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11 March 2025

The Manager
Market Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Underwritten Non-Renounceable Entitlement Offer and Oversubscriptions Offer to raise up to approximately $6 million

- **1 for 2.84 Non-renounceable Entitlement Offer to raise up to approximately $5,035,073**
- **The Entitlement Ofer is fully underwritten by Westar Capital Limited, with Cumulus Wealth Pty Ltd acting as sole Lead Manager & priority sub-underwriter**
- **Eligible Shareholders who subscribe for their full entitlement under the Entitlement Offer may apply for oversubscriptions to raise a further $1,000,000**
- **Attractively priced at $0.05 per New Share**
- **Discount of 28.8% to the last price and 30-day VWAP of $0.07 and 27.9% to the 60-day VWAP of $0.069**
- **In addition to the Conversion Shares, Converting Note holders will receive an offer of up to 51,445,206 Converting Options on the basis of one free-attaching Conversion Option for every one Conversion Share issued upon conversion of Converting Notes**
- **Conversion Options will have an exercise price of $0.05 and expire two years from the date of issue**
- **Directors Robin Widdup and Tarecq Aldaoud have agreed to priority sub-underwrite the Entitlement Offer for $2,250,000 with major shareholder, Lion Selection Group Ltd (ASX: LSX), providing a further $1,000,000 of priority sub-underwriting**
- **The Lead Manager will receive an offer of up to 3,000,000 Lead Manager Options at an issue price of $0.00001 per Lead Manager Option as part of the Lead Manager's remuneration under a previous mandate**
- **Funds to be used to undertake exploration work, carry out metallurgical testwork and update the scoping study with respect to the Company's Gasaat and Sekarna Exploration Permits whilst also covering the costs of the Offer and adding to working capital.**

The Offers

PhosCo Ltd (ASX: PHO) (**PHO** or the **Company**) is pleased to announce:

(a) a pro rata, non-renounceable rights issue of one New Share for every 2.84 Shares held by Eligible Shareholders at the Record Date at an issue price of $0.05 per New Share to raise approximately $5,035,073 before issue costs, which is fully underwritten by Westar Capital Limited (**Entitlement Offer**);

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(b) a placement facility to accept oversubscriptions from Eligible Shareholders participating in the Entitlement Offer of up to a further 20,000,000 New Shares at $0.05 per New Share to raise a further $1,000,000 before issue costs (**Oversubscriptions Offer**);

(c) an offer of up to 51,445,206 Conversion Options to the Converting Note Holders on the basis of one free-attaching Conversion Option for every one Converting Share issued upon conversion of the Converting Notes currently on issue (**Conversion Options Offer**); and

(d) an offer of up to 3,000,000 Lead Manager Options to the Lead Manager (or its nominee) at an issue price of $0.00000001 per Lead Manager Option,

(together, the **Offers**).

An Appendix 3B and a prospectus (**Prospectus**) in respect of the Offers accompanies this announcement.

Summary of the Offers

The Offers are summarised as follows:

(a) the Entitlement Offer comprises one Share for every 2.84 existing Shares held by existing eligible shareholders on the record date (17 March 2025) at $0.05 per Share;

(b) the Entitlement Offer is fully underwritten by Westar Capital Limited, with Cumulus Wealth acting as sole Lead Manager & priority sub-underwriter;

(c) the Oversubscriptions Offer will allow eligible shareholders who have applied for their full entitlement under the Entitlement Offer to apply for further New Shares at the same price as the Entitlement Offer;

(d) all shareholders of the Company residing in Australia, New Zealand and Guernsey are eligible to participate in the Entitlement Offer and Oversubscriptions Offer;

(e) in addition to the Conversion Shares to be issued on conversion of the Converting Notes, the Conversion Options Offer is an offer for up to 51,455,206 Conversion Options on the basis of one free-attaching Conversion Option for every one Converting Share issued upon conversion of the Converting Notes currently on issue;

(f) on 15 March 2024 and 16 October 2024, the Company announced the issue of $1,900,000 worth of Converting Notes with a maturity date of 15 March 2025;

(g) a term of the Converting Notes is that, upon the occurrence of a "Capital Raising Event", the Company must automatically convert the Converting Notes into Conversion Shares, and all accrued but unpaid interest will be capitalised and converted into Conversion Shares. If the Converting Notes convert on the occurrence of a Capital Raising Event, each Converting Note will be convertible into Shares at a conversion price equal to a 20% discount to the capital raising issue price of the relevant Capital Raising Event, subject to a ceiling price of $0.05 and a floor price of $0.01. A **Capital Raising Event** means a capital raising undertaken by the Company after 17 January 2024 to raise a minimum of $1,000,000 by a placement of Shares (which will occur on completion of the Entitlement Offer);

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(h) only converting note holders will be eligible to participate in the Conversion Options Offer;

(i) any fractional entitlements arising from the Offers will be rounded up;

(j) the Shares issued under the Entitlement Offer and Oversubscriptions Offer will rank equally with existing Shares on issue on the record date. The Company will make application for official quotation of the Shares proposed to be issued under the Entitlement Offer and Oversubscriptions Offer;

(k) an offer 3,000,000 Lead Manager Options to the Lead Manager (or its nominee) at an issue price of $0.00000001 per Lead Manager Option;

(l) up to approximately 152,224,744 Shares and 54,445,206 Conversion Options will be issued pursuant to the Offers. Shareholders who do not take up all or any part of their entitlement will not receive any payment or value in respect of their entitlement and their equity interest in the Company will be diluted; and

(m) there is no minimum subscription under the Entitlement Offer.

Indicative use of proceeds of the Offers

The Company proposes to use the proceeds to undertake exploration at the Gasaat Phosphate Project targeting resource extensions and new growth opportunities, metallurgical and study update work reflecting project enhancements and optimisations, to cover the costs of the Offer and to add to working capital. The allocation of funds under the underwritten amount and the maximum amount are set out the Prospectus.

Timetable

Further details of the Offers, including details on how to accept and key risks of the Offers, will be set out in the Prospectus which is expected to be released to the ASX on 11 March 2025 and dispatched to shareholders on 20 March 2025. Outlined below is a timetable of relevant events and dates relating to the Offers. These events and dates are indicative only and subject to change. Subject to the ASX Listing Rules, the Corporations Act and other applicable laws, the Company's Board reserves the right to modify the following dates, including the closing date.

Event	**Date***
Lodgement of Prospectus with ASIC	11 March 2025
Lodgement of Prospectus and Appendix 3B with ASX	11 March 2025
Shares quoted ex-rights	14 March 2025
Record Date for Entitlement Offer (7:00pm AEDT)	17 March 2025

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Event	Date*
Opening date of the Offers, Prospectus and Entitlement and Acceptance Form sent to Eligible Shareholders and Company announces this has been completed	20 March 2025
Last day to extend the Closing Date**	7 April 2025
Closing Date of the Offers (5:00pm AEST)	10 April 2025
New Shares quoted on a deferred settlement basis (if agreed by ASX)	11 April 2025
ASX notified of under subscriptions	15 April 2025
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the New Shares	17 April 2025
Issue date for New Options and lodgement of Appendix 3G with ASX	17 April 2025
Commencement of trading of New Shares (normal trading of Shares resumes)	22 April 2025

* The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Shares are expected to commence trading on ASX may vary.

Application for Shares under the Entitlement Offer and Oversubscription Offer may only be made by completing the shareholder-personalised Entitlement and Acceptance Form which accompanies the Prospectus. The Conversion Options Offer is only available to those who are personally invited to accept the Conversion Options Offer. Shareholders and Converting Note Holders eligible to participate in the Offers should read the Prospectus carefully and consult professional advisers as necessary.

This announcement has been approved by the Board of the Company.

Enquiries

Any enquiries regarding the Offers should be directed to:

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