



## Announcement Summary

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**Entity name**

GALAXY RESOURCES LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Wednesday November 25, 2020

**The Proposed issue is:**☒ An accelerated offer☒ A placement or other type of issue**Total number of +securities proposed to be issued for an accelerated offer**

ASX +security code	+Security description	Maximum Number of +securities to be issued
GXY	ORDINARY FULLY PAID	29,248,523

**Trading resumes on an ex-entitlement basis (ex date)**

Thursday November 26, 2020

**+Record date**

Friday November 27, 2020

**Offer closing date for retail +security holders**

Thursday December 10, 2020

**Issue date for retail +security holders**

Thursday December 17, 2020

**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
GXY	ORDINARY FULLY PAID	65,294,118

**Proposed +issue date**

Friday December 4, 2020



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**

GALAXY 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.

**1.2 Registered Number Type**

ABN

**Registration Number**

11071976442

**1.3 ASX issuer code**

GXY

**1.4 The announcement is**

☒ New announcement

**1.5 Date of this announcement**

Wednesday November 25, 2020

**1.6 The Proposed issue is:**

☒ An accelerated offer

☒ A placement or other type of issue

**1.6b The proposed accelerated offer is**

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



## Part 3 - Details of proposed entitlement offer issue

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### Part 3A - Conditions

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#### 3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?

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

☒ No

### Part 3B - 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

GXY : 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

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#### ASX +security code and description

GXY : ORDINARY FULLY PAID

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

**ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)**

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

**Has the offer ratio been determined?**

☒ Yes



The quantity of additional +securities to be issued	For a given quantity of +securities held
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**What will be done with fractional entitlements?****Maximum number of +securities proposed to be issued (subject to rounding)**

Fractions rounded up to the next whole number

29,248,523

**Offer price details for retail security holders****Has the offer price for the retail offer been determined?**☒ Yes**In what currency will the offer be made?****What is the offer price per +security for the retail offer?**

AUD - Australian Dollar

AUD 1.70000

**Offer price details for institutional security holders****Has the offer price for the institutional offer been determined?**☒ Yes**In what currency will the offer be made?****What is the offer price per +security for the institutional offer?**

AUD - Australian Dollar

AUD 1.70000

**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**

Entitlements that are not taken up by eligible retail shareholders will be available for subscription through an oversubscription facility.

The amount of additional shares for which an eligible retail shareholder may apply (in excess of their pro rata entitlement) is limited to 33% of that shareholder's entitlement.

Further details about the retail over-subscription facility will be included in the retail offer booklet which will be provided to all eligible retail shareholders.

**Will a scale back be applied if the offer is over-subscribed?**☒ Yes**Describe the scale back arrangements**

GXY may scale back applications for the additional shares in its absolute discretion.

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



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## Part 3D - Timetable

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### **3D.1a First day of trading halt**

Wednesday November 25, 2020

### **3D.1b Announcement date of accelerated offer**

Wednesday November 25, 2020

### **3D.2 Trading resumes on an ex-entitlement basis (ex date)**

Thursday November 26, 2020

### **3D.5 Date offer will be made to eligible institutional +security holders**

Wednesday November 25, 2020

### **3D.6 Application closing date for institutional +security holders**

Wednesday November 25, 2020

### **3D.8 Announcement of results of institutional offer**

**(The announcement should be made before the resumption of trading following the trading halt)**

Thursday November 26, 2020

### **3D.9 +Record date**

Friday November 27, 2020

### **3D.10a Settlement date of new +securities issued under institutional entitlement offer**

Thursday December 3, 2020

### **3D.10b +Issue date for institutional +security holders**

Friday December 4, 2020

### **3D.10c Normal trading of new +securities issued under institutional entitlement offer**

Friday December 4, 2020

### **3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue**

Tuesday December 1, 2020

### **3D.12 Offer closing date for retail +security holders**

Thursday December 10, 2020

### **3D.13 Last day to extend retail offer close date**

Monday December 7, 2020



**3D.16 Entity announces results of retail offer, including the number and percentage of +securities taken up by existing retail +security holders.**

Tuesday December 15, 2020

**3D.19 +Issue date for retail +security holders**

Thursday December 17, 2020

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?**

UBS AG, Australia Branch ABN 47 088 129 613 (UBS) and Canaccord Genuity (Australia) Limited ABN 19 075 071 466 (Canaccord) (as joint lead managers)

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

UBS and Canaccord will each receive a fee for acting in their respective capacities as lead managers and underwriters. The fees will be paid to UBS and Canaccord in their respective proportions (being 50% each).

The fees comprise:

- an offer management fee equal to 0.825% of the gross proceeds under each component of the Offer (being the Placement, the Institutional Entitlement Offer and the Retail Entitlement Offer); and
- an underwriting fee equal to 2.475% of the gross proceeds under each component of the Offer (being the Placement, the Institutional Entitlement Offer and the Retail Entitlement Offer).

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

☒ Yes

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

UBS and Canaccord (as joint underwriters)

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

Fully underwritten

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

See response to Q3E.1b above for a summary of the fees payable to UBS and Canaccord for acting as underwriters.

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

Refer to Appendix D "Underwriting agreement summary" of the investor presentation released to ASX by the Company on 25 November 2020 for a summary of the significant events that could lead to termination of the underwriting agreement.

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

☒ No

**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

Standard share registry, legal and other external adviser and ASX administrative fees.

## Part 3F - Further Information

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

GXY is undertaking the Entitlement Offer (as well as the related Placement) for the purposes described in the Investor Presentation and other materials released to ASX on 25 November 2020.

### 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

Shareholders in jurisdictions other than Australia and New Zealand may not participate in the Entitlement Offer unless specified in Appendix C "Foreign selling restrictions" of the investor presentation released to ASX on 25 November 2020.

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

☒ Yes

#### 3F.5a Please provide further details of the offer to eligible beneficiaries

The Retail Entitlement Offer will be made available to nominees or custodians with a registered address in Australia or New Zealand who were registered as a holder of Shares on the Record Date and who hold those Shares on behalf of underlying beneficial shareholders who come within the definition of an "Eligible Retail Shareholder". Such custodians and nominee will receive a letter in respect of the Entitlement Offer from GXY or its Share Registry.

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

[www.gxyoffer.com.au](http://www.gxyoffer.com.au)

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

### 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





## Part 7 - Details of proposed placement or other issue

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### Part 7A - Conditions

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#### 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

☒ No

### Part 7B - Issue details

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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

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##### ASX +security code and description

GXY : ORDINARY FULLY PAID

##### Number of +securities proposed to be issued

65,294,118

##### 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 1.70000

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

☒ Yes



## Part 7C - Timetable

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### 7C.1 Proposed +issue date

Friday December 4, 2020

## Part 7D - Listing Rule requirements

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### 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?

☒ Yes

### 7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

GXY has obtained a waiver from ASX Listing Rule 7.1 permitting GXY to calculate the number of shares which it may issue without securityholder approval pursuant to the placement on the basis that variable "A" of the formula in ASX Listing Rule 7.1 is deemed to include the number of fully paid ordinary securities in the entity that may be issued under the Entitlement Offer. As a result, GXY's placement capacity under ASX Listing Rule 7.1 will be calculated by reference to the number of GXY's fully paid ordinary securities following completion of the Entitlement Offer.

### 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

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### 7E.1 Will there be a lead manager or broker to the proposed issue?

☒ Yes

### 7E.1a Who is the lead manager/broker?

UBS and Canaccord (as joint lead managers)



**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Refer to section 3E.1b

**7E.2 Is the proposed issue to be underwritten?**

☒ Yes

**7E.2a Who are the underwriter(s)?**

UBS and Canaccord (as joint underwriters)

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

Fully underwritten

**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

Refer to section 3E.2c

**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

Refer to section 3E.2d

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

☒ No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Refer to section 3E.4

Part 7F - Further Information

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

GXY is undertaking the Entitlement Offer (as well as the related Placement) for the purposes described in the Investor Presentation and other materials released to ASX on 25 November 2020.

**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**