to payment of the Underwritten Amount and the Underwriter's subscription for Shares and New Options in accordance with the Underwriting Agreement).

In addition to the fees described above, the Company has agreed to reimburse the Underwriter for all costs and expenses of and incidental to the Entitlement Offer provided that the costs and expenses do not exceed \$1,000 (without the prior consent of the Company).

## Actions required of Eligible Shareholders

There are a number of actions Eligible Shareholders may take:

- You may take up all or some of your entitlement to subscribe for new Shares pursuant to your Entitlement. To take up all or some of your Entitlements you will need to ensure your application money for the Entitlements you wish to take up is received by Automic by no later than 5:00pm (AWST) on Thursday 25 January 2024, by making a payment by BPAY or EFT in accordance with the instructions on your Application Form.
- If you have taken up all of your Entitlement, you may apply for additional new Shares via the Shortfall Offer.
- You may seek to sell all or some of your Entitlements on ASX. You can seek to sell your Entitlements on ASX from Friday, 12 January 2024 until the close of market on Thursday, 18 January 2024. To sell any of your Entitlements you need to contact your broker as soon as possible.
- You may do nothing. If you choose to do nothing with your Entitlements, while you will continue to hold the same number of shares, your interest in the Company will be diluted and you will receive no value for your Entitlements.

If you have any questions about the Entitlement Offer, please contact:

**Michael Ruane**  
Executive Director  
[michael.ruane@rewardminerals.com](mailto:michael.ruane@rewardminerals.com)

**Lorry Hughes**  
CEO  
[lorry.hughes@rewardminerals.com](mailto:lorry.hughes@rewardminerals.com)

or

**Lead Manager:**  
RM Corporate Finance  
**Andrew Frazer**  
[afrazer@lazaruscf.com.au](mailto:afrazer@lazaruscf.com.au)

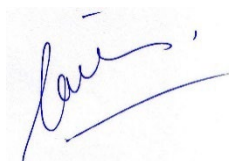
**For any other registry related matters, contact Reward's share registrar, Automic Group as follows:**

Email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

Address: Level 5/126 Phillip St, Sydney NSW 2000

Phone: **1300 288 664 (within Australia)**, or **+61 2 9698 5414 (international)** between 8:30am and 7:00pm (AEST) Monday to Friday.

Yours faithfully



**Bianca Taveira**  
Company Secretary

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