



22 May 2024

NOTICE DECLARING TAKEOVER BID FREE OF CERTAIN DEFEATING CONDITIONS

Brightstar Resources Limited (ASX:BTR) (**Company or Brightstar**) refers to the bidder's statement dated 29 April 2024 (as supplemented by Brightstar's first supplementary bidder's statement dated 10 May 2024) (**Bidder's Statement**) and offers in relation to its off-market takeover for all the fully paid ordinary shares and options in Linden Gold Alliance Limited (**Linden**).

Capitalised terms not defined in this announcement have the meaning given to the same term in the Bidder's Statement.

In accordance with section 650F of the Corporations Act, annexed to this announcement is a copy of Brightstar's notice declaring that the Share Offer has been freed from the defeating conditions set out in sections 7(i) to (l) (inclusive) of Annexure B of the Bidder's Statement (**Notice**).

This Notice has been:

- (a) sent to Linden in accordance with section 650F(1) of the Corporations Act; and
- (b) lodged with the Australian Securities and Investments Commission in accordance with section 650F(3)(b) of the Corporations Act.

Accordingly, as the defeating conditions in sections 7(b) to 7(h) (inclusive) of Annexure B of the Bidder's Statement have previously been fulfilled, the only remaining defeating condition in respect of the Share Offer is section 7(a) (Brightstar Shareholder Approval) of Annexure B of the Bidder's Statement.

This ASX announcement has been approved by the Managing Director on behalf of the board of Brightstar.

FOR FURTHER INFORMATION, PLEASE CONTACT:

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Investor Relations

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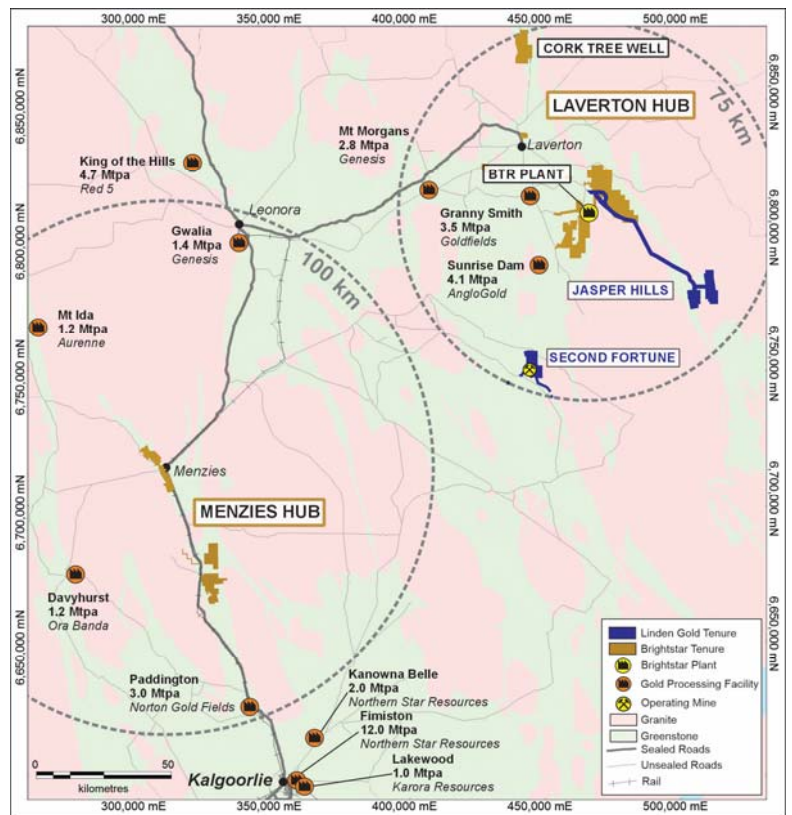
ABOUT BRIGHTSTAR RESOURCES

Brightstar Resources Limited is a Perth-based gold exploration and development company listed on the Australian Securities Exchange (**ASX: BTR**).

In May 2023, Brightstar completed a merger with Kingwest Resources Limited via a Scheme of Arrangement which saw the strategic consolidation of Kingwest's Menzies Gold Project and Brightstar's Laverton Gold Project.

During 2023, Brightstar commenced mining operations at the Menzies Gold Project via a Profit Share Joint Venture, with first gold poured in March 2024 and \$6.5M profit generated by Brightstar.

In March 2024, Brightstar announced the off-market takeover of unlisted WA-based gold mining company Linden Gold Alliance Limited which is currently operating the underground Second Fortune Gold Mine south of Brightstar's Laverton project area.



Brightstar Eastern Goldfield Asset locations

Hosted in the prolific Eastern Goldfields of Western Australia and ideally located proximal to significant regional infrastructure and suppliers, post completion of the Linden transaction Brightstar will emerge with a significant **JORC reported Mineral Resource of 28.4Mt @ 1.6g/t Au for 1.45Moz Au**.

Importantly, Brightstar owns the Brightstar processing plant (currently on care and maintenance), a 60-man accommodation camp and non-processing infrastructure, located 30km SE of Laverton and within 75km of +800koz Au JORC Resources within the Laverton Hub.

Brightstar's strategy is to explore and develop its mineral resource inventory in the Tier-1 gold district of the Eastern Goldfields with the view to becoming a substantial ASX gold producer.

Consolidated JORC Resources of Laverton & Menzies Gold Projects

Location		Measured			Indicated			Inferred			Total		
	Au Cut-off (g/t)	Kt	g/t Au	Koz	Kt	g/t Au	Koz	Kt	g/t Au	Koz	Kt	g/t Au	Koz
Alpha	0.5	623	1.6	33	374	2.1	25	455	3.3	48	1,452	2.3	106
Beta	0.5	345	1.7	19	576	1.6	29	961	1.7	54	1,882	1.7	102
Cork Tree Well	0.5	-	-	-	3,036	1.6	157	3,501	1.3	146	6,357	1.4	303
Total – Laverton		968	1.6	52	3,986	1.6	211	4,917	1.6	248	9,691	1.6	511
Lady Shenton System (Pericles, Lady Shenton, Stirling)	0.5	-	-	-	2,770	1.3	119	4,200	1.3	171	6,970	1.2	287
Yunndaga	0.5	-	-	-	1,270	1.3	53	2,050	1.4	90	3,310	1.3	144
Yunndaga (UG)	2.0	-	-	-	-	-	-	110	3.3	12	110	3.3	12
Aspacia	0.5	-	-	-	137	1.7	7	1,238	1.6	62	1,375	1.6	70
Lady Harriet System (Warrior, Lady Harriet, Bellenger)	0.5	-	-	-	520	1.3	22	590	1.1	21	1,110	1.2	43
Link Zone	0.5	-	-	-	145	1.2	6	470	1.0	16	615	1.1	21
Selkirk	0.5	-	-	-	30	6.3	6	140	1.2	5	170	2.1	12
Lady Irene	0.5	-	-	-	-	-	-	100	1.7	6	100	1.7	6
Total – Menzies		-	-	-	4,872	1.4	214	8,898	1.3	383	13,760	1.3	595
Total – BTR		968	1.7	52	8,858	1.5	425	13,715	1.4	625	23,351	1.5	1,106

Refer Note 1 below. Note some rounding discrepancies may occur.

Pericles, Lady Shenton & Stirling consolidated into Lady Shenton System; Warrior, Lady Harriet & Bellenger consolidated into Lady Harriet System.

Note 1: This Announcement contains references to Brightstar's JORC Reported Mineral Resources, extracted from the ASX announcements titled "Maiden Link Zone Mineral Resource" dated 15 November 2023, "Cork Tree Well Resource Upgrade Delivers 1Moz Group MRE" dated 23 June 2023, and "Aspacia deposit records maiden Mineral Resource at the Menzies Gold Project" dated 17 April 2024.

Linden Gold Alliance JORC Mineral Resources

Location		Measured			Indicated			Inferred			Total		
	Au Cut-off (g/t)	Kt	g/t Au	Koz	Kt	g/t Au	Koz	Kt	g/t Au	Koz	Kt	g/t Au	Koz
Lord Byron	0.5	453	1.8	26	1,141	1.6	58	2,929	1.7	160	4,523	1.7	244
Fish	0.6	26	7.7	6	149	5.8	28	51	4.3	7	226	5.7	41
Gilt Key	0.5	-	-	-	15	2.2	1	153	1.3	6	168	1.3	8
Jasper Hills Subtotal		479	2.1	33	1,305	2.1	87	3,133	1.7	173	4,917	1.8	293
Second Fortune	2.5	17	16.9	9	78	8.2	21	71	12.3	28	165	10.9	58
Total		496	2.6	42	1,384	2.4	108	3,2,4	2.0	201	5,082	2.1	351

Refer Note 2 below. Note some rounding discrepancies may occur.

Note 2: This Announcement contains references to Linden's JORC Reported Mineral Resources, extracted from the ASX announcement titled "Brightstar Makes Recommended Bid for Linden Gold", dated 25 March 2024. The resource remains undepleted from mining activities.



Forward-Looking Statements

This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning Brightstar Resources Limited's planned exploration program and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "expect," "intend," "may", "potential," "should," and similar expressions are forward-looking statements. Although Brightstar believes that its expectations reflected in these forward- looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that further exploration will result in the estimation of a Mineral Resource.

Compliance Statement

With reference to previously reported Exploration Results and Mineral Resources, the Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Brightstar Resources Limited (ACN 100 727 491)

Notice declaring takeover bid free of defeating conditions

To: Australian Securities and Investments Commission

Linden Gold Alliance Limited (ACN 643 313 722)

This notice is issued by Brightstar Resources Limited (ACN 100 727 491) (**Brightstar**) in relation to its off-market takeover bid for all of the fully paid ordinary shares (**Share Offer**) and options (**Option Offer**) in Linden Gold Alliance Limited (ACN 643 313 722) (**Linden**) (collectively, the **Offers**). The Offers are contained in Brightstar's bidder's statement dated 29 April 2024, as supplemented by its first supplementary bidder's statement dated 10 May 2024 (**Bidder's Statement**).

Unless otherwise defined, capitalised terms used in this notice have the meaning given to the same term in the Bidder's Statement.

For the purposes of section 650F of the Corporations Act, Brightstar gives notice declaring that:

1. the Share Offer is free from the following defeating conditions in section 7 of Annexure B (Conditions of this Share Offer) of the Bidder's Statement:
 - (a) section 7(i) of Annexure B (Third Party Approvals);
 - (b) section 7(j) of Annexure B (No Regulatory Action);
 - (c) section 7(k) of Annexure B (No Linden Prescribed Occurrences); and
 - (d) section 7(l) of Annexure B (No Linden Material Adverse Change); and
2. as at the date of this notice, its voting power in Linden is 94.61%.

Accordingly, as the defeating conditions in sections 7(b) (Brightstar Capital Raise), 7(c) (Minimum Acceptance Condition), 7(d) (Convertible Notes), 7(e) (Lord Byron Variation Agreement), 7(f) (SBM Tripartite Agreements), 7(g) (JLM Option Cancellation Deeds) and 7(h) (Escrow Agreements) of Annexure B have previously been fulfilled, the only remaining defeating condition in respect of the Share Offer is section 7(a) of Annexure B (Brightstar Shareholder Approval).

Dated: 21 May 2024

Signed for and on behalf of

Brightstar Resources Limited (ACN 100 727 491)

by



Alex Rovira

Managing Director