



Announcement Summary

Entity name

CASTLE MINERALS LIMITED

Announcement Type

New announcement

Date of this announcement

21/8/2025

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
New class-code to be confirmed	Performance Rights - Milestone A	5,625,000
New class-code to be confirmed	Performance Rights - Milestone B	9,375,000
New class-code to be confirmed	Performance Rights	8,900,000
CDT	ORDINARY FULLY PAID	38,641,833
CDTAF	OPTION EXPIRING 31-MAY-2028 EX \$0.12	30,500,000

Proposed +issue date

10/10/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

---

**1.1 Name of +Entity**

CASTLE MINERALS 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**

83116095802

**1.3 ASX issuer code**

CDT

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

21/8/2025

**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	6/10/2025	Estimated	

## Comments

## Part 7B - Issue details

**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

## Details of +securities proposed to be issued

**ASX +security code and description**

CDT : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

26,400,000

**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?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.06000

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

Yes



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

Details of +securities proposed to be issued

**ASX +security code and description**

CDT : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

10,500,000

**Offer price details**

Are the +securities proposed to be issued being issued for a cash consideration?

No

**Please describe the consideration being provided for the +securities**

Part consideration for the acquisition of 90% of the issued capital in Mineralis Ltd, which has the right to earn up to a 90% interest in exploration permits (1 granted, 6 applications) located in Côte d'Ivoire.

5,250,000 ordinary shares to be issued on completion. 5,250,000 ordinary shares, conditional on the grant of 4 out of 6 applications pursuant to the Mineralis transaction.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

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

Yes

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

Details of +securities proposed to be issued

**ASX +security code and description**

CDTAF : OPTION EXPIRING 31-MAY-2028 EX \$0.12



**Number of +securities proposed to be issued**

18,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Part consideration for the acquisition of 90% of the issued capital in Mineralis Ltd, which has the right to earn up to a 90% interest in exploration permits (1 granted, 6 applications) located in Côte d'Ivoire.

9,000,000 options to be issued on completion. 9,000,000 options, conditional on the grant of 4 out of 6 applications pursuant to the Mineralis transaction.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

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

Yes

**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

Details of +securities proposed to be issued

**ASX +security code and description**

CDTAF : OPTION EXPIRING 31-MAY-2028 EX \$0.12

**Number of +securities proposed to be issued**

12,500,000

**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?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.00001

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

Yes



**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

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a 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?**  
No

**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**

Performance Rights - Milestone A

**+Security type**

Performance options/rights

**Number of +securities proposed to be issued**

5,625,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**  
No

**Please describe the consideration being provided for the +securities**

Part consideration for the acquisition of 90% of the issued capital in Mineralis Ltd, which has the right to earn up to a 90% interest in exploration permits (1 granted, 6 applications) located in Côte d'Ivoire

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

**Will all the +securities issued in this class rank equally in all respects from their issue date?**  
Yes

Performance options/rights details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD

**Expiry date**

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

CDT : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:CDT)

**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.**

Please refer to today's announcement. Further details will be set out in the notice of meeting.

**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

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a 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?**

No

**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**

Performance Rights - Milestone B

**+Security type**

Performance options/rights

**Number of +securities proposed to be issued**

9,375,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Part consideration for the acquisition of 90% of the issued capital in Mineralis Ltd, which has the right to earn up to a 90% interest in exploration permits (1 granted, 6 applications) located in Côte d'Ivoire

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes



## Performance options/rights details

<b>+Security currency</b>	<b>Exercise price</b>	<b>Expiry date</b>
AUD - Australian Dollar	AUD	

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

CDT : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:CDT)

**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.**

Please refer to today's announcement. Further details will be set out in the notice of meeting.

**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

## Details of +securities proposed to be issued

**ASX +security code and description**

CDT : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

1,741,833

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Shares are being issued in lieu of accrued directors' remuneration.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

104,510.000000

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

Yes

**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)?**

**Will the proposed issue of this +security include an offer of attaching +securities?**  
No





New class

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a 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?**  
No**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**

Performance Rights

**+Security type**

Performance options/rights

**Number of +securities proposed to be issued**

8,900,000

**Offer price details****Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

To be issued for nil consideration as part of the director and CEO remuneration.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities****Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Performance options/rights details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD

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

CDT : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:CDT)

**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.**

Please refer to today's announcement. Further details will be set out in the notice of meeting.



## Part 7C - Timetable

### 7C.1 Proposed +issue date

10/10/2025

## 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

6/10/2025

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

Yes

### 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?

Yes

#### 7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

2,625,000 ordinary shares issued to Mineral Holdings Limited at completion will be held in escrow for 6 months from the date of issue.

## 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?

Euroz Hartleys Limited

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

Euroz Hartleys is Lead Manager to the Placement and facilitated the introduction of, and negotiation of the Acquisition for Castle. The Lead Manager will receive a 6% fee for monies raised under the placement and 12,500,000 options in relation to the transaction. The Lead Manager's mandate has been extended to 12 months from the completion of the placement and transaction.

### 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

Legal fees, share registry fees, broker costs, due diligence costs, ASX fees, printing costs.



Part 7F - Further Information

---

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

Please refer to the accompanying announcement dated 21 August 2025, which sets out the details of the placement and transaction.

**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**

**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)