



Announcement Summary

Entity name

GODOLPHIN RESOURCES LIMITED

Announcement Type

New announcement

Date of this announcement

26/3/2025

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

ASX +security code	+Security description	Maximum Number of +securities to be issued
GRLAD	OPTION EXPIRING 31-DEC-2026 EX \$0.03	6,733,100
GRL	ORDINARY FULLY PAID	89,774,662

Proposed +issue date

1/4/2025

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

GODOLPHIN 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

ABN

Registration Number

13633779950

1.3 ASX issuer code

GRL

1.4 The announcement is

New announcement

1.5 Date of this announcement

26/3/2025

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	30/5/2025	Estimated	

Comments

Taylor Collison will receive a 3.0% management fee and a 3.0% selling fee on the gross placement proceeds. In addition, Taylor Collison will be issued unquoted options equating to 7.5% of the ordinary fully paid shares issued in the placement (Broker Options), with the Broker Options to have an exercise price of AUD0.03 and an expiry date of 31 December 2026 (ASX: GRLAD). The issue of the GRLAD options is subject to approval by the Company shareholders.

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

GRL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

89,774,662

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 0.01100



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)?

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

GRLAD : OPTION EXPIRING 31-DEC-2026 EX \$0.03

Number of +securities proposed to be issued

6,733,100

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

Taylor Collison will receive a 3.0% management fee and a 3.0% selling fee on the gross placement proceeds. In addition, Taylor Collison will be issued unquoted options equating to 7.5% of the ordinary fully paid shares issued in the placement (Broker Options), with the Broker Options to have an exercise price of \$0.03 and an expiry date of 31 December 2026 (ASX: GRLAD). The issue of the GRLAD options is subject to approval by the Company shareholders.

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

0.000001

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 7C - Timetable

7C.1 Proposed +issue date

1/4/2025



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?

53,864,797

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?

35,909,865

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

Godolphin Resources Limited considered the interests of different stakeholders and decided that a placement is in their best interests at this time. The Company's ability to quickly raise funds efficiently during periods of high share market volatility is vital to fund Company activities.

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?

No

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?

Taylor Collison Limited (ACN 008 172 450 AFSL 247083) (Taylor Collison)

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

Taylor Collison will receive a 3.0% management fee and a 3.0% selling fee on the gross placement proceeds. In addition, Taylor Collison will be issued unquoted options equating to 7.5% of the ordinary fully paid shares issued in the placement (Broker Options), with the Broker Options to have an exercise price of \$0.03 and an expiry date of 31 December 2026 (ASX: GRLAD). The issue of the GRLAD options is subject to approval by the Company shareholders.

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

ASX fee AUD 5,947



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The capital raising proceeds will be utilised at the Lewis Ponds Project on metallurgical work, a Mineral Resource Estimate update, re-processing geophysical data and general working capital and the capital raising costs.

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

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)