

6 June 2024

Release from DOCA ***Navarre returns as Victorian gold explorer***

Navarre Minerals Limited (ASX: NML) (**Navarre** or the **Company**) provides the following update.

Successful \$1.7m Stage 1 Capital Raise

The first stage to recapitalise the Company has been completed via an approximate \$1.7m convertible debt issuance to sophisticated and professional investors. The key terms of the convertible debt are detailed in annexure 2 including a 12 month term, coupon of 15% p.a., general security (excluding director convertible debt) over the Company and its assets and mandatory conversion into shares at a subsequent capital raise prior to resumption of ASX trading in NML shares. The Company would like to thank Harbury Advisors, Canary Capital and all investors for their support in this capital raise.

James Gurry appointed Managing Director

As disclosed in the 24 April 2024 announcement, given the successful initial capital raise and release from the DOCA, non-executive Director, Mr James Gurry has been appointed Managing Director of the Company. Mr Gurry, who has been instrumental in securing the DOCA agreement, implementing the DOCA requirements and effecting the relaunch of the Company, said *"I look forward to re-establishing Navarre as a leading Victorian gold explorer, particularly in this current buoyant gold price environment, and I thank our supporters in this early part of the journey"*. The key terms of Mr Gurry's appointment are set out in annexure 1.

New Director Appointment – Richard Taylor

This follows the recent appointment of Richard Taylor as Non-executive Director. Mr Taylor has held senior executive roles in the resource sector for more than 15 years including CEO and Director of Premier1 Lithium (ASX:PLC), CEO of Terramin Australia Ltd (ASX:TZN) and held senior roles with Mineral Deposits Ltd, PanAust, MMG Ltd and Oxiana Ltd specialising in business development, strategy and governance.

The Company continues to speak to other potential new directors as part of its board succession planning process.

Strong Director support of capital raising

It is noted that in the capital raise, Mr Gurry and Mr Taylor have supported the Company by investing \$100,000 and \$25,000 respectively. The issuance of the convertible notes to these Directors is subject to shareholder approval.

Company released from DOCA

Part of the initial funding has been used to pay the Deed Administrator the agreed sum of \$525,000 and thereby satisfying the key condition to removing the Deed of Company Arrangement. The DOCA has been effectuated as confirmed by the Deed Administrator (see annexure 3).

Use of Funds – ASX compliance

Funds raised will also be used to cover legal, accounting, audit, consultant and other fees to re-comply with, and seek to resume trading on, the ASX. This is subject to various approvals including ASX compliance and readmission approval, and shareholder approval. The Company continues to engage with the ASX on its pathway to resume trading and at this stage, it does not envisage that re-compliance with Chapters 1&2 will be required, however this remains subject to the Company meeting all outstanding compliance requirements (particularly quarterly reports and FY23 audited financial accounts) and ASX review of the Company's next stage recapitalisation plans.

Use of Funds – Exploration project works

Funds raised in this initial capital round will also contribute towards tenement management, exploration preparation works and/or contributions to the Company's non-operating interest in the Tandarra Gold Project JV north of Bendigo.

Future Capital Raising

It is intended the Company will undertake the second step in its recapitalization by way of a new equity issue immediately prior to the resumption of trading of its shares, which is subject to various approvals including from the ASX and shareholders. This capital will be used to fund exploration works on its Victorian Projects and for working capital. This equity issue is likely to prioritise current shareholders and investors in the convertible note offer. The Company will in parallel seek shareholder approval to consolidate its existing issued share capital.

Change of Registered Office and Principal Place of Business

The Company would also like to inform investors that, in accordance with Listing Rule 3.14, effective from the date of this announcement, the Company's Registered Office and Principal Place of Business has changed to:

Level 4, 100 Albert Road,
South Melbourne, VIC 3205

The phone number and fax number of the Company will change to +61 3 9692 7222 and +61 2 9956 7355, respectively.

Shareholders should note that the above plans are provisional, may change and are subject to the Company receiving the necessary approvals to resume trading on the ASX. Shareholders will be kept informed as these plans progress.

This announcement is approved for release by:

The Directors of Navarre Minerals Limited

For further information please contact:

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Background to Deed of Company Arrangement

The Navarre Group, excluding Navarre Minerals Queensland (in liquidation), entered a Deed of Company Arrangement (DOCA)¹ in late 2023.

The DOCA agreement provided the framework for Navarre to recapitalise and return to its heritage as a Victorian gold explorer, focusing not only on its flagship Stawell Corridor Projects (including 304koz gold Resource at Resolution and Adventure Prospects²) but also the St Arnaud Project, Tandarra JV, Jubilee Project and the Company's other tenement related assets (together the "Victorian Projects").



Figure 1: Location of Navarre's Victorian projects.

1 - ASX announcement 14-November-2023

2 - ASX announcement 30-March-2021

ANNEXURE 1

SUMMARY OF MATERIAL CONTRACT TERMS FOR MR JAMES GURRY

In accordance with Listing Rule 3.16.4, Navarre informs the market of the material terms of the Agreement with Mr James Gurry for the role of Managing Director.

Key terms of Managing Director appointment:

Commencement date	From release of DOCA
Term	12 months
Total fixed remuneration	\$225,000 per year invoiced monthly (plus any statutory superannuation the Consultant will be required to pay as a result of these services and/or any applicable GST)
Performance incentives	\$250,000 performance reward (to be settled in shares subject to shareholder approval) for services since mid-2023 in securing DOCA, carrying out DOCA terms, successfully raising the initial capital required to effectuate DOCA. This incentive not to be awarded before Company has been released from DOCA but before the capital raising prior to the resumption of ASX trading in the Company's securities. Other performance incentives are expected to be put in place for Mr Gurry, new directors and new employees prior to resumption of trade in the Company's securities on the ASX.
Termination	90 days written notice by either party or if due to change in control: 180 days written notice by either party.

ANNEXURE 2 - KEY TERMS OF CONVERTIBLE DEBT

Total amount raised	Approximately \$1.7m
Conversion Price	65% of the price payable per ordinary share in a Capital Raise undertaken for the purposes of the Reinstatement. For each Share issued to the Noteholder the Company shall issue the number of Free Attaching Options (if any) per Conversion Share to the Noteholder, equivalent to the number of Free Attaching Options issued per Share to participants in the next Capital Raise.
Expiry Date	12 months from the date of Convertible Note Deed
Voting Rights	The Convertible Notes shall not provide for any voting rights at shareholder meetings of the Company.
Transfer	The Noteholder shall not be permitted to transfer Convertible Notes unless it has obtained the Company's prior written consent and agrees to be bound by the terms and conditions of the Deed.
Interest rate	(a) The Convertible Notes shall accrue interest 15% per annum. (b) The Accrued Interest shall be compounded monthly and converted into Shares at the next capital raising or paid to the Noteholder at Expiry Date.
RESTRICTIVE COVENANTS	Except with the prior written consent of the Noteholder, the Company must not: (i) create or permit to be created any Security Interest over all or any part of its assets other than in the ordinary course of business or the provision or grant of any Security; (ii) incur any new financial indebtedness other than in the ordinary course of business and excluding the issue of Notes or the provision or grant of any other Security; (iii) purchase its own shares, reduce its share capital, declare any dividends, return capital to shareholders or in any other way restructure its capital other than the purchase of employee securities subject to vesting restrictions at a price per security not greater than the original purchase price of such securities other than a subdivision or consolidation of the Company's share capital undertaken solely for the purposes of, or under or in connection with a Reinstatement; (iv) issue or agree to issue any shares, preference shares, debt securities, securities capable of conversion into shares, and any other security or interest issued by the Company other than contemplated; (v) sell, assign, transfer or otherwise dispose of, or part with possession of, or deal with or create an interest in, any of its material assets, other than in the ordinary course of business; (vi) enter into any agreements that are not at arm's length; and (vii) take any action which constitutes or results in any material alteration to the nature of the business of the Company.
Security interest	the Company grants to the Noteholder a Security Interest over all the Company's present and after-acquired property to secure payment of the Monies Payable.



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Level 11, 1 Margaret Street
Sydney NSW 2000
Australia

The Board of Directors
Navarre Minerals Limited

3 June 2024

Dear Sirs

NAVARRE MINERALS LIMITED ACN 125 140 105
BLACK RANGE METALS PTY LTD ACN 158 123 687
LODDON GOLD PTY LTD ACN 640 282 882
NORTH CENTRAL GOLD EXPLORATION PTY LTD ACN 640 554 516
TANDARRA GOLD PTY LTD ACN 640 554 534
WESTERN VICTORIA GOLD PTY LTD ACN 641 639 018
(SUBJECT TO POOLED DEED OF COMPANY ARRANGEMENT)
(‘COLLECTIVELY KNOWN AS THE COMPANIES’)

I refer to my appointment as Joint and Several Deed Administrator of the above Companies on 18 October 2023.

I hereby certify that the Pooled Deed of Company Arrangement executed on 18 October 2023 was effectuated on 3 June 2024.

We have sought to complete all necessary statutory lodgements for the Companies in order to finalise my appointment.

Should you require any further information please contact Felix Cheung of this office via email felix.cheung@bdo.com.au.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Duncan Clubb', written over a light blue horizontal line.

Duncan Clubb
Former Joint and Several Deed Administrator