



Announcement Summary

Entity name

MACARTHUR MINERALS LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday October 13, 2020

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
n/a	Unlisted options	11,362,629
n/a	Unlisted Options	1,500,000
MIO	ORDINARY FULLY PAID	48,226,265

Proposed +issue date

Friday October 30, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

MACARTHUR MINERALS 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.

1.2 Registered Number Type

ABN

Registration Number

93103011436

1.3 ASX issuer code

MIO

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Tuesday October 13, 2020

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 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday October 30, 2020	<input checked="" type="checkbox"/> Actual	No

Comments

Applicable to Tranche 2 only

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday October 30, 2020	<input checked="" type="checkbox"/> Actual	No

Comments

Applicable if any future issues shares are expected to be issued outside the placement capacity.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday October 30, 2020	<input checked="" type="checkbox"/> Actual	No

Comments

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday October 30, 2020	<input checked="" type="checkbox"/> Actual	No

Comments

AUD300,000 cash payable if shareholders approval is not obtained.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	Friday October 23, 2020	<input checked="" type="checkbox"/> Estimated	No



Comments

The proposed placement or other issue are all subject to TSXV approval.

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?

☒ Yes

Details of +securities proposed to be issued

ASX +security code and description

MIO : ORDINARY FULLY PAID

Number of +securities proposed to be issued

11,362,629

Offer price details

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

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.55000

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

☒ Yes

Attaching +Security

Is the proposed attaching 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

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?**☒ Yes**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

Unlisted options

+Security type

Options

Number of +securities proposed to be issued

11,362,629

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**

Unlisted options expiring 24 months from date of issue, to be issued under the terms of private placement for commitments received from sophisticated and institutional investors.

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

6,249,446.000000

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

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.9900

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

MIO : ORDINARY FULLY PAID

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

11,362,629



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.

Refer to Announcement dated 13 October 2020.

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?

☒ Yes

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

Unlisted Options

+Security type

Options

Number of +securities proposed to be issued

1,500,000

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

Issue of unlisted options expiring 24 months from date of issue as advisory and arranger fees pursuant to Services Agreement with CST Capital Pty Ltd. The issue price Calculated based on 150% of the lowest ASX daily VWAP in the thirty (30) Trading Days preceding the Company's Annual General Meeting of 30 October 2020.

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

300,000.000000

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

☒ Yes



Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.5500	

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

MIO : ORDINARY FULLY PAID

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

1,500,000

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.

Refer to Announcement dated 13 October 2020

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?

☒ NoDetails of +securities proposed to be issued

ASX +security code and description

MIO : ORDINARY FULLY PAID

Number of +securities proposed to be issued

36,363,636

Offer price details

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

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.55000

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

☒ Yes



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

MIO : ORDINARY FULLY PAID

Number of +securities proposed to be issued

500,000

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

Issue of shares as advisory and arranger fees pursuant to Consulting and Advisory agreement with Odeon. The issue price will be Calculated based on a price equal to the ASX thirty (30) day VWAP prior to the date of the issue.

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

275,000.000000

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

Friday October 30, 2020

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

Friday October 30, 2020

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?

☒ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

Number of Issue of shares as advisory and arranger fees pursuant to Consulting and Advisory agreement with Odeon is currently unknown and will be subject to 4 month hold period from the date of issue. Term per Announcement dated 13 October 2020.

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

1)Issue of securities under the terms of private placement.2)Issue of options as advisory and arranger fees pursuant to Services Agreement. 3)Issue of shares under the terms of Equity Finance Facility. 4)Issue of shares as advisory and arranger fees.

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

- 1) Total consideration of A\$6,249,446 with First tranche being 11,362,629 shares at a price of A\$0.55 per share and 5,137,371 options with an exercise price of A\$0.90 per option and expiry date 24 months from date of issue and Second tranche being 6,225,258 Options with an exercise price of A\$0.90 per option and expiry date 24 months from date of issue. Proposed issue dates are 23 October 2020 (1st Tranche) and 2 October 2020 (2nd Tranche).
- 2) Issue of unlisted options with total consideration of A\$300,000, Calculated based on 150% of the lowest ASX daily VWAP in the thirty (30) Trading Days preceding the Company's Annual General Meeting of 30 October 2020. Proposed issue date is 2 October 2020.
- 3) Issue of shares under the terms of Equity Finance Facility for a Total consideration of A\$20,000,000, Calculated based on the greater of 90% of:
 - (i) the average daily VWAP over 30 Trading Days of the Company's Australian Securities Exchange (ASX) listed shares following delivery of a Placement Notice (Pricing Period); and
 - (ii) the Minimum Acceptable Price nominated by the Company (provided that the discounted Minimum Acceptable Price cannot be lower than any minimum price required under the ASX Listing Rules or the TSX Listing Rules, and in any event not less than AUD 0.20).Proposed issue dates are within 36 months from issue of placement notice to L1 Capital Global Opportunities Master Fund.
- 4) Issue of shares for a Total consideration of US\$200,000 Calculated based on a price equal to the ASX thirty (30) day VWAP prior to the date of the issue. Proposed issue dates are 31 October 2020 (value of US\$100,000) and 30 November 2020 (value of US\$100,000).