



## Announcement Summary

**Entity name**

GREENSTONE RESOURCES LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

24/7/2023

**The Proposed issue is:**

☒ An offer of securities under a securities purchase plan

**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Listed Options (exercise \$0.025, expiry two years from issue)	19,230,769
GSR	ORDINARY FULLY PAID	38,461,538

**+Record date**

21/7/2023

**Offer closing date**

8/9/2023

**+Issue date**

15/9/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

GREENSTONE RESOURCES 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**

ABN

**Registration Number**

76093396859

**1.3 ASX issuer code**

GSR

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

24/7/2023

**1.6 The Proposed issue is:**☒ An offer of +securities under a +securities purchase plan



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

**4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

☒ Yes

4A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	13/9/2023	<input checked="" type="checkbox"/> Estimated	

Comments

Shareholder approval required for the issue of shares and options under the SPP.



Part 4B - Offer details

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**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**

GSR : ORDINARY FULLY PAID

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

☒ Yes

Details of +securities proposed to be issued

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**ASX +security code and description**

GSR : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

38,461,538

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

☒ No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

☒ No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

☒ Yes

**Is the minimum acceptance unit based or dollar based?**

☒ Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 1,000

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

☒ Yes

**Is the maximum acceptance unit based or dollar based?**

☒ Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000



**Describe all the applicable parcels available for this offer in number of securities or dollar value**

\$1,000, \$2,000, \$5,000, \$10,000, \$15,000 & \$30,000

**Offer price details**

**Has the offer price been determined?**

☒ Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.01300

**Oversubscription & Scale back details**

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

☒ Yes

**Describe the scale back arrangements**

Any scale back will be applied in the manner GSR sees fit, which may include taking into account the size of an Eligible Shareholder's shareholding at the Record Date, the extent to which the Eligible Shareholder has sold or purchased shares since the Record Date, whether the Eligible Shareholder have multiple registered holdings, the date of the application and total applications from Eligible Shareholders. Further details will be provided in the prospectus issued in relation to the SPP Offer.

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

☒ Yes

Attaching +Security

**The proposed attaching security can only be of an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)**

☒ New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

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

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Listed Options (exercise \$0.025, expiry two years from issue)

**+Security type**

Options

**Offer ratio (ratio of attaching securities at which the new +securities will be issued)****The quantity of attaching +securities to be issued**

1

**For a given quantity of the new +securities issued**

2

**What will be done with fractional entitlements?**Fractions rounded down to the nearest whole number or  
fractions disregarded**Maximum total number of those +securities that could be  
issued if all offers under the +securities purchase plan  
are accepted**

19,230,769

**Offer price details****Has the offer price been determined?**☒ Yes**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.00000

**Please confirm whether the offer of the attaching +securities is a separate offer to the offer pursuant to the  
+security purchase plan**☒ No**Please confirm whether the attaching +securities are being offered under a +disclosure document or +PDS**☒ Yes**Oversubscription & Scale back details****Will a scale back be applied if the offer is  
over-subscribed?**☒ Yes**Describe the scale back arrangements**

Any scale back will be applied in the manner GSR sees fit, which may include taking into account the size of an Eligible Shareholder's shareholding at the Record Date, the extent to which the Eligible Shareholder has sold or purchased shares since the Record Date, whether the Eligible Shareholder have multiple registered holdings, the date of the application and total applications from Eligible Shareholders. Further details will be provided in the prospectus issued in relation to the SPP Offer.

**Will all the +securities issued in this class rank equally in all respects from their issue date?**☒ Yes

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**Options details****+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0250

**Expiry date**

16/9/2025



**Details of the type of +security that will be issued if the option is exercised**

GSR : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One fully paid ordinary share (ASX: GSR) for every one Option exercised.

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Please refer to ASX announcement dated 24 July 2023.

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Part 4C - Timetable

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**4C.1 Date of announcement of +security purchase plan**

24/7/2023

**4C.2 +Record date**

21/7/2023

**4C.3 Date on which offer documents will be made available to investors**

9/8/2023

**4C.4 Offer open date**

9/8/2023

**4C.5 Offer closing date**

8/9/2023

**4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer**

15/9/2023

Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?**

☒ No

**4D.1a 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

**4D.1b 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



#### Part 4E - Fees and expenses

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**4E.1 Will there be a lead manager or broker to the proposed offer?**

☒ No

**4E.2 Is the proposed offer to be underwritten?**

☒ No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

☒ No

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

Legal, ASX, Share Registry and Shareholder meeting expenses.

#### Part 4F - Further Information

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**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Proceeds from the SPP will fund the continuation of aggressive exploration activities across the Burbanks Gold Project, the Scoping Study for the Mt Thirsty Ni-Co-Mn-Sc Project (Greenstone 50%: Conico Limited 50%), and working capital requirements.

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

☒ No

**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

All countries other than Australia and New Zealand

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

<https://greenstoneresources.com.au/asx-announcements/>

**4F.4 Any other information the entity wishes to provide about the proposed offer**

The Company will seek an ASX waiver, and shareholder approval, for the SPP. The entire issue is subject to shareholder approval and that GSR intends to seek a waiver from ASX Listing Rule 7.3.9 to include a voting exclusion statement in relation to the resolution at the General Meeting to approve those issues and a waiver of ASX Listing Rule 10.11 to permit the directors of GSR and their associates to participate in the SPP on the same terms as other Eligible Shareholders, without a separate shareholder approval.