



ENTITLEMENT OFFER UNDERWRITING INCREASED TO \$2.2 MILLION

ENTITLEMENT OFFER RE-PRICED TO 3c

Aurumin Limited (ASX: AUN) ("Aurumin" or "the Company") is pleased to provide an update on the current Capital Raising (as defined in the ASX announcement dated 9 March 2023 (**Capital Raise Announcement**)). The **Entitlement Offer** and underwriting have been refreshed. New details of the **Entitlement Offer** are as follows:

- Aurumin is undertaking a non-renounceable entitlement offer, to raise up to approximately \$3.0 million (before costs) at a price of \$0.03 per Share (previously 4c per Share), on the basis of one (1) new Share for every two (2) Shares held as at 5.00pm (AWST) on 24 April 2023 (**Record Date**) and one (1) free attaching Quoted Option (expected to be listed under ticker ASX:AUNOB, exercisable at \$0.06 each and having an expiry date of 31 August 2024) (**Quoted Options**) for every one (1) Share subscribed for and issued under the Entitlement Offer (**Entitlement Offer**).
- The Entitlement Offer is partially underwritten by GBA Capital Pty Ltd (GBA) for up to \$2,200,000** which is an increase from the previously announced \$1,240,000 underwriting, on the terms set out below. GBA will also act as lead manager to the Entitlement Offer on the terms set out below (refer 'Lead Manager Mandate').

GBA were assisted by **RM Corporate Finance Pty Ltd (RM)** as broker to the offer.

The Quoted Option exercise price is being reduced to \$0.06 (previously \$0.07). The Quoted Option price for the completed Placement (together with any Quoted Options to be issued to GBA as lead manager to the Placement) will also be reduced to \$0.06 (previously \$0.07). The Quoted Options under the Placement remain subject to shareholder approval, and the Quoted Options under the Entitlement Offer will be subject to shareholder approval under Listing Rule 7.1. The Company will apply for quotation of the Quoted Options subject to compliance with the requirements of ASX and the ASX Listing Rules, however, the Quoted Options will only be admitted to official quotation by ASX if the conditions for quotation of a new class of securities are satisfied.

Aurumin's Managing Director, Brad Valiukas, commented:

"It is great to have the underwriting increased with the support of GBA Capital, RM Corporate Finance and new and existing shareholders.

"This underpins the majority of the previously announced Capital Raising and will enable Aurumin to now lock in the commencement of drilling as we continue to explore and expand our Central Sandstone and high-grade Mt Dimer Projects.

"The next drill programme at Sandstone will focus on near surface geochemical and structural targets, which are already identified on the mining leases.

"The Prospectus has been submitted to the ASX."

19 April 2023

ASX:AUN

ABOUT AURUMIN

Aurumin Limited (ACN 639 427 099) is an Australian exploration company with advanced projects.

AURUMIN BOARD

Piers Lewis

Non Executive Chairman

Brad Valiukas

Managing Director

Shaun Day

Non Executive Director

Darren Holden

Non Executive Director

CAPITAL STRUCTURE

197.8 million shares

29.6 million listed options

37.2 million unlisted options

PROJECTS

Central Sandstone

Mt Dimer

Mt Palmer

Johnson Range

Karramindie

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CAPITAL RAISING

Entitlement Offer

Aurumin will offer all eligible shareholders who have a registered address in Australia, New Zealand and Singapore (**Eligible Shareholders**) the opportunity to participate in the Entitlement Offer, being a non-renounceable pro rata entitlement offer on the basis of one (1) Share for every two (2) Shares held at the record date and one (1) free attaching Quoted Option for every one (1) Share subscribed for under the Entitlement Offer, at an issue price of \$0.03 per Share to raise up to approximately \$3.0 million (before costs). The Quoted Options are expected to be listed under ticker ASX:AUNOB and are exercisable at \$0.06 each and have an expiry date of 31 August 2024.

The Company has lodged or will shortly lodge with ASIC its prospectus in respect of the Entitlement Offer and the offer of the Quoted Options under the Placement (**Prospectus**).

Top-Up Offer

Any securities in the Company (**Securities**) not validly subscribed for pursuant to the Entitlement Offer will form a top-up offer (**Top-Up Offer**).

The issue price for each new Share to be issued under the Top-Up Offer shall be \$0.03, being the price at which Shares are being offered under the Entitlement Offer. Participants in the Top-Up Offer will also be issued 1 free Quoted Option for every 1 new Share subscribed for under the Top-Up Offer.

Eligible Shareholders who have applied for their full Entitlement, will be able to apply for additional Securities under the Top-Up Offer subject to such applications being received by the Closing Date of the Entitlement Offer and Top-Up Offer (**Closing Date**).

Any Securities to be issued pursuant to the Top-Up Offer will be allocated at the discretion of the Company's directors (**Directors**) (in consultation with GBA), pursuant to the allocation policy to be outlined in the Prospectus. Accordingly, there is no guarantee that Eligible Shareholders who apply for Securities in excess of the Entitlement, pursuant to the Top-Up Offer will receive such Securities.

Shortfall Offer

Any Shares which are not taken up in accordance with the Entitlement Offer or the Top Up Offer and which are not subscribed for by GBA pursuant to the Underwriting Agreement (**Remaining Shortfall Securities**) may be placed by GBA in consultation with the Company to new investors within three months of the Closing Date.

Accordingly, the Prospectus will also incorporate an offer to new investors who have received an invitation to apply for Remaining Shortfall Securities (**Shortfall Offer**).

The issue price for each new Share to be issued under the Shortfall Offer shall be \$0.03, being the price at which new Shares are being offered under the Entitlement Offer. Participants in the Shortfall Offer will also be issued 1 free attaching Quoted Option for every 1 new Share subscribed for under the Shortfall Offer.

Any Remaining Shortfall Securities will be allocated by GBA in consultation with the Company pursuant to the allocation policy to be outlined in the Prospectus. Accordingly, there is no guarantee that new investors will receive any Securities pursuant to the Shortfall Offer.

Use of Funds

Funds raised from the Capital Raising will be applied to fund exploration on the Company's projects, including the Company's wholly owned Sandstone Project, in partial reduction of the outstanding balance of the Convertible Note Agreement to which the Company is party (refer ASX announcement dated 15 December 2021), for general working capital and to pay the costs of the Capital Raising.

The Entitlement Offer and Top-Up Offer provide Eligible Shareholders with the opportunity to take up new Shares (and Quoted Options) proportional to their shareholding and mitigate the effect of dilution. Eligible Shareholders who do not take up their entitlement under the Entitlement Offer in full or in part, will not receive any value in respect to those entitlements not taken up.

Further details in respect of the Entitlement Offer (and associated secondary offers) will be provided in the Prospectus.

Lead Manager Mandate

Pursuant to a lead manager mandate with the Company, GBA has agreed to act as lead manager to the Entitlement Offer and will receive the following aggregate consideration (in addition to reimbursement for expenses properly incurred by GBA in performing its obligations) in connection with the Entitlement Offer:

- (a) a monthly retainer of \$10,000 per month for three months; and
- (b) 5,000,000 Quoted Options, subject to Shareholder approval (failing which the Company will pay the cash equivalent of the same determined utilising a Black & Scholes valuation of the Quoted Options).

Underwriting Agreement

The Entitlement Offer, Top-Up Offer and Shortfall Offer are partially underwritten by GBA for up to \$2,200,000 (**Underwritten Amount**), being up to approximately 73,333,333 Shares pursuant to the Underwriting Agreement.

Any Shares and Quoted Options which are not taken up in accordance with the Entitlement Offer and Top-Up Offer and which are not subscribed for by the Underwriter pursuant to the Underwriting Agreement may be placed by GBA (in consultation with the Company) within three months of the Closing Date (**Remaining Shortfall Securities**).

The obligations of GBA pursuant to the Underwriting Agreement are subject to various conditions precedent.

Pursuant to the Underwriting Agreement, GBA will receive the following aggregate consideration (in addition to reimbursement for expenses properly incurred by GBA in performing its obligations thereunder):

- (a) an underwriting fee totalling 6% of the underwritten amount pursuant to the Underwriting Agreement;
- (b) up to 20,000,000 Quoted Options, subject to Shareholder approval (failing which the Company will pay the cash equivalent of the same determined utilising a Black & Scholes valuation of the Quoted Options); and
- (c) a selling fee of 6% of the gross proceeds received from the sale of all Remaining Shortfall Securities.

The obligation of GBA to underwrite the Entitlement Offer up to the Underwritten Amount is subject to certain absolute rights of termination. The key termination rights include, but are not limited to:

- (a) the S&P ASX 200 Index is at any time after the date of the Underwriting Agreement 10% or below its respective level as at the close of business on the Business Day prior to the date of the Underwriting Agreement;
- (b) the Shares finish trading on the ASX under the ASX code of "AUN" on any three (3) consecutive trading days with a closing price below \$0.026;
- (c) it transpires that the Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to the Underwritten Securities;
- (d) it transpires that there is a statement in the Prospectus that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Prospectus (having regard to the provisions

of Sections 711, 713 and 716 of the Corporations Act) or if any statement in the Prospectus becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive;

- (e) the Company is prevented from issuing the Underwritten Securities within the time required by the Underwriting Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority; or
- (f) a director or senior manager of a Relevant Company is charged with an indictable offence.

GBA may also terminate the Underwriting Agreement for certain termination events which cause a material adverse event. These termination events include, but are not limited to:

- (a) there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, India, Pakistan, or the Peoples Republic of China or any member of the European Union other than hostilities involving Libya, Afghanistan, Iraq, Iran, Syria, Lebanon or, Israel and the Underwriter believes (on reasonable grounds) that the outbreak or escalation is likely to result in the S&P ASX 200 Index falling by the percentage contemplated by the Underwriting Agreement;
- (b) default or breach by the Company under the Underwriting Agreement of any terms, condition, covenant or undertaking;
- (c) any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect in a material respect;
- (d) a material contravention by a Relevant Company of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
- (e) an event occurs which gives rise to a Material Adverse Effect or any adverse change or any development including a likely Material Adverse Effect after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of any Relevant Company including, without limitation, if any forecast in the Prospectus becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time;
- (f) a "new circumstance" as referred to in Section 719(1) of the Corporations Act arises that is materially adverse from the point of view of an investor;
- (g) without the prior approval of the Underwriter a public statement is made by the Company in relation to the Offer or the Prospectus other than a statement the Company is required to make in order to comply with its disclosure obligations under the Listing Rules and/or the Corporations Act;
- (h) any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the affairs of any Relevant Company is or becomes misleading or deceptive or likely to mislead or deceive;
- (i) the Company suspends payment of its debts generally;
- (j) an Event of Insolvency occurs in respect of a Relevant Company;
- (k) litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced against any Relevant Company except as disclosed in the Prospectus;
- (l) there is a change in the composition of the Board or a change in the senior management of the Company before the date of issue of the Underwritten Securities without the prior written consent of the Underwriter (such consent not to be unreasonably withheld); or
- (m) there is a material change in the major or controlling shareholdings of a Relevant Company (other than as a result of the Offer or a matter disclosed in the Prospectus) or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to a Relevant Company.

The Underwriting Agreement otherwise contains terms and conditions considered standard for an agreement of this nature.

Indicative Timetable

The Offers (as defined in the Prospectus) will be undertaken in accordance with the following indicative timetable:

Event	Date
Lodgement of Appendix 3B with ASX	18 April 2023 (after market close)
Lodgement of Prospectus with the ASIC and ASX	18 April 2023 (after market close)
Ex-date	21 April 2023
Record Date for determining Entitlements	24 April 2023
Despatch of Prospectus and Application Form	27 April 2023
Opening date for the Offers	27 April 2023
Last day to extend the Closing Date of the Entitlement Offer and Top-Up Offer	Before noon (Sydney time) on 4 May 2023
Closing Date of the Entitlement Offer and Top-Up Offer as at 5.00pm (AWST)*	9 May 2023
Unless otherwise determined by ASX, Securities under the Entitlement Offer and Top-Up Offer are quoted on a deferred settlement basis from market open	10 May 2023
Computershare to provide interim result of Entitlement Offer and Top-Up Offer	12 May 2023
ASX and Underwriter notified of under subscriptions pursuant to the Entitlement Offer and Top-Up Offer and announcement of results of Entitlement Offer and Top-Up Offer	15 May 2023
Issue date and lodgement of Appendix 2A with ASX applying for quotation of Shares and Quoted Options subscribed for under the Entitlement Offer and Top-Up Offer Last day for Company to announce the results of the Entitlement Offer and Top-Up Offer	Before noon (Sydney time) on 16 May 2023
Quotation of Securities issued under the Entitlement Offer and Top-Up Offer*	17 May 2023
Underwriter subscribes for Shortfall Securities	20 May 2023

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Issue date and lodgement of Appendix 2A with ASX applying for quotation of Shortfall Securities	23 May 2023
Quotation of Shortfall Securities*	24 May 2023
Company holds General Meeting and ASX notified of results of the General Meeting	31 May 2023
Issue date and lodgement of Appendix 2A with ASX applying for quotation of Quoted Options under the Placement Option Offer	1 June 2023
Issue of Remaining Shortfall Securities under Shortfall Offer (if any) and Underwriter Options under the Underwriter Option Offer	By no later than 9 August 2023

* All dates (other than the date of the Prospectus and the date of lodgement of the Prospectus with ASIC and ASX) are indicative only. The Directors may extend the Closing Date in respect of the Entitlement Offer and Top-Up Offer by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Shares issued under the Offers are expected to commence trading on ASX may vary.

Authorisation for release

The Aurumin Board has authorised this announcement for release.

For further information please contact

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About Aurumin Limited

Aurumin Limited is an ASX-listed mineral exploration company focused on two project areas in Western Australia.

The **Sandstone Gold Operations** were cornerstone by the acquisition of the **Central Sandstone Project** by the Company in early 2022.

- The **Central Sandstone Project** comprises an **881,300 ounce gold mineral resource** and significant project infrastructure that the Company aims to use to support a gold mining operation in the future.
- The Company's **Johnson Range Project** has a Mineral Resource of **64,700 ounces at a grade of 2.51g/t Au**, located midway between Southern Cross and Sandstone.
- The **Birrigrin Project** area was added in late 2022 and is 70km north of the Central Sandstone Project. The Project has 39 mapped shafts dating to the early 1900s with recorded production grades up to 196g/t Au.

In addition to the Sandstone Gold Operations, the Company has a significant landholding at its **Southern Cross Operations**, including two historical high-grade production centres, Mt Dimer and Mt Palmer.

- The **Mt Dimer Project** produced over 125,000 ounces of gold from open pit and underground production of approximately 600,000 tonnes @ 6.4 g/t, and has a substantial tenure footprint.
- The historical **Mt Palmer Project** produced via open pit and underground methods, generating approximately 158,000 ounces of gold at an average grade of 15.9 g/t.

The Company is actively exploring its tenements and pursuing further acquisitions that complement its existing focus and create additional Shareholder value.

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