



3 March 2022

ASX Market Announcements
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
Sydney NSW 2000

Stanmore Resources Limited (ASX Code: SMR)
Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by Stanmore Resources Limited ACN 131 920 968 (ASX Code: SMR) (**Stanmore** or the **Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Stanmore has today announced a pro rata accelerated renounceable entitlement offer of 7 fully paid ordinary shares in the Company (**New Shares**) for every 3 fully paid ordinary shares held as at 7.00pm (Sydney time) on 7 March 2022 at an offer price of A\$1.10 per New Share to raise approximately A\$694 million (~US\$506 million) (**Entitlement Offer**).

The Entitlement Offer is partially underwritten by Petra Capital Pty Ltd ACN 110 952 782. (**Underwriter**).

The Company confirms the following with respect to the Entitlement Offer:

- (1) The New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act.
- (2) This notice is being given under section 708AA(2)(f) of the Corporations Act.
- (3) As at the date of this notice, the Company has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - (b) section 674 of the Corporations Act.
- (4) As at the date of this notice, there is no excluded information (within the meaning of sections 708AA(8) and 708AA(9) of the Corporations Act) which is required to be set out in this notice.
- (5) The potential effect that the Entitlement Offer will have on the control of the Company (and the consequences of that effect) will depend on a number of factors, including the extent to which eligible shareholders take up their entitlement to New Shares and participate in the shortfall facility, the number of shares held by ineligible shareholders, and the underwriting and sub-underwriting (if applicable) arrangements in place.
- (6) The potential effect of the issue of New Shares under the Entitlement Offer on the control of the Company is as follows:
 - (a) If all eligible shareholders take up their full entitlement under the Entitlement Offer, the Entitlement Offer will have no further effect on the control of the Company.



- (b) To the extent that an eligible shareholder fails to take up their full entitlement or they are ineligible shareholders, their percentage holding in the Company will be diluted.
- (c) The Company's largest shareholder, Golden Investments (Australia) Pte. Ltd. (**Golden Investments**) currently holds voting power in the Company of 75.3%. Golden Investments has given a commitment to the Company to partially take up its entitlement under the Entitlement Offer (by subscribing for US\$300 million of its entitlements) and to its renounced rights being accelerated and sold through the institutional bookbuild.
- (d) The balance of the Entitlement Offer (approximately US\$206 million) will be underwritten by the Underwriter pursuant to the terms of the underwriting agreement entered into between the Underwriter and the Company dated 3 March 2022.
- (e) Based on the commitment received from Golden Investments, the effect of the Entitlement Offer on the control of the Company is likely to be to dilute Golden Investments' voting power in Stanmore to approximately 64.1% (holding approximately 578 million shares of the total of 901 million shares on issue) based on USD/AUD spot exchange rate of 0.7293 at 7am (Sydney time) on 3 March 2022. Changes in the USD/AUD spot exchange rate between today's date and close of the institutional Entitlement Offer may result in Golden Investments' relevant interest varying slightly.
- (f) To the extent there is a shortfall, the shortfall shares will be first allocated to eligible shareholders that applied for additional shares and then to the Underwriter and its sub-underwriters (if applicable).

This announcement is authorised for release by the Board of Stanmore Resources Limited.

For and on behalf of the Company:

Rees Fleming
Company Secretary

IMPORTANT INFORMATION

*This release may not be released or distributed in the United States. This release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. None of the Entitlements or the New Shares have been, or will be, registered under the U.S. Securities Act of 1933 (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States, except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and applicable US state securities laws. Nothing contained in this announcement constitutes investment, legal, tax or other advice.*

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