



## Announcement Summary

**Entity name**

LOCKSLEY RESOURCES LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

15/6/2023

**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**

| <b>ASX +security code</b>      | <b>+Security description</b> | <b>Maximum Number of +securities to be issued</b> |
|--------------------------------|------------------------------|---|
| New class-code to be confirmed | Consideration Options        | 5,000,000   |
| New class-code to be confirmed | Class A Performance Rights   | 10,000,000  |
| New class-code to be confirmed | Class B Performance Rights   | 10,000,000  |
| New class-code to be confirmed | Class C Performance Rights   | 10,000,000  |
| New class-code to be confirmed | Joint Lead Manager Options   | 11,500,000  |
| LKY                            | ORDINARY FULLY PAID          | 76,666,667  |

**Proposed +issue date**

7/8/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

LOCKSLEY 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**

ACN

**Registration Number**

629672144

**1.3 ASX issuer code**

LKY

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

15/6/2023

**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 | 3/8/2023               | <input checked="" type="checkbox"/> Estimated |                                     |

**Comments**

The proposed placement of securities under Tranche 1 will be issued using the Company's existing placement capacity under Listing Rules 7.1 and 7.1A for 16,666,667 shares to local institutions and sophisticated investors. All other Shares, Options and Performance Rights to be issued under the ESM Acquisition Agreement and Placement are subject to shareholder approval.

## 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**

LKY : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

10,000,000

**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**

Consideration Shares being issued to ESM Shareholders under the Acquisition Agreement of Enigma Strategic Minerals Holdings Pty Ltd.

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

600,000.000000

**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 are non CDIs)**

**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**

Consideration Options

**+Security type**

Options

**Number of +securities proposed to be issued**

5,000,000

**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**

Consideration Options being issued to ESM Shareholders under the Acquisition Agreement of Enigma Strategic Minerals Holdings Pty Ltd.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities****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 0.1000     | 30/3/2026   |

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

LKY : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:LKY).

**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.**


**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 are non CDIs)**

**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**

Class A Performance Rights

**+Security type**

Performance shares/units

**Number of +securities proposed to be issued**

10,000,000

**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**

Class A Performance Rights being issued to ESM Shareholders under the Acquisition Agreement of Enigma Strategic Minerals Holdings Pty Ltd.

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

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

Yes

Performance shares/units details

**+Security currency**

AUD - Australian Dollar

**Will there be CDIs issued over the +securities?**

No

**Is it a partly paid class of +security?**

No

**Is it a stapled +security?**

No

**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.**

See LKY ASX Announcement lodged 15 June 2023 for the acquisition of Enigma Strategic Minerals Holdings Pty Ltd.

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX)**

**Will the proposed issue of this +security include an offer of attaching +securities?**



or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

No

New class

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

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**

Class B Performance Rights

**+Security type**

Performance shares/units

**Number of +securities proposed to be issued**

10,000,000

**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**

Class B Performance Rights being issued to ESM Shareholders under the Acquisition Agreement of Enigma Strategic Minerals Holdings Pty Ltd.

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

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

Yes

Performance shares/units details

**+Security currency**

AUD - Australian Dollar

**Will there be CDIs issued over the +securities?**



No

**Is it a partly paid class of +security?**

No

**Is it a stapled +security?**

No

**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.**

See LKY ASX Announcement lodged 15 June 2023 for the acquisition of Enigma Strategic Minerals Holdings Pty Ltd.

**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 are non CDIs)**

**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**

Class C Performance Rights

**+Security type**

Performance shares/units

**Number of +securities proposed to be issued**

10,000,000

**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**

Class C Performance Rights being issued to ESM Shareholders under the Acquisition Agreement of Enigma Strategic Minerals Holdings Pty Ltd.

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





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

Yes

Performance shares/units details

**+Security currency**

AUD - Australian Dollar

**Will there be CDIs issued over the +securities?**

No

**Is it a partly paid class of +security?**

No

**Is it a stapled +security?**

No

**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.**

See LKY ASX Announcement lodged 15 June 2023 for the acquisition of Enigma Strategic Minerals Holdings Pty Ltd.

**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**

LKY : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

66,666,667

**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 0.06000



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 are non CDIs)

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

No

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

Joint Lead Manager Options

+Security type

Options

Number of +securities proposed to be issued

11,500,000

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

Options being issued to the Joint Lead Managers (or its nominee), subject to shareholder approval.

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

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

Yes



Options details

| <b>+Security currency</b> | <b>Exercise price</b> | <b>Expiry date</b> |
|---------------------------|-----------------------|--------------------|
| AUD - Australian Dollar   | AUD 0.1000            |                    |

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

LKY : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:LKY).

**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.**

Part 7C - Timetable

**7C.1 Proposed +issue date**

7/8/2023

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?**

9,666,668 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?**

6,999,999 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 placement arrangement provided the Company with a timely source of funding. The Company considered that the required timeframe to make either a pro rata issue or an offer under a SPP to existing shareholders was not aligned to the Company's funding requirements.

**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?**

Yes

**7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow**

10,000,000 fully paid ordinary shares subject to 6 months voluntary escrow from the date of the Announcement.

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?**

CPS Capital & Peloton Capital are acting as Joint Lead Managers to the Placement.

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

Capital raising fees of 6% on the proceeds raised under the Placement are payable to the Joint Lead Managers, with selling fees to be passed onto other brokers that participated. 11,500,000 Options will also be issued to the Lead Managers (or their nominees), subject to shareholder approval.

**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**

Funds raised from the Placement will be used toward exploration at the Mojave & Tottenham Projects and working capital.

**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**

Refer to ASX announcement dated 15 June 2023.

**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)