

4 March 2025

APC Minerals Limited – Pro-Rate Renounceable Entitlement Issue

Dear Shareholder,

APC Minerals Limited (ACN 149 390 394) (**APC** or the **Company**) has announced a renounceable pro-rata entitlement issue of three fully paid ordinary shares in the capital of the Company (**New Shares**) for every two Shares held by eligible shareholders at an issue price of \$0.011 per Share to raise up to approximately \$1,933,363 (together with one free attaching option¹ (**New Option**) for every three Shares issued) (**Offer**). The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on 4 March 2024.

The Company intends to apply the funds raised from the Offer (less expenses) to principally fund the LDP Project, the Nexus Project, conversion of loans and for general working capital. For further specifics regarding the use of funds, please refer to section 3.1 of the Prospectus.

Following completion of the Offer and the full subscription, the Company will have issued approximately 175,760,277 Shares and 58,586,759 Options resulting in total Shares on issue of 292,933,378 and total options on issue of 153,097,018.

Ineligible shareholders

A Shareholder who has a registered address outside Australia and New Zealand (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia and New Zealand compared with the small number of Ineligible Shareholders and the number and value of New Shares and New Options to which they would otherwise be entitled.

The Company has appointed Leeuwin Wealth Pty Ltd (ACN 679 320 720) (AFSL 1311815) (**Nominee**) as nominee to sell the rights to subscribe for Shares pursuant to the Prospectus (**Entitlements**) to which Ineligible Shareholders are entitled. The Nominee will have the absolute and sole discretion to determine the timing and price at which the Entitlements may be sold and the manner of any such sale.

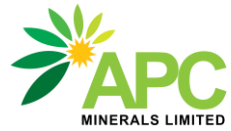
Any interest earned on the proceeds of the sale of these Entitlements will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to Ineligible Shareholders.

The net proceeds of the sale of these Entitlements will then be forwarded by the Company as soon as practicable to the Ineligible Shareholders, in proportion to their share of such Entitlements (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Notwithstanding that the Nominee may sell Entitlements, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds.

There is no guarantee that the Nominee will be able to sell Entitlements of Ineligible Shareholders on ASX and Ineligible Shareholders may receive no value for the Entitlements. Both the Company and the Nominee take no responsibility for the outcome of the sale of such Entitlements or the failure to sell such Entitlements.

¹ New Options exercisable at \$0.02 on or before the date that is 24 months from the date of issue.



If you have any queries concerning the Offer, please contact your financial adviser, or APC's Company Secretary, Michael Fry on +61 417 996 454.

Yours sincerely

Matthew Shackleton
Managing Director & CEO
APC Minerals Limited