



Announcement Summary

Entity name

QEM LIMITED

Announcement Type

New announcement

Date of this announcement

23/9/2024

The Proposed issue is:

A standard pro rata issue (including non-renounceable or renounceable)

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
New class-code to be confirmed	Unquoted options exercisable at \$0.14 expiring 30-Sep-26	21,627,388
QEM	ORDINARY FULLY PAID	43,254,775

Ex date

25/9/2024

+Record date

26/9/2024

Offer closing date

15/10/2024

Issue date

22/10/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

QEM 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

13167966770

1.3 ASX issuer code

QEM

1.4 The announcement is

New announcement

1.5 Date of this announcement

23/9/2024

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

+ 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

QEM : 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?

Yes

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

QEM : ORDINARY FULLY PAID

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

ISIN Code for the tradable rights created under a renounceable right 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

2

For a given quantity of +securities held

7

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

43,254,775

Offer price details for retail security holders**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.07000

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

Director discretion. Refer to Section 2.3 of the Entitlement Offer Prospectus.

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

Yes

Describe the scale back arrangements

Director discretion. Refer to Section 2.3 of the Entitlement Offer Prospectus.

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

Yes

Attaching +Security

Is the proposed attaching 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

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)****ISIN Code for the tradable rights created under a renounceable right issue (if Issuer is 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?****Will the entity be seeking quotation of the 'new' class of +securities on ASX?**



No

No

ASX +security code

New class-code to be confirmed

+Security description

Unquoted options exercisable at \$0.14 expiring 30-Sep-26

+Security type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)**The quantity of attaching +securities to be issued**

1

For a given quantity of the new +securities issued

2

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

21,627,388

Offer price details for retail security holders**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.00100

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

Director discretion. Refer to Section 2.3 of the Entitlement Offer Prospectus.

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

Yes

Describe the scale back arrangements

Director discretion. Refer to Section 2.3 of the Entitlement Offer Prospectus.

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

Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.1400

Expiry date

30/9/2026

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

QEM : ORDINARY FULLY PAID

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

1



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://qldem.com.au/>

Part 3C - Timetable

3C.1 +Record date

26/9/2024

3C.2 Ex date

25/9/2024

3C.3 Date rights trading commences

25/9/2024

3C.4 Record date

26/9/2024

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

1/10/2024

3C.6 Offer closing date

15/10/2024

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

10/10/2024

3C.8 Date rights trading ends

8/10/2024

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

9/10/2024

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

22/10/2024

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

23/10/2024

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

25/10/2024



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?

Mahe Capital Pty Ltd

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

Mahe Capital Pty Ltd appointed Lead Manager and partial Underwriter. Fees = \$60,000 plus 1% on all funds raised, 5% on underwritten amount (ex-directors) and 5% on shortfall placement, plus 1 option for every \$1 raised by Mahe. Refer section 7.1(b) of the Entitlement Offer Prospectus.

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

Yes

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

Mahe Capital Pty Ltd

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

\$1,600,000

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

Mahe Capital Pty Ltd appointed Lead Manager and partial Underwriter. Fees = \$60,000 plus 1% on all funds raised, 5% on underwritten amount (ex-directors) and 5% on shortfall placement, plus 1 option for every \$1 raised by Mahe. Refer section 7.1(b) of the Entitlement Offer Prospectus.

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

Standard termination rights including 7% index fall (S&P ASX 200, COMEX gold or NYMEX WTI).

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

3E.2e (i) What is the name of that party?

Total sub-underwriting \$984,393. Each current director \$25,000 each: Tim Wall, Gavin Loyden, Tony Pearson, Daniel Harris. Ex-director David Fitch \$884,393.

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Total sub-underwriting \$984,393. Each current director \$25,000 each: Tim Wall, Gavin Loyden, Tony Pearson, Daniel Harris. Ex-director David Fitch \$884,393.

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

Nil

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

Usual ASIC, ASX and legal fees. Refer section 7.10 of the Entitlement Offer Prospectus.



Part 3F - Further Information

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

Complete current test work program to optimize and lock-down flow sheets for entry into PFS; progress Julia Creek PFS program; continue environmental studies, EIS Term of Reference, approvals documentation; general working capital; and costs of the Offer.

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

Countries other than Australia and New Zealand

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

Please refer to the Entitlement Offer Prospectus

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

<https://qldem.com.au/>

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

Nil

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)?

Yes

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 +disclosure document or +PDS involving the same class of securities as the +securities proposed to be issued that meets the requirements of section 708A(11) or 1012DA(11)