

Announcement Summary

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**Entity name**

ALICE QUEEN LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

14/11/2023

**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
AQX	ORDINARY FULLY PAID	145,492,065
AQXAV	OPTION EXPIRING 19-AUG-2026 EX \$0.02	72,746,033

**Ex date**

16/11/2023

**+Record date**

17/11/2023

**Offer closing date**

1/12/2023

**Issue date**

8/12/2023

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

ALICE QUEEN 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

71099247408

### 1.3 ASX issuer code

AQX

### 1.4 The announcement is

☒ New announcement

### 1.5 Date of this announcement

14/11/2023

### 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

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### Part 3A - Conditions

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**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

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**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**

AQX : 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)?**

☒ Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ Yes

**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

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**ASX +security code and description**

AQX : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)**

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

**The quantity of additional +securities to be issued**

1

**For a given quantity of +securities held**

1



**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

**Maximum number of +securities proposed to be issued (subject to rounding)**

145,492,065

**Offer price details for retail security holders**

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the retail offer?**

AUD 0.00500

**Oversubscription & Scale back details**

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

☒ Yes

**Describe the limits on over-subscription**

Eligible Shareholder who apply for their full entitlement to New Shares and free-attaching New Options under the Rights Issue, may also apply for more New Shares and free-attaching New Options than the number shown on their Entitlement and Acceptance Form.

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

☒ Yes

**Describe the scale back arrangements**

If the Rights Issue is oversubscribed (by take up of Entitlements and applications for Shortfall Securities by Eligible Shareholders), Shortfall Securities to be issued under the Shortfall Offer will be allocated proportionally to the respective shareholdings of Eligible Shareholders who have applied for Shortfall Securities.

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

☒ Yes

Attaching +Security

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**Is the proposed attaching 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



Attaching +Security - Existing class (additional +securities in a class that is already quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued****ASX +security code and description**

AQXAV : OPTION EXPIRING 19-AUG-2026 EX \$0.02

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)**

**Offer ratio (ratio of attaching securities at which the new +securities will be issued)****The quantity of attaching +securities to be issued**

1

**For a given quantity of the new +securities issued**

2

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

**Maximum number of +securities proposed to be issued (subject to rounding)**

72,746,033

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

AUD - Australian Dollar

**What is the offer price per +security for the retail offer?**

AUD 0.00000

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

☒ Yes

**Describe the limits on over-subscription**

Eligible Shareholder who apply for their full entitlement to New Shares and free-attaching New Options under the Rights Issue, may also apply for more New Shares and free-attaching New Options than the number shown on their Entitlement and Acceptance Form.

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

☒ Yes



### Describe the scale back arrangements

If the Rights Issue is oversubscribed (by take up of Entitlements and applications for Shortfall Securities by Eligible Shareholders), Shortfall Securities to be issued under the Shortfall Offer will be allocated proportionally to the respective shareholdings of Eligible Shareholders who have applied for Shortfall Securities.

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

☒ Yes

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### Part 3C - Timetable

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#### **3C.1 +Record date**

17/11/2023

#### **3C.2 Ex date**

16/11/2023

#### **3C.4 Record date**

17/11/2023

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

22/11/2023

#### **3C.6 Offer closing date**

1/12/2023

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

28/11/2023

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

4/12/2023

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

8/12/2023

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

11/12/2023

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

13/12/2023



## Part 3E - Fees and expenses

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

☒ Yes

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

GBA Capital Pty Ltd

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

6% fee on \$727,500, being the maximum subscription under the Rights Issue. Also, 25,000,000 options with the same terms as the free-attaching options under the rights issue (\$0.02 exercise price, 19 August 2026 expiry date, subject to shareholder approval.

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

☒ Yes

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

GBA Capital Pty Ltd [ACN 643 039 123] (Corporate Authorised Representative (AFS Representative Number: 001285020) of GBA Capital Holdings Pty Ltd [AFSL 544680]) (Underwriter).

#### 3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

The rights issue is fully underwritten.

#### 3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

6% fee on \$727,500, being the maximum subscription under the Rights Issue. Also, 25,000,000 options with the same terms as the free-attaching options under the rights issue (\$0.02 exercise price, 19 August 2026 expiry date, subject to shareholder approval.

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

Refer to Annexure A of the ASX announcement released at or about the same time as this Appendix 3B.

### 3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

☒ No

### 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

Refer to the rights issue prospectus released to ASX at or about the same time as this Appendix 3B.



## Part 3F - Further Information

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

Mapping and sampling of Byrock, Gongolgon and Sabeto to assess existing projects and prepare for future work programs, Repayment of GTT Ventures Pty Ltd loan debt, Settlement of outstanding creditors, Assessment of new projects and Working Capital.

### 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

Any country outside Australia and New Zealand.

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

☒ No

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

<https://www.asx.com.au/markets/trade-our-cash-market/announcements.aqx>

### 3F.7 Any other information the entity wishes to provide about the proposed issue

Refer to prospectus released to ASX at or about the same time as this announcement.

### 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

### 3F.9 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 +disclosure document or +PDS involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or 1012DA(11)