

CONVERTIBLE NOTE FUNDING

ATHENA SECURES \$1 MILLION CONVERTIBLE NOTE FUNDING

Athena Resources Limited (“Athena” or the “Company”) (ASX:AHN) is pleased to announce the Company has secured a binding commitment from Fenix Resources Limited (“Fenix”) (ASX:FEX) to raise up to \$1,000,000 from the issue of Convertible Notes (“Convertible Notes” or “Notes”) to Fenix.

Athena and Fenix have signed a binding Terms Sheet (“Term Sheet”) that provides that Athena will receive up to \$1,000,000 in cash to fund development of Athena’s Byro Magnetite Project (the “Byro Project”) in Western Australia’s Mid-West region.

Highlights:

- \$1 million Convertible Note funding committed in two tranches, with the First Tranche of \$320,000 expected to be drawn imminently.
- Conversion price of \$0.002 per share.
- Funds to be applied to the upgrade of the pending Scoping Study and continued development of the Byro Project.
- If fully converted, Fenix would, subject to any necessary Shareholder and regulatory approvals, become Athena’s largest shareholder with a 31.8% shareholding.

Convertible Notes:

The Convertible Notes are available in two tranches, with the First Tranche to be issued using the Company’s available placement capacity under listing rule 7.1, and the Second Tranche to be issued subject to shareholder approval (if Shareholder approval is not obtained within three months, the Second Tranche will not be issued).

The First Tranche of Notes have a face value of \$320,000 and the Second Tranche have a face value of \$680,000.

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.

About Athena Resources: AHN is an Australian ASX listed explorer and developer of highgrade iron ore assets in Western Australia. The Company is focused on its Byro Project, strategically located in the Mid-West region 410km from the Port of Geraldton. The Byro Iron Ore Project has potential to mine and supply premium grade, low impurity magnetite (>70% Iron Content) for the production of Dense Media Separation material, Green Steel and other Industrial Mineral applications. The Byro Project also contains exciting base metal potential.

Directors: Ed Edwards, Peter Newcomb, Hau Wan Wai, Terry Weston • **Company Secretary:** Peter Newcomb • **Athena Resources Limited** ACN 113 758 900



athena
RESOURCES

ASX Announcement
March 2024

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A summary of the material terms of the Convertible Notes is attached.

Quote from Managing Director:

Athena Managing Director, Mr. Ed Edwards commented:

“We are delighted to have secured this partnership with Fenix Resources Limited and the \$1 million funding commitment which will support the continued development of the Company’s wholly owned Byro Magnetite Project.”

“I am excited to form this partnership, which will bring our vision for the Byro Project closer to fruition.”

This announcement was authorised by the Board.

Yours faithfully

Ed Edwards
Managing Director
1 March 2024

Athena Resources: <https://athenaresources.com.au/>

Fenix Resources: <https://fenixresources.com.au/>



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 the Company's available placement capacity under Listing Rule 7.1. Settlement of the Tranche 1 Note is subject to the Company providing Fenix with a budget in agreed form.
Tranche 2	The Company 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 the Company 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 the Company (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	The Company 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, the Company 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.