



Announcement Summary

Entity name

MAGNUM MINING AND EXPLORATION LIMITED

Announcement Type

New announcement

Date of this announcement

21/11/2024

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
MGU	ORDINARY FULLY PAID	215,000,000

Proposed +issue date

31/1/2025

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

MAGNUM MINING AND EXPLORATION 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

70003170376

1.3 ASX issuer code

MGU

1.4 The announcement is

New announcement

1.5 Date of this announcement

21/11/2024

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	31/1/2025	Estimated	No

Comments

Magnum shareholder approval for the issue of 190,000,000 Consideration Shares to Beko Invest Limited pursuant to ASX Listing Rule 7.1

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	31/1/2025	Estimated	No

Comments

Completion of all due diligence by Magnum on Palmares and its projects, including confirmation that there are no financial obligations, contingent or other not disclosed, existing over Palmares and its projects

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

MGU : ORDINARY FULLY PAID

Number of +securities proposed to be issued

215,000,000

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

190,000,000 consideration shares to Beko Invest Limited for 100% interest in the Palmares Project
15,000,000 shares to StarGroup Limited for assignment of the original acquisition agreement to Magnum
10,000,000 shares to Interminico Services Limited for initial introduction of the acquisition to StarGroup

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

2,150,000.000000

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

31/1/2025

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?

Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

31/1/2025

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?

Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

The 190,000,000 Consideration Shares to be issued to Beko Invest Limited will be subject to 12 months voluntary escrow from the date of issue

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

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

Magnum will make a cash payment of US\$100,000 to Beko Invest Limited as part of the consideration for the acquisition (in addition to the 190,000,000 Consideration Shares)

Magnum will make a cash payment of A\$150,000 to StarGroup Limited as reimbursement for costs incurred to date progressing the original acquisition agreement (in addition to the 15,000,000 Shares)

Part 7F - Further Information

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

Acquisition of 100% of issued shares of Palmares (which holds holds granted exploration licences comprising the Azimuth and Palmares Rare Earth Element (REE) Projects in Brazil) from Beko Invest Limited

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)