

ASX Announcement

16 MAY 2023

Schryburt Lake REE-Nb Project

Varied agreement to acquire a 100% interest

Further to its announcements on 27 March 2023 and 17 April 2023 in relation to its agreement to acquire an interest in a series of Mining Claims making up the Schryburt Lake Project in northern Ontario, Canada (the **Project**), Bindi Metals Limited (**ASX: BIM**, '**Bindi**' or the '**Company**') is pleased to announce that it has entered into a variation agreement to increase its interest to be acquired in the Project to 100%.

The Company also confirms it has completed due diligence on the Project to its satisfaction.

The revised terms of the sale and purchase agreement are set out in the Schedule to this announcement. The Company will seek shareholder approval for the issue of the consideration securities at a meeting anticipated to be held in late June.

Detail of the Project and the Company's initial proposed activities following completion of the acquisition is set out in the Company's announcement dated 27 March 2023.

This announcement has been authorised for release to the market by the Board of Bindi Metals Limited.

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Bindi Metals Limited
ABN 52 650 470 947

Schedule – Revised terms of Sale and Purchase Agreement

The revised consideration for the acquisition is:

- 900,000 fully paid ordinary shares; and
- 5,200,000 Performance Rights across three classes. Each Performance Right will convert into 1 Share per Performance Right subject to satisfaction of the relevant performance hurdle:
 - Class A (1,000,000): The Company announcing the achievement of at least one rock sample at 1% (or greater) contained total rare earth oxide (**TREO**) or equivalent in two separate prospect areas in relation to the Project area within 2 years from the date of issue of the Performance Rights.
 - Class B (1,000,000): The Company announcing achievement of a drilling intersection of >10m at 1% (or greater) contained total rare earth oxide (**TREO**) or equivalent in relation to the Project area within 2 years from the date of issue of the Performance Rights.
 - Class C (3,200,000): The Company announcing the determination of an Inferred Resource (as defined in the JORC Code 2012) of greater than 10,000t contained TREO equivalent at a cut-off grade of 0.5 % in relation to the Project area within 5 years of the date of issue of the Performance Rights.

(together the **Consideration Securities**)

The full terms and conditions of the Performance Rights are as set out in Annexure B to the Company's announcement dated 27 March 2023.

The Consideration Securities will be subject to a voluntary escrow period of 6 months from the date of issue of the securities.

In addition, the Company has agreed to pay the Beneficial Owners an aggregate 1% net smelter return royalty payable from the sale of all minerals produced from commercial mining operations on the Mineral Titles.

The acquisition is conditional on:

- The Company obtaining any necessary shareholder or regulatory approvals, including pursuant to Listing Rule 7.1 in relation to the issue of the Consideration Securities; and
- The parties obtaining all other necessary third party consents and approvals (including any necessary regulatory consents and approvals) to lawfully complete the matters set out in the sale and purchase agreement.

The SPA otherwise remains on terms and conditions that are customary for this type of agreement.

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