

**Announcement Summary**

Entity name

MAGNETITE MINES LIMITED.

Announcement Type

New announcement

Date of this announcement

1/12/2022

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
New class-code to be confirmed	Short Term Incentive Performance Rights	19,921,875
New class-code to be confirmed	Long Term Incentive Options	19,144,144
New class-code to be confirmed	Sign-On Rights 30 June 2023	6,250,000
New class-code to be confirmed	Sign-On Rights 30 June 2024	6,250,000

Proposed +issue date

1/12/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

MAGNETITE MINES 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

34108102432

1.3 ASX issuer code

MGT

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

1/12/2022

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)?

☒ New class

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

☒ No

Details of +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?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Short Term Incentive Performance Rights

+Security type

Performance options/rights

Number of +securities proposed to be issued

19,921,875

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**

No consideration, performance rights will vest on meeting performance hurdles.

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

318,750.000000

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

☒ Yes

Performance options/rights details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0000	30/9/2023

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

MGT : ORDINARY FULLY PAID

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

19921875

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.

See AGM NoM Resolution 12

https://newswire.iguana2.com/af5f4d73c1a54a33/mgt.asx/6A1116733/MGT_Notice_of_Annual_General_Meeting_Proxy_Form

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)?

☒ New class

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

☒ No

Details of +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?

☒ No

**ASX +security code**

New class-code to be confirmed

+Security description

Long Term Incentive Options

+Security type

Performance options/rights

Number of +securities proposed to be issued

19,144,144

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**

No consideration, options will vest on meeting performance hurdles.

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

212,500.000000

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

Performance options/rights details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0268

Expiry date

1/12/2028

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

MGT : ORDINARY FULLY PAID

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

19144144

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.

See AGM NoM Resolution 12

https://newswire.iguana2.com/af5f4d73c1a54a33/mgt.aspx/6A1116733/MGT_Notice_of_Annual_General_Meeting_Proxy_Form**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX)****Will the proposed issue of this +security include an offer of attaching +securities?**☒



or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☐ No

☒ New class

Details of +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?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Sign-On Rights 30 June 2023

+Security type

Performance options/rights

Number of +securities proposed to be issued

6,250,000

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

No consideration, performance rights will vest on meeting performance hurdles.

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

100,000.000000

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

☒ Yes

Performance options/rights details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0000

Expiry date

30/6/2023

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

MGT : ORDINARY FULLY PAID

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

6250000

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.

See AGM NoM Resolution 12

https://newswire.iguana2.com/af5f4d73c1a54a33/mgt.asx/6A1116733/MGT_Note_of_Annual_General_Meeting_Proxy_Form

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)?

☒ New class

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

☒ No

Details of +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?

☒ No**ASX +security code**

New class-code to be confirmed

+Security description

Sign-On Rights 30 June 2024

+Security type

Performance options/rights

Number of +securities proposed to be issued

6,250,000

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**

No consideration, performance rights will vest on meeting performance hurdles.

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

100,000.000000



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

☒ Yes

Performance options/rights details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0000	30/6/2024

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

MGT : ORDINARY FULLY PAID

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

6250000

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.

See AGM NoM Resolution 12

https://newswire.iguana2.com/af5f4d73c1a54a33/mgt.aspx/6A1116733/MGT_Note_of_Annual_General_Meeting_Proxy_Form

Part 7C - Timetable

7C.1 Proposed +issue date

1/12/2022

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?

☒ Yes

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

23/11/2022

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

☒ Yes

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

Part 7F - Further Information

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

CEO incentives in accordance with Resolution 12 approved at the 23 November 2022 AGM.

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