



Koba Resources Limited
ACN 650 210 067
Suite 25, 22 Railway Road
Subiaco, Western Australia, 6008
Australia

Phone +61 8 9226 1356
info@kobaresources.com

ASX: KOB
kobaresources.com

ASX RELEASE

6 February 2024

ISSUE OF UNLISTED OPTIONS

Koba Resources Limited (ASX: KOB) (“the Company”) advises that it has issued 1,500,000 unlisted options to employees pursuant to the Company’s Long-Term Incentive Plan (“Options”). The Options are exercisable at 22 cents each on or before 6 February 2027. The key terms of the Options are summarised in the Annexure.

Authorised for release by Ian Cunningham, Company Secretary.

For further information contact:

Ian Cunningham
Company Secretary
+61 8 9226 1356



ANNEXURE – TERMS AND CONDITIONS OF OPTIONS

The Options will be issued pursuant to Company's Long-Term Incentive Plan (**Plan**) and with the following key terms and conditions:

1. Grant Date

The date determined by the Company following receipt of the offer acceptance.

2. Entitlement

Each Option entitles the Option holder to subscribe for one Share upon exercise of the Option.

3. Price of Options

The Options will be granted at no cost.

4. Exercise Price

The Exercise Price of each Option is \$0.22.

5. Expiry Date

Each Option will expire at 5.00 pm (WST) on 6 February 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

6. Vesting Conditions

The Options are subject to the following vesting conditions.

Number of Options	Vesting Condition
750,000	Subject to 12 months continuous service
750,000	Subject to 24 months continuous service

Subject to receipt of any requisite regulatory approvals, there will be automatic vesting of all the Options in the event of a change of control (as defined in the Plan).

In the event of cessation of the Option holder's employment within the applicable vesting periods and in relation to any Options for which the applicable vesting conditions have not been met, the Koba Board in its sole and absolute discretion may determine how many of those Options should automatically vest, based on its assessment of performance up until the date of cessation and subject to the Option holder satisfying the definition of a Good Leaver (as defined in the Plan). If any amount payable in accordance with the terms above would require Shareholder approval to be sought before the making of such payment, Koba must use reasonable endeavours to obtain such Shareholder approval.

7. Exercise Period

Subject to satisfaction of the vesting conditions, the Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

8. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.



9. Cashless Exercise

The Option holder may, at their election, elect to pay the exercise price for an Option by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise of the Option (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the participant will receive Shares to the value of the surplus after the exercise price has been set off.

10. Shares issued on exercise

Shares issued on exercise of the Options will rank equally with the then existing Shares.

11. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

12. Variation of capital

If there are variations to the share capital of the Company including a variation or rights issue, sub-division, consolidation, reduction, return or cancellation of share capital, a demerger (in whatever form) or other distribution in specie, the Board may:

- (A) adjust the number of Options to which a Participant is entitled, and/or the Exercise Price of the Options in accordance with the Listing Rules; and
- (B) adjust the number of Options to which a Participant is entitled in accordance with the Listing Rules.

13. Participation in new issues

There are no participation rights or entitlements inherent in the Options and the Option holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. The Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 2 Business Days after the issue is announced in accordance with the Listing Rules of ASX.

14. Change in Exercise Price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying Securities over which the Option can be exercised.

15. Quotation

The Company will not apply for quotation of the Options on ASX but will apply for quotation of Shares issued on exercise of the Options.

16. Disposal restrictions

The Options may not be assigned, transferred, novated, or encumbered with a security interest, other than with prior approval from the Board acting in its sole and absolute discretion, subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.