



27 September 2022

Market Announcements Platform
ASX Limited
20 Bridge Street
Sydney NSW 2000

MC MINING LIMITED | CLEANSING NOTICE | SECTION 708AA(2)(f)

This notice is given by MC Mining Limited ACN 008 905 388 (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) in relation to the Company's proposed fully underwritten renounceable rights issue offer of new shares in the Company (each, a **New Share**) to existing eligible holders of the Company's shares (**Rights Issue**).

In connection with the Rights Issue, the Company is pleased to advise that:

- (a) the Company will offer the New Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given by the Company under section 708AA(2)(f) of the Corporations Act;
- (c) as at the date of this notice, the Company has complied with:
 - i. the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - ii. sections 674 and 674A of the Corporations Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) or 708AA(9) of the Corporations Act; and
- (e) the potential effect the Rights Issue will have on the control of the Company and the consequences of that effect, will depend on a number of factors, including investor demand for New Shares and the level of existing shareholdings. However, given that the Rights Issue is fully underwritten, is structured as a renounceable rights issue, includes various other shortfall "dispersion" mechanisms and is priced at a discount to recently observed trading prices of the Company's shares on ASX and JSE, the Company does not expect the Rights Issue to have a material adverse effect or consequence on the "control" (as that term is defined in section 50AA of the Corporations Act) of the Company.

Please refer to Sections 1.7 and 1.8 of the Offer Booklet for further information in relation to the potential effect the Rights Issue may have on the control of the Company and the consequences of that effectⁱ.

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Chairman Nhlanhla Nene **Chief Executive Officer and Managing Director** Godfrey Gomwe
Non-executive directors An Chee Sin, Andrew Mifflin, Brian He Zhen, Junchao Liu, Khomotso Mosehla, Mathews Senosi

Further details regarding the Rights Issue will be included in the offer booklet for the Rights Issue which is expected sent to all the eligible shareholders on or before 14 October 2022 (**Offer Booklet**).

This notice was approved by the board of directors of the Company.

Yours faithfully,



Tony Bevan
Company Secretary

ⁱ The Company has provided a shortfall scenario analysis in Sections 1.4, 1.7 and 1.8 of the Offer Booklet which shows that under a number of shortfall scenarios, certain existing investors in the Company may significantly increase (i.e. relative to their current position) their proportionate interests in the Company on completion of the Rights Issue. For instance, in the circumstances where no eligible shareholder (other than, as applicable, SGIH and Dendocept Group, in each case, as defined in the Offer Booklet) subscribes for their entitlement, SGIH and the Dendocept Group may increase their individual proportionate interests in the Company's Shares from 19.41% and 5.31%, respectively to up to 31.29% each. Under a 50% shortfall scenario (i.e. where eligible shareholders (i.e. other than SGIH and Dendocept Group, each of whom have, as applicable, committed to take up their entitlements in full) subscribe for half of their entitlement), SGIH and Dendocept Group may increase their respective proportionate interests in the Company's shares to 21.83% each. However, given the pricing of the Rights Issue at a discount to the market price for the Company's shares, the ability of eligible shareholders to trade their rights on ASX, JSE and/or privately and the various other dispersion strategies that are otherwise embedded as terms of the Rights Issue, the Company regards the occurrence of the 100% and 50% shortfall outcomes as being extremely unlikely and reasonably unlikely, respectively.