



Announcement Summary

Entity name

RED EMPEROR RESOURCES NL

Announcement Type

New announcement

Date of this announcement

Wednesday May 19, 2021

The Proposed issue is:

☒ A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

ASX +security code	+Security description	Maximum Number of +securities to be issued
n/a	Vendor Options	87,500,000
RMP	ORDINARY FULLY PAID	275,000,000

Closing date for receipt of acceptances

Monday May 31, 2021

Proposed +issue date

Friday June 11, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

RED EMPEROR RESOURCES NL

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

99124734961

1.3 ASX issuer code

RMP

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

Wednesday May 19, 2021

1.6 The Proposed issue is:

☒ A non-+pro rata offer of +securities under a +disclosure document or +PDS



Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

5A.1 - Are any of the following approvals required for the non-pro rata offer of securities under a disclosure document or PDS?

- Security holder approval
- Court approval
- Lodgement of court order with ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ Yes

5A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Security holder approval	Friday June 4, 2021	<input checked="" type="checkbox"/> Actual	

Comments

Part 5B - Offer details

Is the proposed security a 'New class' (securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this security include an offer of attaching securities?

☒ No

Details of securities proposed to be issued

ASX security code and description

RMP : ORDINARY FULLY PAID

The number of securities to be offered under the disclosure document or PDS

100,000,000

Will the offer be conditional on applications for a minimum number of securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

☒ Yes



Describe the minimum subscription condition

The minimum subscription under the Public Offer is 100,000,000 Shares to raise \$10,000,000.

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

☒ Yes

Is the minimum acceptance unit based or dollar based?

☒ Dollar based (\$)

Please enter the minimum acceptance value

\$ 2,000

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

☒ No

Offer price details

Has the offer price been determined?

☒ Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 0.10000

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

☒ No

Will a scale back be applied if the offer is over-subscribed?

☒ Yes

Describe the scale back arrangements

Refer to section 1.16 of the Prospectus for details.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ Yes



Details of +securities proposed to be issued

ASX +security code and description

RMP : ORDINARY FULLY PAID

The number of +securities to be offered under the +disclosure document or +PDS

175,000,000

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

☒ No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

☒ No

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

☒ No

Offer price details

Has the offer price been determined?

☒ Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 0.10000

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

☒ No

Will a scale back be applied if the offer is over-subscribed?

☒ Yes

Describe the scale back arrangements

Refer to section 1.16 of the Prospectus for details.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes



Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

☒ New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Vendor Options

+Security type

Options

The number of +securities to be offered under the +disclosure document or +PDS

87,500,000

Offer price details

Has the offer price been determined?

☒ Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 0.00000

Oversubscription & Scale back details

Will the entity be entitled to accept over-subscriptions?

☒ No

Will a scale back be applied if the offer is over-subscribed?

☒ Yes

Describe the scale back arrangements

Refer to section 1.16 of the Prospectus for details.

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes



Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.1000

Expiry date

Tuesday June 11, 2024

Details of the type of +security that will be issued if the option is exercised

RMP : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

1:1

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

<https://redemperorresources.com/wp-content/uploads/LetterToShareholdersAndNoticeOfGeneralMeetingAndProxy04May21.pdf>.

Part 5C - Timetable

5C.1 Lodgement date of +disclosure document or +PDS with ASIC

Tuesday May 18, 2021

5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

Wednesday May 19, 2021

5C.3 Offer open date

Wednesday May 19, 2021

5C.4 Closing date for receipt of acceptances

Monday May 31, 2021

5C.6 Proposed +issue date

Friday June 11, 2021

Part 5D - Listing Rule requirements

5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ Yes



5D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

Friday June 4, 2021

5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ Yes

Part 5E - Fees and expenses

5E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

5E.1a Who is the lead manager/broker?

708 Capital Pty Ltd (ACN 142 319 202) Australian Financial Services Licence 386279

5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

management fee of 1% of total gross proceeds of the Public Offer and a selling fee of 5% of the total gross proceeds of the Public Offer.

5E.2 Is the proposed offer to be underwritten?

☒ No

5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Refer to section 1.8 and Annexure C - Independent Limited Assurance Report of the Prospectus dated 18 May 2021.

Part 5F - Further Information

5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Refer to section 1.8 of the Prospectus dated 18 May 2021.

5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☒ No

5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority

The allocation policy is set out in Section 1.16 of the Prospectus dated 18 May 2021.



5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS

<https://RedEmperorOffer.thereachagency.com>

5F.4 Any other information the entity wishes to provide about the proposed offer

Proposed issue of securities are on a post-Consolidation basis.

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