

MACKEREL METALS LIMITED IPO – PRIORITY OFFER NOW OPEN

On 3 November 2022, Zenith Minerals Limited ("**Zenith**") announced that its wholly-owned subsidiary, Mackerel Metals Limited ("**Mackerel**"), had lodged a Prospectus with ASIC on 2 November 2022 to raise \$6,000,000 via the offer of 20,000,000 new Shares at an issue price of \$0.30 per Share ("**Offer**") and had sought a listing on the Australian Securities Exchange ("**ASX**"). On 9 November 2022, Mackerel also lodged a Supplementary Prospectus with ASIC in relation to the Offer. The Offer will occur in conjunction with a proposed in-specie distribution of shares in Mackerel to Zenith shareholders ("**In-Specie Distribution**").

The conditions to completion of the Offer include (i) Mackerel complying with Chapters 1 and 2 of the ASX Listing Rules; (ii) the Company raising a minimum of \$6,000,000 under the Offer; (iii) Zenith shareholder approval for the In-Specie Distribution; (iv) Mackerel and Zenith completing under various acquisition agreements; and (v) ASX approving Mackerel's application for admission to the Official List of ASX and Mackerel receiving conditional approval for quotation of its Shares. Further information on the Offer and In-Specie Distribution is available in the Prospectus and Supplementary Prospectus (available from Mackerel's website at www.mackerelmetals.com.au) and in the Notice of Meeting (available on Zenith's ASX platform).

As part of the Offer, Mackerel is making an offer of a minimum of 5,000,000 Shares to current shareholders of Zenith ("**Priority Offer**"). To be eligible to participate in the Priority Offer, an applicant must be a resident of Australia, New Zealand, the United Kingdom, Singapore, Saudi Arabia or the Channel Islands and be recorded as being the holder of a share in Zenith as at 2 November 2022 ("**Eligible Zenith Shareholder**")¹.

If you are located in the United States, you will not be able to participate in the Priority Offer.

Eligible Zenith Shareholders will be able to apply for at least the minimum allocation of Shares (being 6,667 or \$2,000.10) under the Priority Offer up to an aggregate value of \$1,500,000. In the event that Eligible Zenith Shareholders subscribe in aggregate for Shares over a value of \$1,500,000, the Mackerel Board will allocate Shares at their discretion up to a value of \$1,500,000.

Priority Offer Now Open

The Priority Offer period has now opened and Eligible Zenith Shareholders who intend to participate can make an application by reading the Prospectus and Supplementary Prospectus and completing the online application following the steps below.

The closing date for the Priority Offer is 5.00pm (AEDT) on Friday, 25 November 2022 ("**Closing Date**"), or such earlier or later date as the Mackerel Board, in their absolute discretion, may determine. Mackerel reserves the right to extend the Priority Offer Closing Date or close the Priority Offer early without notice.

¹ Please see section 2.13 of the Prospectus for further information on qualified investors in New Zealand, the United Kingdom, Singapore, Saudi Arabia or the Channel Islands.

Allocation of Shares to Eligible Zenith Shareholders who submit applications pursuant to the Priority Offer will be subject to the allocation policy summarised below and set out in Section 2.12(b) of the Prospectus.

Actions required of Eligible Zenith Shareholders

An Eligible Zenith Shareholder under the Priority Offer, may:

1. Apply for Shares under the Priority Offer; or
2. If an Eligible Zenith Shareholder does not wish to apply for Shares under the Priority Offer, they are not obliged to do anything.

If you are an Eligible Zenith Shareholder, you may obtain a copy of the Prospectus and the Supplementary Prospectus and personalised priority offer application form from Thursday, 10 November 2022 **via Advanced Share Registry's Web Portal by following the instructions below:**

1. Go to <https://www.advancedshare.com.au/Dashboard/Priority-Offer-Login>
2. Type "Mackerel Metals Limited" or "MKM" in the Company field
3. Enter your Zenith HIN/SRN and postcode
4. Accept Terms and Conditions
5. Click on the Login button.
6. Click on the green buttons to download the Prospectus or Application Form

No guarantee of allocation

The Priority Offer is an offer to apply for Mackerel Shares. There is no guarantee that an application for Mackerel Shares will be successful.

The Mackerel Board reserves the right to reject or scale back any applications under the Priority Offer in their absolute discretion. Any amount applied for in excess of the amount allocated to you will be refunded in full (without interest).

Read the Prospectus and Supplementary Prospectus

Eligible Zenith Shareholders who intend to participate in the Priority Offer should follow the instructions set out in the Application Portal and Prospectus in relation to the Priority Offer. Full details of the terms of participation in the Priority Offer, as well as details about Mackerel, the Offer and the ASX listing, are set out in the Prospectus and Supplementary Prospectus. If you are in Australia, New Zealand, the United Kingdom, Singapore, Saudi Arabia or the Channel Islands, the Prospectus and Supplementary Prospectus is available from Mackerel's website at www.mackerelmetals.com.au. Any Eligible Zenith Shareholder who is looking to participate in the Priority Offer should read the Prospectus and Supplementary Prospectus in its entirety and make their own investment decision.

Application monies must be received before 5.00pm (AEDT) on Friday, 25 November 2022

Any application must be paid for by BPAY® in accordance with the instructions displayed in the Application Portal. Applicants should be aware that their own financial institution may implement earlier cut off times with regard to electronic payment and should therefore take

this into consideration when making payment for Shares. It is the responsibility of the applicant to ensure that funds submitted through BPAY® are received by this time.

The opportunity to participate in the Priority Offer is personal to Eligible Zenith Shareholders and cannot be transferred to any other person who is not an Eligible Zenith Shareholder.

Other Important Information

This invitation does not constitute financial product advice and has been prepared without taking into account your objectives, financial situation or needs. You should seek professional advice from your stockbroker, solicitor, accountant or other independent professional adviser before deciding to participate in the Offer. This invitation is not intended to create any legal or fiduciary relationship and nothing contained in this invitation will be considered a recommendation, guidance, inducement, proposal, advice or solicitation to provide investment or financial advice.

You should read the Prospectus and Supplementary Prospectus in full prior to applying for any Shares under the Priority Offer. The Prospectus and Supplementary Prospectus contain detailed information in relation to Mackerel and the Offer including, but not limited to, a description of the key risks associated with an investment in Mackerel and the Shares. Any decision to invest in Mackerel and the Shares should be made based on your particular financial circumstances and based on professional advice if required.

The conditions to completion of the Offer include (i) Mackerel complying with Chapters 1 and 2 of the ASX Listing Rules; (ii) the Company raising a minimum of \$6,000,000 under the Offer; (iii) Zenith shareholder approval for the In-Specie Distribution; (iv) Mackerel and Zenith completing under various acquisition agreements; and (v) ASX approving Mackerel's application for admission to the Official List of ASX and Mackerel receiving conditional approval for quotation of its Shares. It is expected that the issue date for the Shares will be Wednesday, 14 December 2022. It is expected that, subject to receipt of the required approvals from the ASX, trading of Shares will commence on or about Friday, 16 December on a normal settlement basis under the ASX code "MKM". It is the responsibility of each applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk.

If an application and corresponding application monies are not received by 5.00pm (AEDT) on Friday, 25 November 2022, that application will not be able to participate in the Priority Offer. If you have any questions in relation to the Offer (including the Priority Offer), please contact Mackerel's Company Secretary on +61 8 9226 1110 or info@mackerelmetals.com.au.

The final allocation of Shares under the Priority Offer to Eligible Zenith Shareholders will be determined by the Mackerel Board.

The Prospectus and Supplementary Prospectus does not constitute an Offer of Shares in any jurisdiction in which it would be unlawful. Please refer to the "Important Notice" section and Section 2.13 of the Prospectus in this regard.

Mackerel Metals

Following completion of the IPO, Mackerel's portfolio of gold and base metal assets will comprise ten projects within eight active project areas located in Western Australia, Queensland and New South Wales as shown in Figure 1. For full details of the Company and its projects refer to the Prospectus and Supplementary Prospectus that is available from Mackerel's website at www.mackerelmetals.com.au.

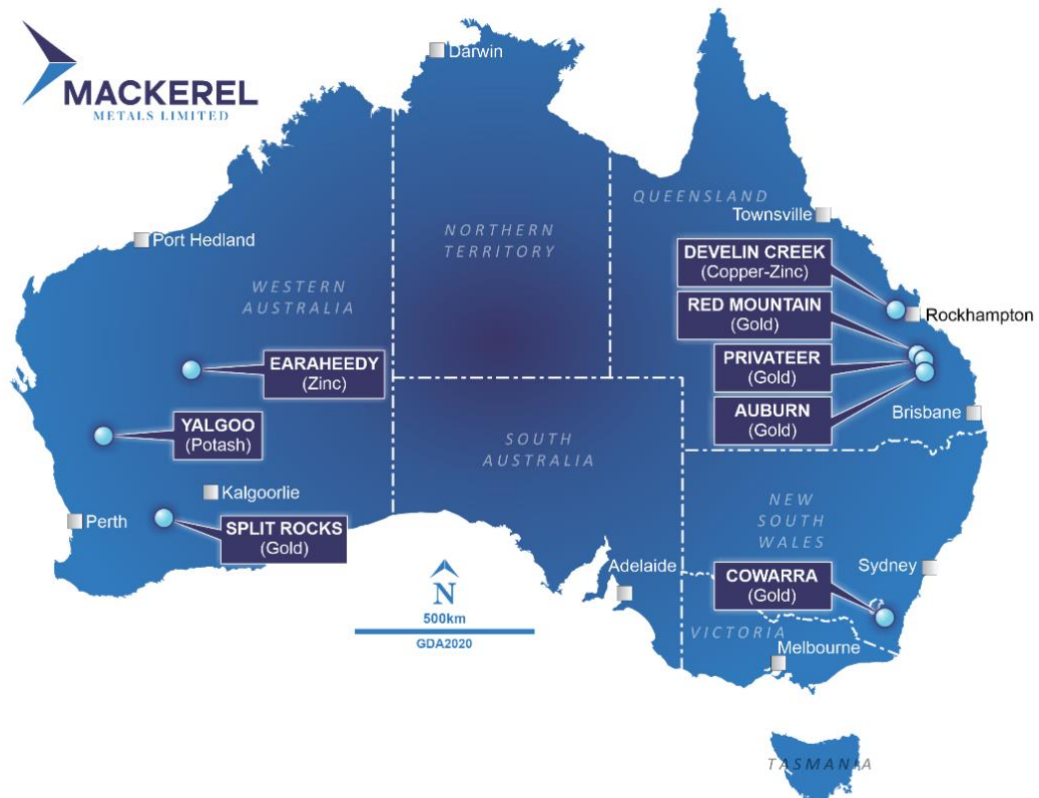


Figure 1: Mackerel Metals' Project Locations in Australia

About Zenith Minerals

Zenith Minerals Limited (ASX:ZNC) is an Australian-based battery minerals explorer leveraged to the increasing global demand for metals critical to the production processes of new energy industrial sectors.

The Company currently has three lithium projects all located in Western Australia. Split Rocks, located within the Southern Cross region mid-way between Perth and Kalgoorlie, is now being systematically explored under the terms of the joint venture between Zenith and EV Metals Group (EVM). It covers landholdings of approximately 660km² in the Forrestania greenstone belt immediately north of the established Mt Holland lithium deposit. Waratah Well, located approximately 20km northwest of the regional town of Yalgoo in the Murchison Region holds a lithium-caesium-tantalum pegmatite target with ongoing exploration. More recently, Zenith acquired a third lithium prospect, the Mt Ida North Project, located approximately 95km west of the regional town of Leonora in WA's Goldfields Region.

In January 2022, Zenith entered into a joint venture with EVM, a global battery materials and technology company focussed on the production of high purity chemicals and battery materials required in rechargeable batteries for electric vehicles and renewable energy storage. EVM can earn a 60% interest in the lithium rights in these projects, with Zenith retaining a 40% project share, under terms that sees Zenith funded through to bankable feasibility on any of the project developments. Any lithium concentrate produced from these projects will provide critical raw material supply for EVM's Battery Chemical Complex in Yanbu, Saudi Arabia as part of an integrated global supply chain currently being developed by EVM. This will contribute to meeting the growing demand for stable, long-term supplies of critical raw materials, high purity chemicals and cathode active materials. The number of Australian-based lithium/EV metal projects currently in the JV could be further expanded over time if appropriate acquisition opportunities present themselves.

To learn more, please visit www.zenithminerals.com.au

This ASX announcement has been authorised by the Board of Zenith Minerals Limited.

For further information, please contact:

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