

2 December 2024

ASX Market Announcements Office
Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

Athena Resources Limited ACN 113 758 900 (ASX:AHN) (**Athena** or the **Company**) has today announced that it is undertaking a renounceable pro-rata entitlement offer of new fully paid ordinary shares in Athena (**New Shares**) (**Rights Issue**) to raise gross proceeds of up to approximately A\$2.67 million (before costs).

Under the Rights Issue, eligible shareholders will be invited to subscribe for one New Share for every two existing fully paid ordinary shares in the Company held as at the record date, 4:00pm (AWST) on 5 December 2024, at an issue price of A\$0.004 per New Share.

The Rights Issue will be fully underwritten by Fenix Resources Ltd ACN 125 323 622 (ASX:FEX) (**Underwriter**).

Further details regarding the Rights Issue are detailed in the Entitlement Offer Booklet, ASX announcement and Investor Presentation accompanying this notice.

The Company hereby notifies the ASX under paragraph 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as modified by the Australian Securities and Investments Commission (ASIC) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**) that:

- (a) the Company will offer the New Shares under the Rights Issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified by the ASIC Instrument;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act, as they apply to the Company; and
 - (ii) sections 674 and 674A of the Corporations Act;

About Athena Resources: AHN is an Australian ASX listed explorer and developer of highgrade iron ore assets in Western Australia. The Company is focused on its Byro Project, strategically located in the Mid-West region 410km from the Port of Geraldton. The Byro Iron Ore Project has potential to mine and supply premium grade, low impurity magnetite (>70% Iron Content) for the production of Dense Media Separation material, Green Steel and other Industrial Mineral applications. The Byro Project also contains exciting base metal potential.

Directors: John Welborn, Peter Newcomb, Terry Weston, Garry Plowright • **Company Secretary:** Peter Newcomb • **Athena Resources Limited** ACN 113 758 900

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- (d) as at the date of this notice, there is no excluded information as defined in section 708AA(8) and section 708AA(9) of the Corporations Act which is required to be disclosed by the Company;
- (e) the potential effect which the issue of New Shares pursuant to the Rights Issue will have on the control of the Company is as follows:
 - (i) if all eligible shareholders take up their entitlements under the Rights Issue, the New Shares issued under the Rights Issue will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Rights Issue;
 - (ii) in the more likely event that there is a shortfall in the Rights Issue, eligible shareholders who do not subscribe for their full entitlement of New Shares under the Rights Issue (such as those who sell their entitlements to New Shares under the Rights Issue) will be diluted relative to those shareholders who subscribe for some or all of their entitlement, and will be diluted by any take up of the shortfall; and
 - (iii) the voting power in the Company held by the Underwriter (and its associates) could increase from the level of 19.84% (after the conversion into 265,000,000 fully paid ordinary shares in the Company of part of the convertible notes held by the Underwriter in the Company, as the Company announced in the ASX announcement which accompanies this notice) to up to a maximum of 46.6%, assuming no entitlements under the Rights Issue are taken up (or that only the Underwriter takes up its entitlement under the Rights Issue) and assuming the Underwriter takes up the entirety of the shortfall of New Shares pursuant to its underwriting of the Rights Issue; and
- (f) the potential consequences of the effect which the issue of New Shares pursuant to the Rights Issue may have on the control of the Company is that there may be an increase in the Underwriter's ability to influence the composition of the Company's board and the Company's management and strategic direction and to impact the outcome of resolutions of shareholders of the Company. For example, the Underwriter may have the ability to prevent a special resolution from being passed by the Company (such resolution requiring at least 75% of the votes cast by members entitled to vote on the resolution) and may have the de facto ability to pass ordinary resolutions of the Company's shareholders, or to prevent ordinary resolutions from being passed, given that less than 100% of the shareholders are expected to vote at any general meeting. Those effects may also be increased by the fact that two of the Company's directors are also directors of the Underwriter (being Messrs John Welborn and Garry Plowright).



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ASX Announcement

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This announcement has been authorised for release to the ASX by the Board of the Company.

For further information, contact:

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Future performance and forward-looking statements

This release includes forward-looking statements that involve risks and uncertainties. These forward-looking statements are based upon the expectations and beliefs of the Company's board concerning future events. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company that could cause actual results to differ materially from such statements. Actual results and events may differ significantly from those projected in the forward-looking statements as a result of a number of factors. Except to the extent required by applicable law, the Company makes no undertaking to subsequently update or revise the forward-looking statements made in this release to reflect events or circumstances after the date of this release.

