



Announcement Summary

Entity name

QUANTUM GRAPHITE LIMITED

Announcement Type

New announcement

Date of this announcement

16/8/2022

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
QGL	ORDINARY FULLY PAID	14,374,593

Proposed +issue date

14/10/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

QUANTUM GRAPHITE LIMITED

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

ACN

Registration Number

008101979

1.3 ASX issuer code

QGL

1.4 The announcement is

New announcement

1.5 Date of this announcement

16/8/2022

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?

No

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

QGL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

14,374,593

Offer price details

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

No

Please describe the consideration being provided for the +securities

Subject to fulfilment or waiver of the conditions to QGL's off-market takeover bid for LML contained in the Bidder's Statement dated 9 August 2022, the newly issued QGL shares will be issued as consideration under the offer, being 1 QGL Share for every 40 LML shares held as at 7.00pm AEST on 10 August 2022.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.406700

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

14/10/2022

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?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

No

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

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

As set out in section 11.9 of the Bidder's Statement.

Part 7F - Further Information

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

An off-market takeover bid by QGL for all issued shares of Lincoln Minerals Limited (LML). Offer is subject to the conditions in Bidder's Statement dated 9 August 2022. Offer is 1 QGL Share for every 40 LML shares held as at 7.00pm AEST on 10 August 2022.

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

In respect of the proposed issue date of the securities the subject of this Appendix 3B, 14 October 2022 is an indicative date only. The issue date will depend on LML shareholder acceptances, and the timing of conditions being fulfilled or waived, in accordance with the Corporations Act.

The maximum number of securities to be issued pursuant to this Appendix 3B is based on the offer consideration of 1 QGL Share for every 40 LML shares, and on the basis that LML has 574,983,686 shares on issue, and does not take into account fractional rounding of entitlements.

The estimate of the consideration being provided for the QGL securities is based on: an implied offer price of \$0.4067 per QGL share (based on the 2 day VWAP of QGL shares when the takeover offer was announced), and an LML issued capital of 574,983,686 shares.

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 +disclosure document or +PDS involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or 1012DA(11)