



Announcement Summary

Entity name

REDCASTLE RESOURCES LIMITED

Announcement Type

New announcement

Date of this announcement

18/9/2024

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
RC1	ORDINARY FULLY PAID	310,633,333

Proposed +issue date

6/11/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

REDCASTLE 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.

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

ABN

Registration Number

57096781716

1.3 ASX issuer code

RC1

1.4 The announcement is

New announcement

1.5 Date of this announcement

18/9/2024

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 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	6/11/2024	Estimated	No

Comments

Tranche 2 of the Placement announced on 18 September 2024 will be subject to shareholder approval. Included in Tranche 2 is the Director participation of 11,111,111 shares to Ron Miller which will be subject to shareholder approval too.

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?

No

Details of +securities proposed to be issued

ASX +security code and description

RC1 : ORDINARY FULLY PAID

Number of +securities proposed to be issued

310,633,333

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 0.00900

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

6/11/2024

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?

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?

44,500,000 fully paid ordinary shares

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)?

Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

32,800,000 fully paid ordinary shares

7D.1c (ii) Please explain why the entity has chosen to do a placement rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate

The Company is completing a Share Purchase Plan in addition to this two-tranche Placement (at the same issue price as the Placement of \$0.009 per share) so existing shareholders will be able to participate through the SPP. The SPP shares will be detailed on a separate Appendix 3B lodged on 18 September 2024.

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

Yes

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

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

Yes

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

Xcel Capital Pty Ltd



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

\$60,000 + GST Lead Manager Fee, a 6% equity raising fee (of the total Placement and SPP proceeds). In addition, Xcel will be issued 45 million unlisted options (Broker Options) each with an exercise price of A\$0.01 and expiry date of 30 October 2028. The Broker Options are detailed on a separate Appendix 3B.

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

To raise funds to be used for drill programmes, studies and field work at Queen Alexandra and Redcastle Reef, working capital and costs of the capital raising.

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

Tranche 1 of the Placement (approximately 77.3m shares) will be issued on 24 September 2024). Tranche 2 of the Placement (approximately 233.3m shares) will be issued subject to shareholder approval at the November AGM.

7F.3 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)