

ACQUISITION OF APPIAN INTEREST IN VEDRA

Highlights

- Altamin to acquire Appian's 29.85% interest in Vedra, the current joint venture vehicle and holder of the Gorno Project, for initial consideration of €1.00 and deferred consideration comprising (at Appian's election) either 15% of the net sale proceeds of a direct or indirect sale of some or all of the Gorno Project by Altamin or a US\$10 million royalty when the Gorno Project achieves commercial production.
- Following completion of the Acquisition, Altamin will hold a 100% interest in Vedra and the Gorno Project and the existing joint venture arrangements will terminate.
- Restructuring the ownership of the Gorno Project will help facilitate the realisation of value either through a direct or indirect disposal of its interest or a strategic interest in the Gorno Project, or the continuation of progress towards FID to enable development of the Gorno Project.

Altamin Limited (ASX: AZI) (Altamin or the Company) advises that the shareholders of Vedra Metals Srl (**Vedra**), the special purpose joint-venture company established for the Gorno Project under a subscription and joint venture agreement (**SJVA**), owned 70.15% by Altamin via its wholly-owned subsidiary Energia Minerals (Italia) S.r.l. (**EMI**) and 29.85% by Appian Italy B.V. (**Appian**), have entered into a binding term sheet (the **Term Sheet**) pursuant to which:

- Altamin will acquire Appian's interest in Vedra and hold a 100% interest in Vedra and the Gorno Project (the **Acquisition**); and
- Altamin will initiate a process to undertake a direct or indirect disposal of its interest or a strategic interest in Vedra or the Gorno Project (**Sale**).

Since December 2022, Vedra has drawn the US\$10 million of funding committed by Appian under the SJVA. This has been applied towards advancing:

- Exploration activities, including drilling and channel sampling
- Workstreams for a Definitive Feasibility Study (DFS)
- Permitting activities in support of obtaining a new Mining Licence (ML) and securing a positive Final Investment Decision (FID) to enable development of the Gorno Project.

Recent estimates by management anticipate that the Gorno ML application could be submitted by June 2025.

Altamin and Appian have agreed to dissolve the SJVA and restructure their respective interests in the Gorno Project. The new sole ownership structure helps to facilitate a sales process for the Gorno project and will support the progress of the Gorno Project towards commercial production.

Mr Stephen Hills, Interim Managing Director of Altamin, said:

"Appian has brought a wealth of exploration and mine development experience which has enhanced the Gorno Project and we have been grateful to partner with them over the past two years."



This acquisition of Appian's interest in the Gorno Project now provides Altamin with control of its holding in Vedra and removes the ownership constraints within the current SJVA structure. This collaborative restructuring facilitates Altamin's ability to realise value from Gorno or otherwise progress the Gorno Project towards FID."

Subject to satisfaction of the applicable conditions precedent (see Annexure below), on completion of the transactions detailed in the Term Sheet:

- Altamin will acquire Appian's 29.85% interest in Vedra for a nominal initial consideration of €1.00 and the deferred consideration described below;
- Altamin will initiate a process to undertake a direct or indirect disposal of its interest or a strategic interest in respect of Vedra or the Gorno Project;
- In the event that Altamin completes a direct or indirect disposal of all or part of its interest in Vedra or the Gorno Project, Appian has the right to elect to receive either:
 - 15% of the net proceeds of a sale, being the cash proceeds and fair market value of any non-cash consideration received in connection with the sale, less the costs of the Sale and the actual costs reasonably incurred to maintain or improve the value of the Gorno Project from completion of the Acquisition to completion of the sale; or
 - a US\$10 million royalty comprised of five annual payments of US\$2 million payable once the Gorno Project achieves commercial production; and
- The SJVA will immediately terminate and Appian will no longer have any obligations as a party to the SJVA.

The Acquisition is subject to receipt of any requisite regulatory approvals in Italy.

Altamin will determine whether further progression of the DFS or ML application may assist the Sale process in the prevailing circumstances at the time.

The Term Sheet is a binding agreement on Altamin, EMI, Vedra and Appian, subject to the satisfaction of the applicable conditions precedent, to give effect to the arrangements outlined above.

A summary of the material terms to the Term Sheet is provided in the Annexure to this announcement.

Each Altamin director considers that entry into the Term Sheet is in the best interests of the Company as it facilitates the restructure of Altamin's interest in the Gorno Project by collapsing the existing joint venture structure which will best facilitate the realisation of value through a sale and/or through continuing to progress towards FID to enable development of the Gorno Project.

This announcement is authorised by the Altamin Board.

For further information, please contact:

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Forward-looking Statements

This announcement may contain certain forward-looking statements including forecasts and estimates which may not have been based solely on historical facts, but rather may be based on the Company's current expectations about future events and results. Where the Company expresses or implies an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, forward looking statements are subject to risks, uncertainties, contingencies, assumptions and other factors, many of which are outside the control of the Company all which could cause actual results to differ materially from future results expressed, projected or implied by such forward-looking statements. Forward looking statements are inherently uncertain and may therefore differ materially from results ultimately achieved. The Company does not make any representations and provides no warranties concerning the accuracy of any forward-looking statements or likelihood of achievement or reasonableness of any forward looking statements. Past performance is not necessarily a guide to future performance. The Company does not undertake any obligation to release publicly any revisions to any forward looking statement to reflect events or circumstances after the date of this announcement, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

About Altamin Limited

Altamin Limited is an ASX-listed mineral company focused on base and critical metals exploration and brownfield mine development in Italy.

The Company's **Gorno Zinc Project**, in the Lombardy region of northern Italy, is at an advanced stage, and presents the opportunity to deliver high-grade, clean zinc and lead concentrates to smelters and offtake customers in Europe.

Altamin is 100% owner of the **Lazio Geothermal Brine Project** in the Lazio region of central Italy in the southern half of Italy's premier geothermal field. The project area consists of six granted exploration licences with a geothermal reservoir considered highly prospective for the production of geothermal energy, sulphate of potash (SOP fertiliser) and lithium. During the 1970s, more than 800 wells were drilled in this part of Italy, and the brines sampled in the vicinity of the ELs contained exceptional potassium and high lithium values.

The **Punta Corna Cobalt** project in Piedmont, Italy, historically mined for cobalt, nickel, copper and silver, is an active exploration project with outcropping mineralisation and a permitted proposed drilling program. Altamin's recent sampling has returned high-grade assays over >2km strike length from multiple sub-parallel veins, with good potential for further mineralised vein discovery and significant depth extension.

The Company's **Corchia** exploration licence in Emilia Romagna is prospective for copper within a historic mining area hosted in VMS system.

Altamin's **Villar** exploration licence is in the graphite district (Piedmont Italy) which was mined until the early 1980's.

For more information, please visit Altamin's website (www.altamin.com.au) and on the ASX platform.

ANNEXURE – SUMMARY OF MATERIAL TERMS OF ACQUISITION AGREEMENT

Term	Summary
Acquisition	EMI, Altamin's wholly owned Italian subsidiary, will acquire 100% of the Gorno Project by purchasing the 29.851% quota in the capital of Vedra that is held by Appian (Sale Quota).
Condition Precedent	The acquisition of the Sale Quota (Acquisition) is conditional upon any required regulatory approvals under Italian law.
Status	The Term Sheet is binding in accordance with its terms notwithstanding that the parties may not have executed a definitive agreement as contemplated by the Term Sheet or any other associated documentation.
Waiver	Each party agrees to waive any pre-emptive rights or rights of first refusal over the acquisition of any interest in Vedra, including under the SJVA or the constitutional documents of Vedra.
Consideration	<p>In consideration for the Acquisition, EMI will pay to Appian:</p> <ul style="list-style-type: none"> nominal initial consideration of €1.00, payable at completion of the Acquisition (Completion); and deferred consideration in the form of, at Appian's election, either: <ul style="list-style-type: none"> (<i>sale proceeds</i>) 15% of the net sale proceeds from a direct or indirect disposal by EMI or Altamin of all or part of their interest in Vedra or the Gorno Project, being the cash proceeds and fair market value value of any non-cash consideration received in connection with a Sale, less the costs of the Sale and the actual costs reasonably incurred by EMI or Altamin to maintain or improve the value of the Gorno Project from completion of the Acquisition to completion of the Sale; or (<i>royalty</i>) a royalty comprised of five annual payments of US\$2 million payable once the Gorno Project achieves commercial production, which will be secured against the Gorno assets from the earlier of FID or the date security is granted over the Gorno Project in favour of a senior financier. <p>Commercial production will be achieved when the Gorno Project has produced in a continuous process in aggregate over 45 consecutive days at least 75% of forecasted production (as defined in the most recent annual mine plan or a definitive feasibility study, whichever is more recent) of contained metal in zinc and lead concentrates.</p>
Termination of Joint Venture Arrangements	<p>The SJVA between EMI, Altamin and Appian is terminated with effect from Completion.</p> <p>Appian's nominees on the Vedra board must resign as directors of Vedra effective on the date of Completion.</p>
Sale Process	EMI and Altamin must initiate a process to achieve a Sale and use reasonable commercial efforts to complete a Sale within 18 months of the date of Completion, including obtaining any shareholder approvals required under the ASX Listing Rules, and maximising the net proceeds from the Sale.
Appian Assistance	Appian agrees to use reasonable commercial endeavours to provide Altamin with assistance as reasonably requested by Altamin in respect of the sale process initiated by Altamin.

Term	Summary
Warranties and Indemnities	Representations and warranties typical for a transaction of this nature.
Termination Fee	A termination fee of US\$500,000 is payable by either party in certain circumstances where completion under the Term Sheet does not occur because of the failure of that party to comply with its obligations with respect to Completion or the party is otherwise in material breach of the Term Sheet.