

PRE-QUOTATION DISCLOSURE

Latitude 66 Limited (ACN 115 768 986) (ASX:LAT), previously named DiscovEx Resources Limited (**Company**) provides the following confirmations to satisfy the conditions for re-admission of the Company's securities to quotation on ASX.

Capitalised terms in this announcement have the corresponding meaning as given in the Company's prospectus dated 26 April 2024, as supplemented by the supplementary prospectus dated 23 May 2024 (**Prospectus**), unless otherwise specified.

COMPLETION OF THE OFFER

The Company confirms that all conditions to the Priority Offer and General Offer (together, the **Offer**) under the Prospectus have been satisfied and the Offer has now closed.

The Company has completed the issue of:

- (a) 5,000,000 Shares at an issue price of \$0.20 per Share to raise \$1,000,000 (before costs) under the Priority Offer; and
- (b) 15,000,000 Shares at an issue price of \$0.20 per Share to raise \$3,000,000 (before costs) under the General Offer;
- (c) 2,000,000 Options to Bell Potter Securities Limited (or its nominee) under the Lead Manager Options Offer;
- (d) 124,999,932 Shares to Latitude Shareholders at a deemed issue price of \$0.20 per Share under the Takeover Offer; and
- (e) 16,550,000 Performance Rights to Directors, employees and consultants.

The Options issued under the Prospectus are exercisable at \$0.30 each on or before 18 June 2027. Refer to Section 11.4 of the Prospectus for the terms and conditions of the Options issued under the Prospectus.

Refer to Section 11.5 of the Prospectus for the terms and conditions of the Performance Rights issued under the Prospectus.

COMPLETION OF CONSOLIDATION

The Company confirms that it has completed the Consolidation of its issued capital on 30 May 2024 on a 100:1 basis such that the Shares on issue have been reduced from 3,302,568,098 to 33,026,018 (after rounding) and the Options on issue have been reduced from 51,375,000 to 513,750.

COMPLETION OF ACQUISITIONS

The Company confirms that it has completed the acquisition of 100% of the issued capital in Latitude 66 and all conditions of the Takeover Offer have been satisfied or waived and the Company declared the Takeover Offer to be free from all conditions and unconditional on 7 June 2024. Completion has since occurred under the Takeover Offer and the Company has issued 124,999,932 Shares to Latitude Shareholders.

DIRECTOR APPOINTMENTS AND RESIGNATIONS

The Company confirms that on and from completion of the Takeover Offer, Mr Grant Coyle has been appointed as Managing Director, Mr Thomas Hoyer has been appointed as Non-Executive Chairman and Professor Steffen Hagemann has been appointed as a Non-Executive Director.

Mr Toby Wellman has resigned from his position as Managing Director as has been re-appointed as Technical Director of the Company. Mr Heath Hellewell has resigned from his position as Non-Executive Chairman and has been re-appointed as a Non-Executive Director of the Company. Mr David Morgan has resigned as Non-Executive Director of the Company.

CHANGE OF COMPANY NAME

The Company confirms that its change of name to Latitude 66 Limited took effect on 11 June 2024.

CAPITAL STRUCTURE

The capital structure of the Company following completion of the Takeover Offer and Offer under the Prospectus, the issue of securities pursuant to the Prospectus and as at the date of re-admission to the Official List of the ASX is set out below.

	Shares	Options ²	Performance Rights ⁵
Securities on issue as at date of Consolidation ¹	33,026,018	513,750 ³	-
Securities issued pursuant to the Offer	20,000,000	-	-
Securities issued to the Latitude Shareholders under the Takeover Offer	124,999,932	-	-
Securities issued to the Lead Manager	-	2,000,000 ⁴	-
Securities issued to Directors, employees and consultants	-	-	16,550,000
TOTAL	<u>178,025,950</u>	<u>2,513,750</u>	<u>16,550,000</u>

Notes:

1. Stated on a post-Consolidation basis following completion of the Consolidation of the Company's issued capital on 30 May 2024 as approved by shareholders at the general meeting held on 24 May 2024.
2. Refer to Section 11.4 of the Prospectus for the terms and conditions of the Options.
3. Comprising:
 - (a) 10,000 Class A Options (exercisable at \$1.30 each on or before 20 August 2024);
 - (b) 257,500 Class B Options (exercisable at \$0.75 each on or before 14 October 2025); and
 - (c) 246,250 Class C Options (exercisable at \$0.95 each on or before 14 October 2025).
4. Exercisable at \$0.30 each on or before 18 June 2027.
5. Refer to Section 11.5 of the Prospectus for the terms and conditions of the Performance Rights.

RESTRICTED SECURITIES

The following securities will be subject to restriction pursuant to the ASX Listing Rules for the period outlined below.

Class	Number	Restriction Period
Shares ¹	35,409,877	24 months from the date of official quotation

Options ²	2,000,000	24 months from the date of official quotation
Performance Rights ³	13,750,000	24 months from the date of official quotation

Notes:

1. Comprising:
 - (a) 34,308,237 Shares issued to related parties / promoters of the Company, comprising of 1,101,645 Shares issued to Steffen Hagemann, 1,762,632 Shares issued to Jeffrey George Foster, 11,016 Shares issued to Hektor Stig Jörg Hoyer (son of Thomas Hoyer) 11,016 Shares issued to Kaspar Thor Evert Hoyer (son of Thomas Hoyer), 4,466,878 Shares issued to Hummo Strand Oy, 22,032 Shares issued to Grant Coyle, 13,466,509 Shares issued to Francesca Gnagnarella ATF Colour Trust and 13,466,509 Shares issued to Third Reef Pty Ltd <Back Reef A/c>; and
 - (b) 1,101,640 Shares issued to professional advisors or consultants to the Company, comprising of 88,131 Shares issued to Baza High Conviction Pty Ltd ATF Baza High Conviction Trust, 44,065 Shares issued to Heimo Olavi Pöyry, 88,131 Shares issued to Neale Edwards, 88,131 Shares issued to Brett Robert Smith, 88,131 Shares issued to Vonross Nominees Pty Ltd ATF The Vonross Family Trust, 88,131 Shares issued to Centuria Investments Pty Ltd, 88,131 Shares issued to Isidore 14 Pty Ltd <Gibson Family A/c>, 88,131 Shares issued to Aaron Davies and 440,658 Shares issued to Ylikylan kaivos ja hevonen Oy.
2. Lead Manager Options issued to Bell Potter Securities Limited which are exercisable at \$0.30 each on or before 18 June 2027.
3. Comprising:
 - (c) 500,000 Class A Performance Rights, 1,500,000 Class B Performance Rights, 1,500,000 Class C Performance Rights, 1,500,000 Class D Performance Rights and 500,000 Class E Performance Rights issued to Grant Coyle;
 - (d) 500,000 Class A Performance Rights, 750,000 Class B Performance Rights, 750,000 Class C Performance Rights and 750,000 Class D Performance Rights issued to Toby Wellman;
 - (e) 1,000,000 Class A Performance Rights, 500,000 Class B Performance Rights, 500,000 Class C Performance Rights, 750,000 Class D Performance Rights and 1,250,000 Class E Performance Rights issued to Thomas Hoyer;
 - (f) 250,000 Class B Performance Rights, 250,000 Class C Performance Rights and 250,000 Class D Performance Rights issued to Steffen Hagemann; and
 - (g) 250,000 Class B Performance Rights, 250,000 Class C Performance Rights and 250,000 Class D Performance Rights issued to Heath Hellewell.

The Company confirms that except for those securities subject restriction pursuant to the ASX Listing Rules for the period as set out above, there are no securities subject to voluntary escrow.

LEGAL AND REGULATORY CONFIRMATIONS

The Company confirms that there are no legal, regulatory, statutory or contractual impediments to the Company entering and carrying out exploration activities on each of the sites associated with the projects owned by Latitude 66 Cobalt Limited (permits disclosed on page 311 to 314 of the Prospectus) such that the Company will be able to spend its cash in accordance with its commitments for the purposes of Listing Rule 1.3.2(b).

STATEMENT OF COMMITMENTS

The Company provides a statement of commitments based on the actual amount raised under the Offer:

Funds available	\$	Percentage of Funds (%)
Existing cash reserves ¹	3,500,000	46.67
Funds raised from the Offer	4,000,000	53.33
Total	7,500,000	100.00

Funds available	\$	Percentage of Funds (%)
Allocation of funds		
Finland ²	2,860,000	38.13
Australia ²	1,000,000	13.33
Expenses of the Offer and Transaction ³	861,000	11.48
Administration costs ⁴ and Working capital ⁵	2,779,000	37.06
Total	7,500,000	100.00

Notes:

1. Refer to the Financial Information set out in Section 7 of the Prospectus.
2. Comprising of exploration, including diamond and base of till drilling, surface geochemistry, detailed geophysics at various targets and studies & approvals in Finland and exploration in Australia. Refer to section 4 of the Independent Geologist's Report in Annexure A of the Prospectus for further details with respect to the Company's proposed exploration programs at the Projects.
3. Refer to Section 11.11 of the Prospectus for further details.
4. Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees, rent and other associated costs.
5. To the extent that:
 - (a) the Company's exploration activities warrant further exploration activities; or
 - (b) the Company identifies additional acquisition or investment opportunities,
 the Company's working capital will also be utilised to fund such further exploration activities and/or acquisition or investment costs (including due diligence investigations and expert's fees in relation to such acquisitions or investments) as applicable. Any amounts not so expended will be applied toward corporate and administration costs for the period subsequent to the initial two year period following Re-admission.

The above table is a statement of current intentions as of the date of this announcement. Prospective investors should note that, as with any budget, the allocation of the funds may change depending on various intervening events and new circumstances, including the outcome of exploration and development activities (including, exploration success or failure), regulatory developments and market and general economic conditions. Accordingly, the Board reserves the right to alter the way funds are applied on this basis.

Refer to Section 5.8 of the Prospectus for further details of the Company's intended use of funds.

FEES PAYABLE TO LONGREACH CAPITAL

In consideration for corporate advisory services the Company has agreed to pay Longreach Capital \$150,000, with the Company able to elect to satisfy 75% of this payment obligation via the issue of Shares (being \$112,500 or 562,500 Shares at a deemed issue price of \$0.20) (**Consideration Shares**). The Company will issue the Consideration Shares out if its existing Listing Rule 7.1 placement capacity. As at the date of this announcement the Company has not elected to issue the Consideration Shares.

UPDATED PRO-FORMA STATEMENT OF FINANCIAL POSITION

The Company provides the updated pro-forma statement of financial position as at the half year ended 31 December 2023 based on funds raised under the Offer in Annexure A.

WAIVERS AND CONFIRMATIONS

In connection with the Takeover Offer and the Offer under the Prospectus, the Company was granted the following waivers and confirmations from ASX as set out below:

Confirmation – Listing Rule 6.1

The Company has received confirmation that the terms of the 16,550,000 Performance Rights with a nil exercise price which were issued by the Company to Directors, employees and consultants are appropriate and equitable for the purpose of Listing Rule 6.1, subject to the conditions detailed in Section 11.7.2 of the Prospectus.

The 16,550,000 Performance Rights were issued on 18 June 2024, comprising of 2,750,000 Performance Rights to Toby Wellman (Technical Director), 750,000 Performance Rights to Heath Hellewell (Non-Executive Director), 4,000,000 Performance Rights to Thomas Hoyer (Non-Executive Chairman), 5,500,000 Performance Rights to Grant Coyle (Managing Director), 750,000 Performance Rights to Steffen Hagemann (Non-Executive Director), 1,000,000 Performance Rights to Jussi Lähde (Communications Manager), 500,000 Performance Rights to Minna Lymi (General Manager Finland), 300,000 Performance Rights to Otso Markkanen (Senior Project Geologist), 500,000 Performance Rights to Nerida Schmidt (Company Secretary) and 500,000 Performance Rights to Paul Bridson (Chief Financial Officer).

Waiver – Listing Rule 1.1 (Condition 12)

The Company has received conditional waiver from Listing Rule 1.1 (Condition 12) to permit the Company to have Performance Rights on issue with a nil exercise price on condition that the terms of the waiver are clearly disclosed in the notice of meeting and in the Prospectus, and that Shareholders approve the issue of the Performance Rights as part of the approvals obtained under Listing Rule 11.1.2 for the Takeover Offer.

ADDITIONAL INFORMATION FOR RELEASE TO THE MARKET

The Company has separately provided ASX with copies of the following documents for release to the market:

- (a) the Company's Appendix 1A and Information Form and Checklist and Mining Annexure 1;
- (b) the Company's replacement constitution which was adopted by special resolution of Shareholders on 24 May 2024;
- (c) audited accounts for Latitude 66 Cobalt Limited for the full year ended 30 June 2022 and reviewed accounts for the full year ended 30 June 2023;
- (d) the full terms and conditions of the Company's Employee Securities Incentive Plan as adopted by resolution of Shareholders on 24 May 2024;
- (e) the Solicitors' Reports on the Company's Western Australian and Queensland tenements;
- (f) the Company's Corporate Governance Statement;
- (g) the Company's Securities Trading Policy;
- (h) a Shareholder distribution schedule; and
- (i) a list of the top 20 Shareholders.

This announcement has been authorised for release by the Board.

For further information and investor enquiries, please contact:

Grant Coyle
Managing Director

ANNEXURE A – PRO-FORMA STATEMENT OF FINANCIAL POSITION

	Consolidated 31 Dec 2023 Pre-Acquisition & capital raising (reviewed)	Adjustments	Consolidated 31 Dec 2023 Post-Acquisition & capital raising (pro- forma unaudited)
	\$	\$	\$
CURRENT ASSETS			
Cash and cash equivalents	1,011,177	7,417,792	8,428,969
Financial assets at fair value through profit or loss	535,519	157,124	692,643
Trade and other receivables	137,156	7,417,792	8,428,969
TOTAL CURRENT ASSETS	1,683,852	8,154,788	9,938,640
NON-CURRENT ASSETS			
Property, plant and equipment	62,640	541,531	604,171
Right-of-use asset	158,552	60,116	218,668
Exploration and evaluation costs	7,380,258	11,411,594	18,791,852
TOTAL NON-CURRENT ASSETS	7,601,450	12,013,241	19,614,691
TOTAL ASSETS	9,285,302	20,168,029	29,453,331
CURRENT LIABILITIES			
Trade and other payables	254,995	604,997	859,992
Lease liabilities	74,089	64,218	138,307
Provisions	35,342	311,904	347,246
TOTAL CURRENT LIABILITIES	364,426	981,119	1,345,545
NON-CURRENT LIABILITIES			
Lease liabilities	88,477	2,459	30,936
Long term advances	-	136,776	136,776
Provisions	8,313	-	8,313
TOTAL NON-CURRENT LIABILITIES	96,790	139,235	236,025
TOTAL LIABILITIES	461,216	1,120,354	1,581,570
NET ASSETS	8,824,086	19,047,675	27,871,761
EQUITY			
Issued capital	38,386,126	(12,633,787)	25,752,339
Foreign currency translation reserve	-	(226,824)	(226,824)
Share based payments reserve	233,213	(11,068)	222,145
Accumulated (loss)/profit	(29,795,253)	31,919,354	2,124,101
TOTAL EQUITY	8,824,086	19,047,675	27,871,761