

10 May 2024,



NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001

This notice is given by Rumble Resources Limited (ACN 148 214 260) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**CI 2016/84**). References in this notice of the Corporations Act are references to the Corporations Act as modified or amended by CI 2016/84.

On Friday, 10 May 2024, the Company announced a capital raising via:

- a) a placement to sophisticated and professional investors under its ASX Listing Rule 7.1 placement capacity to raise \$1.1 million (Placement); and
- b) a non-renounceable pro-rata entitlement offer of fully paid ordinary shares (Shares), on the basis of 1 new Share for every 10 Shares held as at 5:00pm (AEST) on Tuesday 21 May 2024 (Record Date) to eligible shareholders with a registered address in Australia and New Zealand, at an issue price of \$0.04 per Share, to raise approximately \$2,921,577.08 (before costs) (Entitlement Offer).

The Placement and Entitlement Offer are managed by Wilsons Corporate Finance Limited (ACN 057 547 323).

Based on the current capital structure (and assuming an additional 27,502,025 Shares are issued under the Placement prior to the Record Date), a total of an additional 73,039,427 Shares will be issued if the Entitlement Offer is fully subscribed.

It is proposed that Director, Peter Venn, will partially underwrite \$36,000 (900,000 Shares) of the Entitlement Offer, subject to entering into a binding underwriting agreement with the Company prior to the opening date of the Entitlement Offer. Should a binding agreement be entered into, the Company will update the market with the material terms of the underwriting, as required under Exception 2 to ASX Listing Rule 10.12.

Any shortfall under the Entitlement Offer will be dealt with by the Company at its discretion, in accordance with the allocation policy to be set out in the Entitlement Offer Booklet which is expected to be lodged with the ASX and dispatched on Friday, 24 May 2024.

The Company hereby confirms that in respect of the Entitlement Offer (as per the requirements of paragraph 708AA(2)(f) of the Corporations Act):

- c) the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- d) the Company is providing this notice under paragraph 2(f) of section 708AA of the Corporations Act;
- e) as at the date of this notice the Company has complied with:

- i. the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - ii. sections 674 and 674A of the Corporations Act;
- f) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act; and
- g) the potential effect that the issue of the new Shares pursuant to the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand. If all shareholders subscribe for their entitlements, then all shareholders will retain their percentage ownership in the Company, and the issue of Shares under the Entitlement Offer is not expected to have any material effect on the control of the Company.

Given:

- (i) the size and pricing of the Entitlement Offer;
- (ii) the structure of the Entitlement Offer as a pro-rata issue; and
- (iii) the fact that as at the date of this notice, no shareholder of the Company (together with their associates) has a relevant interest in more than 5% of the issue share capital of the Company,

the issue of Shares under the Entitlement Offer is not expected to have any material effect or consequence on the control of the Company and it is not expected that any person will acquire voting power of 20% or more in the Company as a result of participating in the Entitlement Offer.

Further details of the Entitlement Offer are set out in the Investor Presentation released to ASX on Friday, 10 May 2024 and Entitlement Offer Booklet which is expected to be lodged with the ASX and dispatched on Friday, 24 May 2024.

Yours sincerely

Trevor Hart

This announcement has been authorised by the Board.