



NORTH STAWELL MINERALS
BETTER SCIENCE, BETTER EXPLORATION

24 September 2024

The Manager
Company Announcements
Australian Securities Exchange
Level 5, 20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

**North Stawell Minerals Ltd ACN 633 461 453 (ASX:NSM)
Cleansing notice under section 708AA of the Corporations Act**

This notice is provided by North Stawell Minerals Ltd ACN 633 461 453 (ASX:NSM) (**Company**) in connection with the Company's announcement of a non-renounceable, pro rata entitlement offer (**Entitlement Offer**) to existing eligible shareholders of the Company (**Eligible Shareholders**) on the basis of 4 new fully paid ordinary shares in the Company (**New Shares**) for every 5 shares held on the record date, being 7.00pm (Melbourne time) on Friday, 27 September 2024 (**Record Date**), at an issue price of A\$0.01 (**Offer Price**), to raise approximately A\$1.1 million (before costs).

Eligible Shareholders will be only those persons who are shareholders on the Company's share register on the Record Date and who are either:

1. resident in Australia or New Zealand; or
2. resident in other select jurisdictions at the Company's discretion where the New Shares can be issued without registration, filing or the issue of an offer document to a regulatory authority.

Eligible Shareholders may, in addition to taking up their entitlements in full, apply for additional New Shares (**Additional Shares**) in excess of their entitlement (**Top-Up Facility**).

The Company gives this notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and states the following:

1. the New Shares to be issued under the Entitlement Offer will be issued without disclosure to investors under Part 6D.2 of the Corporations Act;
2. as at the date of this notice, the Company has complied with:
 - a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
 - b) sections 674 and 674A of the Corporations Act;
3. as at the date of this notice, there is no excluded information for the purposes of sections 708AA(8) and 708AA(9) of the Corporations Act;

North Stawell Minerals Ltd
PO Box 758, Stawell, 3380 Victoria, Australia
Telephone +61 3 5358 9210
www.northstawellminerals.com
ABN 84 633 461 453



NORTH STAWELL MINERALS
BETTER SCIENCE, BETTER EXPLORATION

4. the potential effect the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand, as follows:
 - a) if all Eligible Shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of the Company and Eligible Shareholders in the Company will hold the same percentage interest;
 - b) in the more likely event that some Eligible Shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders in the Company will be diluted by the issue of New Shares under the Entitlement Offer relative to those Eligible Shareholders who subscribe for some or all of their entitlements;
 - c) where there is a shortfall between applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer (**Shortfall**), Eligible Shareholders may apply for Additional Shares. The Company will not issue Additional Shares under the Top-Up Facility in a way that results in an Eligible Shareholder's voting power (and that of its associates) known to the Company exceeding 19.9% of the Company's Shares;
 - d) if Eligible Shareholders subscribe for more Additional Shares than are available under the Shortfall, the Company will apply a scale-back procedure on a pro rata basis to ensure a fair allocation of the Shortfall;
 - e) any entitlements which are not taken up by close of the Entitlement Offer (including under the Top-Up Facility) will be offered for sale by Henslow Pty Ltd ACN 605 393 137 (**Henslow**), on behalf of the Company, via a bookbuild process to professional and sophisticated investors, at the Offer Price (**Shortfall Bookbuild**); and
 - f) if there is no participation in the Shortfall Bookbuild, the remaining Shortfall will be allocated to C&P Entities Pty Ltd ACN 152 692 629 (**C&P**) as sub-underwriter (refer to paragraph 6 below). C&P will not be entitled to participate in the Shortfall Bookbuild.
5. as at the date of this notice, the Company's major shareholders, Leviathan Resources Pty Ltd and Arete Partners Pty Ltd (**Major Shareholders**), have a relevant interest in 45% of the voting power of the Company, however; at this stage, the Major Shareholders have not given any indication as to whether they will take up their entitlements. Given the Entitlement Offer is fully underwritten, the Major Shareholders' shareholding will not change if they take up their full entitlements under the Entitlement Offer. If the Major Shareholders do not take up their full entitlements under the Entitlement Offer, their shareholding will be diluted;
6. the Entitlement Offer is fully underwritten by Henslow and fully sub-underwritten by C&P. As at the Record Date, C&P will not hold any securities in the Company. If there is any Shortfall that is not taken up by other investors under the Entitlement Offer, such that C&P is required to subscribe for New Shares in its capacity as sub-underwriter of the Entitlement Offer, C&P's shareholding in the Company will increase;
7. as announced on Tuesday, 24 September 2024, C&P has agreed to subscribe for 15,900,000 shares in the Company under a placement to institutional and sophisticated investors to raise approximately \$0.2 million (**Placement**). Following settlement of the Placement, C&P's percentage interest in the total issued shares in the Company will be 9.9%;



NORTH STAWELL MINERALS
BETTER SCIENCE, BETTER EXPLORATION

8. the below table assumes a starting position of 9.9% for C&P's shareholding in the Company (i.e. post-Placement settlement), and sets out the possible effect of the Entitlement Offer on C&P's voting power in the Company on completion of the Entitlement Offer under certain scenarios (depending on the level of acceptances received from Eligible Shareholders and the take-up of any Shortfall by other investors prior to C&P being required to subscribe for New Shares as sub-underwriter):

Event	Voting power of C&P
100% take up by Eligible Shareholders under the Entitlement Offer	5.8%
75% take up by Eligible Shareholders under the Entitlement Offer	16.1%
50% take up by Eligible Shareholders under the Entitlement Offer	26.4%
25% take up by Eligible Shareholders under the Entitlement Offer	36.6%
0% take up by Eligible Shareholders under the Entitlement Offer	46.9%

9. as C&P's interest may exceed 20% of the total shares on issue in the Company on completion of the Entitlement Offer, C&P will rely on an exception to the prohibition on persons exceeding that threshold in section 606 of the Corporations Act, namely item 10 of section 611 of the Corporations Act. This section provides relief to the prohibition on a person acquiring a relevant interest in voting shares under a qualifying rights issue. In order for C&P to be entitled to rely on that exemption, the Company will comply with section 615 of the Corporations Act and appoint a nominee to sell the New Shares that would be otherwise issued to ineligible shareholders under the Entitlement Offer.

For more information, please contact the undersigned on +61 408 472 353 or at campbell.olsen@northstawellminerals.com.

Yours faithfully

Campbell Olsen
Chief Executive Officer