



## Update Summary

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**Entity name**

RESOLUTE MINING LIMITED

**Announcement Type**

Update to previous announcement

**Date of this announcement**

14/11/2022

**Reason for update to a previous announcement**

The retail entitlement offer that was the subject of the Appendix 3B lodged on 10 November 2022 will now be partially underwritten up to approximately 68 million (an increase from the previously disclosed figure of 43 million). The underwritten component of the total equity raising announced on 10 November 2022 will increase from approximately 140 million to approximately 164 million.

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**

RESOLUTE MINING 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**

ACN

**Registration Number**

097088689

**1.3 ASX issuer code**

RSG

**1.4 The announcement is** Update/amendment to previous announcement**1.4a Reason for update to a previous announcement**

The retail entitlement offer that was the subject of the Appendix 3B lodged on 10 November 2022 will now be partially underwritten up to approximately 68 million (an increase from the previously disclosed figure of 43 million). The underwritten component of the total equity raising announced on 10 November 2022 will increase from approximately 140 million to approximately 164 million.

**1.4b Date of previous announcement to this update**

10/11/2022

**1.5 Date of this announcement**

14/11/2022

**1.6 The Proposed issue is:** An accelerated offer**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 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?**

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**

RSG : 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**

RSG : 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 For a given quantity of +securities**

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<b>to be issued</b>	<b>held</b>
100	111

<b>What will be done with fractional entitlements?</b>	<b>Maximum number of +securities proposed to be issued (subject to rounding)</b>
Fractions rounded up to the next whole number	994,792,224

**Reason for the update of 'Maximum number of +securities proposed to be issued'**

A more exact number has now been determined.

**Offer price details for retail security holders****Has the offer price for the retail offer been determined?**

Yes

<b>In what currency will the offer be made?</b>	<b>What is the offer price per +security for the retail offer?</b>
AUD - Australian Dollar	AUD 0.16000

**Offer price details for institutional security holders****Has the offer price for the institutional offer been determined?**

Yes

<b>In what currency will the offer be made?</b>	<b>What is the offer price per +security for the institutional offer?</b>
AUD - Australian Dollar	AUD 0.16000

**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**

The REO includes an Oversubscription Facility, where eligible retail shareholders, who take up all of their entitlement and aren't a related party of Resolute, may apply for additional new shares (in excess of their pro-rata entitlement) for an amount up to 50% of that shareholder's entitlement. Further details will be set out in the retail offer booklet, which will be provided to all eligible retail shareholders and lodged with ASX on Thursday, 17 November 2022.

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

Yes

**Describe the scale back arrangements**

Resolute will scale back applications for additional new shares in its absolute discretion, having regard to the pro-rata entitlement of eligible retail shareholders who apply for additional new shares.

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

Yes



Part 3D - Timetable

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

10/11/2022

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

10/11/2022

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

14/11/2022

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

10/11/2022

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

11/11/2022

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

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

14/11/2022

**3D.9 +Record date**

14/11/2022

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

17/11/2022

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

18/11/2022

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

18/11/2022

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

17/11/2022

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

5/12/2022

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

30/11/2022



**3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer**

12/12/2022

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?**

Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Sprott Capital Partners LP (Joint Lead Managers) in their agreed respective proportions (being Canaccord Genuity (Australia) Limited as to 50% and Sprott Capital Partners LP as to 50%) (Respective Proportions).

Euroz Hartleys Limited (Euroz) and Joh. Berenberg, Gossler & Co. KG, London Branch (Berenberg) are co-managers (Co- Managers).

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

The Joint Lead Managers will receive a management and arranging fee equal to 1% (excluding GST) of the proceeds of the institutional component of the Entitlement Offer (Institutional Entitlement Offer) and 1% (excluding GST) of the proceeds of the underwritten portion of the retail component of the Entitlement Offer (being approximately A\$43 million)(Underwritten Retail Entitlement Offer) in their Respective Proportions (Entitlement Offer Management Fee).

Resolute may, in its sole and absolute discretion, pay the Joint Lead Managers an incentive fee of up to 0.5% of the proceeds of the Entitlement Offer in their Respective Proportion.

The Joint Lead Managers are responsible for paying the fees of the Co-Managers.

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

Yes

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

Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Sprott Capital Partners LP

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

The Entitlement Offer is partially underwritten.

The Institutional Entitlement Offer is fully underwritten and will raise approximately A\$56 million .

The retail component of the Entitlement Offer is partially underwritten and comprises the Underwritten Retail Entitlement Offer of approximately A\$68 million and a non-underwritten component to raise up to approximately A\$36 million.

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

The Joint Lead Managers will receive an underwriting fee equal to 3% (excluding GST) of the proceeds from the Institutional Entitlement Offer and the Underwritten Retail Entitlement Offer



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

Please see ¿Summary of the Underwriting Agreement¿ in Resolute¿s Investor Presentation dated 10 November 2022. This includes a summary of the significant events that could lead to the Underwriting Agreement being terminated.

**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**

Treadstone Resource Partners, Resolute¿s independent corporate advisor, will receive an advisory fee equal to 0.5% of the proceeds raised under the Placement and Entitlement Offer. The advisory fee is capped at US\$350,000.

Resolute may, in its sole and absolute discretion, pay Treadstone Resource Partners an incentive fee of up to US\$50,000.

Standard share registry, legal and other external adviser fees 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**

For additional working capital and to fund the retirement of debt - please refer to the Investor Presentation as announced to ASX on 10 November 2022 for further details.

**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**

Institutional - Aus,NZ,Bermuda,Canada (BC, Ont and Quebec only),Cayman Islands,EU,HK,Liechtenstein,Mauritius,Monaco,Norway,SG,Switzerland,UK + ltd private placement to US eligible institutional shareholders. Retail - Aus, NZ & Bermuda.

**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 Entitlement Offer is not available to nominees and custodians whose beneficiaries, on whose behalf they hold existing shares, would not satisfy the criteria for an eligible shareholder.

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

<https://www.rml.com.au/>



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

None

**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

**3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)