



ASX ANNOUNCEMENT

19 November 2024

Entitlement Offer Opens and Dispatch of Offer Memorandum

As previously announced, Native Mineral Resources Holdings Limited (ASX: **NMR**) (**Native Mineral Resources** or the **Company**) is seeking to raise up to approximately \$15.9 million (before costs) through a pro rata Non-Renounceable Entitlement Offer of one (1) fully paid ordinary share in the capital of the Company for every one (1) share held by eligible shareholders on 15 November 2024 at an issue price of \$0.04 (4 cents) per share (the **Offer**).

The Offer opens today, 19 November 2024, and is expected to close at 5:00pm AEDT on Tuesday, 17 December 2024.

The Company advises that it has now sent the letter detailing the Offer, a copy of the Entitlement Offer Memorandum and the personalised entitlement and acceptance forms which relate to this Offer to all eligible shareholders. The letter to eligible shareholders is attached to this announcement.

-END-

The Board of Native Mineral Resources Holdings Ltd authorised this announcement to be lodged with the ASX.

For more information, please visit www.nmresources.com.au or contact:

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19 November 2024

Dear Shareholder,

Native Mineral Resources Holdings Limited
ACN 643 293 716 (ASX: NMR)

NON-RENOUNCEABLE ENTITLEMENT OFFER

Native Mineral Resources Holdings Limited (ASX: NMR) announced a 1 for 1 pro-rata non-renounceable entitlement offer to raise gross proceeds of approximately \$15.9 million on 12 November 2024 (“Entitlement Offer” or “Offer”). The Company also announced the completion of a placement to sophisticated and professional investors of \$3.46 million at \$0.04 per share.

The Company will use the funds raised under the Placement and Entitlement Offer as follows:

Use of funds	A\$
Repay initial debt to Collins St*	3,000,000
Exploration costs – existing tenements next 12 months	3,000,000
First year exploration costs – at new Far Fanning and Black Jack tenements	2,000,000
Reimbursement of due diligence costs to Managing Director and CEO, Blake Cannavo	400,000
Early repayment of remaining Collins St debt	4,398,656
Project security fee payable to Managing Director and CEO, Blake Cannavo	385,000
Costs of the offer	840,000
General working capital	2,375,000
Additional exploration costs – across all tenements	3,000,000
Expected amount raised	19,398,656

**Refer ASX announcement dated 8 November 2024 for additional information regarding the debt facility with Collin St*

Should the Entitlement Offer not be fully subscribed by \$1.2 million or less the Company will seek shareholder approval in issue Convertible Notes (“Notes”) to Blake Cannavo or his nominee to raise an additional \$1.2 million.

To the extent that the Entitlement Offer is not fully subscribed by \$1.2 million or more (or shareholders do not approve the issue of the Notes) then the Board will adjust the amounts repaid early to Collins St and set aside for additional exploration as they see fit.

Details of the Entitlement Offer

The Entitlement Offer Price of \$0.04 (4 cents) represents a 14.3% premium to the price of NMR shares on 8 November 2024 (being the last trading day prior to announcement of a placement that was completed on the same terms as the Entitlement Offer) and a premium of 14.3% to the Volume Weighted Average Market price for the 5 trading days prior to the close of trade on the same date.

The Offer will be open to eligible shareholders in Australia and New Zealand only ("Eligible Shareholders"). Shareholders outside of Australia and New Zealand shall not be able to participate in the Offer.

Under the Entitlement Offer, Eligible Shareholders will be able to subscribe for 1 New Share for every 1 existing share held at 7.00pm AEDT on 15 November 2024 ("Record Date") at \$0.04 per New Share, fractions rounded up ("Entitlements"). **The Entitlement Offer is scheduled to close at 5:00pm AEDT on 17 December 2024.**

The Entitlement Offer is not underwritten. An offer memorandum in relation to the Entitlement Offer was lodged with the ASX and made available to Eligible Shareholders on 12 November 2024 ("Offer Memorandum").

The Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Eligible Shareholders who do not take up their Entitlements will not receive any value for those Entitlements that they do not take up. Shareholders who are not eligible to receive Entitlements will not receive any value for the Entitlements they would have received had they been eligible.

The maximum number of New Shares to be issued under the Entitlement Offer is 398,373,124 assuming none of the 2,740,000 vested performance rights or options on issue are exercised. The Company does not anticipate any performance rights or options will in fact be converted or exercised.

Additional Funding Facility

If the Entitlement Offer is not taken up in full, as outlined in the Use of Funds section above, NMR's Managing Director and Chief Executive Officer, Blake Cannavo, will provide additional funding of up to \$1,200,000.

The additional funding will be provided by way of the issue of Notes, pursuant to a Convertible Note Deed which will be executed by the parties after close of the Entitlement Offer, if required. Please refer ASX announcement dated 12 November 2024 for additional information regarding the Notes, including key terms.

Issue of the Notes will be subject to and conditional upon the Company obtaining shareholder approval under ASX Listing Rule 10.11.

How to Participate

As an Eligible Shareholder, you can download your personalised Entitlement and Acceptance Form and the Offer Memorandum from the Automic Investor Portal*:

You already have an online account with Automic	You don't have an online account with Automic and wish to register for one	You don't have an online account with Automic – but wish to use Automic for this Offer only
<p>https://investor.automic.com.au</p> <p>Select: "Existing Users Sign In".</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Memorandum and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your Entitlement and Acceptance Form.</p> <p>Do not return your Entitlement and Acceptance Form.</p>	<p>https://investor.automic.com.au/#/signup</p> <p>Select <i>Native Mineral Resources Holdings Limited</i> from the dropdown list in the ISSUER field.</p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then Next Complete prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Memorandum and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your Entitlement and Acceptance Form.</p> <p>Do not return your Entitlement and Acceptance Form.</p>	<p>https://investor.automic.com.au/#/loginsah</p> <p>Select <i>Native Mineral Resources Holdings Limited</i> from the dropdown list in the ISSUER field.</p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then Next Complete prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Memorandum and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your Entitlement and Acceptance Form.</p> <p>Do not return your Entitlement and Acceptance Form.</p>

*If you are unable to access <https://investor.automic.com.au>, you can call Automic on 1300 288 664 or email corporate.actions@automicgroup.com.au and ask to receive a copy of the Entitlement and Acceptance form to be provided via email or post, free of charge. You will need to provide your SRN or HIN and postcode to complete this request.

Indicative Timetable

The indicative timetable* and important dates of the Entitlement Offer are set out below however the Entitlement Offer may be extended at the Board's discretion.

Event	Date
Announcement of Placement and Entitlement Offer Offer Memorandum, Appendix 3B and Cleansing Notice lodged with ASX	Prior to the commencement of trading on 12 November 2024
Letter to Option Holders	12 November 2024

"Ex" Date	14 November 2024
Record Date (to determine Entitlements)	7:00pm AEDT on 15 November 2024
Entitlement Offer opens Letter setting out terms of Entitlement Offer dispatched to Eligible Shareholders and lodged with ASX	19 November 2024
Issue of Placement Shares Lodgement of Appendix 2A with ASX	19 November 2024
Last day to extend Entitlement Offer Closing Date	12 December 2024
Closing Date	5:00pm AEDT on 17 December 2024
Unless otherwise determined by ASX, New Shares quoted on a deferred basis	18 December 2024
Results of Entitlement Offer announced to ASX Issue of New Shares under the Entitlement Offer Lodgement of Appendix 2A with ASX	Before 12:00pm AEDT on 23 December 2024

** These dates are indicative only and may change, subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules.*

Further Information

Details of the Entitlement Offer are contained in the Offer Memorandum, which can be accessed from the Automic Investor Portal as detailed above, and the ASX and Company websites, <https://www.asx.com.au/> and <https://nmresources.com.au/> respectively.

If you have any questions regarding the Entitlement and Acceptance Form, you may contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am to 7:00pm AEDT on Monday to Friday.

For other questions regarding the Entitlement Offer, you should consult your broker, financial adviser or suitably qualified professional adviser.

Yours faithfully,

James Walker
Non-Executive Chair
Native Mineral Resources Holdings Limited