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Completion of Acquisition of Australian Gold Exploration Assets and Capital Raising

Highlights

- Completion has occurred for the transaction announced on 19 December 2024 to acquire a 100% interest in the following four advanced gold exploration projects in South Australia and Western Australia:
  - Tunkillia North, Nuckulla Hill & Skye (SA) Projects covering c.729km^2; and
  - Crown (WA) Project, covering c.30km^2
- Tranche 2 of the $1.75M (before costs) capital raising has been successfully completed
- Stephen Biggins, the former MD of Core Lithium, has become Sipa's largest shareholder and has joined the Sipa board

Managing Director Andrew Muir commented:

"This acquisition enables Sipa to considerably ramp up its gold exploration as well as diversify its portfolio to facilitate year-round on-ground activity. The new projects are highly prospective for gold, located in proven geological terrains and close to infrastructure. In particular, the South Australian projects are proximal to the large Tunkillia gold deposit and the Challenger gold mine, which may provide future opportunities.

Following completion of the transaction, we welcome Stephen Biggins to the Sipa Board, who brings with him an outstanding exploration and corporate track record."

Completion of the Acquisition of New Gold Projects

Sipa Resources Limited (ASX: SRI) ("Sipa" or "the Company") is pleased to announce that it has satisfied all conditions precedent to achieve completion under the binding Heads of Agreements and has now acquired a 100% interest in advanced gold exploration projects close to million-ounce gold deposits and mining infrastructure in South Australia and Western Australia.

The following conditions precedent have now been successfully satisfied for Sipa to take ownership of the new projects:

- Shareholder approval, which was received on 7 February 2025, to issue shares to the vendors as part of the upfront purchase consideration;

- Successful completion of the $1.75M (before costs) capital raising. All funds have been received and 77.9M shares / 84.3M options issued on 13 February 2025;
- Payment of the upfront purchase consideration comprising
  - Cash payment of $200,000 (including a $15,000 exclusivity fee); and,
  - Issue of 53.6M Sipa shares ("Consideration Shares"), which equates to $750,000 based on the 5-day volume weighted average Sipa share price leading up to the execution of the Heads of Agreements (ie. 1.3 cents per Sipa share)
- Execution of a Voluntary Restriction Deed that places the Consideration Shares received by Stephen Biggins in escrow for a period of six months.

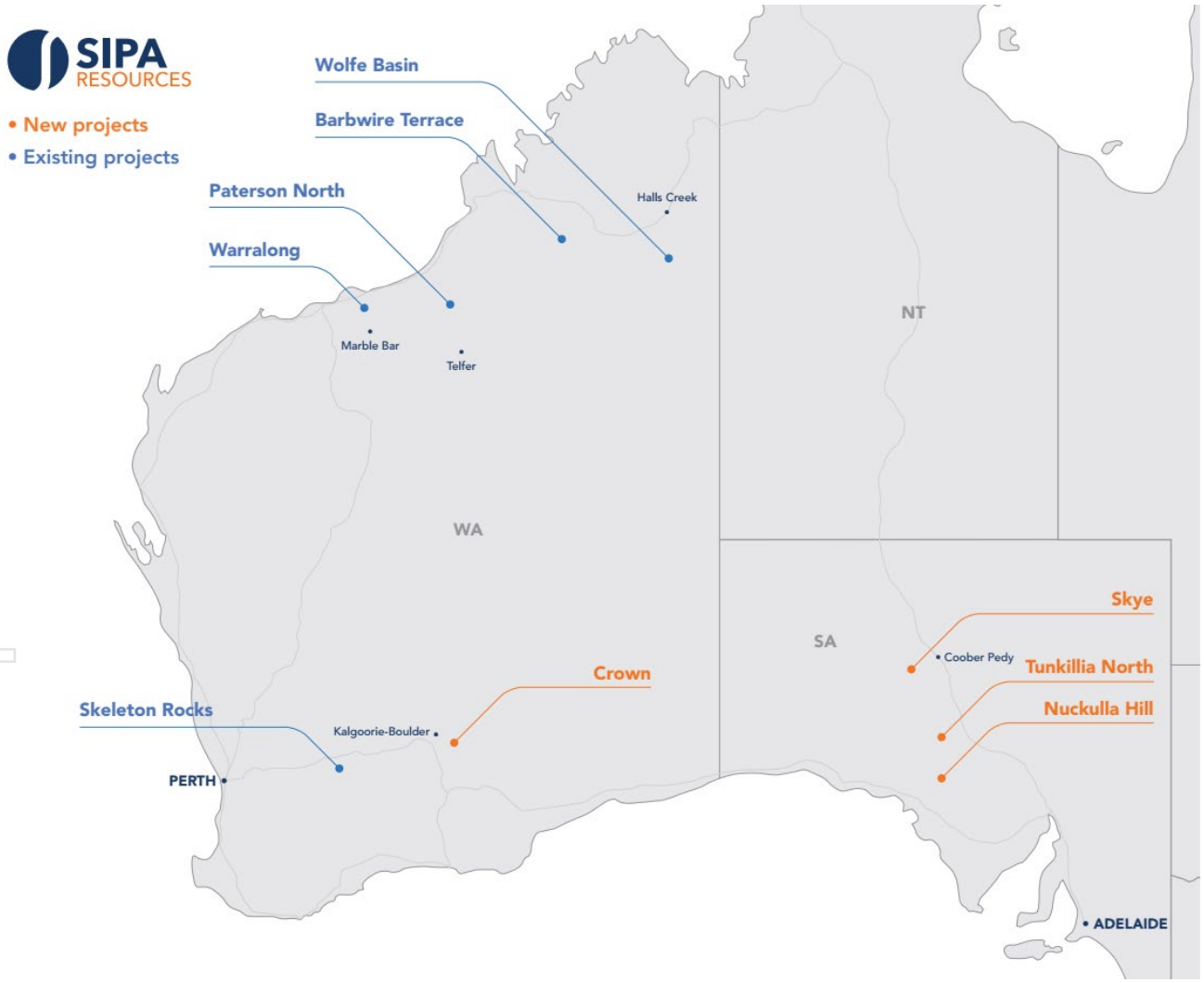

Figure 1: Location of New and Existing Sipa Projects

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In addition to the upfront consideration, Sipa is obliged to pay the following deferred consideration and milestone payment (subject to conditions).

- Deferred consideration of:
  - 35.7M Sipa shares, which equates to $500,000 (subject to Sipa obtaining prior shareholder approval, failing which $500,000 is to be paid in cash) based on a Sipa share price of 1.3 cents. The deferred consideration is payable on 13 February 2026; and
- A milestone payment of:
  - $750,000 upon reporting of a JORC compliant inferred resource of 100,000 gold ounces from the tenements acquired.

Board Appointment

The Company is very pleased to advise that Stephen Biggins has joined the Sipa board as a non-executive director.

Stephen is a geologist and executive with 30 years of global exploration and mining experience. He is the former Managing Director of Core Lithium Ltd (ASX:CXO) in the Northern Territory, taking it from discovery to mining and achieving a $2 billion market capitalisation in the process. He is currently the non-executive chair of Winsome Resources Limited (ASX:WR1), which has defined a globally significant 78Mt lithium deposit in Canada, and Stelar Metals Limited (ASX:SLB).

Stephen also led the discovery of the Cannon gold mine in WA and defined the first gold resource at Golf Bore in SA as the managing director of Southern Gold Limited (ASX:SAU). He was the founding director of Investigator Resources Limited which discovered Australia's highest grade silver deposit on its founding tenements (ASX:IVR p1 28/11/24).

Equity Raising

The Company is pleased to advise that it has successfully completed the previously announced raise of $1.75 million (before costs) via a placement to institutional and sophisticated investors of 134.6 million new ordinary shares in the Company at an issue price of 1.3 cents per share with a 1-for-2 free attaching option with an exercise price of 2.6 cents and a two-year term ("Placement"). In addition, Sipa has issued 17.0 million unlisted options (on the same terms as the investor options) to CoPeak Pty Ltd as part of their lead manager fee for this capital raising.

The Company is very pleased to see support for the Placement from the seed investors of these new projects, all of whom are familiar with the exploration properties being acquired by Sipa.

All members of the Board participated in the capital raising.

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All new shares issued rank equally with existing shares on issue and the Company has applied for quotation of the new shares. Refer to the Appendix 2A dated 14 February 2025 that has been lodged separately to this announcement for further details of the securities issued.

Capital Structure

The capital structure of Sipa following the acquisitions and Placement is as follows:

Description	Fully Paid Ordinary Shares	Options	Total Securities
Securities on issue	416,398,322	106,707,693	523,106,015

This announcement has been authorised for release by the Board of Sipa Resources Limited.

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About Sipa

Sipa Resources Limited (ASX: SRI) is an Australian-based exploration company focused on the discovery of precious, base and specialty metal deposits.

- Tunkillia North, Nuckulla Hill and Skye are all in South Australia, covering a total area of c.729km^2. All are considered highly prospective for gold with early to advanced staged targets and proximal to the large Tunkillia and Challenger gold deposits;
- The Crown Project is located 45 minutes southeast of Kalgoorlie and is highly prospective for gold, covering c.30km^2, with only limited historical exploration.
- The Skeleton Rocks Project covers outcropping and buried greenstone units, prospective for gold, lithium and nickel-copper-platinum group element (Ni-Cu-PGE) deposits, with limited previous drilling completed.
- The Paterson North Project is targeting intrusion-related copper-gold mineralisation concealed by more recent cover sediments and is located to the northeast of Rio Tinto's Winu copper-gold discovery.
- At the Barbwire Terrace base metal (lead-zinc) project, exploration to date has achieved 'proof of concept' status.
- At Wolfe Basin, extensive sedex-style base metal (copper-lead-zinc) anomalism and gossans provide targets for drill testing along a >80km long prospective horizon.
- The Warralong Project is prospective for intrusion-related gold and lithium-tin-tantalum mineralisation in the north Pilbara region, in an analogous, parallel structural setting to recent discoveries such as Hemi.

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