



Announcement Summary

Entity name

HIGHFIELD RESOURCES LIMITED

Announcement Type

New announcement

Date of this announcement

23/9/2024

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
HFR	ORDINARY FULLY PAID	855,000,047

Proposed +issue date

28/3/2025

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

HIGHFIELD 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

51153918257

1.3 ASX issuer code

HFR

1.4 The announcement is

New announcement

1.5 Date of this announcement

23/9/2024

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	21/3/2025	Estimated	No

Comments

Relates to the issue of up to USD286,425,015.48 worth of ordinary shares in Highfield (being up to 855,000,047 ordinary shares in Highfield (assuming (i) an issue price of AUD 0.50 per ordinary share, (ii) an AUD/USD exchange rate of 0.67, and (iii) completion of the Southey Vend-in (defined below) occurs on 31 March 2025)) to Yankuang Energy Group Co., Ltd (Yankuang Energy) as consideration for the acquisition by Highfield of the Southey potash project in Saskatchewan, Canada (Southey Vend-in) by way of the direct or indirect acquisition of 100% of the shares in Yancoal Canada Resources Holding Co. Ltd. (a subsidiary of Yankuang Energy)

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
FIRB approval	21/3/2025	Estimated	No

Comments

Yankuang requires FIRB approval to receive the ordinary shares the subject of the Southey Vend-in.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	21/3/2025	Estimated	No

Comments

Other approvals required in connection with the Southey Vend-in include approvals from government authorities in the Peoples' Republic of China (PRC) (including, approval from the State-owned Assets Supervision and Administration Commission of the Peoples Government of Shandong Province, the National Development and Reform Commission of the PRC or its local counterpart, the Ministry of Commerce of the PRC or its local counterpart and the State Administration of Foreign Exchange of the PRC), approval from the Spanish FDI Authority and clearance under the Investment Canada Act.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX)

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

No



or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Details of +securities proposed to be issued

ASX +security code and description

HFR : ORDINARY FULLY PAID

Number of +securities proposed to be issued

855,000,047

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?

USD - US Dollar

What is the issue price per +security?

USD 0.33500

AUD equivalent to issue price amount per +security

0.500000

FX rate (in format AUD 1.00 / primary currency rate):

AUD 1.00

FX rate (in format AUD rate/primary currency rate) Primary Currency rate

USD 0.67000000

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

Yes

Part 7C - Timetable

7C.1 Proposed +issue date

28/3/2025

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?

Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

21/3/2025

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



No

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?

Morgan Stanley Australia Securities Limited (MS)

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

MS will receive a fee of US\$2,025,000.00 in consideration for it assisting Highfield with the Southey Vend-in. MS may also receive, at the sole discretion of Highfield, a discretionary fee of US\$675,000.

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

Part 7F - Further Information

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

To pay the consideration for the acquisition of the Southey asset.

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

For further information see Highfield's ASX announcement and investor presentation each of which were released to the market on 23 September 2024

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 cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)