Andromeda Metals Limited ASX: ADN

ASX Announcement

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Successful completion of $13 million Placement

Launch of Security Purchase Plan (SPP) to raise approximately $2.5 million

Key Highlights:

- **Strong support from institutional investors**
- **Funds to be applied towards development of Great White Project and advancement of HPA Project**
- **Balance of funding for the Great White Project being progressed via discussions for cornerstone investment at asset level**

Andromeda Metals Limited (ASX: **ADN**) (**Andromeda**, the **Company**) is pleased to announce that it has successfully undertaken a placement of new fully paid ordinary shares (**Placement**) raising approximately $13 million before costs.

Firm commitments for 742.9 million new fully paid ordinary shares have been received from new institutional and sophisticated investors (**New Shares**) at $0.0175 per New Share under the Placement.

The price of $0.0175 per New Share, represents a discount of:

- 16.7% to the previous closing price of $0.021 on Wednesday, 15 October 2025;
- and
- 9.8% to the 15 trading day volume weighted average price of $0.0194, calculated up to and including Wednesday 15 October 2025.

Placement participants will also receive 3 free attaching options for every 5 New Shares allocated (**New Options**), subject to issue of a prospectus and shareholder approval. Each New Option is exercisable at $0.026 for a fully paid ordinary share, expiring 2 years from the date of issue and otherwise on the terms set out in Annexure 1. Application will be made for quotation of New Options on ASX. If exercised, these New Options will provide an additional $11.6 million in capital for the Company.

The Company is pleased by the strong support shown from these new investors and welcomes them as shareholders.

The placement of New Shares will be issued in accordance with Andromeda's placement capacity under ASX Listing Rule 7.1 and Listing Rule 7.1A (with 361,189,503 shares coming under Listing Rule 7.1 and 381,667,640 shares coming within Listing Rule 7.1A). Shareholder approval will be sought for the issue of the New Options at a General Meeting (to be scheduled).

Settlement of the Placement is scheduled to occur on Thursday 23 October 2025, with issue of the New Shares under the Placement scheduled to occur on Friday 24 October 2025. New Options will only be issued after shareholder approval is obtained.

Bell Potter and Canaccord Genuity are Joint Lead Managers to the Placement and are entitled to a fee of 6% on the funds raised, plus the issue of 13 million options on the same terms as the New Options.

Funds raised will be used towards the development of the Great White Project and advancement of HPA, including early works, equipment procurement, product marketing (including HPA), general working capital and costs of the capital raise.

In support of securing the balance of funding required for a final investment decision for Stage 1A+ of the Great White Project, the Company is progressing discussions with a cornerstone investor for an investment at the asset level. Finalisation of this process remains subject to due diligence, approvals and agreement on terms.

Per the Company's prior announcements[1], A$90 million is required for Stage 1A+ capital expenditure and working capital. Financing and cash reserving costs will be additional to the A$90m and include:

- Capitalised interest during development;
- Cash reserving (Debt Service Reserve Account and Cost Overrun); and
- Upfront fees for equity and debt.

Sarah Clarke, Andromeda's Acting Chief Executive Officer said**:**

"This capital raise is a strategic step to accelerate the initial development of Stage 1A+ of the Great White Project, whilst we progress discussions for a cornerstone investment at the asset level for both the Great White Project and the HPA Project.

This will allow us to progress equipment procurement for the balance of the plant, commence site preparation activities for Stage 1A+. In addition, marketing activities in support of the commercialisation of our innovative high purity alumina technology will be undertaken, following completion of the scoping study demonstrating market leading economics and the initiation of pilot scale testwork to generate samples for customer engagement.

"The strong support for this Placement and the increased investor participation positions Andromeda well to advance Stage 1A+ towards a final investment decision while also progressing development of the exciting HPA opportunity."

The trading halt can now be lifted.

Security Purchase Plan

The Company is pleased to offer all existing eligible shareholders on the Company's share register at 7pm (Sydney time) on 16 October 2025 with registered addresses in Australian or New Zealand the opportunity to apply for New Shares and free attaching New Options by participating in the SPP.

The Company is targeting to raise approximately $2.5 million before costs through the SPP, with funds raised to be used for the same purpose as described above.

The application for New Shares under the SPP will be capped at a maximum of $30,000 per eligible shareholder, across all of their holdings.

The offer price of $0.0175 per New Share under the SPP will be the same as the issue price under the Placement. This will allow eligible shareholders to increase their holding without paying brokerage or

[1] Refer ADN ASX dated 29 April 2025 titled *Quarterly Activities/Appendix 5B Cash Flow Report*

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transaction costs. Participants in the SPP will also receive 3 free attaching New Options for every 5 Shares allocated, subject to the issue of a prospectus and shareholder approval at an upcoming general meeting.

The terms and conditions of the SPP will be set out in an Offer Booklet which will be released to ASX by way of a separate announcement in due course. Participation in the SPP is optional and the Company reserves the right to scale back any applications or accept a higher amount than the target amount (subject to the ASX Listing Rules and ASIC Regulatory Guide 125).

The Joint Lead Managers will be entitled to a fee of 2% of funds raised under the SPP.

Capital Structure

The capital structure of the Company on successful completion of the Placement is expected to be as follows:

	Number of Shares	Number of Quoted Options	Number of Unquoted Options	Number of Performance Rights
As at the date of this announcement	3,816,676,408	338,440,053 exercisable at $0.0175 and expiry 30 Sep 27	60,238,882	31,692,000
		293,461,554 exercisable at $0.0195 expiring 2 years after issue		
To be issued under the Placement	742,857,143	458,714,286** exercisable at $0.026 expiring 2 years after issue	Nil	Nil
To be issued under SPP*	142,857,143	85,714,286 exercisable at $0.026 expiring 2 years after issue	Nil	Nil
Total number following capital raise*	4,702,390,694	1,176,330,179	60,238,882	31,692,000

**assumes $2.5 million raised under the SPP ** includes broker options*

Timetable

The indicative timetable for the capital raise is set out as follows:

Event	Date
Record date for SPP	Thursday 16 October 2025
Placement and SPP Announced	Friday 17 October 2025
Settlement of Placement	Thursday 23 October 2025
Allotment and Trading of New Shares under Placement	Friday 24 October 2025
Opening Date for SPP	Monday 27 October 2025

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Closing Date for SPP	Friday 14 November 2025
Announcement of results of SPP and issue SPP Shares	Not later than noon on Friday 21 November 2025
Extraordinary General Meeting	December 2025
Allotment and Trading of New Options (subject to admission to quotation)	Following shareholder approval

Dates and times are indicative only and may be subject to change (subject to the requirements in the ASX Listing Rules). Any material changes will be notified to ASX. All dates and times are references to AEST, Australia time.

This announcement has been approved for release by the Board of Andromeda Metals Limited.

For more information about the Company and its projects, please visit our website, www.andromet.com.au or contact:

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FORWARD-LOOKING STATEMENTS

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Annexure 1 – Option Terms

The New Options (including the options to be issued to the brokers) are all in the same class and will be issued on the following terms and conditions:

(a) **Entitlement**

Each Option entitles the holder to acquire by way of issue one Share on exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (h) below, the exercise price of the Options will be $0.026 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (AEST) 2 years after the date of issue. An Option not exercised by the Expiry Date will automatically lapse at that time at that time.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the applicable Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

A minimum of 100,000 Options may be exercised under each Notice of Exercise. If a Shareholder holds less than 100,000 Options, all of the Options held by them must be exercised in one Notice of Exercise.

(f) **Timing of issue of Shares on exercise**

As soon as practicable after the Exercise Date, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and

(ii) if admitted to the Official List at the time, apply for official quotation on ASX of Shares issued on the exercise of the Options.

(g) **Shares issued on exercise**

Shares issued on exercise of the Options will rank equally in all respects with the then issued Shares.

(h) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder of Options are to be changed in a manner consistent with the Corporations Act, the ASX Listing Rules and any other applicable laws or regulations at the time of the reconstruction.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options and unless Shares have been issued in respect of the Options before the record date for determining entitlements to the issue.

(j) **Change in Exercise Price**

There will be no change to the applicable Exercise Price of an Option or the number of Shares over which an Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a Bonus Issue).

(k) **Bonus issue**

If before the expiry of any Options, the Company makes a pro rata issue of Shares to Shareholders for no consideration (**Bonus Issue**), the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would

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have received if the Option had been exercised before the record date for the Bonus Issue.

(l) **Transferability**

The Options are transferable and application will be made for quotation on ASX.

(m) **Voting**

Holders of Options have no voting rights until the Options are exercised and Shares issued on exercise of those Options in accordance with the ASX Listing Rules.

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