



ANNOUNCEMENT

ACQUISITION OF THE HIGH-GRADE MT MACKENZIE GOLD PROJECT & MAIDEN DRILLING PROGRAM

Highlights

- QMines prepares to complete the acquisition of the high-grade Mount Mackenzie Gold and Silver Project following successful due diligence.
- This strategic addition increases QMines' resource base by approximately 129,000oz gold and 862,000oz silver.
- Planning is underway for a maiden drilling program targeting resource expansion and verification of high-grade historical results¹ including:
 - 36m @ 4.4g/t gold & 25g/t silver,
 - 26m @ 12.78g/t gold & 34g/t silver,
 - 12m @ 14.93g/t gold & 61g/t silver, and
 - 28m @ 3.89g/t gold & 25g/t silver.
- Major shareholder to provide \$1 million convertible note on favourable terms to fund the acquisition.
- Mount Mackenzie to significantly expand the scale of QMines' copper and gold development strategy in central Queensland.

Introduction

QMines Limited (**ASX:QML**)(QMines or **Company**) is pleased to announce that it has completed due diligence and now intends to finalise the Company's acquisition of 100% of the fully paid ordinary shares of Mount Mackenzie Mines Pty Ltd (**Mount Mackenzie**), the holder of the high-grade Mount Mackenzie Gold and Silver Project (**Mount Mackenzie Project**) in central Queensland (Figure 1), as previously announced to the market on 16 April 2025 (**Acquisition**).

The acquisition is expected to significantly enhance QMines' exposure to gold and silver, while advancing the Company's strategy to build a multi-asset critical minerals portfolio in one of Australia's most prospective mining regions.

¹ ASX Announcement - *Acquisition of the Mount Mackenzie Gold & Silver Project*, 16 April 2025.
ASX:QML



Mount Mackenzie Acquisition – A Strategic Growth Opportunity

The Mount Mackenzie Project is an advanced-stage gold and silver project located approximately 140km northwest of Rockhampton and just 45km from QMiners' Develin Creek copper-zinc project. The project includes a JORC 2012 Mineral Resource Estimate of 129,000 ounces of gold and 862,000 ounces of silver.¹ The resource is shallow, high-grade and remains open in multiple directions, providing significant exploration upside. The project includes two parcels of freehold land and two granted tenements (EPM 10006 and MDL 2008), supporting rapid development and streamlined permitting.

The Company is currently updating the Mineral Resource Estimate at the Mount Mackenzie project and is expecting to announce the results shortly.

The Acquisition consideration totals \$2.485 million, comprising \$1 million in cash and the issue of 33 million QMiners shares at \$0.045, subject to a 12-month voluntary escrow. The issue of the \$1.5 million share component of the Acquisition was strongly supported by shareholders, with over 93% of votes cast in favour at the Company's Extraordinary General Meeting held on 28 April 2025. Completion is expected to occur in the coming weeks.

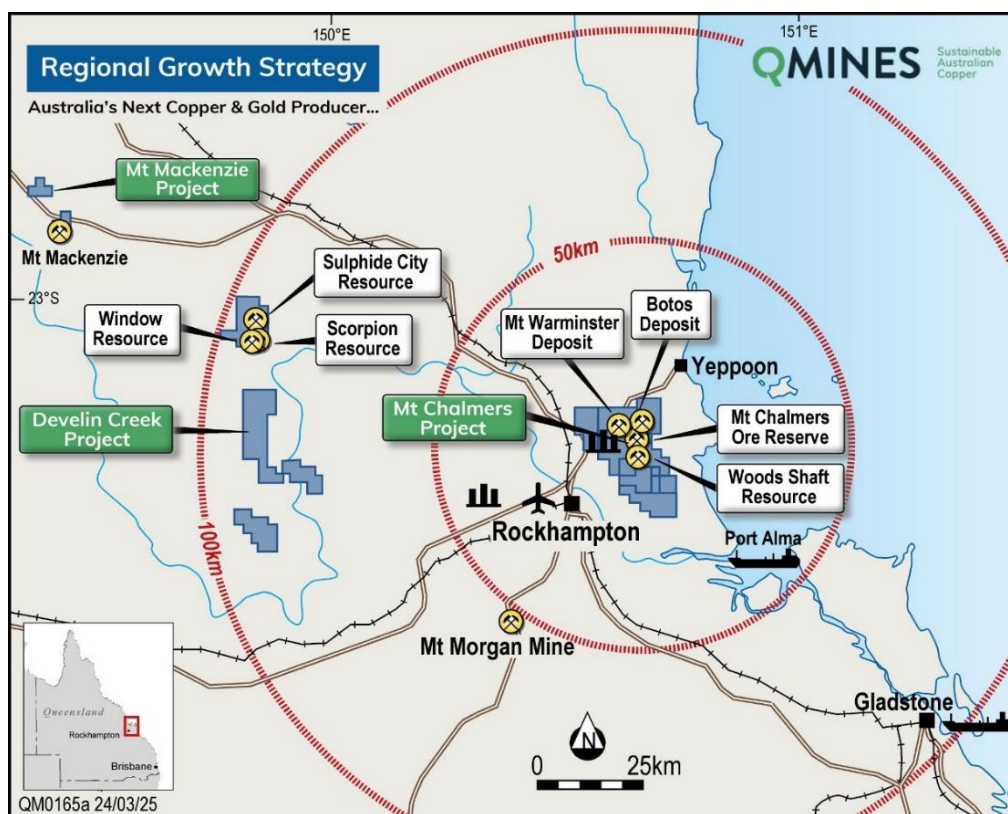


Figure 1: Mount Chalmers and Develin Creek project locations and infrastructure.

Capital Secured on Favourable Terms

To support the Acquisition and the Company's near-term development activities, QMiners has entered into a convertible note agreement with one of the Company's largest existing shareholders.

Key terms of the convertible note include:

- Amount Raised: \$1,000,000 with a further \$500,000 draw down facility to be made available upon request by the Company. In consideration of the noteholder making such additional commitment available, the Company will pay to the noteholder a commitment fee equal to 1.0% per annum of the undrawn portion of the additional commitment, payable in cash or via the issue of shares upfront, concurrently with, and on the same terms as the interest payments (as set out below) (**Commitment Fee**).
- Issue Price: Face Value of \$1 per convertible note.



- Interest Rate: 15% per annum payable in advance at the beginning of each anniversary year of the subscription date in cash or shares (at the election of the noteholder) at a deemed issue price of \$0.045. The first interest payment will be made on the subscription date using the Company's available placement capacity under ASX Listing Rule 7.1, resulting in the issue of approximately 3,333,334 shares. In the event the noteholder elects to be paid any subsequent interest payable via shares, the issue of such shares will be subject to shareholder approval.
- Conversion: The convertible notes are convertible into fully paid ordinary shares in the capital of the Company at a conversion price of \$0.045 per share (a 30% premium to the 30 day VWAP) at the election of the noteholder.
- Maturity Date: 3-year term with early redemption permitted at QMines' discretion.
- Security: The convertible notes will be secured by a mortgage over Mount Mackenzie tenements (EPM 10006 and MDL 2008) and by a specific security interest over 100% of the fully paid ordinary shares of Mount Mackenzie.

The total number of shares that will be issued on conversion of the convertible notes is 22,222,223 shares. In the event the total amount of interest and the maximum Commitment Fee payable under the convertible note agreement are satisfied through the issue of shares, the total number of shares to be issued will increase to approximately 32,555,557. The issue of the convertible notes and attaching securities will be made using the Company's available placement capacity under ASX Listing Rule 7.1.

The favourable terms of the transaction demonstrate the shareholders strong support for the acquisition. The terms are structured to align the interests of the noteholder with the Company's long-term objectives.

Drilling Plans

With due diligence now complete, QMines is in the final stages of planning a maiden drilling program (subject to funding) at the Mount Mackenzie Project. The program will focus on:

- Confirming historic high-grade gold and silver results including:
 - 36m @ 4.4g/t gold & 25g/t silver;
 - 26m @ 12.78g/t gold & 34g/t silver;
 - 12m @ 14.93g/t gold & 61g/t silver; and
 - 28m @ 3.89g/t gold & 25g/t silver.
- Expanding the current resource which remains open along strike and at depth; and
- Generating inputs for a revised geological model and updated mine planning.

Initial site works, including drill pad construction and access track upgrades are expected to commence shortly. Drilling will be timed to follow completion of the current drilling program at Develin Creek and is expected to benefit from dry season conditions.

Management Comments

Executive Chairman Andrew Sparke commented:

"We are delighted to confirm our intention to complete the Mount Mackenzie gold and silver project acquisition. The project is a highly strategic and value-accretive addition to our asset base, increasing gold and silver exposure and providing operational synergies with our Mt Chalmers and Develin Creek projects."



The strong financial support from one of our largest shareholders, via the secured convertible note on favourable terms, demonstrates confidence in our strategy and capacity to execute.

Our team are excited to get on the ground and begin drilling at Mount Mackenzie with the aim of rapidly expanding the resource and unlocking value for our shareholders."

Managing Director of Resources & Energy group, Daniel Moore commented:

"We're pleased to see Mount Mackenzie in the hands of a capable and ambitious team like QMines. We believe strongly in their regional copper-gold production strategy and see this acquisition as a natural fit. Mount Mackenzie is a quality project with significant upside, and we look forward to supporting QMines as long-term shareholders."

Strategic Alignment with Growth Ambitions

The Acquisition marks a pivotal step in QMines' strategy to establish a multi-deposit copper and gold production hub in central Queensland. Located approximately 140 kilometres northwest of the Company's flagship Mt Chalmers Project and just 45 kilometres from Develin Creek, the Mount Mackenzie Project is ideally positioned to unlock regional development synergies.

The Mount Mackenzie Project complements QMines' existing copper-gold portfolio by adding a significant gold-silver resource and enhancing the Company's optionality across multiple processing and mine planning scenarios. Following the March 2025 Mineral Resource upgrade¹ and the proposed Mount Mackenzie acquisition, the combined global resource base across Mt Chalmers, Develin Creek and Mount Mackenzie will stand at **19.3 million tonnes**, a substantial increase that materially enhances the scale of the Company's long-term development plans (Figure 2).

Work is now underway to evaluate the integration of the Mount Mackenzie Project into a broader regional mine plan, leveraging shared infrastructure, streamlined logistics, and efficient processing pathways. This integrated approach, underpinned by a growing resource base and upcoming drilling at the Mount Mackenzie Project, is expected to form the foundation for a scalable, long-life mining operation capable of delivering significant long-term value to shareholders.

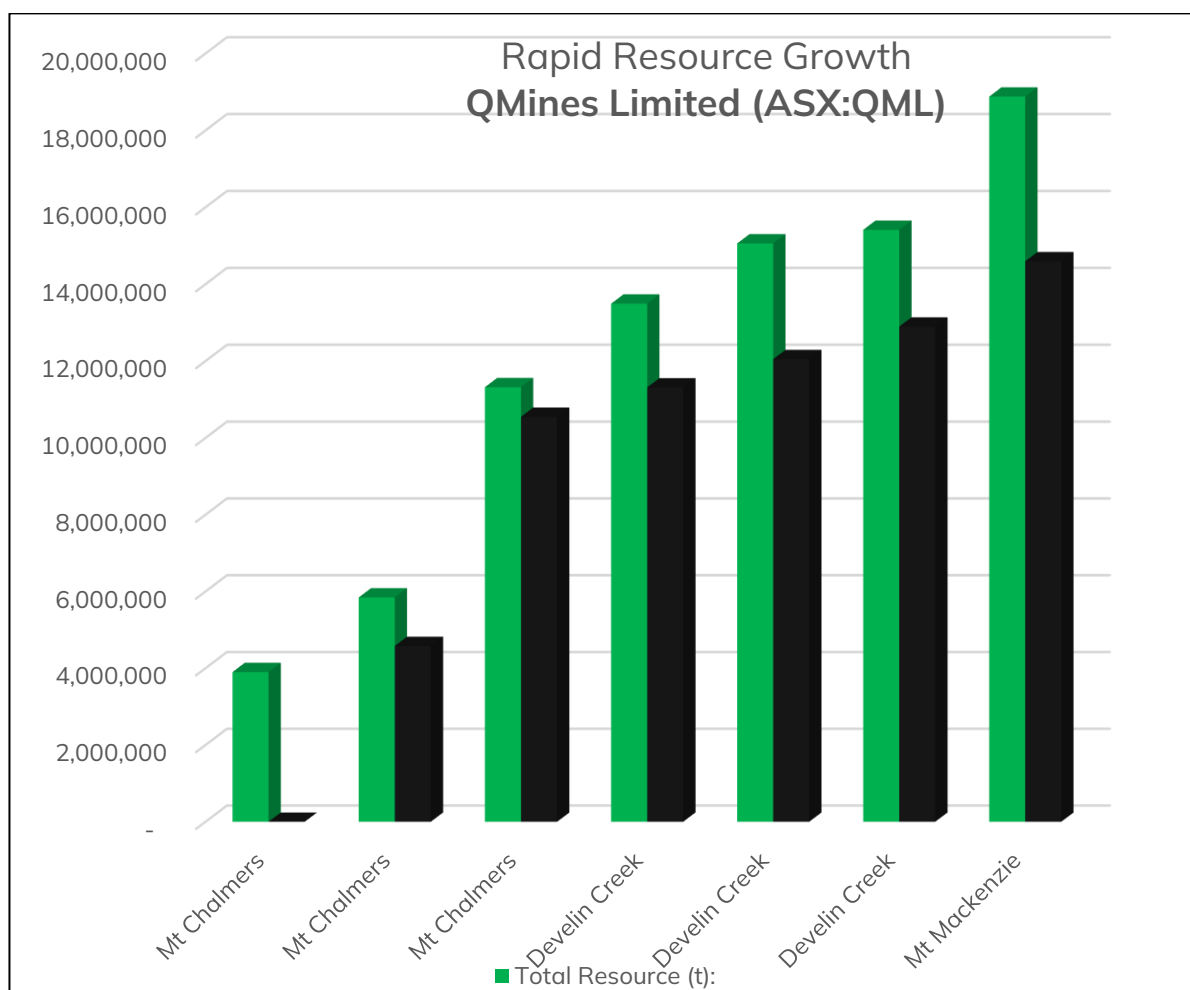


Figure 2: Cumulative resource growth in tonnes at Mt Chalmers, Develin Creek and Mt Mackenzie.

¹ ASX Announcement - [Acquisition of the Mount Mackenzie Gold & Silver Project](#), 16 April 2025.

Forward-Looking Statements

This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning QMines Limited planned exploration program and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "expect," "intend," "may", "potential," "should," and similar expressions are forward-looking statements. Although QMines believes that its expectations reflected in these forward- looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that further exploration will result in the estimation of additional Mineral Resources.

Competent Person Statements

Ore Reserve Estimate – Mt Chalmers

The Information in this Report that relates to the Open Pit Optimisation and Ore Reserve Estimate and is based on information compiled by Mr Gary McCrae, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Mr McCrae is a full-time employee of Minecomp Pty Ltd. Mr McCrae has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr McCrae consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Mineral Resource Estimate

The information in this report that relates to mineral resource estimation is based on work completed by Mr. Stephen Hyland, a Competent Person and Fellow of the AusIMM. Mr. Hyland is Principal Consultant Geologist with Hyland Geological and Mining Consultants (HGMC), who is a Fellow of the Australian Institute of Mining and Metallurgy and holds relevant qualifications and experience as a qualified person for public reporting according to the JORC Code in Australia. Mr Hyland is also a Qualified Person under the rules and requirements of the Canadian Reporting Instrument NI 43-101. Mr Hyland consents to the inclusion in this report of the information in the form and context in which it appears.

Mr Hyland has reviewed the mineral resource estimate reported by Resource and Energy Group and considers the information presented in the market announcement provided is an accurate representation of the available data and studies for the Mt Mackenzie project.

Exploration

The information in this document that relates to mineral exploration and exploration targets is based on work compiled under the supervision of Mr Tom Bartschi, a member of the Australian Institute of Geoscientists (AIG). Mr Bartschi is QMines' principal geologist and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity that he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC 2012 Mineral Code). Mr Bartschi consents to the inclusion in this document of the exploration information in the form and context in which it appears.



Ore Reserve Estimate - Mt Chalmers

Deposit ²	Reserve Category	Tonnes (Mt)	Cut Off (% Cu)	Cu (%)	Au (g/t)	Zn (%)	Ag (g/t)	S (%)
Mt Chalmers	Proven	5.1	0.3%	0.72	0.58	0.25	4.70	5.80
Mt Chalmers	Probable	4.5	0.3%	0.57	0.37	0.29	5.50	3.60
Total¹		9.6	0.3%	0.65	0.48	0.27	5.20	4.30

Mineral Resource Estimate - Mt Chalmers

Deposit ³	Resource Category	Tonnes (Mt)	Cut Off (% Cu)	Cu (%)	Au (g/t)	Zn (%)	Ag (g/t)	S (%)
Mt Chalmers	Measured	4.2	0.3%	0.89	0.69	0.23	4.97	5.37
Mt Chalmers	Indicated	5.8	0.3%	0.69	0.28	0.19	3.99	3.77
Mt Chalmers	Inferred	1.3	0.3%	0.60	0.19	0.27	5.41	2.02
Total¹		11.3	0.3%	0.75	0.42	0.23	4.60	4.30

Mineral Resource Estimate - Develin Creek

Deposit	Resource Category	Tonnes (Mt)	Cut Off (% Cu)	Cu (%)	Zn (%)	Au (g/t)	Ag (g/t)	Not in Mine Plan
Develin Creek	Indicated	2.90	0.3%	1.09	0.98	0.15	6.04	
Develin Creek	Inferred	1.23	0.3%	0.81	1.58	0.16	6.00	
Total²		4.13	0.3%	1.07	1.16	0.15	6.02	

Mineral Resource Estimate - Woods Shaft

Deposit ⁴	Resource Category	Tonnes (Mt)	Cut Off (% Cu)	Cu (%)	Au (g/t)	Zn (%)	Ag (g/t)	Not in Mine Plan
Woods Shaft	Inferred	0.54	0.3%	0.50	0.95	-	-	
Total³		0.54	0.3%	0.50	0.95	-	-	

Mineral Resource Estimate – Mt Mackenzie

Deposit ⁵	Resource Category	Tonnes (Mt)	Cut Off (% Cu) *	Cu (%)	Au (g/t)	Zn (%)	Ag (g/t)	Not in Mine Plan
Mt Mackenzie	Indicated	1.7	0.35-0.55%	-	1.21	-	11	
Mt Mackenzie	Inferred	1.7	0.35-0.55%	-	1.15	-	4	
Total⁴		3.4	0.35-0.55%	-	1.18	-	9	

*cut-off grade: 0.35 g/t Au for oxide, 0.55 g/t Au for primary.

¹ ASX Announcement – *Mt Chalmers PFS Supports Viable Copper & Gold Mine*, 30 April 2024. Rounding errors may occur.

² ASX Announcement – *Develin Creek Resource Upgrade Improves Growth & Development Potential*, 12 March 2025. Rounding errors may occur.

³ ASX Announcement – *Maiden Woods Shaft Resource*, 22 November 2022. Rounding errors may occur.

⁴ ASX Announcement – *Acquisition of the Mount Mackenzie Gold & Silver Project*, 16 April 2025. Rounding errors may occur.

About QMines

QMiners Limited (**ASX:QML**) is a Queensland focused copper and gold exploration and development Company. The Company owns 100% of the Mt Chalmers (copper-gold) and Develin Creek (copper-zinc) deposits, located within 90km of Rockhampton in Queensland.

Mt Chalmers is a high- grade historic mine that produced 1.2Mt @ 2.0% Cu, 3.6g/t Au and 19g/t Ag between 1898-1982.

Projects & Ownership

Mt Chalmers	<div></div> 100%
Develin Creek	<div></div> 100%

QMiners Limited

ACN 643 312 104

ASX:QML

Unlisted Options

10,750,000

Shares on Issue

431,779,762

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Executive Chairman
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Following several resource updates, Mt Chalmers and Develin Creek now have Measured, Indicated and Inferred Resources (JORC 2012) of **15.5Mt @ 0.82% Cu, 0.35g/t Au, 0.47% Zn & 5g/t Ag.¹**

QMiners' objective is to make new discoveries, commercialise existing deposits and transition the Company towards sustainable copper production.

Directors & Management

Andrew Sparke
Executive Chairman

James Anderson
General Manager
Operations

Peter Caristo
Non-Executive Director
(Technical)

Elissa Hansen
Non-Executive
Director & Company
Secretary

Glenn Whalan
Geologist
(Competent Person)

Compliance Statement

With reference to previously reported Exploration results and mineral resources, the Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources or Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

¹. ASX Announcement – [Develin Creek Resource Upgrade](#). 12 March 2025.



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