Mayur Announces ~A$80 Million Two-Tranche Placement

19 February 2025

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Highlights

1. Mayur launches a ~A$80 million two-tranche institutional Placement. Tranche 1 of the Placement is set to raise approximately ~A$29.8 million and Tranche 2 of the Placement, which is subject to shareholder approval,[1] is set to raise approximately ~A$50.2 million.

2. Strong support from a range of new investors and existing shareholders, with the Company receiving binding pre-commitments for ~A$31.4 million, to be settled under Tranche 2. This includes a ~A$3 million investment from leading mining-related private investment fund and debt financier for the Central Lime Project, Appian, conditional upon the Company satisfying all Conditions Precedent and making its first draw under its ~US$115 million debt financing package[2] in addition to receipt of the requisite shareholder approvals for Tranche 2.

3. The Placement follows: (a) the recent announcement of a strategic US$10 million equity-linked investment by ACAM LP (including its affiliates) in the Company; (b) a potential uncommitted non-binding amount of US$40 million equity investment for the Central Lime Project by ACAM LP (including its affiliates); and (c) the Company agreeing a Community Development Agreement for the Central Cement and Lime Project with the PNG Government, with final National Executive Council approval expected imminently. Upon receipt of the final approved Community Development Agreement and following completion of this Placement, the only outstanding Condition Precedent on the Appian debt (other than customary documentary conditions precedent to be delivered prior to financial close) relates to binding offtake for a proportion of lime production from the Central Lime Project, which the Company is in advanced discussions on.

4. Upon settlement of the Placement, Mayur at a minimum will be well-capitalised with a pro forma 31 December 2024 cash balance (unaudited) of ~A$85 million and, subject to the satisfaction of all Conditions Precedent under the Appian debt financing package, expects to be fully funded[3] for development of both Stage 1 and 2 of the Central Lime Project, which comprises the construction of a total of four kilns and is forecast to deliver average annual run-rate EBITDA of approximately ~US$70 million (based on annual EBITDA of US34.5 million from the first two kilns)[4]. In addition to this, the Placement provides Mayur with greater financial flexibility in relation to its future funding discussions and their application.

5. The Company intends to rebrand over the coming months to reflect its Lime & Cement focus for industrial development. This new identity will capture the Company's direction and development of high-quality lime

[1] Tranche 2 also includes a ~A$3 million pre-commitment (equating to approximately 10.7 million New CDIs) from Appian which is conditional upon the satisfaction or waiver of all conditions precedent to initial draw-down of the Appian project finance facility announced to ASX on 22 April 2024.
[2] Refer to the Company's ASX announcement of 22 April 2024 for further details of the Appian debt financing package.
[3] Assumes no change to capital commitments or material interest rate rises and further subject to "Key Risks" disclosed in the investor presentation released to ASX on 19 February 2025 in connection with the Placement.
[4] Refer to ASX announcement *"Central Lime Project and Construction Update"* dated 13 February 2025, and to the ASX announcement *"Updated DFS for Central Cement and Lime Project"* dated 26 July 2022.

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and cement production, reducing PNG's reliance on imports while supplying essential building materials to Australia and the Pacific.

Mayur Resources Limited (ASX:MRL) (**Mayur** or the **Company**) is pleased to announce that it has launched a ~A$80 million (before costs) two-tranche institutional placement for the issue of approximately 285.7 million new Chess Depository Interests on the ASX (**New CDIs**) at an offer price of A$0.28 per New CDI (**Placement**). The Company has received binding pre-commitments for up to ~A$31.4 million from a range of new and existing investors (**Pre-commitments**), the remaining ~A$48.6 raised under the Placement is underwritten. Included in the Pre-commitments is a ~A$3 million investment from Appian CCL Investment (UK) Ltd. (**Appian**) who have agreed to invest ~A$3 million, conditional upon all Conditions Precedent to initial draw-down under the proposed ~US$115 million Appian debt financing package announced by Mayur to the ASX on 22 April 2024 being satisfied or waived (**Appian Commitment**), in addition to receipt of the requisite shareholder approvals for the second tranche.

Investors who have pre-committed will participate under the second tranche of the Placement, conditional on shareholder approval.

The Placement marks a critical step for the Company and, in connection with the broader funding package, is expected to fully-fund the development of both Stage 1 and 2 of the Central Lime Project,[3] subject to finalisation of all remaining Conditions Precedent to utilisation of the Appian debt.

Commenting on the Placement, Mayur's Executive Chairman, Richard Pegum, said:

"This is a transformational equity raising which, alongside the proposed Appian debt financing package, ensures the Company expects to be fully funded for development of both Stage 1 and 2 of its highly strategic and financially robust Central Lime Project. The Placement provides Mayur with substantial immediate equity funding to continue construction works whilst the remaining Conditions Precedent are satisfied on the Appian debt. Further, it creates significant shareholder value relative to alternative funding plans that have been assessed, and now provides the Company with materially greater flexibility in relation to its future funding arrangements to support its long-term growth.

The significant support received from other new and existing shareholders who have pre-committed to participate in this Placement is testament to the high-quality nature of the Central Lime Project and the significant amount of work undertaken by management to de-risk and optimise its development over several years. The Company is confident that it can move expeditiously towards satisfying the outstanding Conditions Precedent under the Appian debt and looks forward to accelerating construction over the coming months.

The Mayur Board also believes the timing is ideal to announce our intention to rebrand. This move aligns our identity with our strategic focus on lime and cement production, positioning us uniquely on the ASX. With recent consolidations, such as Adelaide Brighton and Boral now under private ownership, a specific Lime & Cement company will stand as the only publicly listed entity offering a fully integrated, cradle-to-grave supply chain of manufactured products in lime and cement.

Our flagship lime and cement project adjacent to the US$18 billion PNGLNG facility will be Australia's closest supplier, and strengthens regional ties while delivering essential building materials directly to the Australian market. This rebrand underscores our commitment to supporting PNG & Australia's infrastructure needs with reliable, locally manufactured products, offering investors a rare and compelling opportunity to gain exposure to this critical supply chain and to support the growing partnership between PNG and Australia. The Company's name rebrand should be finalised in Q1 2025."

Use of Funds

Proceeds from the Placement, together with the proposed Appian debt financing and existing cash, will be applied to the following purposes:

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1. Development of Stages 1 and 2 of the Central Lime Project, including construction of:

    - Four lime kilns;
    - Private domestic and international wharf facility capable of handling 40,000 – 55,000 dead weight tonne vessels;
    - Twin barge berthing facility for domestic transportation of high-grade limestone and aggregates;
    - Solar/Diesel Hybrid Power Plant;
    - Quarry; and
    - Roads, bridges, pipelines, camps and other infrastructure.

2. Corporate and other costs:

    - General corporate overheads;
    - Working capital requirements; and
    - Placement costs (including Lead Manager fees and legal costs).

Placement Details

New CDIs under the Placement will be issued in two tranches:

1. the Company will issue approximately 106.5 million New CDIs at an offer price of A$0.28 per New CDI, raising approximately ~A$29.8 million (before costs) (**Tranche 1**), with this being underwritten; and

2. subject to shareholder approval, the Company proposes to issue approximately 179.2 million New CDIs at an offer price of A$0.28 per New CDI, to raise approximately ~A$50.2 million (before costs), with this being pre-committed or underwritten (**Tranche 2**).

The offer price of A$0.28 per New CDI represents a:

- 20.0% discount to the last closing price of A$0.350 per CDI on the ASX on Tuesday, 18 February 2025, being the last practicable date prior to the date of this announcement;
- 20.8% discount to the 5-day volume weighted average price of A$0.353 per CDI traded on the ASX up to and including Tuesday, 18 February 2025, being the last practicable date prior to the date of this announcement; and
- 13.5% discount to the 15-day volume weighted average price of A$0.324 per CDI traded on the ASX up to and including Tuesday, 18 February 2025, being the last practicable date prior to the date of this announcement.

New CDIs under Tranche 1 will be issued within the Company's existing placement capacity in accordance with ASX Listing Rule 7.1 and 7.1A. Settlement of Tranche 1 is expected to occur on Wednesday, 26 February 2025, with New CDIs to be allotted on Thursday, 27 February 2025.

Tranche 2 comprises ~A$31.4 million in pre-commitments (equating to approximately 112.1 million New CDIs) received by the Company from a range of new and existing sophisticated investors. This includes the ~A$3 equity investment from Appian, which is subject to the satisfaction or waiver of all Conditions Precedent to initial draw-down under the Appian debt financing package. The remaining ~A$18.8 million to be raised under Tranche 2 (equating to approximately 67.1 million New CDIs) is underwritten.

Completion of Tranche 2 is subject to shareholder approval, which will be sought at an Extraordinary General Meeting (**EGM**) expected to be held in late March 2025. Pending shareholder approval, settlement of New CDIs under Tranche 2 is expected to occur in late March 2025,[4] with allotment of New CDIs to occur shortly thereafter.[4]

[4] To the extent all Conditions Precedent to the Appian debt financing package have not been satisfied or waived by such time, the Appian Commitment will settle at a subsequent date being the 5th business day from the satisfaction or waiver of such conditions precedent.

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New CDIs issued under the Placement will rank *pari passu* with the Company's existing CDIs on issue.

The Placement is underwritten to ~A$48.6 million, with ~A$31.4 million referable to the pre-commitments received by the Company in connection with the Placement (including the Appian Commitment) not underwritten. Barrenjoey Markets Pty Limited is acting as the Lead Manager and Underwriter to the Placement. Jones Day is acting as legal adviser to the Company.

Conditions Precedent to Draw-Down on the Appian Debt Package

As announced by Mayur to the ASX on 22 April 2024, the Company has secured a ~US$115 million senior secured loan and royalty financing arrangement from Appian, comprising:

- US$70 million initial tranche to achieve Central Lime Project base case nameplate capacity;
- US$22.2 million additional tranche for expansion beyond Stage 1 capacity; and
- US$22.2 million tranche provided as a cost-overrun facility.

The satisfaction or waiver of all Conditions Precedent to draw-down the initial US$70 million tranche is a condition of the Appian Commitment, which will lapse if the satisfaction or waiver of such Conditions Precedent fails to occur in accordance with terms of the Appian debt funding package.

As at the date of this announcement, the Conditions Precedent to initial draw-down (other than customary documentary conditions precedent to be delivered prior to financial close) comprise the following:

- Finalisation of the prescribed equity funding commitment required for development of Stage 1 of the Central Lime Project (expected to be satisfied upon completion of this Placement);
- Finalisation of a Community Development Agreement for the Central Lime Project with the PNG Government (awaiting final endorsement from the National Executive Council and expected imminently); and
- Entering into binding offtake contracts for a proportion of lime production from the Central Lime Project (the Company is in advanced discussions with various customers).

While the satisfaction or waiver of the outstanding Conditions Precedent to initial draw-down cannot be guaranteed, the Company is targeting financial close under the Appian debt funding package by late Q1 / early Q2 2025.

Indicative Timeline

Event	Date
Trading halt and launch of the Placement	Wednesday, 19 February 2025
Trading halt lifted and announcement of completion of Placement	Friday, 21 February 2025
Settlement of New CDIs under Tranche 1	Wednesday, 26 February 2025
Allotment, quotation and trading of New CDIs under Tranche 1	Thursday, 27 February 2025
EGM and shareholder vote to approve the issue of New CDIs under Tranche 2	Expected to be late March 2025
Settlement of New CDIs under Tranche 2*	Expected to be late March 2025
Allotment, quotation and trading of New CDIS under Tranche 2*	Expected to be late March 2025

The above timetable is indicative only and subject to change. Mayur reserves the right to amend these dates at its absolute discretion, subject to the Corporations Act (2001), the ASX Listing Rules and other applicable laws. The quotation of New CDIs are subject to approval from the ASX.

** To the extent all Conditions Precedent to the Appian debt financing package have not been satisfied or waived by such time, the Appian Commitment will settle at a subsequent date being the 5th business day from the satisfaction or waiver of such Conditions Precedent.*

Further Placement Information and Key Risks

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Further details of the Placement are set out in the Company's investor presentation lodged with the ASX today, 19 February 2025. The investor presentation contains important information including the key risks of investing in Mayur and foreign selling restrictions with respect to the Placement.

An Appendix 3B in respect of the proposed issue will be lodged prior to the Company coming out of the trading halt.

This announcement was authorised by the Board of Directors of Mayur Resources Limited.

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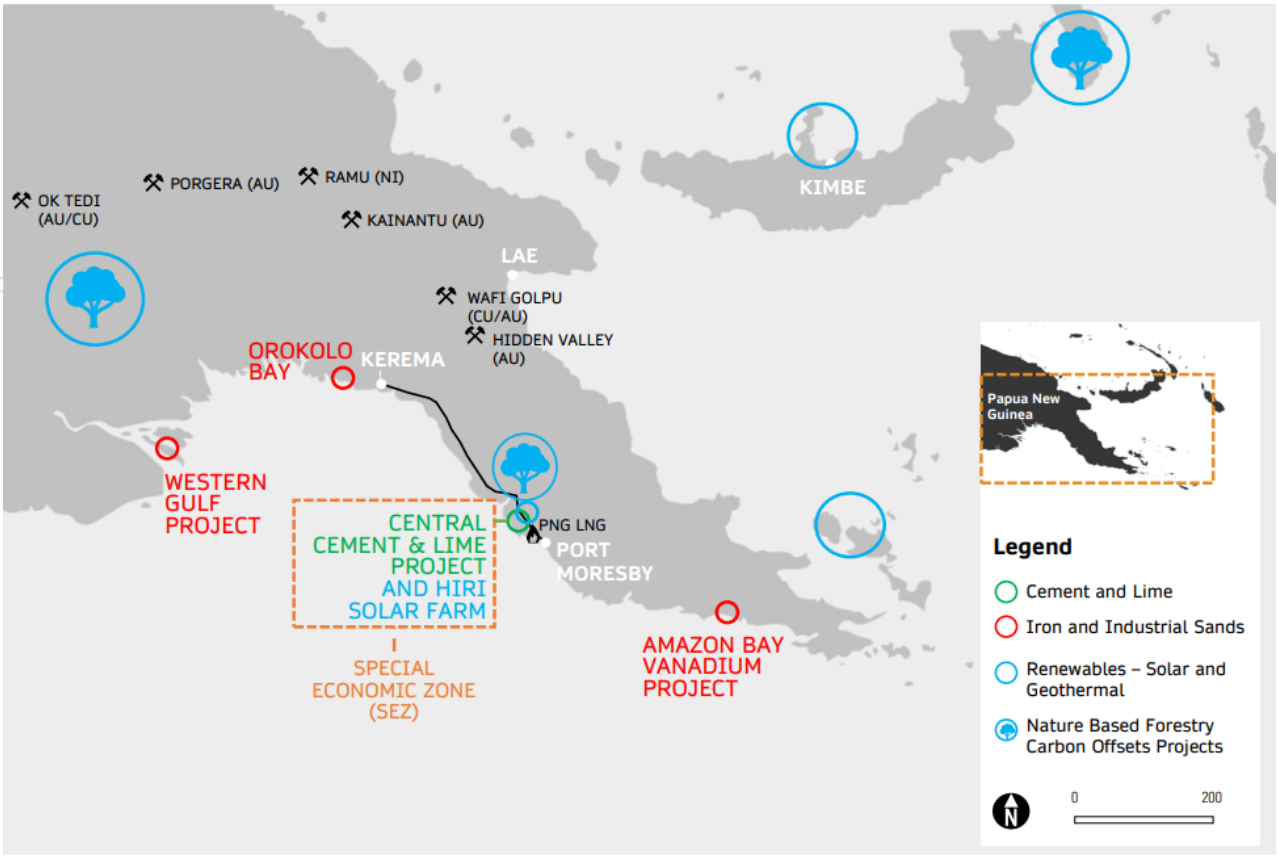
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ABOUT MAYUR

Mayur Resources Limited is focused on the development of natural resources and renewable energy in Papua New Guinea. Our diversified asset portfolio spans iron and industrial sands, lime and cement, nature based forestry carbon credits, battery minerals and renewable power generation (geothermal and solar). Mayur also holds an approximately 19.6% interest in copper gold explorer/developer Adyton Resources, a company listed on the TSX-V (TSXV:ADY).



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Forward-Looking Statements

All statements other than statements of historical fact included in this Announcement including, without limitation, statements regarding future plans or objectives of Mayur Resources Ltd are forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this announcement, are expected to take place. Such forward-looking statements are no guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management.

Mayur Resources Ltd cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this announcement will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Announcement, except where required by law and existing stock exchange listing requirements.

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Non-IFRS Financial Information

The Company supplements its financial information reporting determined under International Financial Reporting Standards ("**IFRS**") with certain non-IFRS financial measures constituting "non-IFRS financial information" under ASIC Regulatory Guide 230 "Disclosing non-IFRS financial information" published by ASIC, including measures such as cash operating costs, All-In Sustaining Cost, EBITDA, NPV, IRR and project payback. Investors should be aware that this Announcement contains such "non-IFRS financial information". The non-IFRS financial measures do not have standardised meanings prescribed by Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Although the Company believes that these measures provide additional meaningful information to assist management, investors and analysts in understanding the financial results and assessing the Company's prospects, readers are cautioned not to place undue reliance on any non-IFRS financial information (or non-IFRS financial measures).

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