



Announcement Summary

Entity name

MATSA RESOURCES LIMITED

Announcement Type

New announcement

Date of this announcement

7/10/2024

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
New class-code to be confirmed	Unlisted option exercisable at \$0.05 each expiring 30 September 2027	130,017,500

Ex date

9/10/2024

+Record date

10/10/2024

Offer closing date

24/10/2024

Issue date

31/10/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

MATSA 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**

48106732487

**1.3 ASX issuer code**

MAT

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

7/10/2024

**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**

MAT : 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)?**

New 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

**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)**

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

Yes

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

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Unlisted option exercisable at \$0.05 each expiring 30 September 2027

**+Security type**

Options

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

<b>The quantity of additional +securities to be issued</b>	<b>For a given quantity of +securities held</b>
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1	5
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**What will be done with fractional entitlements?****Maximum number of +securities proposed to be issued (subject to rounding)**

Fractions rounded up to the next whole number

130,017,500

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

AUD - Australian Dollar

AUD 0.00200

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

No

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

No

**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 0.0050

**Expiry date**

30/9/2027

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

MAT : ORDINARY FULLY PAID

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

1 fully paid share for every 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.**Terms are included in the prospectus lodged with ASX and is available to be viewed on the Company's website [www.matsa.com.au](http://www.matsa.com.au)



## Part 3C - Timetable

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### 3C.1 +Record date

10/10/2024

### 3C.2 Ex date

9/10/2024

### 3C.4 Record date

10/10/2024

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

15/10/2024

### 3C.6 Offer closing date

24/10/2024

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

21/10/2024

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

25/10/2024

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

31/10/2024

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

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

## Part 3E - Fees and expenses

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

Yes

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

Westar Capital Limited (ABN 28 009 372 838) (AFSL 255789)

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

Lead Manager fee of \$10,000

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

Yes



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

Westar Capital Limited (ABN 28 009 372 838) (AFSL 255789)

**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)?**

6% underwriting fee payable

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

Refer to the prospectus section 7.2

**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?**

Sonya Kathleen Poli <S K Poli Family A/C>  
Shazand Pty Ltd (Chapman Family Superannuation Fund)  
Julie Blampain-Clark as trustee for the JBC Family Trust

**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)?**

In total between the sub-underwriters a maximum number of 130,017,500 shortfall options are sub-underwritten

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

Sub-underwriting commission fee of 3% of the maximum total subscription amount

**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**

ASX, share registry and legal fees

Part 3F - Further Information

**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Towards the development of the Company's Devon Pit Gold Project, working capital and costs of the issue. Refer to section 1.4 of the prospectus

**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**

Hong Kong, Malaysia, Singapore, South Africa, Thailand, United Kingdom and United States

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

Yes

**3F.5a Please provide further details of the offer to eligible beneficiaries**

Nominees and Custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside of Australia, New Zealand and Germany. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.



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

[www.matsa.com.au](http://www.matsa.com.au)

**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