



## Update Summary

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**Entity name**

MIRAMAR RESOURCES LIMITED

**Announcement Type**

Update to previous announcement

**Date of this announcement**

23/7/2024

**Reason for update to a previous announcement**

Increase of the number of options to be issued to 119,130,646 due to the increased raising amounts under the Placement and Rights Issue.

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

**1.1 Name of +Entity**

MIRAMAR RESOURCES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

34635359965

**1.3 ASX issuer code**

M2R

**1.4 The announcement is**

Update/amendment to previous announcement

**1.4a Reason for update to a previous announcement**

Increase of the number of options to be issued to 119,130,646 due to the increased raising amounts under the Placement and Rights Issue.

**1.4b Date of previous announcement to this update**

4/4/2024

**1.5 Date of this announcement**

23/7/2024

**1.6 The Proposed issue is:**

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

## 7A.1a Conditions

| Approval/Condition        | Date for determination | Is the date estimated or actual? | ** Approval received/condition met? |
|---------------------------|------------------------|----------------------------------|-------------------------------------|
| +Security holder approval | 25/6/2024              | Actual                           | Yes                                 |

**Comments**

The Placement to Director, Placement Options and Broker Options are subject to shareholder approval. Shareholders approval was obtained on 25 June 2024.

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

## Details of +securities proposed to be issued

**ASX +security code and description**

M2R : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

45,550,719

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.01200

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**



Yes

## Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

New class

## Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued****ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

OPTION EXPIRING JUN-2027

**+Security type**

Options

**Number of +securities proposed to be issued**

91,101,438

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Free attaching options exercisable at \$0.018 each expiring three (3) years from the date of issue on the basis of two (2) options for every one (1) share issued subject to shareholder approval.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

0.000001

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

## Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0180

**Expiry date**

30/6/2027

**Details of the type of +security that will be issued if the option is exercised**

M2R : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One (1) fully paid ordinary share per one (1) option exercised.

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

The details and terms of the Placement Option will be set out in the prospectus. The lodgement of the prospectus is expected to occur in June 2024.

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

OPTION EXPIRING JUN-2027

**+Security type**

Options

**Number of +securities proposed to be issued**

25,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Payment set out under the lead manager mandate with Cadmon Advisory Pty Ltd. The options are subject to shareholder approval, Cadmon (or its nominee/s) will be issued 20 options per dollar raised under the Placement, Rights Issue and Shortfall Offer. These options will have the same terms as the Placement Options (Broker Options).

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

0.000010

**Will all the +securities issued in this class rank equally in all respects from**

**their issue date?**

Yes

## Options details

| <b>+Security currency</b> | <b>Exercise price</b> | <b>Expiry date</b> |
|---------------------------|-----------------------|--------------------|
| AUD - Australian Dollar   | AUD 0.0180            | 30/6/2027          |

**Details of the type of +security that will be issued if the option is exercised**

M2R : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One (1) fully paid ordinary share per one (1) option exercised.

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

The details and terms of the offer under the Rights Issue will be set out in the prospectus. The lodgement of the prospectus is expected to occur in June 2024.

## Part 7C - Timetable

**7C.1 Proposed +issue date**

25/7/2024

## Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

22,330,432 fully paid ordinary shares were issued and ratified by shareholders at the General Meeting held on 25 June 2024.

6,651,935 options exercisable at \$0.018 expiring 25 July 2027 to be issued as part of the New Placement Offer to Cadmon, lead manager.

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

Yes

**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

14,886,954 fully paid ordinary shares were issued and ratified by shareholders at the General Meeting held on 25 June 2024.

**7D.1c ( ii ) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer**



**under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate**

In addition to the Placement Shares, the Company completed a pro rata non-renounceable rights issue of one (1) share for every one (1) share held by eligible shareholders. Further details of the Rights Issue are available from the Prospectus dated 21 June 2024.

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

Cadmon Advisory Pty Ltd (Cadmon) (ACN 616 484 756) (Cadmon is a corporate authorised representative (CAR No. 1253390) of Newport Private Wealth Pty Ltd (AFSL No. 451 820))

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Management fee of 3% and selling fee of 3% of the gross proceeds from the Placement, Rights Issue, and Shortfall Offer, plus GST, payable in cash, and 20 broker options per dollar raised under the Placement, Rights Issue, and Shortfall Offer exercisable at \$0.018 each expiring three (3) years from the date of issue subject to shareholder approval.

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

None.

Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

Funds raised will be primarily used for upcoming exploration programmes at Whaleshark and Bangemall Projects, and to provide general working capital for the Company.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

The placement shares were issued pursuant to Miramar's placement capacity under ASX Listing Rule 7.1 and 7.1A, and Directors placement were completed and ratified by shareholders at the General Meeting held on 25 June 2024..

The Company obtained shareholder approval to issue the free attaching options under the placement to investors and directors, and 34,310,605 broker options on 25 June 2024.

Refer to the ASX announcement dated 4 April 2024, 25 June 2024, and 23 July 2024 for further information.

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a +disclosure document or +PDS for the +securities proposed to be issued

