

Thursday, 6th July 2023

Successful Placement and Launch of Entitlement Offer

- Firm commitments received to raise A\$715,000 through the issue of 17.0 million new fully paid ordinary shares at an issue price of 0.042 per share (“Placement”)
- Non-renounceable entitlement offer to eligible shareholders to raise an additional A\$1.4 million to be undertaken on same terms as Placement
- Funds to be used towards drilling, metallurgical and mineralogical studies and initiation of a scoping stage mining study at highly prospective Narraburra Rare Earths Project
- Drilling at Narraburra Rare Earths Project scheduled for this quarter, alongside planned drill programs at Goodrich, Cyclops and Yeoval East projects

Godolphin Resources Limited (ASX: GRL) (“Godolphin”, the “Company” or “GRL”) is pleased to advise that it has received firm commitments to raise A\$715,000 (before costs) with the issue of approximately 17.0 million new fully paid ordinary shares (“Shares”) an issue price of A\$0.042 per Share. Further, the Company intends to undertake a non-renounceable entitlement offer to eligible shareholders to raise an additional A\$1.4 million.

Managing Director Ms Jeneta Owens said:

“We are very pleased with the strong support the Company received for the Placement, particularly at such a critical juncture in the Godolphin's growth trajectory. I would like to take this opportunity to welcome our new shareholders, as well as thanking existing shareholders for their support.

As part of this initiative, the Board and management team also wanted to provide the opportunity for shareholders to participate on the same terms. To this end, the proposed Entitlement Offer will provide this opportunity and unlock additional funding for the Company. These funds have been earmarked for a number of near-term drill programs across our highly-prospective project suite. The Company has a number of initiatives planned that will commence this quarter, including drilling at Narraburra to increase the size and grade of our recently reported JORC 2012 resource, and additional exploration at Goodrich, Yeoval and Cyclops.

A considerable amount of work towards these drill programs has been undertaken in recent months and the Company is very confident that results will provide a much better understanding of the development potential for our assets and unlock considerable value for shareholders. I look forward to providing ongoing updates over the coming months.”

Cash Placement

Godolphin has received firm commitments to progress a cash placement to raise A\$715,000 through the issue of approximately 17.0 million new fully paid ordinary shares an issue price of A\$0.042 per Share and approximately 8.5 million attaching options (“Options”)¹, for nil consideration (“Placement”). The Company intends to apply to the ASX for quotation of the Options.

¹ The placement includes the issue of one free attaching option for every two new Shares, providing the holder with the right to be issued one Share upon payment of the exercise price (A\$0.06) for the period from the option's issue date until 31 December 2024 (“Options”).



Part of the Shares are being issued under ASX Listing Rule 7.1A. The Company's present ASX Listing Rule capacity to issue equity securities without shareholder approval is 29.6 million equity securities, consisting of 17.8 million (ASX Listing Rule 7.1 – 15% limit) plus 11.8 million (ASX Listing Rule 7.1A – 10% limit).

Leading boutique advisory and stockbroking firm GBA Capital² acted as lead manager to the offer.

Entitlement Offer

Immediately following the Placement, Godolphin will commence a non-underwritten and non-renounceable entitlement offer to eligible shareholders of one new Share for every four existing Shares held by each eligible shareholder at the record date (Monday, 17th July 2023) ("Record Date").

The entitlement offer will otherwise be on the same terms and conditions as the Placement offer.

The entitlement offer will be one new Share for every two Shares held on the Record Date (maximum aggregate of 33.8 million new Shares) at an issue price of A\$0.042 per new Share to raise A\$1.4 million (before costs) if fully subscribed, together with one new Option, for nil additional consideration and for every two new Shares acquired, which are exercisable at A\$0.06 and expiring on 31 December 2024 ("Entitlement Offer"). The Company intends to apply to the ASX for quotation of these Options.

The Entitlement Offer price represents a 22.2% discount to the A\$0.054 closing price of GRL shares on Monday 3rd July 2023 (the last trading day before this announcement). The theoretical ex rights Share price ("TERP") is A\$0.052.³

Under the Entitlement Offer, eligible shareholders will be able to subscribe for one new Share for every two Shares held at 7.00pm (Sydney time) on Monday, 17th July 2023 (together with one attaching new Option for every two new Shares subscribed for) at the issue price ("Entitlement").

The Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their Entitlements will not receive any value for those Entitlements that they do not take up. Shareholders who are not eligible to receive Entitlements will not receive any value for the Entitlements they would have received had they been eligible.

It is expected that approximately 33.8 million new Shares and 16.9 million new Options will be issued as part of the Entitlement Offer. New Shares issued under the Entitlement Offer will rank equally with existing Shares.

Eligible Shareholders will be invited to participate in the Entitlement Offer. The Entitlement Offer will open on Thursday, 20th July 2023 and close at 5.00pm (Sydney time) on **Monday, 31st July 2023**. The Entitlement Offer will include a top-up facility under which Eligible Shareholders who take up their full Entitlement will be invited to apply for additional shares in the Entitlement Offer from a pool of those not taken up by other Eligible Shareholders. There is no guarantee that applicants under this top-up facility will receive all or any of the New Shares and New Options they apply for under the facility.

GRL will notify the Company's shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible Shareholders will be sent, on or around Thursday, 20th July 2023, a prospectus including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer. A copy of the prospectus will also be lodged with the ASX and ASIC on or about Friday, 7th July 2023. Those shareholders who GRL determines to be ineligible shareholders will also be notified.

GBA Capital has agreed to act as Lead Manager to the Entitlement Offer, which is not underwritten. GBA Capital, in conjunction with the Company's directors, will place the Entitlement Offer shortfall (if any) on a best endeavours basis.

² GBA Capital Pty Ltd ABN 51 643 039 123 ("GBA Capital"). GBA Capital is the corporate authorised representative of Pendragon Capital Pty Ltd (AFSL 237 549).

³ Assuming Entitlement Offer is fully subscribed, ((A\$0.054 closing price times 135,393,257 Shares on issue before the Entitlement Offer) plus A\$1,421,629 before costs raised) divided by 169,241,571 Shares on issue after the Entitlement Offer equals A\$0.052 per Share.



The Placement and Entitlement Offer are subject to the *Corporations Act 2001* (Cth), ASX Listing Rules and other applicable laws.

The Entitlement Offer, including placement of any Entitlement Offer shortfall if no later than 3 months after the Entitlement Offer Closing Date, are exceptions to ASX Listing Rules 7.1 and 7.1A⁴.

Use of Funds:

Proceeds from the Placement and Entitlement Offer will be used towards metallurgical and mineralogical studies, diamond drilling and initiation of a scoping stage mining study, including updating the Mineral Resource Estimate at the highly prospective Narraburra Rare Earth Elements (REE) Project, drilling at Goodrich, Cyclops and Yeoval East and for general working capital purposes.

Proposed timetable

GRL expects that the Placement and Entitlement Offer will be conducted according to the following timetable:

Event	Date
Trading halt	Tuesday, 4 th July 2023
Announcement of Capital Raising	Thursday, 6 th July 2023
Lodge prospectus with ASIC and ASX	Friday, 7 th July 2023
Prospectus date	Friday, 7 th July 2023
Settlement of Placement (cleared funds)	Tuesday, 11 th July 2023
Issue of New Shares under the Placement	Wednesday, 12 th July 2023
Quotation of New Shares under the Placement	Thursday, 13 th July 2023
Entitlement Offer Share trading resumes on an ex-entitlement basis	Friday, 14 th July 2023
Record date for Entitlement Offer (7.00pm (Sydney time)) (Record Date)	Monday, 17 th July 2023
Prospectus, personalised Application Forms despatched to Eligible Shareholders and ineligible Shareholder Letters despatched and announcement of despatch	Thursday, 20 th July 2023
Entitlement Offer opens	Thursday, 20 th July 2023
Last day to extend the Closing Date for the Entitlement Offer (before noon)	Wednesday, 26 th July 2023
Closing Date for the Entitlement Offer (5.00pm (Sydney time))	Monday, 31st July 2023
Announcement of results of Entitlement Offer (before noon)	Thursday, 3 rd August 2023
Issue of New Shares and Attaching Options issued under the Entitlement Offer	Monday, 7 th August 2023
Issue of Attaching Options issued under the Placement and Broker Option Offer	Monday, 7 th August 2023
Quotation of New Shares issued under the Entitlement Offer, and Quotation of Options	Tuesday, 8 th August 2023
Last date for Shortfall Offer close	No later than 3 months after the Entitlement Offer Closing Date

*The above dates (other than the date of the announcement of the Placement and Entitlement Offer and the date of lodgement of the Prospectus with ASX and ASIC) are indicative only and may change without notice. Subject to the *Corporations Act 2001* (Cth), ASX Listing Rules and other applicable laws, the Company reserves the right to alter any or all of these dates, including to extend the Closing Date or close the Entitlement Offer without further notice. A change to the Closing Date may cause other dates to change.

⁴ ASX Listing Rule 7.2 exceptions 1 and 3.



The Company's directors also reserve the right not to proceed with the whole or part of the Entitlement Offer at any time prior to the allotment, in which case, the relevant application monies will be returned without interest.

<<ENDS>>

This market announcement has been authorised for release to the market by the Board of Godolphin Resources Limited.

For further information regarding Godolphin, please visit <https://godolphinresources.com.au/>

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About Godolphin Resources

Godolphin Resources (ASX: GRL) is an ASX listed resources company, with 100% controlled Australian-based projects in the Lachlan Fold Belt ("**LFB**") NSW, a world-class gold-copper province. A strategic focus on critical minerals and green metals through ongoing exploration and development in central west NSW. Currently the Company's tenements cover 3,400km² of highly prospective ground focussed on the Lachlan Fold Belt, highly regarded providence for the discovery of REE, copper and gold deposits. Additional prospectivity attributes of GRL tenure include the McPhillamys gold hosting Godolphin Fault and the Boda gold-copper hosting Molong Volcanic Belt.

Godolphin is exploring for REE, structurally hosted, epithermal gold and base-metal deposits and large, gold-copper Cadia style porphyry deposits and is pleased to announce a re-focus of exploration efforts for unlocking the potential of its East Lachlan tenement holdings, including increasing the mineral resource of its advanced Narraburra REE, Yeoval Copper-Gold and Lewis Ponds Zinc-Lead-Silver-Gold Projects. Completing scoping studies at Narraburra and reinvigoration of the exploration efforts across the tenement package is the key to discovery and ultimately mineral production, and represents a transformational stage for the Company and its shareholders.