



Update Summary

Entity name

ARMOUR ENERGY LIMITED

Announcement Type

Update to previous announcement

Date of this announcement

17/4/2023

Reason for update to a previous announcement

The closing date for the retail component of its fully underwritten 1-for-1 pro-rata accelerated non-renounceable entitlement offer (Retail Entitlement Offer) has been extended by 14 days to allow extra time for eligible retail shareholders to take up their entitlements under the Retail Entitlement Offer.

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

ARMOUR ENERGY 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

60141198414

1.3 ASX issuer code

AJQ

1.4 The announcement is

☒ Update/amendment to previous announcement

1.4a Reason for update to a previous announcement

The closing date for the retail component of its fully underwritten 1-for-1 pro-rata accelerated non-renounceable entitlement offer (Retail Entitlement Offer) has been extended by 14 days to allow extra time for eligible retail shareholders to take up their entitlements under the Retail Entitlement Offer.

1.4b Date of previous announcement to this update

23/3/2023

1.5 Date of this announcement

17/4/2023

1.6 The Proposed issue is:

☒ An accelerated offer

☒ A placement or other type of issue

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

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

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

AJQ : 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?

☒ No

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

ASX +security code and description

AJQ : 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 the offer (if Issuer is foreign company and +securities are non CDIs)

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

Has the offer ratio been determined?

☒ Yes

The quantity of additional +securities For a given quantity of +securities

**to be issued**

1

held

1

What will be done with fractional entitlements?

Fractions rounded down to the nearest whole number or fractions disregarded

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

2,331,998,158

Offer price details for retail security holders**Has the offer price for the retail offer been determined?**☒ Yes**In what currency will the offer be made?**

AUD - Australian Dollar

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

AUD 0.00400

Offer price details for institutional security holders**Has the offer price for the institutional offer been determined?**☒ Yes**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the institutional offer?

AUD 0.00400

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**

The Top Up Facility will allow Eligible Retail Shareholders that have fully subscribed for their Entitlements under the Retail Entitlement Offer to subscribe for additional New Shares. Any Top Up Shares will be limited to the extent there are sufficient New Shares from Eligible Retail Shareholders who do not take up their Entitlements. The allocation of Top Up Shares will be subject to the allocation policy.

Will a scale back be applied if the offer is over-subscribed?☒ Yes**Describe the scale back arrangements**

The Board may scale back allocations of Top Up Shares prior to allotting and issuing those New Shares. The Board anticipates that should it receive applications for Top Up Shares in excess of the number of New Shares made available for subscription under the Top Up Facility, it will cap or scale back allocations of Top Up Shares on a pro rata basis having regard to each Eligible Retail Shareholder's holding in Shares as at the Record Date.

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



Part 3D - Timetable

3D.1a First day of trading halt

23/3/2023

3D.1b Announcement date of accelerated offer

23/3/2023

3D.2 Trading resumes on an ex-entitlement basis (ex date)

27/3/2023

3D.5 Date offer will be made to eligible institutional +security holders

23/3/2023

3D.6 Application closing date for institutional +security holders

24/3/2023

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

27/3/2023

3D.9 +Record date

27/3/2023

3D.10a Settlement date of new +securities issued under institutional entitlement offer

29/3/2023

3D.10b +Issue date for institutional +security holders

30/3/2023

3D.10c Normal trading of new +securities issued under institutional entitlement offer

31/3/2023

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

29/3/2023

3D.12 Offer closing date for retail +security holders

4/5/2023

3D.13 Last day to extend retail offer close date

1/5/2023



3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer

11/5/2023

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?

Wilsons Corporate Finance Limited ACN 057 547 323

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

The Company must pay the Underwriter:

- a management and underwriting fee of 1.75% of the Institutional Offer Proceeds; and
- a selling fee of 4.25% of the Institutional Offer Proceeds.

The Company must pay the Underwriter:

- a management and underwriting fee of 1.75% of the Retail Entitlement Offer Proceeds; and
- a selling fee of 4.25% of the Retail Entitlement Offer Proceeds.

Refer to summary of terms of Underwriting Agreement with Wilsons Corporate Finance Limited ACN 057 547 323 in the Investor Presentation announced to ASX on 23 March 2023.

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

☒ Yes

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

Wilsons Corporate Finance Limited ACN 057 547 323

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

The Entitlement Offer (including both the Institutional Offer and the Retail Entitlement Offer) are fully underwritten by Wilsons Corporate Finance Limited ACN 057 547 323.

Refer to summary of terms of Underwriting Agreement with Wilsons Corporate Finance Limited ACN 057 547 323 in the Investor Presentation announced to ASX on 23 March 2023.

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

The Company must pay the Underwriter:

- a management and underwriting fee of 1.75% of the Institutional Offer Proceeds; and
- a selling fee of 4.25% of the Institutional Offer Proceeds.

The Company must pay the Underwriter:

- a management and underwriting fee of 1.75% of the Retail Entitlement Offer Proceeds; and
- a selling fee of 4.25% of the Retail Entitlement Offer Proceeds.

Refer to summary of terms of Underwriting Agreement with Wilsons Corporate Finance Limited ACN 057 547 323 in the Investor Presentation announced to ASX on 23 March 2023.



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

Refer to summary of terms of Underwriting Agreement with Wilsons Corporate Finance Limited ACN 057 547 323 in the Investor Presentation announced to ASX on 23 March 2023.

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

☒ Yes

3E.2e (i) What is the name of that party?

Bizzell Capital Partners Pty Ltd and DGR Global Limited.

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

As a sub-underwriter, Bizzell Capital Partners Pty Ltd (an entity associated a director of the Company, Mr Stephen Bizzell) has agreed to sub-underwrite up to approximately \$[6.56] million of the Shortfall.

As a sub-underwriter, DGR Global Limited (a substantial shareholder in the Company with an interest of [16.1]%) has agreed to sub-underwrite up to approximately \$2.76 million of the Shortfall.

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

Each sub-underwriter will be paid a sub-underwriting fee of 4.25% of its respective sub-underwritten amount, which will be paid out of the selling fee received by the Lead Manager.

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

N/A

Part 3F - Further Information

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

For additional working capital
To fund the retirement of debt
Exploration and Development; Corporate, Technical Operating Costs.
Refer to Use of Funds in the Investor Presentation announced to ASX on 23 March 2023.

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

In respect of the Institutional Entitlement Offer - all jurisdictions other than Australia and New Zealand.

In respect of the Retail Entitlement Offer - all jurisdictions other than 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.armourenergy.com.au/asx-announcements>

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

N/A

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)?

☒ No

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 cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)



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?

☒ No

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

AJQ : ORDINARY FULLY PAID

Number of +securities proposed to be issued

663,364,020

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 0.00400

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

☒ Yes



Part 7C - Timetable

7C.1 Proposed +issue date

27/3/2023

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?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

313,564,296

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

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

☒ No

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?

☒ No

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?

Wilsons Corporate Finance Limited ACN 057 547 323

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

The Company must pay in immediately available funds to the Underwriter:

- a management and underwriting fee of 1.75% of the Institutional Offer Proceeds; and
- a selling fee of 4.25% of the Institutional Offer.



Refer to summary of terms of Underwriting Agreement with Wilsons Corporate Finance Limited ACN 057 547 323 in the Investor Presentation announced to ASX on 23 March 2023.

7E.2 Is the proposed issue to be underwritten?

☒ Yes

7E.2a Who are the underwriter(s)?

Wilsons Corporate Finance Limited ACN 057 547 323

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

Fully underwritten by Wilsons Corporate Finance Limited ACN 057 547 323.

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

The Company must pay in immediately available funds to the Underwriter:

- a management and underwriting fee of 1.75% of the Institutional Offer Proceeds; and
- a selling fee of 4.25% of the Institutional Offer.

Refer to summary of terms of Underwriting Agreement with Wilsons Corporate Finance Limited ACN 057 547 323 in the Investor Presentation announced to ASX on 23 March 2023.

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Refer to summary of terms of Underwriting Agreement with Wilsons Corporate Finance Limited ACN 057 547 323 in the Investor Presentation announced to ASX on 23 March 2023

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

N/A

Part 7F - Further Information

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

To raise additional working capital
To fund the retirement of debt
Exploration and Development; Corporate, Technical Operating Costs.

Refer to the Use of Funds in the Investor Presentation announced to ASX on 23 March 2023

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

N/A

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)

