



Announcement Summary

Entity name

MC MINING LIMITED

Announcement Type

New announcement

Date of this announcement

27/9/2022

The Proposed issue is:

☒ A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
MCM	ORDINARY FULLY PAID	200,026,728

Ex date

11/10/2022

+Record date

12/10/2022

Offer closing date

3/11/2022

Issue date

8/11/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

MC MINING 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

008905388

1.3 ASX issuer code

MCM

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

27/9/2022

1.6 The Proposed issue is:☒ A standard +pro rata issue (non-renounceable or renounceable)**1.6a The proposed standard +pro rata issue is:**☒ + Renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

☒ No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

MCM : ORDINARY FULLY PAID

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

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

MCM : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the tradable rights created under a renounceable right issue (if Issuer is foreign company and +securities are non CDIs)

AU000000MCM9

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

253

For a given quantity of +securities held

250



What will be done with fractional entitlements?

Fractions of 0.5 or more rounded up

Maximum number of +securities proposed to be issued (subject to rounding)

200,026,728

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.20000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

☒ Yes

Describe the limits on over-subscription

The allocation of Additional New Shares (and/or any scale-back) will be subject to the availability of Additional New Shares (i.e. if there is a Shortfall) and the Company's absolute discretion. However, the Company intends (if applicable) to allocate Additional New Shares to existing Eligible Shareholders in priority to the allocation of any subsequent Shortfall to any of the sub-underwriters to the Rights Issue.

Will a scale back be applied if the offer is over-subscribed?

☒ Yes

Describe the scale back arrangements

In the event the Rights Issue is oversubscribed, the Company intends, subject to the requirements of the Corporations Act and the Listing Rules (and any other applicable law or regulation to which the Company is required to comply), to scale-back applications for Additional New Shares received from Eligible Shareholders in proportion to their pre-Rights Issue proportionate interest in Shares.

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

☒ Yes

Part 3C - Timetable

3C.1 +Record date

12/10/2022



3C.2 Ex date

11/10/2022

3C.3 Date rights trading commences

11/10/2022

3C.4 Record date

12/10/2022

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

13/10/2022

3C.6 Offer closing date

3/11/2022

3C.7 Last day to extend the offer closing date

31/10/2022

3C.8 Date rights trading ends

27/10/2022

3C.9 Trading in new +securities commences on a deferred settlement basis

28/10/2022

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

8/11/2022

3C.12 Date trading starts on a normal T+2 basis

9/11/2022

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

11/11/2022

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

3E.1a Who is the lead manager/broker?

The Rights Issue is being jointly lead managed by Morgans Corporate Limited ACN 010 539 607 (Morgans) and Adelaide Equity Partners Limited ACN 119 059 559 (AEP, and together with Morgans, the Joint Lead Managers (or JLMs)).

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

See response to 3E.2b.

3E.2 Is the proposed offer to be underwritten?

☒ Yes



3E.2a Who are the underwriter(s)?

Morgans Corporate Limited ACN 010 539 607.

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

The Rights Issue is fully underwritten.

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

The Company has agreed to pay the Underwriter a 1% management fee and a 1.5% underwriting fee (in each case calculated on the total amount to be raised under the Rights Issue (i.e. A\$40 million)) for managing and underwriting the Rights Issue, respectively. These fees will be split evenly between the Joint Lead Managers.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Please see Schedule 2 of the Offer Booklet for a summary of the Underwriting Agreement.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

☒ Yes

3E.2e (i) What is the name of that party?

Senosi Group Investment Holdings Proprietary Limited (SGIH).

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

SGIH has entered into sub-underwriting arrangements for approximately half of the total amount to be raised under the Rights Issue. Please see Section 1.8 and Schedule 3 of the Offer Booklet for further detail.

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

The Company understands that the JLMs have agreed to pay SGIH a 1% sub-underwriting fee (calculated on the total amount committed by SGIH) for entering into sub-underwriting arrangements with the JLMs.

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

The Company has agreed to pay Ares Capital Corporate Finance a 2% management fee (calculated on the total amount to be raised under the Rights Issue) for the provision of corporate advisory and related strategic advice to the Company in relation to the Rights Issue.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The funds raised will be used to meet the Company's equity contribution requirement in relation to Makhado, to repay as much as possible of the Standby Facility & for general working capital (including to pay the costs of the Rights Issue) purposes.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

☒ No



3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

☒ No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

All other than Australia, New Zealand and South Africa.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

☒ No

3F.6 URL on the entity's website where investors can download information about the proposed issue

www.mcmining.co.za

3F.7 Any other information the entity wishes to provide about the proposed issue

N/A

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

☒ No

3F.9 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)