

ASX ANNOUNCEMENT

1 March 2023

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GASCOYNE SUCCESSFULLY COMPLETES PLACEMENT AND INSTITUTIONAL ENTITLEMENT OFFER

Highlights:

- **\$17.8 million in firm commitments received from leading domestic and international investors in the Placement and accelerated Institutional Entitlement Offer.**
- **Utilisation request submitted to drawdown in full the \$21.3 million facility with Tembo Capital Investment.**
- **Utilisation request submitted to drawdown in full the \$2.5 million under the Delphi unsecured loan.**
- **Retail Entitlement Offer will open on Monday, 6 March 2023.**
- **Trading expected to resume on an ex-entitlement basis on Thursday, 9 March 2023.**

Gascoyne Resources Limited (“**Gascoyne**” or the “**Company**”) (ASX: GCY) is pleased to announce the completion of the institutional component of its 1 for 2.42 pro-rata accelerated non-renounceable institutional entitlement offer (“**Institutional Entitlement Offer**”) and institutional placement (“**Placement**”) at A\$0.10 per share.

Completion of the Placement and the Institutional Entitlement Offer represents the completion of the first stage of Gascoyne’s fully-underwritten¹ \$26.3 million equity raising (“**Equity Raising**”) comprising the issue of approximately 263 million shares new fully-paid ordinary shares in the Company (“**New Shares**”).

The Placement comprises the issue of approximately 86 million New Shares, to raise gross proceeds of approximately \$8.6 million, and the Institutional Entitlement Offer comprises the issue of approximately 91 million New Shares, to raise gross proceeds of approximately \$9.1 million.

The Equity Raising has been well supported by Gascoyne’s existing shareholders including Delphi Unternehmensberatung AG, and its associates Deutsche Balaton AG, Sparta AG and 2invest AG, (“**Delphi**”).

Canaccord Genuity (Australia) Limited is acting as Sole Underwriter, Joint Lead Manager and Joint Bookrunner to the Equity Raising. Ashanti Capital Pty Ltd is acting as Joint Lead Manager and Joint Bookrunner for the Equity Raising. Bridge Street Capital Partners Pty Ltd is acting as Co-Manager for the Equity Raising.

¹ The offer is fully underwritten, except in relation to the 550,000 shares that the directors are seeking to subscribe for under the Placement (such subscription is subject to shareholder approval at the First General Meeting). If shareholder approval is not obtained, Gascoyne will not issue these 550,000 shares.



Gascoyne Resources Managing Director and CEO, Mr Simon Lawson, said:

“The strong support for the equity raising reinforces the value of Gascoyne’s portfolio and validates the steps taken by management late last year to preserve shareholder value through placing the Dalgara gold mine on care and maintenance.

“We believe we have a very exciting future as Gascoyne is fully funded through to mid-2024 and is able to spend considerable time and money on delineating and expanding the exciting high-grade Never Never gold deposit.”

Retail Entitlement Offer

The fully underwritten retail component of the Entitlement Offer (“**Retail Entitlement Offer**”) will be conducted at the same issue price (\$0.10 per New Share) and offer ratio (1 New Share for every 2.42 Gascoyne shares held on the Record Date) as the Institutional Entitlement Offer. The Retail Entitlement Offer will be open on Monday, 6 March 2023 to eligible retail shareholders in Australia and New Zealand, as at 7:00pm (AEDT) on Wednesday, 1 March 2023 (“**Record Date**”) and is expected to close at 5:00pm (AEDT) on Monday, 27 March 2023. Under the Retail Entitlement Offer, eligible retail shareholders with a registered address in Australia or New Zealand will also have the ability to subscribe for additional shares (“**Additional Shares**”) up to 50% above their pro rata entitlement, with allocation of such Additional Shares subject to the level of uptake in the Retail Entitlement Offer.

The Retail Entitlement Offer is non-renounceable and entitlements will not be tradeable or otherwise transferable. Each New Share issued under the Retail Entitlement Offer will rank pari passu with existing fully-paid ordinary shares in Gascoyne on issue.

Important information regarding the Equity Raising is outlined in the Prospectus released on 27 February 2023. Conditions or rights that enable the Sole Underwriter to terminate the underwriting agreement are described in the Prospectus.

Gascoyne also wishes to advise that the conditions precedent to the underwriter’s obligations to underwrite the full value of the Retail Entitlement Offer have been met and the underwriter is contractually obliged to proceed with underwriting the full value of the Retail Entitlement Offer.

Drawdown on Tembo Capital Investment & Delphi Unsecured Loan

As announced on 27 February 2023, Gascoyne entered into binding agreements with Tembo Capital Mining Fund III (“**Tembo Capital**”) for a \$21.3 million investment in Gascoyne (“**Tembo Capital Investment**”). Gascoyne is pleased to announce it has submitted its utilisation request to drawdown in full the \$21.3 million available through the Tembo Capital Investment following satisfaction of the conditions precedent. Gascoyne has also submitted its utilisation request to drawdown the full amount of the \$2.5m unsecured loan provided by Delphi.

Receipt of funds from Tembo Capital and Delphi is expected early in the week commencing 6 March 2023.

For further information on the Tembo Capital Investment and Delphi unsecured loan refer to Gascoyne’s announcement on 27 February 2023 and the Prospectus released on 27 February 2023.

Indicative Timetable

An indicative timetable of key dates in relation to the Equity Raising is detailed below. Please refer to the Prospectus released on 27 February 2023 for further information.

Key Events	Date / Time (AEDT)
Announcement of the completion of Placement and Institutional Entitlement Offer	Wednesday, 1 March 2023
Record Date for Entitlement Offer (7pm AEDT)	Wednesday, 1 March 2023
Prospectus and Entitlement & Acceptance Form despatched to Eligible Retail Shareholders	Monday, 6 March 2023
Retail Entitlement Offer opens	Monday, 6 March 2023
Settlement of New Shares to be issued under the Institutional Entitlement Offer and Placement	Wednesday, 8 March 2023
Allotment and Quotation of New Shares under the Placement and Institutional Entitlement Offer and trading expected to resume on an ex-entitlement basis ²	Thursday, 9 March 2023
Closing date for acceptances under Retail Entitlement Offer (5pm AEDT)	Monday, 27 March 2023
Announcement of results of Retail Entitlement Offer and notification of any shortfall	Thursday, 30 March 2023
Settlement of Retail Entitlement Offer	Friday, 31 March 2023
Allotment and issue of New Shares under the Retail Entitlement Offer	Monday, 3 April 2023
Commencement of trading and holding statements dispatched for Retail Entitlement Offer	Tuesday, 4 April 2023
First General Meeting ³	Early April 2023
Second General Meeting ³	Mid-June 2023

The timetable is indicative only and remains subject to change at the Joint Lead Managers' or the Company's discretion, subject to compliance with applicable laws and the ASX Listing Rules.

² The lifting of the voluntary suspension is subject to certain conditions, see section titled Expected Date for Lifting of Share Trading Voluntary Suspension.

³ First General Meeting will seek shareholder approval for the issue of shares to Tembo Capital following Conversion of Tranche A the Tembo Capital Investment, of the issue of shares to Directors Rowan Johnston and Hansjoerg Plaggemars under the Placement, ratification of the issue of New Shares under the Placement and the issue of shares to NRW. Second General Meeting will seek shareholder approval for conversion of the Delphi unsecured loan to a gold royalty. For further information refer to Gascoyne's announcement on 27 February 2023 and the Prospectus released on 27 February 2023.



Expected Date for Lifting of Share Trading Voluntary Suspension

The Company has requested that the ASX lifts the voluntary suspension of trading in its shares upon allotment and issue of the New Shares under the Institutional Entitlement Offer and Placement (which is expected to occur on 9 March 2023). The lifting of the voluntary suspension is subject to ASX's discretion, and the satisfaction of certain reinstatement conditions imposed by ASX⁴. In addition to customary ASX reinstatement conditions, this includes confirmation that the Company has drawn down the full value of the Tembo Capital Investment and the Delphi unsecured loan (which, as noted above, is expected early in the week commencing 6 March 2023). Accordingly, the Company remains in voluntary suspension until such conditions are satisfied.

Authorisation

This announcement has been authorised for release by the Board of Gascoyne Resources Limited.

All \$ figures are Australian Dollars.

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⁴ See section 7.15 of the Prospectus released on 27 February 2023 for further information on the ASX reinstatement conditions.



BACKGROUND ON GASCOYNE RESOURCES

Gascoyne is an ASX-listed gold company located in the tier-1 mining jurisdiction of Western Australia. The Company's flagship asset is the 100%-owned Dalgara Gold Project, located approximately 65km north-west from Mt Magnet in the Murchison District.

Dalgara produced over 70,000oz of gold in FY2022 before being placed on care and maintenance in November 2022 pending the development of a new strategic operating plan and a financial restructure aimed at delivering a sustainable gold production profile.

This new operating plan is focused on undertaking Resource development and exploration programs to establish a +5-year solid mine plan based on reserves, encompassing a blend of higher-grade sources with “baseload” ore feed capable of underpinning a sustainable production profile.

FORWARD-LOOKING STATEMENTS

This announcement contains forward-looking statements which may be identified by words such as "believes", "estimates", "expects", "intends", "may", "aim", "will", "would", "could", or "should" and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this announcement, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this announcement will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.