

***ANAX SECURES COMMITMENT FOR \$3.3M IN FUNDING FROM CORNER-STONE INVESTOR WITH CONDITIONAL COMMITMENTS FOR A FURTHER FUNDING PACKAGE OF UP TO \$100M FOR THE DEVELOPMENT OF THE WHIM CREEK PROJECT AND PROPOSED PILBARA CONSOLIDATION***

***\$3.3M CONVERTIBLE NOTE WITH A CONVERSION PRICE OF \$0.015 HAS BEEN AGREED AT A 200% PREMIUM TO THE CURRENT SHARE PRICE***

- Mineral Development Partners Pte Ltd (MDP) is a global consortium formed to invest in and unlock value from high-potential mineral assets worldwide. It brings together an integrated international commodity trading platform, an experienced strategic mining operator, and the backing of international investment partners.

With a mandate to advance metals and mining projects from feasibility through to production, MDP integrates deep technical and operational expertise, long-term capital support, and extensive networks across the global resources sector.

The consortium has agreed to work with a proven leader in mining development and operation to conduct due diligence and support the transition of the Whim Creek Project into production. This strategic partnership brings a strong track record of successfully developing, operating and upscaling production output of projects across Southeast Asia and Australia —demonstrating the capability to bring complex assets into production efficiently, sustainably, and at scale.

Through its investment in the Whim Creek Project, MDP is not only providing capital but also serving as the ideal development partner to ANX, leading the project into production and delivering long-term value for all stakeholders.

- MDP has agreed to an investment package of up to A\$103M to earn up to a 19.99% interest in Anax Metals Ltd (Anax) and up to an 81% interest in Whim Creek Metals Pty Ltd (WCM), a wholly owned subsidiary of Anax that has an 80% interest in the Whim Creek Joint Venture. The investment includes:

- **\$3.3M Convertible Note with a conversion price of \$0.015 (200% premium to current share price), which is convertible into shares subject to the receipt of FIRB approval, satisfactory due diligence and definitive agreements.**
- **\$10M investment (subject to FIRB approval, satisfactory due diligence and definitive agreements) in WCM for a 30% equity interest in WCM.**
- **Up to \$50M investment (subject to FIRB approval, satisfactory due diligence and definitive agreements) in WCM for a further 42% equity interest in WCM, to develop the Whim Creek Project (total pre-production capital cost estimate: \$72 million).**
- **Mineral Development Partners Pte Ltd has also committed to making available up to \$40 million in additional funding (subject to FIRB approval, satisfactory due diligence and definitive agreements) for activities aimed at making Whim Creek a base metal processing hub for the Pilbara.**
- **The investment size corresponds with the capital estimates for a restart of Whim Creek as defined in the project DFS.<sup>1</sup>**

Anax Metals Limited (ASX: ANX, **Anax**, or the **Company**) is pleased to announce that it has executed a binding term sheets with Mineral Development Partners Pte Ltd (**MDP**), under which MDP will invest up to A\$103 million to earn up to a 19.99% interest in Anax and up to an 81.1% interest in WCM.

**Anax's Managing Director, Geoff Laing, commented:** *"We are delighted that MDP has chosen to invest in Anax and underpin the development costs associated with a restart of production at Whim Creek, and we look forward to working with them as our partner in the Pilbara copper and base metal business. This investment by MDP is the start of a transformational phase for our company as we move towards establishing Whim Creek as a Pilbara base metals hub. We look forward to leveraging off the unique combination of a fully permitted copper project in the Pilbara, with substantial existing infrastructure, a robust DFS and ideal location to become a profitable and sustainable base metal business.*

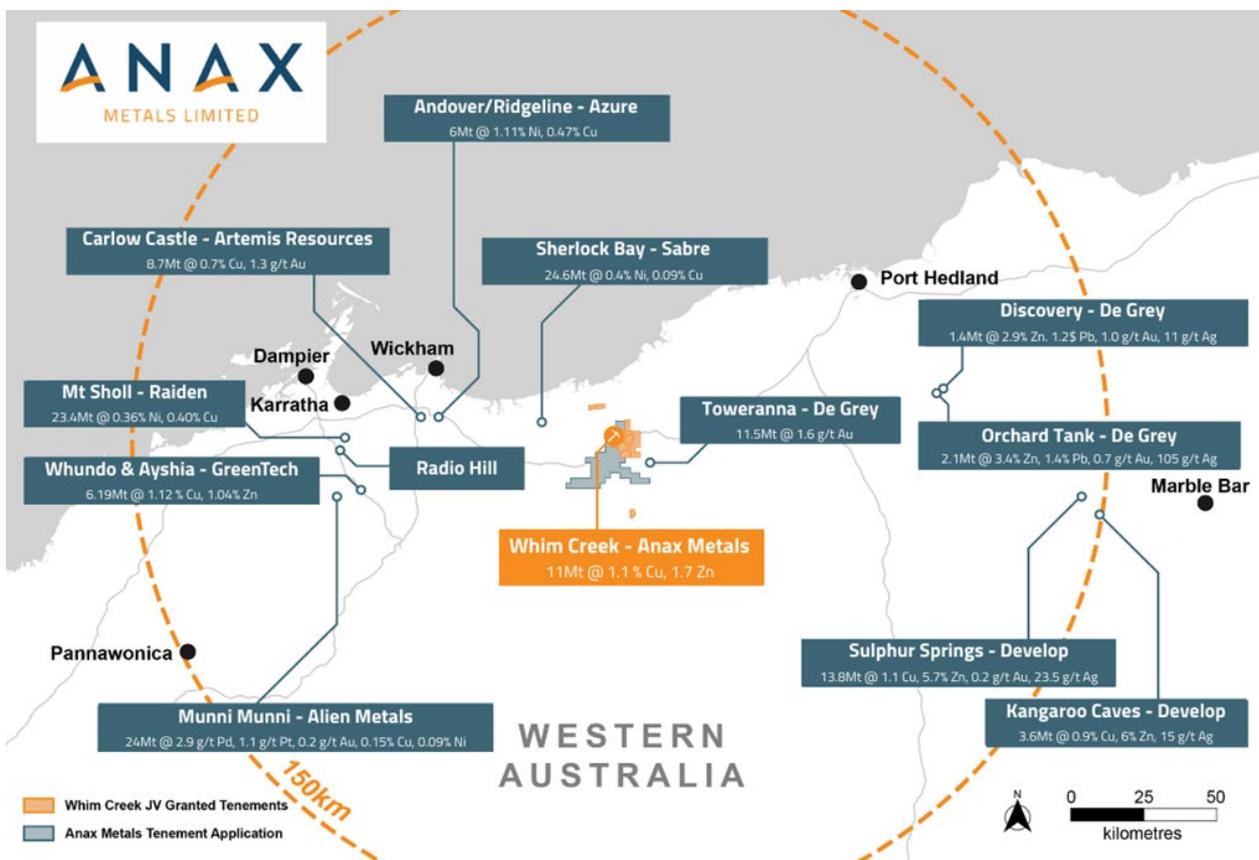
**Mineral Development Partners Pte Ltd's Director, Robert Brierley commented:** *"We are delighted to be working closely with Anax management and are excited by the opportunity to support the restart of production at Whim Creek. We are fully committed to partnering with Anax to advance*

<sup>1</sup> Refer ASX announcement dated 03 April 2023 titled 'Whim Creek Definitive Feasibility Study'

*Whim Creek towards production in the shortest time frame possible and to contribute to the growth of a sustainable and profitable base metals business in the Pilbara region.”*

The proposed Whim Creek Project (80% owned by Anax and 20% owned by Develop Global Ltd) will consist of a new 400,000 tonnes per annum concentrator and a refurbished heap leach facility capable of treating oxide, transitional and supergene ore that is supported by robust project economics.<sup>1</sup>

Whim Creek is located 115km southwest of Port Hedland in the West Pilbara region of Western Australia (**Figure 1**).



**Figure 1: Pilbara base metals deposits**

The investment package is constituted by two binding terms sheets, comprising the terms of the convertible note subscription (**Subscription Term Sheet**) and the terms of the direct investment into WCM (**Direct Investment Term Sheet**).

The investment and funding package will facilitate the development of the Whim Creek project, delivery of the processing hub and the opportunity to commence the consolidation of assets within the region. The package has been sized to provide for the estimated equity requirement to fund Whim Creek to commercial production, based on the DFS parameters. Further details of the Direct Metals Investment Term Sheet and funding conditions are summarised in Annexure A to

this announcement. The directors of Anax consider that the transaction provides shareholders with the following benefits:

- MDP is a consortium formed to deploy capital and expertise into high-potential mineral assets worldwide. With a mandate to unlock value across the full mining lifecycle, the consortium draws on deep operational experience, expansive international networks, and reliable access to long-term institutional capital.
- The transaction provides access to funding to rapidly advance both development and growth activities with an expanded operating team.
- MDP's investment in Whim Creek will, subject to obtaining the relevant regulatory approvals, satisfactory due diligence and agreement of definitive documentation, significantly de-risk the financing of the growth strategy and in particular the aggregation of regional deposits for the planned Pilbara base metal business.
- The transaction allows Anax and its shareholders to retain exposure to value already created at Whim Creek, along with the exciting growth potential.
- Post the placement and the issue of the convertible note, Anax will have a ~\$4 million cash balance and will continue to pursue near term revenue generation through advancing the aggregate and road base business opportunity.

Anax and MDP (subject to the applicable conditions) will now move towards commencing its due diligence and finalising and executing formal transaction documents to give effect to the direct investment into WCM. The first \$10M equity investment into WCM is subject to the entry of definitive documentation, satisfactory due diligence and satisfaction of the conditions precedent including obtaining FIRB and other requisite shareholder and regulatory approvals, with completion expected in the second half of this calendar year.

### **Convertible Note**

In accordance with the Subscription Term Sheet, the Company has received commitments to raise a total of \$3.3M (before costs) via the issue of 33,075 convertible notes (**Convertible Notes**) with a face value of \$100 per Convertible Note to strategic partner and cornerstone investor MDP.

The Convertible Notes will convert into 220,500,000 fully paid ordinary shares (**Shares**), at a conversion price of \$0.015 upon satisfaction of the following conditions precedent:

- MDP receiving FIRB approval or confirmation that no FIRB approval is required;

- Anax obtaining shareholder approval for the issue of the Shares pursuant to Listing Rule 7.1, which will be sought at an upcoming general meeting expected to be convened in or around July 2025;
- MDP completing due diligence on ANX to its satisfaction ; and
- The parties entering into definitive agreements in respect of exclusive marketing rights and direct commodity purchase terms.

The conversion price of \$0.015 represents a 200% premium to the last closing price on Wednesday, 30 April 2025 of \$0.005.

The material terms of the Convertible Note agreement are detailed in Annexure B.

The Company expects to issue the Convertible Notes on 19 May 2025.

Funding raised from the Convertible Note will be primarily used for ongoing site costs, development costs, working capital and to advancing the aggregate business.

Following the issue of the Convertible Note shares, it is expected MDP will hold approximately 19.99% of the issued capital of the Company, and will have the right to appoint two nominees to the board of the Company. Subject to any regulatory approvals (including FIRB), the Convertible Note will be secured by a second ranking security interest over the Company's assets.

### **Corporate Advisory Mandate**

Caerus Capital Pty Ltd (**Caerus**) acted as corporate advisor to this transaction. The Company has engaged Caerus Capital Pty Ltd to provide corporate advisory services in relation to the strategic investment.

This ASX announcement has been approved for release by the Board of the Company.

### **ENDS**

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## **Forward Looking Statements**

*This report contains certain forward-looking statements. These forward-looking statements are not historical facts but rather are based on Anax Metals Ltd.'s current expectations, estimates and projections about the industry in which Aurora Minerals Ltd operates, and beliefs and assumptions regarding Anax Metals Ltd.'s future performance. Words such as "anticipates", "expects", "intends", "plans", "believes", "seeks", "estimates", "potential" and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors, some of which are beyond the control of Anax Metals Ltd, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. Anax Metals Ltd cautions shareholders and prospective shareholders not to place undue reliance on these forward-looking statements, which reflect the view of Anax Metals Ltd only as of the date of this report. The forward-looking statements made in this report relate only to events as of the date on which the statements are made. Anax Metals Ltd does not undertake any obligation to report publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this report except as required by law or by any appropriate regulatory authority.*

## **No New Information**

*To the extent that this announcement contains references to prior exploration results, a production target and financial information derived from a production target and Mineral Resource estimates, which have been cross referenced to previous market announcements made by the Company, unless explicitly stated, no new information is contained. The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcements and, in the case of estimates of a production target and financial information derived from a production target and Mineral Resources that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed.*

## ANNEXURE A – MATERIAL TERMS OF DIRECT INVESTMENT TERM SHEET

The Direct Investment Term Sheet between Anax, WCM and MDP is a binding agreement to finalise and execute formal transaction documents to give effect to the staged investment by MDP into WCM, subject to the satisfaction of the following conditions precedent:

- **(FIRB Approval):** Receipt of approval (or confirmation that approval is not required) from the Foreign Investment Review Board in accordance with the *Foreign Acquisitions and Takeovers Act 1975* (Cth) in respect of MDP's proposed equity investment.
- **(Shareholder Approval):** Anax obtaining shareholder approval pursuant to Listing Rule 11.2 (or confirmation that such approval is not required) and obtaining confirmation that Listing Rules 11.1.2 and 11.1.3 do not apply to the proposed staged farm-out of up to an 81.1% interest in WCM.
- **(Due Diligence):** Completion of satisfactory legal, financial, technical, and commercial due diligence by MDP in respect of the SPV and the Whim Creek Project.
- **(Execution of Definitive Agreements):** Execution of binding definitive agreements by all relevant parties.
- **(SPV Approvals and third-party consents):** Any required SPV shareholder approvals, or third-party consents.

Upon satisfaction of the conditions precedent, a special purpose vehicle (**SPV**) will be formed and the first tranche of \$10 million equity investment in the SPV will be made, resulting in MDP acquiring an initial 30% interest in WCM (**Tranche 1**).

Under the terms of the Direct Investment Term Sheet, further tranches may be invested by MDP as follows:

- **Tranche 2:** up to a further \$50 million equity investment in WCM for a further 42% interest in WCM, to develop the Whim Creek Project (total pre-production capital cost: \$72 million), conditional on FIRB approval and the Whim Creek joint venture participants making a positive Financial Investment Decision to commence mining at the Whim Creek Project.
- **Tranches 3 and 4:** up to \$40 million in additional funding, conditional on FIRB approval and satisfactory due diligence, for activities to establish Whim Creek as a base metal processing hub for the Pilbara.

It is currently anticipated that FIRB Approval will be required as a condition precedent to each tranche of the direct investment.

## ANNEXURE B – CONVERTIBLE NOTES TERMS SUMMARY

Amount Raised	A\$3,307,500
Notes – Number and Face Value	33,075 notes with a face value of \$100 each
Conversion Price	The Convertible Notes will convert to Shares at a conversion price of \$0.015 per Share.
Conversion	<p>Conversion of the Convertible Notes and the issue of Shares is conditional on and subject to:</p> <ol style="list-style-type: none"> <li>1. MDP receiving FIRB approval or confirmation that no FIRB approval is required;</li> <li>2. Anax obtaining shareholder approval for the issue of the Shares pursuant to Listing Rules 7.1*;</li> <li>3. MDP completing due diligence on Anax to its satisfaction ; and</li> <li>4. The parties entering into definitive agreements.</li> </ol> <p>*MDP will retain a right to convert the Convertible Notes into the maximum number of Conversion Shares available under the Company's available placement capacity pursuant to Listing Rules 7.1 and 7.1A, being 201,559,639 Conversion Shares.</p>
Maturity & Repayment	If the Conditions Precedent are not satisfied or waived within 18 months of the issue date of the Convertible Note the principal amount of the Note plus all accrued but unpaid interest shall become immediately repayable in cash.
Exclusive Marketing Rights and Direct Commodity Purchase Terms	<p>Exclusive Marketing Rights: Anax will grant exclusive marketing rights over 100% of all commodities produced from its projects. MDP will receive a marketing commission of 2.5% of total gross revenue.</p> <p>Direct Commodity Purchase Terms: MDP can also support Anax by purchasing produced commodities on a principal basis on pricing and terms to be mutually agreed between the Parties.</p>
Interest	Interest will accrue on the Convertible Notes at a rate of 10% per annum on the Face Value, accruing daily from the issue date of the Convertible Notes up to and including the date on which the Notes is converted or redeemed,

	<p>calculated based on a 365 day year.</p> <p>All accrued interest will be forgiven in the event that the Convertible Notes are converted prior to the 6-month anniversary date of the issue of the Convertible Notes.</p> <p>In the event the interest payment is not made, the Company will be required to pay default interest of 15% per annum on the unpaid Interest Payment, which will accrue daily from the Payment Date.</p>
Shareholder Approval	<p>The Company will issue 33,075 Convertible Notes with a Face Value of \$100 which converts into a maximum of 220,500,000 Shares subject to the Company obtaining shareholder approval pursuant to Listing Rule 7.1.</p>
s606	<p>Notwithstanding any term of the Notes, a Noteholder may not convert their Note where doing so would result in a contravention of section 606 of <i>the Corporations Act 2001</i> (Cth) unless an exception in section 611 applies to that transaction.</p>
Security	<p>For so long as any amount remains outstanding under the Convertible Notes, the Convertible Notes shall be secured by a second-ranking security interest over the Company's fixed and movable assets, subordinated only to the existing Jetosea Pty Ltd Secured Loan of A\$3.1 million ranking ahead of all other present and future unsecured and subordinated obligations, subject to any permitted security interests as may be agreed between the parties and subject to any shareholder and regulatory approvals that maybe required.</p>

The Convertible Notes are otherwise on terms customary for similar securities of this nature.