



ASX ANNOUNCEMENT

6 JUNE 2024

PLACEMENT & SHARE PURCHASE PLAN

HIGHLIGHTS

- The Company has received firm commitments to raise \$264,000 via a placement to sophisticated and wholesale investors at \$0.03 per share with one (1) free-attaching option for every, one (1) share subscribed for under the Placement. The options will be exercisable at \$0.06, on or before 31 October 2026.
- Additionally, the Company is seeking to raise up to \$300,000 via a Share Purchase Plan (SPP) under substantially the same terms as the Placement.
- Proceeds raised from the Placement and SPP will be applied towards target generation and testing of interpreted high-grade lode potential at the Company's Tumblegum South Gold Project, surface geochemical sampling program planning and target generation on the West Bryah Gold Base Metals Project, project generation and general working capital requirements.
- The issue of SPP options and any shares comprising the shortfall to the SPP will be subject to shareholder approval. The Company will hold a General Meeting of Shareholders as soon as practicably possible.

Star Minerals Limited (ASX: SMS, "the Company" or "SMS") is pleased to advise it has received firm commitments to raise \$264,000 via a placement of fully paid ordinary shares to sophisticated and wholesale investors ("Placement Participants") at \$0.03 per share ("Placement Shares") with one (1) free attaching option for every one (1) Placement Share subscribed for ("Placement"). The options will be exercisable at \$0.06, on or before 31 October 2026 ("Placement Options").

Additionally, and under substantially the same terms as the Placement, the Company is undertaking a non-renounceable share purchase plan ("SPP"), at \$0.03 per share to raise up to \$300,000 (before costs). Eligible participants participating in the SPP will be entitled to apply for one (1) free attaching new option ("SPP Option") for every new share subscribed for ("SPP Share") under the SPP Share Offer (defined below).

The Company will not be seeking quotation of the Placement Options upon issue. However, the Placement Options and SPP Options are intended to be listed on the ASX following close of the SPP, subject to the Company meeting ASX's quotation conditions.



Funds raised under the Placement and SPP will strengthen the Company's financial position and will be applied towards:

- target generation and testing of interpreted high-grade lode potential identified at the Tumblegum South Gold deposit;
- surface geochemical sampling program planning and target generation on the West Bryah Gold Base Metals Project;
- environmental and other regulatory permitting; and
- project generation and general working capital requirements.

Placement

The Company will issue 8,800,000 Placement Shares and 8,800,000 Placement Options to Placement Participants on or around 13 June 2024.

The issue price of \$0.03 per Placement Share represents a discount of 8% to the 15-day volume weighted average price (VWAP) of \$0.033 and a 3% premium to the last close price of \$0.029.

The issue of Placement Shares and Placement Options will be completed utilising the Company's ASX Listing Rule 7.1 and 7.1A issuing capacity as follows:

- 1,207,721 Placement Shares and 8,800,000 Placement Options will be issued under ASX Listing Rule 7.1; and
- 7,592,279 Placement Shares will be issued under ASX Listing Rule 7.1A.

Share Purchase Plan

The Company will offer eligible existing shareholders with a registered address in Australia or New Zealand who were holders of fully paid ordinary shares in SMS ("Shares") at 5.00pm (WST) on 5 June 2024 ("Eligible Shareholders") the opportunity to apply for SPP Shares via the SPP without incurring brokerage fees.

Eligible Shareholders will have the opportunity to apply for up to \$30,000 worth of SPP Shares under the SPP ("SPP Share Offer"). The SPP Shares under the SPP will rank equally with the Company's existing Shares on issue. The Company reserves the right to accept oversubscriptions or to scale back applications (in whole or in part) at its discretion.

The SPP Share Offer is being made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and accordingly, the issue of SPP Shares under the SPP Share Offer will not use any of the Company's issuing capacity.

Further information in relation to the SPP and the SPP Share Offer, including the terms and conditions, will be outlined in the offer document, expected to be despatched to Eligible Shareholders on or around 13 June 2024 ("Offer Document"). The Company reserves the right to vary the terms of the SPP without notice. Eligible Shareholders should review the SPP terms and conditions in full before deciding whether or not to participate in the SPP.



Options

Eligible Shareholders who participate in the SPP will be entitled to apply for one (1) free attaching SPP Option for every SPP Share subscribed for under the SPP Share Offer (“SPP Option Offer”). The SPP Options will be offered under a transaction-specific prospectus (“Prospectus”).

The SPP Options under the SPP Option Offer will be issued for nil consideration and will be exercisable at \$0.06 on or before 31 October 2026. Each SPP Option gives the holder the right to subscribe for one (1) Share upon exercise.

The Company will apply to ASX for quotation of the SPP Options. If the SPP Options are not quoted on ASX (for example, as a result of failing to reach the minimum spread of 50 Option holders), the SPP Option Offer made under the Prospectus will not proceed.

The issue of SPP Options and any SPP Shares comprising the shortfall to the SPP Share Offer (“SPP Shortfall”) are subject to shareholder approval at a general meeting of shareholders, anticipated to be held on 15 July 2024 (“General Meeting”).

In the event that shareholder approval is not obtained, the SPP participants will not receive their SPP Options and any participants who apply for SPP Shortfall will not receive SPP Shares (as applicable).

Lead manager

The Company has engaged Caravel Securities Pty Ltd (“Carasec”) as lead manager to the Placement and SPP, pursuant to a lead manager mandate entered into with the Company on or around 3 June 2024.

Carasec will be paid a capital raising fee of 6% of the gross amount raised under the Placement, a shortfall placement fee of 6% of the gross value of any SPP Shortfall placed by Carasec and \$10,000 for management of the SPP.

Carasec will also receive up to 2,800,000 Placement Options comprising:

- 1,300,000 Placement Options to be issued on or around 13 June 2024 at an issue price of \$0.00001 each, using the Company’s ASX Listing Rule 7.1 issuing capacity; and
- 1,500,000 Placement Options to be issued subject to obtaining shareholder approval at the General Meeting.

Indicative timetable

The indicative timetable for the Placement and SPP is set out below. The Company may extend the SPP Offer Period, close the Offer Period early, or otherwise vary the timetable for the Placement, the SPP or the Offers at any time.

Event	Date
Record Date for SPP (5:00pm (WST))	Wednesday, 5 June 2024
Announcement of intention to conduct SPP	Thursday, 6 June 2024
Despatch of Offer Document Lodgement of Prospectus with ASIC and ASX Opening Date for Offers	Thursday, 13 June 2024
Placement closes Issue of Placement Shares and Placement Options	Thursday, 13 June 2024



Closing Date for SPP and Offers (5:00pm (WST))	Friday, 5 July 2024
Announcement of results of SPP	Wednesday, 10 July 2024
Allotment and Issue of New Shares under SPP (excluding any SPP Shortfall)	Friday, 12 July 2024
Quotation of New Shares	Monday, 15 July 2024
General Meeting of Shareholders	Monday, 15 July 2024
Issue of New Options under the SPP Option Offer and any SPP Shortfall (subject to approval at the General Meeting)	Wednesday, 17 July 2024
Quotation of New Options (subject to ASX quotation condition being met) and New Shares comprising the SPP Shortfall	Thursday, 18 July 2024

The above timetable is indicative only and subject to change. The Company reserves the right to amend any or all of these dates at its absolute discretion, subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws. The quotation of the New Shares and New Options is subject to approval from the ASX.

Forward Looking Statements

This Announcement contains forward-looking statements which are identified by words such as ‘may’, ‘could’, ‘should’, ‘believes’, ‘estimates’, ‘targets’, ‘expected’, or ‘intends’ 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 considered reasonable. Such forward-looking statements are not a guarantee 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 the management. The Directors cannot and do not give any assurance that the results, performance, or achievements expressed or implied by the forward-looking statements contained in this announce will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

For further information, please contact:

Ian Stuart, Chair +61 8 9226 1860

This announcement has been produced in accordance with the Company's published continuous disclosure policy and has been approved by the Board



ABOUT STAR MINERALS LIMITED

SMS is focused on development and exploration of its copper and gold projects. The Company will be using the data gathered to complete the required works to bring the Tumblegum South project up to the necessary level for a decision to mine to be made. In addition, it will use the latest exploration techniques as well as results of previous exploration work undertaken by Bryah Resources and other explorers to investigate the potential of both the Tumblegum South and West Bryah projects.

The Board's strategy is to advance the exploration and development of its deposits wherever possible, utilising established mining operations and infrastructure to achieve low risk early production outcomes.

In addition, the Company intends to continue to investigate ways to grow its business by:

- acquisition, application, or joint venturing into areas surrounding and adjacent to the Projects; and
- acquisition, application, or joint venturing into other, unrelated but economically attractive projects compatible with the Company's goals and capabilities if, and when opportunities of this type come available.