



Announcement Summary

Entity name

ASTUTE METALS NL

Announcement Type

New announcement

Date of this announcement

29/7/2024

The Proposed issue is:

A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
ASE	ORDINARY FULLY PAID	106,007,532

Ex date

1/8/2024

+Record date

2/8/2024

Offer closing date

16/8/2024

Issue date

23/8/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

ASTUTE METALS NL

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

96007090904

1.3 ASX issuer code

ASE

1.4 The announcement is

New announcement

1.5 Date of this announcement

29/7/2024

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable

Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

ASE : ORDINARY FULLY PAID

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?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

ASE : ORDINARY FULLY PAID

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

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

4

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

106,007,532

Offer price details for retail security holders**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.02800

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

Yes

Describe the limits on over-subscription

Shareholders may be permitted to accept all of their Entitlement and also apply for any entitlements not taken up by other shareholders (Shortfall).

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

If the Offer is oversubscribed (by take up of Entitlements and applications for Shortfall Shares by Eligible Shareholders), scale back will be applied to applications under the Shortfall Offer on a pro-rata basis to the respective shareholdings of Eligible Shareholders.

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

Part 3C - Timetable

3C.1 +Record date

2/8/2024

3C.2 Ex date

1/8/2024

3C.4 Record date

2/8/2024

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

7/8/2024



3C.6 Offer closing date

16/8/2024

3C.7 Last day to extend the offer closing date

13/8/2024

3C.9 Trading in new +securities commences on a deferred settlement basis

19/8/2024

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

23/8/2024

3C.12 Date trading starts on a normal T+2 basis

26/8/2024

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

28/8/2024

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

CPS Capital Group Pty Ltd has been appointed as the lead manager of the Offer.

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Under the terms of the Lead Manager Mandate, the Company will pay CPS Capital:

- (a) a management fee of \$60,000, plus GST where applicable, for managing the Offer;
- (b) a 6%, plus GST where applicable, placement fee for any funds raised by CPS Capital in the placement of Shortfall Shares; and
- (c) a 4%, plus GST where applicable, placement fee for any funds introduced by the Company in the placement of Shortfall Shares.

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

The Offer is fully underwritten by CPS Capital Group Pty Ltd.

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Fully underwritten.

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

Subject the Company receiving cleared funds from the Underwriter in respect to the application of Shortfall Shares, the Company has agreed to pay the Underwriter;

- (i) a 6% underwriting fee, plus GST where applicable, for any funds raised by the Underwriter in the placement of Shortfall Shares; and
- (ii) a 4% underwriting fee, plus GST where applicable, for any funds introduced by the Company in the placement of



Shortfall Shares,

as consideration for the underwriting obligation undertaken by the Underwriter pursuant to the Underwriting Agreement.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

The events in which the Underwriter may terminate its obligations under the Underwriting Agreement is provided under section 6.4.1 (Underwriting Agreement) of the Company's Prospectus (lodged to the ASX on 29 July 2024).

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

3E.2e (i) What is the name of that party?

Kalonda Pty Ltd, an entity that is controlled by Mr Tony Leibowitz, will be acting as a sub-underwriter to the proposed offer.

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Director and substantial holder Anthony Leibowitz's controlled company, Kalonda has agreed to sub-underwrite \$1,968,211 (70,293,246 ordinary shares).

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

Subject to Kalonda complying with its sub-underwriting commitment, the Underwriter will pay Kalonda a cash fee of 4% of the amount paid by Kalonda.

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**Part 3F - Further Information****3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

The purposes for funds raised under the offer are detailed within section 3.1 (Purpose of the offer) of the Company's prospectus (lodged to the ASX on 29 July 2024).

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

British Virgin Islands, Canada, Gibraltar, Guernsey, Hong Kong, Indonesia, Jersey, Mauritius, Singapore, United Kingdom, United States.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

No

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://events.miracle.com/ase-offer>

3F.7 Any other information the entity wishes to provide about the proposed issue**3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?**



Yes

3F.9 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