ASX Announcement
14 May 2024

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Successful A$100M Equity Raising to Restructure Balance Sheet and Accelerate Growth

Pantoro Limited (**ASX:PNR**) (**Pantoro** or the **Company**) is pleased to announce that it has received firm commitments for an upsized institutional two-tranche placement of new fully paid ordinary shares in the Company (**New Shares**) to raise A$100 million (before costs) (**Placement**). New Shares issued pursuant to the Placement will be at a price of A$0.08 per New Share which represents a:

- 1% premium to the 30-day VWAP of A$0.079 on 9 May 2024; and
- 7% discount to the last closing price of A$0.086 on 9 May 2024.

The Placement was very well supported by both new and existing, domestic and international institutional investors. Due to the overwhelming demand, and to grow the operation and Company, the Board elected to upsize the Placement to $100 million (from the initial target of $88 million).

Proceeds from the Placement will be applied to restructure Pantoro's balance sheet by closing out the US$29.6 million (A$44.8 million) Term Loan Facility with Nebari Partners LLC (**Nebari**)[1] , to accelerate exploration and resource definition drilling programmes focussed on establishing a third high grade underground mine, and to commence studies for re-commencement of mining in the high-grade Norseman Mainfield.

The Norseman Mainfield has a production history of approximately 3 million ounces and was one of the highest grade producing goldfields in Australia.

Pantoro Managing Director, Paul Cmrlec, commented:

"The Placement puts the Company in an outstanding position to accelerate growth of the production profile at Norseman. The immediate repayment of the term loan facility removes approximately A$18.5 million in principal and interest payments during FY25.

Restructuring the balance sheet puts Pantoro in a strong position to bring forward exploration and resource development programmes at the Norseman Project.

Pantoro is focussed on growing the size and grade of the Ore Reserve at Norseman, and the additional funding will accelerate drilling and subsequent mine development works for additional high-grade mines at the Project. Completion of the upsized capital raising at a premium to the 30-day VWAP demonstrates the strong investor demand for Pantoro to accelerate growth at Norseman."

Placement Details

Pantoro is undertaking a Placement of 1,250,000,000 New Shares to raise A$100 million (before costs). New Shares will be issued at an offer price of A$0.08 per New Share.

Approximately A$88 million will be raised under tranche one of the Placement through the issue of 1,103,797,808 New Shares (583,394,757 New Shares will be issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1 and 520,403,051 New Shares will be issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A). In addition, approximately A$12 million under the Placement will be issued subject to shareholder approval at a general meeting of the Company to be held on or around 24 June 2024.

1. The loan facilities with Nebari Partners LLC are denominated in USD. The US$12.5 million (A$18.9 million) Convertible Loan Facility with Nebari Partners LLC will remain in place. For further details on the Term Loan Facility and Convertible Loan Facility refer to ASX Announcement released on 19 June 2023.

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Tranche one of the Placement is expected to settle on 17 May 2024 with New Shares issued on or around 20 May 2024. Tranche two of the Placement is expected to settle, subject to shareholder approval, on 27 June 2024 with New Shares to be issued on or around 28 June 2024.

New Shares issued under the Placement will rank equally with the Company's existing fully paid ordinary shares.

Petra Capital Pty Limited and Euroz Hartleys Limited are acting as Joint Lead Managers & Joint Bookrunners to the Placement. Canaccord Genuity Limited acted as a Co-Lead Manager to the Placement.

Additional Information

Nothing contained in this announcement constitutes investment, legal, tax or other advice. Investors should seek appropriate professional advice before making any investment decision. All amounts are in Australian dollars unless otherwise indicated. Appendix 3B's for the proposed issue of New Shares will follow this announcement.

Enquiries

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This announcement was authorised for release by Paul Cmrlec, Managing Director.

About the Norseman Project

Pantoro Limited has a 100% interest in the Norseman Project. On 13 February 2023, Pantoro announced an agreed merger with Tulla Resources Plc, the then 50% partner at Norseman. The merger was completed in late June 2023, with Tulla Shareholders receiving Pantoro shares as consideration.

Since its entry to the project in 2019, Pantoro has completed over 300,000 metres of RC and diamond drilling, defined Ore Reserves, completed construction of a new 1 MTPA gold processing plant and recommenced production.

Open pit and underground mining is underway with a second underground mine now being developed at the Scotia Mining Centre.

The Norseman Project is located in the Eastern Goldfields of Western Australia, at the southern end of the highly productive Norseman-Wiluna greenstone belt. The project lies approximately 725 km east of Perth, 200 km south of Kalgoorlie, and 200 km north of Esperance.

Many of the Mineral Resources defined to date remain open along strike and at depth, and many of the Mineral Resources have only been tested to shallow depths. In addition, there are numerous anomalies and mineralisation occurrences which are yet to be tested adequately to be placed into Mineral Resources, with a number of highly prospective targets already identified.

The project comprises a number of near-contiguous mining tenements, most of which are pre-1994 Mining Leases. The tenure includes approximately 70 lineal kilometres of the highly prospective Norseman – Wiluna greenstone belt covering approximately 800 square kilometres.

Historically, the Norseman Project areas have produced over 5.5 million ounces of gold since operations began in 1935, and is one of, if not the highest grade fields within the Yilgarn Craton.

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Forward Looking Statements

Certain statements in this report relate to the future, including forward looking statements relating to Pantoro's financial position and strategy. These forward looking statements involve known and unknown risks, uncertainties, assumptions and other important factors that could cause the actual results, performance or achievements of Pantoro to be materially different from future results, performance or achievements expressed or implied by such statements. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and deviations are both normal and to be expected. Other than required by law, neither Pantoro, their officers nor any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements will actually occur. You are cautioned not to place undue reliance on those statements.

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