

ASX ANNOUNCEMENT

7 June 2023

DESPATCH OF RIGHTS ISSUE PROSPECTUS

Vertex Minerals Limited (ASX: VTX, **Company**) advises that the Prospectus for the Company's fully-underwritten entitlements issue has been despatched in accordance with the offer timetable.

Personalised entitlement and acceptance forms have also been despatched to eligible holders, together with letters to eligible and ineligible shareholders (as appended to this announcement).

As previously announced, the offer is a pro-rata Non-Renounceable Entitlements Offer of fully paid ordinary shares in the capital of the Company on the basis of one (1) new share for every three (3) existing shares held at the record date, with a one (1) for two (2) free attaching option.

The Closing Date for the offer is Monday 19 June 2023 (unless extended).

Authorised for release by Alex Neuling, Company Secretary.



31 May 2023

Dear Shareholder

VERTEX MINERALS LTD – PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE

As announced on 29 May 2023, Vertex Minerals Ltd (ACN 650 116 153) (**Company**) is undertaking a non-renounceable rights issue of one (1) fully paid ordinary share in the capital of the Company (**Share**) for every three (3) Shares held at an issue price of \$0.10 per Share, together with one (1) free option for every two (2) Shares applied for and issued (**New Option**), to raise up to \$1,668,333.30 (**Offer**).

The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC on 29 May 2023 and was released on the Company's ASX announcement platform on the same day.

The Offer is underwritten by CPS Capital Group Pty Ltd (**Underwriter** or **CPS Capital**). The material terms and conditions of the Underwriter's appointment is set out in section 6.4.1 of the Prospectus. CPS Capital has also been engaged by the Company as the lead manager to the offer. The material terms and conditions of CPS Capital's lead manager engaged is set out in section 6.4.2 of the Prospectus.

As is further set out in section 1.5 and 1.6 of the Prospectus, the Underwriter has entered into a number of sub-underwriting agreements, including with two substantial shareholders to sub-underwrite the Offer up to an aggregate of 16,683,333 Shares and 8,341,667 New Options, being an aggregate sub-underwriting commitment of \$1,668,333.30.

The Company intends to apply the funds raised from the Offer (less expenses) towards a Reward Underground Scoping Study and pre-planning to move to underground mining, including wet commissioning of the Hill End Gravity Plant, and for general working capital. For further specifics of the use of funds please refer to section 3.1 of the Prospectus.

Following completion of the Offer, assuming any shortfall is subsequently placed, and the full subscription is raised, the Company will have issued approximately 16,683,333 Shares and 8,341,667 New Options, resulting in total Shares on issue of 66,733,333 and total Options on issue of 17,341,667.

We are writing to you as an eligible shareholder on the Offer's record date, entitled to participate in the Offer.

How to access the Prospectus

1. **ONLINE** –The Prospectus can be accessed via
 - (a) the Company's website: <https://www.vertexminerals.com/>; or
 - (b) the ASX website <https://www2.asx.com.au/markets/trade-our-cash-market/historical-announcements> (ASX code: VTX).
2. **PAPER** – Request a paper copy of the Prospectus and your personalised Entitlement and Acceptance Form from the Company Secretary, Mr Alex Neuling by phone on: +61 08 6383 7828 or by email at: alex@erasmusconsulting.com.au.

The Offer closes at 5:00pm (WST) on 19 June 2023.

Participation in Offer

The number of securities for which you are entitled to apply for under the Offer (**Entitlement**) is shown on your personalised Entitlement and Acceptance Form, which is enclosed with this letter.

Fractional entitlements will be rounded up to the nearest whole number.

Any Entitlement not taken up pursuant to the Offer will form the shortfall (**Shortfall Offer**). Eligible Shareholders who wish to subscribe for additional Securities above their Entitlement are invited to apply for shortfall by making payment for such shortfall in accordance with section 2.4 of the Prospectus. The directors, in conjunction with the Underwriter, reserve the right to issue shortfall at their absolute discretion.

Entitlement and Acceptance Form Applications

Your acceptance of securities under the Offer must be made following the instructions on your personalised Entitlement and Acceptance Form (which is enclosed with this letter) and paying the application monies electronically by BPay or EFT in accordance with the instructions of the Entitlement and Acceptance Form.

If you would like to access your personalised Entitlement and Acceptance Form online, please follow the instructions set out in section 2.3 of the Prospectus.

Actions required of Eligible Shareholders

There are a number of actions you may take in relation to the Offer, which are outlined in the Entitlement and Acceptance Form and are set out below:

1. accept your full Entitlement;
2. accept your full Entitlement and apply for additional Securities as part of the Shortfall Offer;
3. take up a proportion of your Entitlement and allow the balance to lapse; or
4. if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Key dates for the Offer

Event	Proposed Date
Lodgement of Prospectus with ASIC	Monday, 29 May 2023
Announcement of Offer & Appendix 3B and Lodgement of Prospectus with ASX	Monday, 29 May 2023
Ex date	Thursday, 1 June 2023
Record Date for determining Entitlements	Friday, 2 June 2023
Prospectus despatched to Shareholders & Company announces despatch has been completed	Wednesday, 7 June 2023
Last day to extend Closing Date	Wednesday, 14 June 2023
Closing Date*	Monday, 19 June 2023

Securities quoted on a deferred settlement basis from market open	Tuesday, 20 June 2023
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the securities (before noon Sydney time) *	Monday, 26 June 2023

*Dates are indicative and subject to change. The Company reserves the right to amend any or all dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. Accordingly, the date the Securities are expected to commence trading on ASX may vary.

You should read the entire Prospectus carefully and seek professional advice before deciding whether to invest in the Offer. If you have any queries concerning the Offer, please contact your financial adviser or Alex Neuling, Vertex Minerals Ltd's Company Secretary, on +61 8 6383 7828.

Yours sincerely

Roger Jackson
Executive Chairman
Vertex Minerals Ltd



31 May 2023

Dear Shareholder

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The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC on 29 May 2023.

The Offer is underwritten by CPS Capital Group Pty Ltd (**Underwriter** or **CPS Capital**). The Company must pay the Underwriter an underwriting fee of 6% of the total amount raised pursuant to the Offer and issue the Underwriter 3,000,000 Options. The Company must also reimburse the Underwriter for costs incidental to the Offer. CPS Capital is also engaged by the Company as the lead manager to the offer and the Company has agreed to issue CPS Capital 2,000,000 Options under the lead manager engagement.

As is further set out in section 1.5 and 1.6 of the Prospectus, the Underwriter has entered into a number of sub-underwriting agreements, including with two substantial shareholders to sub-underwrite the Offer up to an aggregate of 16,683,333 Shares and 8,341,667 New Options, being an aggregate sub-underwriting commitment of \$1,668,333.30.

The Company intends to apply the funds raised from the Offer (less expenses) towards a Reward Underground Scoping Study and pre-planning to move to underground mining, including wet commissioning of the Hill End Gravity Plant, and for general working capital. For further specifics of the use of funds please refer to section 3.1 of the Prospectus.

Following completion of the Offer, assuming any shortfall is subsequently placed, and the full subscription is raised, the Company will have issued approximately 16,683,333 Shares and 8,341,667 New Options (of which, as contemplated above, 5,000,000 are to be issued to CPS Capital), resulting in total Shares on issue of 66,733,333 and total Options on issue of 17,341,667.

Ineligible shareholders

A Shareholder who has a registered address outside Australia, New Zealand or Hong Kong (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia, New Zealand and Hong Kong compared with the small number of Ineligible Shareholders and the number and value of Shares and New Options to which they would otherwise be entitled.

If you have any queries concerning the Offer, please contact your financial adviser or Alex Neuling, Vertex Minerals Ltd's Company Secretary, on +61 8 6383 7828.

Yours sincerely

Roger Jackson
Executive Chairman
Vertex Minerals Ltd