



## Announcement Summary

**Entity name**

SUNSTONE METALS LTD

**Announcement Type**

New announcement

**Date of this announcement**

9/9/2024

**The Proposed issue is:**

An offer of securities under a securities purchase plan

A placement or other type of issue

**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

| ASX +security code             | +Security description   | Maximum Number of +securities to be issued |
|--------------------------------|---|--|
| New class-code to be confirmed | Free attaching options with an exercise price of \$0.0075, expiring two years after the date of issue | 200,000,000                                |
| STM                            | ORDINARY FULLY PAID   | 400,000,000                                |

**+Record date**

6/9/2024

**Offer closing date**

30/9/2024

**+Issue date**

7/10/2024

**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 |
|--------------------------------|--|--|
| New class-code to be confirmed | Free attaching options with exercise price of \$0.0075, and expiry date 2 years from date of issue | 250,000,000                                |
| STM                            | ORDINARY FULLY PAID  | 500,000,000                                |

**Proposed +issue date**

16/9/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

SUNSTONE METALS LTD

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**

ACN

**Registration Number**

123184412

**1.3 ASX issuer code**

STM

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

9/9/2024

**1.6 The Proposed issue is:**

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

**4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

Yes

4A.1a Conditions

| Approval/Condition        | Date for determination | Is the date estimated or actual? | ** Approval received/condition met? |
|---------------------------|------------------------|----------------------------------|-------------------------------------|
| +Security holder approval | 22/10/2024             | Estimated                        | No                                  |

**Comments**

Free attaching options are subject to shareholder approval

| Approval/Condition                        | Date for determination | Is the date estimated or actual? | ** Approval received/condition met? |
|---|------------------------|----------------------------------|-------------------------------------|
| Other (please specify in comment section) | 20/9/2024              | Estimated                        | No                                  |

**Comments**

Refer to the Placement and SPP announcement on 9 September 2024. STM will apply to the ASX for a waiver to permit the issue of shares under the SPP without shareholder approval. If the waiver is not granted, STM will seek shareholder approval for the issue of shares under the SPP



Part 4B - Offer details

**+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued**

**ASX +security code and description**

STM : ORDINARY FULLY PAID

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

Details of +securities proposed to be issued

**ASX +security code and description**

STM : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

400,000,000

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

Yes

**Is the minimum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 1,000

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

Yes

**Is the maximum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000

**Describe all the applicable parcels available for this offer in number of securities or dollar value**

\$1,000; \$2,500; \$5,000; \$7,500; \$10,000; \$15,000; \$20,000; \$25,000; \$30,000

**Offer price details****Has the offer price been determined?**

Yes

**In what currency will the offer be made?      What is the offer price per +security?**

AUD - Australian Dollar

AUD 0.00500

**Oversubscription & Scale back details****Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

To the extent the Company determines to scale back the number of new shares that will be issued to eligible shareholders, Sunstone will do so at its discretion. The directors reserve the right to accept applications if the offer is over-subscribed.

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

Yes

Attaching +Security

**The proposed attaching security can only be of an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)**

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued****ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)****Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Free attaching options with an exercise price of \$0.0075, expiring two years after the date of issue

**+Security type**

Options

**Offer ratio (ratio of attaching securities at which the new +securities will be issued)****The quantity of attaching +securities to be issued**

1

**For a given quantity of the new +securities issued**

2

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

200,000,000



### Offer price details

**Has the offer price been determined?**

No

**How and when will the offer price be determined?**

N/A - these are free attaching options

**Please confirm whether the offer of the attaching +securities is a separate offer to the offer pursuant to the +security purchase plan**

Yes

**Please confirm whether the attaching +securities are being offered under a +disclosure document or +PDS**

Yes

### Oversubscription & Scale back details

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

To the extent the Company determines to scale back the number of new shares that will be issued to eligible shareholders, Sunstone will do so at its discretion. The directors reserve the right to accept applications if the offer is over-subscribed.

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

### Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0075

**Expiry date**

23/10/2026

**Details of the type of +security that will be issued if the option is exercised**

STM : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

200,000,000

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

<https://www.sunstonemetals.com.au/site/investor-centre/investor-welcome>

Available from Offer open date

### Part 4C - Timetable

**4C.1 Date of announcement of +security purchase plan**

9/9/2024



**4C.2 +Record date**

6/9/2024

**4C.3 Date on which offer documents will be made available to investors**

16/9/2024

**4C.4 Offer open date**

16/9/2024

**4C.5 Offer closing date**

30/9/2024

**4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer**

7/10/2024

Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?**

No

**4D.1a 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?**

No

**4D.1b 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)?**

No

Part 4E - Fees and expenses

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**4E.1 Will there be a lead manager or broker to the proposed offer?**

No

**4E.2 Is the proposed offer to be underwritten?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

Yes

**4E.3a Will the handling fee or commission be Dollar based or Percentage based?**

Percentage based (%)

**4E.3b Amount of any handling fee or commission payable to brokers who lodge acceptances on behalf of investors**

2.000000 %

**4E.3c Please provide any other relevant information about the handling fee or commission method**

**4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**



Part 4F - Further Information

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**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Prepare inaugural resource at El Palmar; continued exploration at Limon gold-silver discovery; advance partnership opportunities for El Palmar and Bramaderos

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

All countries excluding Australia & New Zealand, however the Company reserves the right to offer to other countries at the Directors's discretion

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

<https://www.sunstonemetals.com.au/site/investor-centre/investor-welcome>

Available from the Offer date

**4F.4 Any other information the entity wishes to provide about the proposed offer**





## 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 | 22/10/2024             | Estimated                        | No                                  |

**Comments**

Free attaching options require shareholder approval  
Shareholder approval required for Director participation in the Placement for 26,000,000 shares, plus approval for 13,000,000 free attaching options

## 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?**

Yes

## Details of +securities proposed to be issued

**ASX +security code and description**

STM : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

500,000,000

**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 0.00500

**Will these +securities rank equally in all respects from their issue date with**

**the existing issued +securities in that class?**

Yes

## Attaching +Security

**Is the proposed attaching 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)?**

New class

## Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued****ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)****Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Free attaching options with exercise price of \$0.0075, and expiry date 2 years from date of issue

**+Security type**

Options

**Number of +securities proposed to be issued**

250,000,000

**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**

N/A These are free attaching options

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities****Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

## Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0075

**Expiry date**

23/10/2026



**Details of the type of +security that will be issued if the option is exercised**

STM : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

250,000,000

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

<https://www.sunstonemetals.com.au/site/investor-centre/investor-welcome>

Available from the Offer date of the SPP offer

Part 7C - Timetable

**7C.1 Proposed +issue date**

16/9/2024

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?**

474,000,000 shares to be issued under Listing Rule 7.1, and a further 26,000,000 shares subject to shareholder approval for director participation in the placement.

**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)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

Yes

**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?**

Joint lead managers Morgans Corporate Limited and Canaccord Genuity

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

5%



**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**

Part 7F - Further Information

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

Prepare an inaugural resource at El Palmar; continued exploration at Limon gold-silver discovery; advance partnership opportunities for El Palmar and Bramaderos

**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)