

# ASX ANNOUNCEMENT

**M I N C O R**  
R E S O U R C E S N L  
ASX CODE: MCR

7 September 2021

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## **\$65M CAPITAL RAISING TO FURTHER STRENGTHEN AND DE-RISK MINCOR'S PRODUCTION RUNWAY AT KAMBALDA**

**Proceeds to be used to construct a modern new camp at Cassini, implement an improved and reduced debt structure via a \$30.0m Revolving Credit Facility and increase exploration optionality**

- Placement has successfully raised \$60.0m ("Placement") and was oversubscribed
- Prior to launch, a Global Natural Resource Fund committed to a minimum \$30.0m cornerstone investment
- The Placement was also well supported by existing shareholders while a number of new, high quality institutions will also come onto the Company's share register
- Placement issue price of \$1.28 per share, representing a discount of 11.1%, 6.9% and 2.4% to the last closing price, 5 trading day and 20 trading day volume weighted average market prices ("VWAP") respectively
- Share Purchase Plan ("SPP") to be offered to eligible shareholders to raise up to \$5.0m at the same issue price as Placement. SPP offer letter expected to be dispatched on 16 September 2021.
- Proceeds from the Placement and SPP will increase Mincor's cash reserves to circa \$109.0m, allowing it to:
  - Construct a modern camp facility near the Cassini Operations, thereby taking control of accommodation rather than relying on a third-party operated facility at Kambalda. This will reduce commute times between Kambalda and Cassini and is expected to deliver significant workforce benefits;
  - Provide optionality to increase exploration activity through to December 2022, particularly in light of the recent exploration success at the 'Golden Mile' and Location 1, while also providing funding for other regional targets; and
  - Replace the existing \$55.0m Syndicated Project Finance Facility with BNP Paribas and Société Générale with a new and more flexible \$30.0m corporate-style Revolving Credit Facility, solely with BNP Paribas
- BNP Paribas has provided Mincor with a Credit Approved Terms Sheet for the Revolving Credit Facility on improved terms and conditions, subject to completion of the Placement and standard legal documentation

Mincor Resources NL (ASX: MCR, "Mincor" or "the Company") is pleased to announce that firm commitments have been received from investors for a \$60.0 million placement (before costs) ("Placement") of new fully paid ordinary shares ("Shares") at an issue price of \$1.28 per Share.

In addition, participation in a Share Purchase Plan ("SPP") will be offered to eligible Mincor shareholders at the same offer price as the Placement. Consistent with previous SPP's conducted by the Company, the Board retains discretion to close as soon as \$5.0 million in applications are received. If demand exceeds \$5.0 million at the time of closing, oversubscriptions may be accepted or scaled back at the Board's discretion.

Together, the Placement and SPP ("Capital Raising"), was undertaken to:

- Fund the construction of a modern, purpose-built accommodation camp and associated infrastructure within 10km of the Cassini Operations, rather than having to rely on a third-party operated facility located some 70km away at Kambalda. This will establish high-quality, long-term infrastructure to service the Cassini Operation, deliver numerous workforce benefits and ensure that Mincor can continue to attract high-quality employees in the current competitive environment in the WA resources sector;
- Fund a ramp-up in exploration activity, particularly in light of the recent exploration success at the 'Golden Mile' and Location 1, while ensuring that the Company's regional exploration program is fully funded through until December 2022, after nickel concentrate production has commenced;

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- Allow the Company to replace its existing \$55.0 million Syndicated Project Finance Facility (“SPFF”) with a simpler, corporate-style \$30.0 million Revolving Credit Facility (“RCF”) provided by BNP Paribas. This RCF has fewer conditions and covenants compared to the SPFF, which will provide Mincor with greater future balance sheet flexibility and a reduced debt structure during the production ramp-up; and
- Provide general working capital and cover the costs of the Capital Raising.

#### **Credit-Approved Terms Sheet for Revolving Credit Facility**

Details of the main changes from the SPFF to the RCF include:

1. Tenor – 2 years from completion of legal documentation, expected during October 2021. The term may be extended for two further 1-year periods at each annual review date.
2. Value – \$30.0 million.
3. Removal and adjustment of a number of typical project finance facility conditions, such as:
  - a. Debt Service Reserve Account requirement removed (was \$9.5 million);
  - b. No Proceeds Account, which provides flexibility for Company distributions;
  - c. Removal of a number of funding tests;
  - d. No Independent Technical Expert oversight required (unless Mincor defaults);
  - e. Removal of forward-looking financial covenants;
  - f. A simplified cost to complete test for drawings during the construction phase; and
  - g. Removal of lender’s completion test.
4. Annual savings are estimated at \$0.4 million per annum by swapping to the RCF.
5. Based on current markets, the interest rate remains consistent with the SPFF.

Commenting on the Capital Raising, Mincor’s Managing Director, David Southam, said:

*“This is an important capital raising which puts Mincor in an enviable position – further strengthening and de-risking our balance sheet as we begin the final countdown to nickel production at Kambalda and allowing us to implement some key measures to enhance our operations and put our business in the best position for future growth.*

*“Approximately \$15 million of the proceeds will be allocated to the construction of a brand new, purpose-built Mincor-owned accommodation facility for our staff and contractors at Cassini, along with associated infrastructure for roads and power. This is consistent with our view that Cassini will be a long-term operation that requires appropriate long-term infrastructure. It will also eliminate the need for us to continue to use a third-party operated camp in Kambalda for Cassini operations, reduce commute times, and provide important health and safety benefits for our workforce – ensuring we can continue to attract the best people to work for us.*

*“When the Definitive Feasibility Study for our nickel operations was completed in March 2020, there was no clear indication of the ongoing impacts of COVID-19, including the shortages of skilled labour and the unprecedented demand in Kambalda for accommodation. The new Camp is planned to be located at the South Lake Eaton site, some 10km from Cassini and in a position where a Mincor accommodation camp was previously located.*

*“A further \$15 million has been earmarked for exploration, particularly in light of the success we have enjoyed recently with underground drilling at the ‘Golden Mile’, where we have two rigs operating, and surface drilling at Location 1, where a diamond rig is operating. The additional funding will give us increased optionality to increase exploration at these locations, while also having the ability to fund our other regional exploration efforts.*

*Finally, a further \$25.0 million will be allocated to replacing the current \$55.0 million Syndicated Project Finance Facility and with the new \$30.0 million Revolving Credit Facility, which delivers a range of benefits for Mincor’s shareholders as outlined above.*

*“I would like to take this opportunity to thank BNP Paribas for their support and confidence in providing an innovative approach to debt funding with this new style of arrangement. We believe it is almost unprecedented for a company going through project development to be able to secure a flexible debt arrangement which is more akin*

*to a mature production company. The RCF not only provides savings and efficiency, but a covenant-light capital management structure which can be utilised to assist running our business into the long term.*

*On behalf of the Board, I would also like to express my sincere thanks to Société Générale for their outstanding support of Mincor's growth path to date as part of the Syndicated Project Finance Facility.*

*"Following this capital raising, Mincor is in pole position – not just for the start of nickel production at Kambalda, but more broadly to participate in the fast-growing supply chain for Class-1 nickel, which is the ultimate 'future-facing' commodity, poised to play a key role in the rapidly unfolding clean energy revolution."*

#### **Placement**

The Placement will result in 46,875,000 new Shares being issued at a price of \$1.28 per Share, pursuant to the Company's existing ASX Listing Rule 7.1 placement capacity.

The issue price represents a discount of 11.1%, 6.9% and 2.4% to the closing price, 5-day and 20-day VWAPs on 3 September 2021 respectively.

Euroz Hartleys Limited and Aitken Murray Capital Partners Pty Ltd are Joint Lead Managers to the Placement. Sternship Advisers are acting as Financial Adviser and Allens as Australian legal counsel to Mincor in relation to the Capital Raising.

An indicative timetable for the Placement and SPP is set out in Appendix 1. The timetable remains subject to change at the Company's discretion, subject to compliance with applicable laws and the ASX Listing Rules.

#### **SPP**

The SPP aims to raise up to \$5.0 million (before costs) and will enable all Mincor shareholders (including retail shareholders) with registered addresses in Australia and New Zealand at 5.00pm (WST) on the Record Date of 6 September 2021 ("**Eligible Shareholders**") the opportunity to apply for new Shares at an offer price of \$1.28 per Share (the same price as the Placement price). Eligible Shareholders will be offered the opportunity under the SPP to apply for up to \$30,000 worth of new Shares (subject to scale back at the Company's absolute discretion).

New Shares issued under the SPP will rank equally with Mincor's existing Shares with effect from their issue. The offer price is free of brokerage and commission.

The Board intends to cap the SPP at \$5.0 million however, the Board reserves the right to accept oversubscriptions or to scale back applications in its absolute discretion.

Participation in the SPP by Eligible Shareholders is entirely optional. The SPP is not underwritten.

The terms and conditions of the SPP will be set out in a SPP Offer Booklet and made available to Eligible Shareholders, as well as provided in an announcement to the ASX in due course.

**- ENDS -**

#### **Approved by:**

**Board of Mincor Resources NL**

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### ***Summary Information***

The following disclaimer applies to this announcement and any information contained in it (the Information). The Information in this announcement is of general background and does not purport to be complete. It should be read in conjunction with Mincor's other periodic and continuous disclosure announcements lodged with ASX Limited, which are available at [www.asx.com.au](http://www.asx.com.au). You are advised to read this disclaimer carefully before reading or making any other use of this announcement or any Information contained in this announcement. In accepting this announcement, you agree to be bound by the following terms and conditions including any modifications to them.

### ***Forward Looking Statements***

This announcement may include forward-looking statements. These forward-looking statements are based on Mincor's expectations and beliefs concerning future events. Forward looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of Mincor, which could cause actual results to differ materially from such statements. Mincor makes no undertaking to subsequently update or revise the forward-looking statements made in this announcement, to reflect the circumstances or events after the date of this announcement.

### ***Not for release to US wire services or distribution in the United States***

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

## APPENDIX 1: INDICATIVE TIMETABLE

Key Event	Date
Record Date for Eligibility to participate in SPP	5.00pm WST on 6 September 2021
Announcement of firm commitments for the Capital Raising	7 September 2021
Settlement of Placement Shares	14 September 2021
Allotment of Placement Shares	15 September 2021
Dispatch SPP Offer letter	16 September 2021
SPP Opening date	9.00am WST on 16 September 2021
SPP Closing date	5.00pm WST on 7 October 2021
Announcement of SPP Participation Results	12 October 2021
Issue of SPP Shares	14 October 2021

The timetable is indicative only and remains subject to change at the Company's discretion, subject to compliance with applicable laws and the ASX Listing Rules. The Company reserves the right to change the timetable or cancel the SPP at any time before new Shares are issued, subject to regulatory requirements. **The Company encourages Eligible Shareholders who wish to participate to act promptly in submitting their application forms.** The Company reserves the right to close the SPP early, in its sole and absolute discretion, should it be considered necessary to do so, by making an announcement to the ASX.