

ASX and Media Release

Thursday 28th May 2020



White Rock Announces A\$7.35 Million Equity Raise to Accelerate Exploration at its Last Chance Gold Prospect, coupled with a Share Consolidation.

ASX Code: WRM

Issued Securities

Shares: 1,882 million

Options: 577 million

Cash on hand (31 Mar 2020)

\$1.56M

Market Cap (21 May 2020)

\$9.4M at \$0.005 per share

Directors & Management

Peter Lester

Non-Executive Chairman

Matthew Gill

Managing Director &
Chief Executive Officer

Jeremy Gray

Non-Executive Director

Stephen Gorenstein

Non-Executive Director

Shane Turner

Company Secretary

Rohan Worland

Exploration Manager

For further information, contact:

Matthew Gill or Shane Turner

Phone: 03 5331 4644

info@whiterockminerals.com.au

www.whiterockminerals.com.au

Highlights

- White Rock announces an equity raising of approximately A\$7.35 million (before costs) through a two tranche Placement and a fully underwritten Share Purchase Plan (SPP).
- Offer price of A\$0.003 (0.3 cents) per share representing a 25% discount to the 15-day and 1-month volume weighted average price (VWAP) of White Rock shares.
- There is notable participation from significant international institutional and sophisticated investors including a strategic syndicate led by Palisades Goldcorp.
- The funds from this raising are to be used to explore and drill test the Company's large and robust Last Chance gold anomaly located at the Red Mountain project in the Tintina Gold belt of central Alaska.
- White Rock also announces a Share Consolidation.

White Rock Minerals Ltd (ASX: WRM) (**White Rock**) is pleased to announce a proposed equity raising (**Equity Raising**) to raise a total of up to approximately A\$7.35 million before costs, comprising:

- a two-tranche placement under which White Rock has successfully received commitments to issue 1,950,000,000 fully paid ordinary shares to various institutional and sophisticated investors (including a syndicate of strategic investors led by Palisades Goldcorp Ltd) at an issue price of \$0.003 per share to raise approximately A\$5.85 million as follows:
 - a first tranche of 470,407,384 shares to raise approximately A\$1.41 million; and
 - a second tranche of 1,479,592,616 shares to raise approximately A\$4.44 million that is subject to shareholder approval; and
- a share purchase plan (which is fully underwritten, subject to shareholder approval as described below) under which existing holders of White Rock fully paid ordinary shares will have the opportunity to acquire new fully paid ordinary shares at an issue price of \$0.003 per share to raise up to A\$1.5 million.

White Rock is also pleased to announce a proposed consolidation (**Consolidation**) of its issued capital through the conversion of every one hundred (100) existing shares into one (1) share, subject to shareholder approval. The Consolidation will also apply to all options on issue.

The issue price under the Equity Raising represents a 25% discount to the volume weighted average price of White Rock shares during the 15 trading days immediately prior to the date of this announcement.

The funds raised from the Equity Raising will be applied towards White Rock's exploration program at its Red Mountain project in Alaska, in particular in relation to exploration activities at the recently discovered large and robust Last Chance gold stream sediment anomaly¹ and for working capital purposes.

Canaccord Genuity (Australia) Limited (**Canaccord Genuity**) is acting as Lead Manager to the Equity Raising and Martin Place Securities Pty Ltd (**Martin Place Securities**) is acting as Co-Manager to the Equity Raising. Canaccord Genuity is also acting as underwriter to the SPP (subject to shareholder approval as described below).

White Rock's MD & CEO Matt Gill said: "The level of interest shown in this capital raising has been tremendous. It will allow White Rock to immediately recommence on-ground works in mid-June to explore and then drill the robust 15km² Last Chance gold anomaly located in the Tintina Gold belt of Central Alaska. Large, quality exploration targets in a gold belt that already hosts the likes of Donlin Creek (45 Moz Au), Pogo (10 Moz Au), and Fort Knox (13.5 Moz Au), do not present themselves often and White Rock looks forward to drilling and potentially delineating a world-class deposit at Last Chance.

"We have attracted some serious interest in the Last Chance exploration story and this funding will allow us to get on the ground mid-June, conduct mapping, sampling, geochemistry and be drilling by early August.

"Joining as new White Rock shareholders includes the likes of Palisades Goldcorp – a new Canadian resource merchant bank, Denver-based Crescat Capital, and industry leading geologist Dr. Quinton Hennigh. Furthermore, having the strength and calibre of Canaccord Genuity and Martin Place Securities supporting White Rock speaks volumes to the quality and exploration opportunity at the Last Chance prospect.

"It is also extremely pleasing to note that our major shareholder Sandfire Resources Limited has agreed to support the capital raising by participating in the Placement to maintain their holding above 10%, as well as a sub-underwriting commitment under the SPP.

"The Board is very appreciative of the strong support shown from our current shareholders, and welcomes the interest and support being shown from the new investors joining the White Rock journey through this Equity Raising. This is an exciting time for White Rock and its shareholders."

Dr. Quinton Hennigh is an internationally renowned economic geologist, with more than 25 years of exploration experience and expertise with major gold mining companies including Homestake Mining Company, Newcrest Mining Limited, and Newmont Mining Corporation. Quinton has made several significant gold discoveries for Canadian exploration companies such as the 5 million oz. Springpole alkaline gold deposit near Red Lake, Ontario, for Gold Canyon Resources. He is Chairman and President of Pilbara focused Novo Resources Corp., which he was one of the founders of in 2009.

Dr Hennigh said that the Last Chance target is potentially one of the largest and highest magnitude gold anomalies he has ever seen.

"Based on the particular sampling technique employed, I am confident that the large and robust gold anomaly is highly significant and likely indicates the presence of a very large, never before recognised nor drill tested gold system that is chemically akin to the large Pogo deposit (Northern Star; 10 Moz at 11 g/t gold) situated approximately 200 km to the east-northeast.

"Events leading to the discovery of the Last Chance anomaly are remarkably similar to the history of discovery at Pogo. Follow up soil sampling quickly identified drill targets and the first exploratory drill hole intercepted the large Liese zones, what became the high grade core of the Pogo deposit.

"White Rock Minerals plans to undertake aggressive soil sampling at Last Chance to try and quickly identify drill targets in an effort to replicate this pattern of discovery. Barring delays due to COVID-19, the Company anticipates developing drill targets by late July and undertaking up to 2,500m in its first phase drill test this season, weather dependent.

It is a very exciting story and I am pleased to help White Rock advance this remarkable new gold project." Dr Hennigh said.

Further details about the Equity Raising and Consolidation are set out below.

The trading halt in the White Rock's shares can now be lifted.

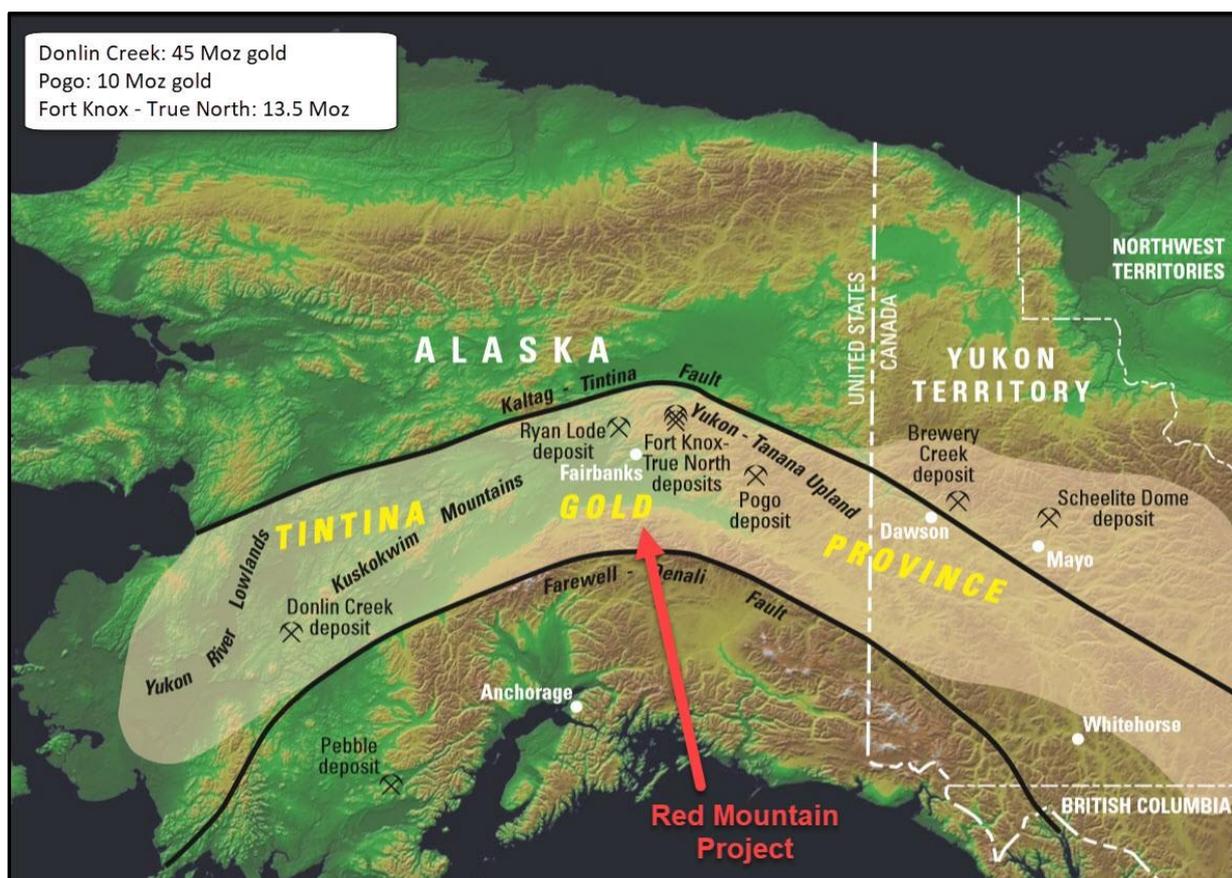


Figure 1: Location of the Red Mountain Project (including the Last Chance Prospect) within the Tintina Gold Province and its major gold deposits including Donlin Creek (45Moz Au; NovaGold & Barrick), Pogo (10 Moz Au; Northern Star) and Fort Knox (13.5Moz Au; Kinross).

Placement

Under the two-tranche placement (**Placement**), White Rock has successfully received commitments to issue 1,950,000,000 fully paid ordinary shares to various institutional and sophisticated investors (including a syndicate of strategic investors led by Palisades Goldcorp Ltd) at an issue price of \$0.003 per share to raise approximately A\$5.85 million.

The first tranche of 470,407,384 shares to raise approximately A\$1.41 million is to be issued using White Rock's existing placement capacity under ASX Listing Rules 7.1 and 7.1A and accordingly shareholder approval will not be required. These shares are expected to be issued on or about Thursday, 4 June 2020.

The second tranche of 1,479,592,616 shares to raise approximately A\$4.44 million is subject to shareholder approval at a general meeting of White Rock shareholders expected to be held on Thursday, 9 July 2020. These shares are expected to be issued on or about Friday, 17 July 2020.

All shares issued under the Placement will rank equally with White Rock's existing shares on issue.

The Placement will not be underwritten.

Share Purchase Plan

Under the share purchase plan (**SPP**), each eligible White Rock shareholder recorded on the White Rock share register as at 7.00 pm on Wednesday, 27 May 2020 will have the opportunity to apply for up to \$A30,000 of new fully paid ordinary shares without incurring brokerage or other charges at an issue price of \$0.003 per share.

The Directors have set a cap on the amount to be raised under the SPP at \$A1.5 million, although they reserve the right to increase this amount if the applications received from eligible shareholders exceed this amount and to do so would be in the best interests of shareholders.

The SPP is fully underwritten (subject to shareholder approval as described below) by Canaccord Genuity.

The underwriting of the SPP is subject to and conditional on the receipt of White Rock shareholder approval for the purposes of satisfying the requirements of ASX Listing Rule 7.1 in relation to the issue of any shares under the underwriting agreement. This general meeting is expected to be held on Thursday, 9 July 2020.

The SPP offer documentation is expected to be sent to eligible shareholders on or about Tuesday, 9 June 2020.

The SPP is expected to close on Thursday, 9 July 2020 and the shares are expected to be issued on or about Friday, 17 July 2020.

All shares issued under the SPP will rank equally with White Rock's existing shares on issue.

Consolidation

The White Rock Board proposes to seek shareholder approval at the general meeting of White Rock's shareholders expected to be held on Thursday, 9 July 2020 to consolidate its issued capital through the conversion of every one hundred (100) existing shares into one (1) share.

White Rock has a significant number of shares on issue and the Board considers a share consolidation will provide the best platform for continued growth and a capital structure that is more in line with White Rock's size. The Consolidation should also result in a share price level that is more attractive to a wider range of investors and could potentially reduce share price volatility.

The Consolidation will also apply to all options on issue at the time of the share consolidation. In accordance with the relevant option terms and ASX Listing Rule 7.22, these options will be consolidated on the same basis as the shares with the exercise price amended in inverse proportion to the consolidation ratio. The expiry dates of the options will not change.

The effective date for the Consolidation will occur after all shares under the Equity Raising have been issued. Further details about the Consolidation will be included in the Notice of Meeting expected to be issued on or about Tuesday, 9 June 2020.

Proposed Timetable

Event	Date
Record Date for eligibility to participate in the Share Purchase Plan	7.00 pm (Melbourne time) on Wednesday 27 May 2020
Announcement of the Equity Raising and Consolidation	Thursday 28 May 2020
Completion of Tranche 1 of Placement	Thursday 4 June 2020
Share Purchase Plan booklet and Notice of General Meeting despatched	Tuesday 9 June 2020
General Meeting and closure of Share Purchase Plan	Thursday 9 July 2020
Completion of Tranche 2 of Placement and Share Purchase Plan	Friday 17 July 2020
Last date for trading Pre-Consolidation shares	Monday 27 July 2020
Post-Consolidation shares commence trading on a normal settlement basis	Tuesday 28 July 2020
Last day to register transfers on pre-consolidation basis	Wednesday 29 July 2020

All dates are indicative only and subject to change. All dates refer to dates in Melbourne, Australia. Subject to the requirements of the Corporations Act 2001 (Cth), the ASX Listing Rules and any other applicable laws, White Rock reserves the right to vary the timetable without notice.

Lead Manager and Co-Manager Fee Arrangements

Canaccord Genuity will act as Lead Manager to the Equity Raising and as part of its fee arrangements will receive 100,000,000 White Rock shares (being the equivalent of \$300,000 at an issue price of \$0.003) subject to shareholder approval. Martin Place Securities will act as Co-Manager to the Equity Raising and as part of its fee arrangements will receive 12,500,000 Listed WRMO options to acquire White Rock shares (each with an exercise price of \$0.01 and an expiry date of 4 November 2022) subject to shareholder approval. Further details about these fee arrangements are set out in the Appendix 3B lodged separately with ASX.

About Palisades Goldcorp

Palisades Goldcorp is Canada's newest resource focused merchant bank. Palisades' management team has a demonstrated track record of making money and is backed by many of the industry's most notable financiers. With junior resource equities valued at generational lows, management believes the sector is on the cusp of a major bull market move. Palisades is positioning itself with significant stakes in undervalued companies and assets with the goal of generating superior returns

About White Rock

White Rock Minerals is a diversified explorer and near-stage producer, headquartered in Ballarat, Victoria. The Company's flagship exploration project is Red Mountain in central Alaska. At Red Mountain, there are already two high grade deposits, with an Inferred Mineral Resource² of **9.1 million tonnes @ 12.9% ZnEq³** for 1.1 million tonnes of contained zinc equivalent.

The Mt Carrington project, located near Drake, in Northern NSW, is a near-production precious metals asset with a resource of 341,000 ounces of gold and 23.2 million ounces of silver.

White Rock Minerals is listed on the **ASX:WRM**.

Contact Details

Matthew Gill or Shane Turner
03 5331 4644
info@whiterockminerals.com.au
www.whiterockminerals.com.au

Peta Baldwin
Cannings Purple
pbaldwin@canningspurple.com.au
0455 081 008

This document has been authorised for release by the Board.

¹ Refer ASX Announcement 28th January 2020 "Large Gold Anomaly Discovered, Tintina Gold Province, Alaska".

² Refer ASX Announcement 26th April 2017 "Maiden JORC Mineral Resource, Red Mountain".

³ $ZnEq = \text{Zinc equivalent grades are estimated using long-term broker consensus estimates compiled by RFC Ambrian as at 20 March 2017 adjusted for recoveries from historical metallurgical test work and calculated with the formula: } ZnEq = 100 \times [(Zn\% \times 2,206.7 \times 0.9) + (Pb\% \times 1,922 \times 0.75) + (Cu\% \times 6,274 \times 0.70) + (Ag \text{ g/t} \times (19.68/31.1035) \times 0.70) + (Au \text{ g/t} \times (1,227/31.1035) \times 0.80)] / (2,206.7 \times 0.9)$. White Rock is of the opinion that all elements included in the metal equivalent calculation have reasonable potential to be recovered and sold.

This announcement may contain certain 'forward-looking statements'. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. White Rock does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.

Competent Persons Statement

The information in this report that relates to exploration results is based on information compiled by Mr Rohan Worland who is a Member of the Australian Institute of Geoscientists and is a consultant to White Rock Minerals Ltd. Mr Worland has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which 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'. Mr Worland consents to the inclusion in the report of the matters based on this information in the form and context in which it appears.

No New Information or Data

This announcement contains references to exploration results, Mineral Resource estimates, Ore Reserve estimates, production targets and forecast financial information derived from the production targets, all of which have been cross-referenced to previous market announcements by the Company. The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcements. In the case of Mineral Resource estimates, Ore Reserve estimates, production targets and forecast financial information derived from the production targets, all material assumptions and technical parameters underpinning the estimates, production targets and forecast financial information derived from the production targets contained in the relevant market announcement continue to apply and have not materially changed.

Not for release or distribution in the United States

This document has been prepared for publication in Australia and may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.