Announcement Summary

Entity name

CLARA RESOURCES AUSTRALIA LTD

Announcement Type

New announcement

Date of this announcement

21/10/2025

The Proposed issue is:
A standard pro rata issue (including non-renounceable or renounceable)
A placement or other type of issue

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
C7A	ORDINARY FULLY PAID	424,147,527

Ex date

23/10/2025

+Record date

24/10/2025

Offer closing date

7/11/2025

Issue date

14/11/2025

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
New class-code to be confirmed	Unlisted Options, $0.0045 exercise price, 4 year term	160,448,852
C7A	ORDINARY FULLY PAID	105,000,000

Proposed +issue date

24/10/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

CLARA RESOURCES AUSTRALIA LTD

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	**Registration Number**
ABN	84122957322

1.3 ASX issuer code

C7A

1.4 The announcement is
New announcement

1.5 Date of this announcement

21/10/2025

1.6 The Proposed issue is:
A standard +pro rata issue (non-renounceable or renounceable)
A placement or other type of issue

1.6a The proposed standard +pro rata issue is:
+ Non-renounceable

Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

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

+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

C7A : 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

ASX +security code and description

C7A : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)

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

The quantity of additional +securities to be issued	For a given quantity of +securities held
1	2

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	424,147,527

Offer price details for retail security holders

In what currency will the offer be made?	What is the offer price per +security for the retail offer?
AUD - Australian Dollar	AUD 0.00300

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

NA

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

Describe the scale back arrangements

Shortfall will be placed in accordance with the allocation policy which will be described in the retail offer booklet

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

Part 3C - Timetable

3C.1 +Record date

24/10/2025

3C.2 Ex date

23/10/2025

3C.4 Record date

24/10/2025

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

29/10/2025

3C.6 Offer closing date

7/11/2025

3C.7 Last day to extend the offer closing date

4/11/2025

3C.9 Trading in new +securities commences on a deferred settlement basis

10/11/2025

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

14/11/2025

3C.12 Date trading starts on a normal T+2 basis

17/11/2025

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

19/11/2025

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?
No

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

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

Sophisticated Capital Pty Ltd

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

100%

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

- underwriting fee of 7% of the Underwritten Amount, plus GST
- Company must issue to the Underwriter (and/or nominee) 135,000,000 options in Clara, exercisable at $0.0045 and expiring 4 years from the date of issue. Approval for the issue of these options is to be obtained at the AGM on 28 November 2025.

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

¿ there is a statement in the Offer Document that is misleading or deceptive or likely to mislead or deceive
¿ Company is prevented from allotting the Underwritten Shares
¿ ASIC or Takeovers Panel proceedings commence in relation to the Offer
¿ The Company breaches the Underwriting Agreement
¿ The company suffers a material adverse effect on its the assets, liabilities, financial position, trading results, profits, losses, prospects, business or operations
¿ a Prescribed Occurrence occurs
¿ the Company suspends payment of its debts generally or is otherwise insolvent
¿ litigation, arbitration, administrative or industrial proceedings are commenced against the Company;
¿ a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company
¿ the Company passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the Corporations Act or a resolution to amend its constitution

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

Part 3F - Further Information

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

These funds will be used predominantly to further project development initiatives at the Company's Ashford Coking Coal Project as well as to identify and pursue new, value accretive opportunities for Shareholders

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

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

No

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

https://www.clararesources.com.au/asx-announcements

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

The Company is also conducting a placement of New Shares to raise up to $315,000

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)

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?
No

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

C7A : ORDINARY FULLY PAID

Number of +securities proposed to be issued

105,000,000

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 0.00300

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

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)?
New class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
No

ASX +security code
New class-code to be confirmed

+Security description
Unlisted Options, $0.0045 exercise price, 4 year term

+Security type

Options

Number of +securities proposed to be issued

160,448,852

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
No

Please describe the consideration being provided for the +securities

Part of the fees for the Placement and underwriting the Rights issue

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.000100

Will all the +securities issued in this class rank equally in all respects from their issue date?
Yes

Options details

+Security currency	**Exercise price**	**Expiry date**
AUD - Australian Dollar	AUD 0.0045	28/11/2029

Details of the type of +security that will be issued if the option is exercised

C7A : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

Up to 160,448,852

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

https://www.clararesources.com.au/asx-announcements

Part 7C - Timetable

7C.1 Proposed +issue date

24/10/2025

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?

105000000 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)?
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

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

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

Cerberus Advisory

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

i. A $25,000 flat Management Fee on the Placement
ii. A 6% Selling Fee on the gross amount received by the Company under the Placement
iii Broker Options will equate to 2% of the shares on issue in C7A post the completion of the Capital Raise, shareholder approval for the options to be obtained at the AGM on the 28 November 2025.

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

These funds will be used predominantly to further project development initiatives at the Company's Ashford Coking Coal Project as well as to identify and pursue new, value accretive opportunities for Shareholders

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

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)