



Announcement Summary

Entity name

XANADU MINES LTD

Announcement Type

New announcement

Date of this announcement

10/2/2023

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
XAM	ORDINARY FULLY PAID	179,116,132

Proposed +issue date

8/5/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

XANADU MINES LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

92114249026

1.3 ASX issuer code

XAM

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

10/2/2023

1.6 The Proposed issue is:☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	21/4/2023	<input checked="" type="checkbox"/> Estimated	No

Comments

The issue is conditional upon PRC (Peoples Republic of China) Regulatory approval which must be satisfied by 21 April 2023. The issue of the securities will made on completion of the Phase 2 Placement Agreement which will occur 10 business days after the required approvals have been obtained.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

XAM : ORDINARY FULLY PAID

Number of +securities proposed to be issued

179,116,132

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ Yes



In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.04000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

8/5/2023

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

7/2/2023

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No



7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Xanadu is being advised by Jefferies Australia Pty Ltd as its financial adviser and HopgoodGanim Lawyers as its legal adviser for this series of transactions for which commercial fees will be paid.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

To fund the completion of a Pre-Feasibility Study for the Kharmagtai Copper-Gold Project and establish a JORC Code 2012 compliant reserve, progress exploration at the Red Mountain Copper-Gold Project in Mongolia and for general working capital.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

The issue is a component of the Strategic Partnership with Zijin Group Mining Co. Ltd (Zijin) under which 179,116,132 fully paid ordinary shares will be issued to Jinping (Singapore) Mining Pte Ltd a wholly owned subsidiary of Zijin, at a consideration of \$0.04 per share, as per the Phase 2 Placement Agreement announced on 22 December 2022. The issue is conditional upon PRC (Peoples Republic of China) Regulatory approval which must be satisfied by 21 April 2023. The issue of the securities will be made on completion of the Phase 2 Placement Agreement which will occur 10 business days after the required approvals have been obtained.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)