

ASX ANNOUNCEMENT



1 March 2024

Fenix funding support for Athena Resources Subscription for up to A\$1 million in Convertible Notes

HIGHLIGHTS

- Fenix has agreed to subscribe for up to 100 Convertible Notes in Athena Resources Limited, with a collective face value of A\$1,000,000 convertible at \$0.002/share
- Assuming all Notes are issued and fully converted into Athena shares, Fenix will become the largest shareholder in Athena, with an approximate 31.8% shareholding
- The Notes will accrue simple interest at 8% per annum, maturing 12 months from the date of first issuance
- Provides an opportunity for Fenix to gain exposure to Athena's Byro Magnetite Project in WA's Mid-West

Fenix Resources Limited (ASX: FEX) (Fenix or the Company) advises the Company has entered into a binding agreement with Athena Resources Limited (**ASX:AHN**) (**Athena**) whereby Fenix will subscribe for up to A\$1,000,000 worth of convertible notes (**Notes**) in Athena.

The funding to be supplied by Fenix is intended to assist Athena in completion of the pending Scoping Study of Athena's Byro Magnetite Project in Western Australia's Mid-West region.

The Notes are available in two tranches, with the first tranche to be issued using Athena's available placement capacity under listing rule 7.1, and the second tranche to be issued subject to Athena shareholder approval. If shareholder approval is not obtained within three months, the second tranche will not be issued. The Notes have a maturity date of twelve months from the date the first tranche is issued and accrue interest at the rate of 8% per annum.

If both tranches of notes are issued and Fenix elects to fully convert the Notes at the conversion price of \$0.002/share, Fenix will, subject to any required Athena shareholder approvals, become the largest shareholder in Athena with an approximate shareholding of 31.8% (plus any additional shares issued for conversion of interest accrued). A summary of the material terms of the Notes is included below in Schedule 1.

The Byro Magnetite Project is located 340km north-east of the port of Geraldton and hosts a magnetite mineral resource. Athena is working to complete a Scoping Study for the production of a high grade, low impurity magnetite concentrate that would demand a premium price and could be hauled to Geraldton for export.

Authorised by the Board of Fenix Resources Limited.

For further information, contact:

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Chairman

Fenix Resources Limited

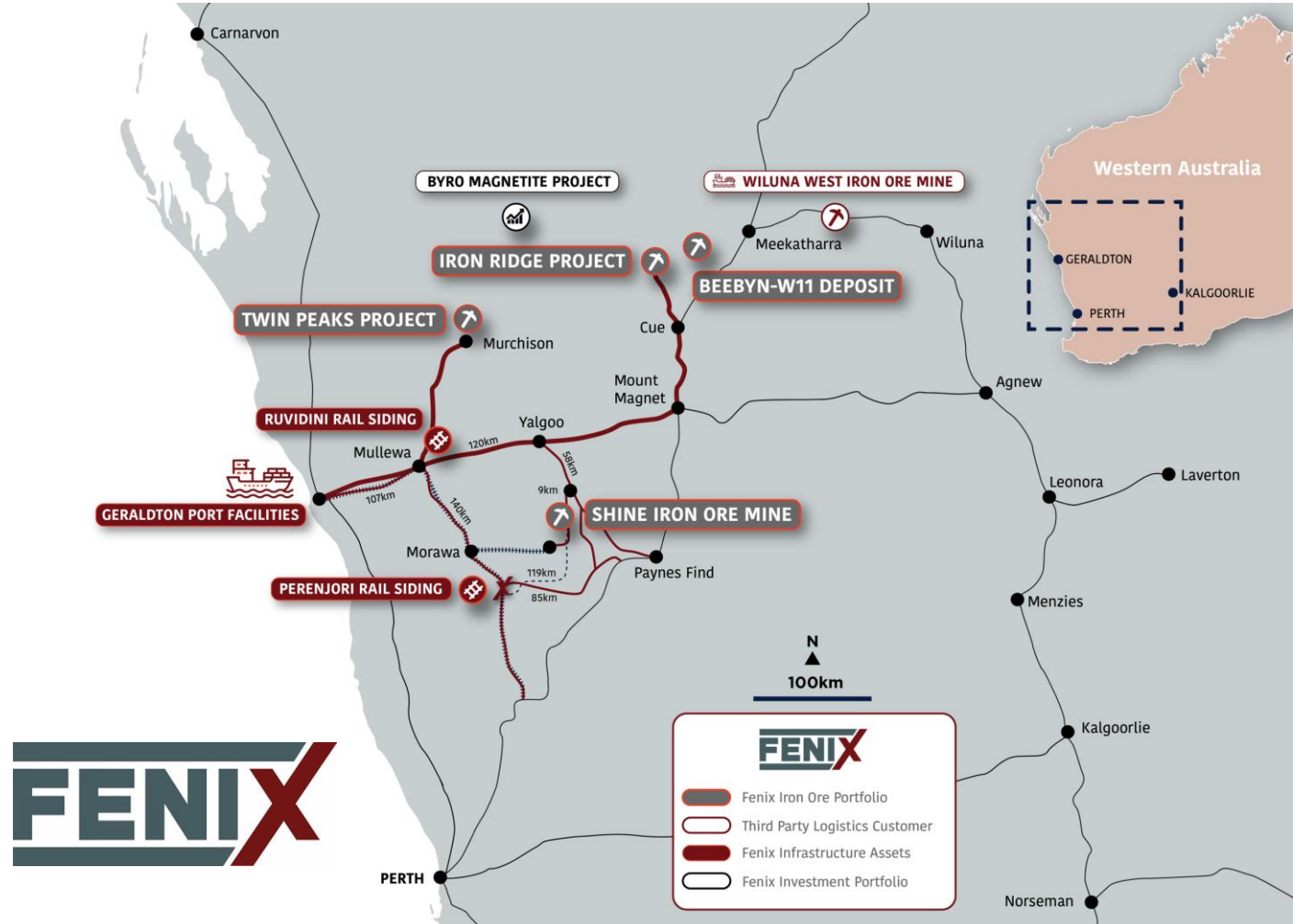
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Fenix Resources (ASX: FEX) is a highly profitable mining, logistics and port services business with assets in the Mid-West region of Western Australia.

Fenix operates a unique fully integrated mine to port business, where high quality iron ore products are transported by road to Geraldton using the Company's 100% owned Fenix-Newhaul haulage and logistics business. Fenix's wholly-owned Fenix Port Services business operates its own loading and storage facilities at the Geraldton Port, with storage capacity of more than 400,000 tonnes and loading capacity of more than 5 million tonnes per annum.

Fenix's diversified Mid-West iron ore, port and rail asset base provides an excellent foundation for future growth. Business assets include the Iron Ridge mine, the Beebyn W11 Deposit, the Twin Peaks Iron Ore Mine, the Shine Iron Ore Mine, the Fenix-Newhaul haulage business which includes a state-of-the-art road haulage fleet, two rail sidings at Ruvidini and Perenjori, as well as the Fenix Port Services business that operates three on-wharf bulk material storage sheds at Geraldton Port.

The Company's 100% owned, flagship Iron Ridge Iron Ore Mine is a premium direct shipping iron ore operation located approximately 360km northeast of Geraldton that hosts some of the highest grade iron ore in Western Australia. Production commenced at Iron Ridge in December 2020 and is currently operating at a run rate of 1.3 million tonnes per annum.

The Company is led by a proven team with deep mining and logistics experience and benefits from strategic alliances and agreements with key stakeholders, including the Wajarri Yamatji people who are the Traditional Custodians of the land on which Fenix is currently operating.

Fenix is focused on promoting opportunities for local businesses and the community. The Company has generated more than 200 local jobs. Fenix is proud to have a strong indigenous representation in the Company's workforce and to be in partnership with leading contract service providers including MACA Ltd, Alpha 1 WA Pty Ltd and other leading local and national service providers.

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Schedule 1 – Convertible Note terms

Face Value	\$10,000 per Note
Number of Notes	100 Notes
Tranche 1	32 Notes will be issued to Fenix on 8 March 2024 (or such other date as the parties agree) using Athena's available placement capacity under Listing Rule 7.1. Settlement of the Tranche 1 Note is subject to Athena providing Fenix with a budget in agreed form.
Tranche 2	Athena will, within 3 months, seek Shareholder approval at a general meeting to issue a further 68 Notes to Fenix (Tranche 2 Notes). If shareholder approval is not obtained within 3 months, the parties will cease to have any obligations in respect of the Tranche 2 Notes. Settlement of the Tranche 2 Note is subject to Athena providing Fenix with a budget in agreed form.
Conversion	Fenix may, at any time after 30 September 2024 and prior to the Maturity Date, elect to convert the outstanding Face Value of a Note (and any accrued and unpaid interest) into fully paid ordinary shares in Fena (Shares) at the Conversion Price (subject to compliance with applicable laws and the ASX Listing Rules).
Conversion Price	\$0.002 per Share
Interest	Simple interest will accrue daily on the Notes at the rate of 8% per annum.
Maturity Date	12 months from the date of issue of the Tranche 1 Notes.
Redemption	Athena must, on the Maturity Date, repay the outstanding Face Value in respect of the Notes (together with any accrued and unpaid interest) unless, and to the extent, the Face Value (and any interest) has been converted into Shares. Subject to the following, Athena may, in its discretion, elect to repay all or some of the outstanding Face Value at any time before the Maturity Date by notice to Fenix, provided at least \$100,000 is repaid at any one time (Repayment Notice). On receipt of a Repayment Notice, Fenix may elect to be repaid the relevant Face Value (and applicable accrued and unpaid interest) into Shares at the Conversion Price.