

23 June 2025

Announcement to ASX

Electronic lodgement

APPOINTMENT OF JOINT LEAD MANAGERS

Xstate Resources Limited (**ASX:XST**) (**Xstate** or **the Company**) is pleased to advise that it has today appointed PAC Partners Securities Pty Ltd (**PAC Partners**) and BW Equities Pty Ltd (**BW Equities**) (together the **Joint Lead Managers**) to act as Joint Lead Managers for the Company's forthcoming Public Offer. The Public Offer is a component of progressing toward our anticipated re-compliance with the ASX Listing Rules and subsequently being re-instated to trading.

Xstate will be undertaking a capital raising under a full form prospectus to raise up to a minimum of \$2 million (before costs), and a maximum of \$3 million (before costs), through the issue of at least 100 million Shares (**Minimum Subscription**) and up to 150 million shares (**Maximum Subscription**) at an issue price of \$0.02 per Share (**Public Offer**). The pricing for the issuance of Public Offer shares is on the basis of Shareholders approving a 2.23 : 1 consolidation of capital at the forthcoming General Meeting.

The Company has agreed to pay the Joint Lead Managers (in aggregate) a capital raising fee of 6% (plus GST) of the amounts raised under the Public Offer and issue the Joint Lead Managers (or their nominees), subject to Shareholder approval, up to 25 million unlisted Options, exercisable at \$0.04 each (on a post consolidation basis), expiring 18 months from their date of issue. Should the amounts raised under the Public Offer exceed \$2.5 million, the Company has agreed to pay a success fee of \$50,000 (plus GST) (in aggregate) to the Joint Lead Managers in addition to the compensation noted above. The allocation of the fees and Lead Manager Options between the Joint Lead Managers will be determined between PAC Partners and BW Equities by separate agreement.

The Joint Lead Managers will be issued 15 million Lead Manager Options if the Minimum Subscription is raised, with a further ten (10) Lead Manager Options issued for every additional one (1) dollar raised under the Public Offer above the Minimum Subscription, up to a maximum of an additional 10 million Lead Manager Options if the Maximum Subscription is raised (totalling 25 million Lead Options in aggregate).

The terms and conditions of the options are consistent with standard commercial terms and do not include any provisions that are unusual or outside normal market practice.

The Company intends to issue Shareholders with a Notice of Meeting on Wednesday, 25 June 2025, detailing the required resolutions to approve the acquisition of the Diona project and resolutions required to achieve the requirements of the Listing Rules for a re-compliance under Chapter 1 and Chapter 2.

This announcement has been authorised for release by the Board of Directors.

Andrew Bald
Managing Director

Xstate Resources Limited
Tel: +61 8 9435 3200

About Xstate Resources Limited

Xstate Resources (ASX Code: XST) is an ASX listed company focused on the oil and gas sector. Subject to approval at an upcoming shareholder meeting, the Company will hold exploration assets located in Queensland, Australia. The Company additionally holds exploration assets in the Sacramento Basin, California.