



Announcement Summary

Entity name

RED 5 LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday March 17, 2021

The Proposed issue is:

An accelerated offer

Total number of +securities proposed to be issued for an accelerated offer

ASX +security code	+Security description	Maximum Number of +securities to be issued
RED	ORDINARY FULLY PAID	375,411,115

Trading resumes on an ex-entitlement basis (ex date)

Friday March 19, 2021

+Record date

Friday March 19, 2021

Offer closing date for retail +security holders

Friday April 9, 2021

Issue date for retail +security holders

Thursday April 15, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

RED 5 LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ABN

Registration Number

73068647610

1.3 ASX issuer code

RED

1.4 The announcement is

New announcement

1.5 Date of this announcement

Wednesday March 17, 2021

1.6 The Proposed issue is:

An accelerated offer

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 - Are any of the following approvals required for the entitlement offer to be unconditional?

- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity**

No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

RED : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

RED : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

Has the offer ratio been determined?

Yes



The quantity of additional +securities to be issued	For a given quantity of +securities held
4	21

What will be done with fractional entitlements?	Maximum number of +securities proposed to be issued (subject to rounding)
Fractions rounded up to the next whole number	375,411,115

Offer price details for retail security holders

Has the offer price for the retail offer been determined?
 Yes

In what currency will the offer be made?	What is the offer price per +security for the retail offer?
AUD - Australian Dollar	AUD 0.16000

Offer price details for institutional security holders

Has the offer price for the institutional offer been determined?
 Yes

In what currency will the offer be made?	What is the offer price per +security for the institutional offer?
AUD - Australian Dollar	AUD 0.16000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?
 No

Will a scale back be applied if the offer is over-subscribed?
 No

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
 Yes



3D.1a First day of trading halt

Wednesday March 17, 2021

3D.1b Announcement date of accelerated offer

Wednesday March 17, 2021

3D.2 Trading resumes on an ex-entitlement basis (ex date)

Friday March 19, 2021

3D.5 Date offer will be made to eligible institutional +security holders

Wednesday March 17, 2021

3D.6 Application closing date for institutional +security holders

Thursday March 18, 2021

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

Friday March 19, 2021

3D.9 +Record date

Friday March 19, 2021

3D.10a Settlement date of new +securities issued under institutional entitlement offer

Wednesday March 24, 2021

3D.10b +Issue date for institutional +security holders

Thursday March 25, 2021

3D.10c Normal trading of new +securities issued under institutional entitlement offer

Thursday March 25, 2021

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

Wednesday March 24, 2021

3D.12 Offer closing date for retail +security holders

Friday April 9, 2021

3D.13 Last day to extend retail offer close date

Tuesday April 6, 2021

3D.16 Entity announces results of retail offer, including the number and percentage of +securities taken up by existing retail +security holders.

Tuesday April 13, 2021

3D.19 +Issue date for retail +security holders

Thursday April 15, 2021



Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

Joint Lead Managers and Underwriters - Petra Capital Pty Ltd and Canaccord Genuity (Australia) Limited (JLMs)

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The JLMs will receive their respective proportion of the following:

- 1) under the institutional component of the entitlement offer (Institutional Offer) a management fee equal to 0.6% of the gross proceeds of the Institutional Offer; and
- 2) under the retail component of the entitlement offer (Retail Offer) a management fee equal to 0.6% of the gross proceeds of the Retail Offer, subject to the JLMs having performed their obligations under the underwriting agreement.

Further, the JLMs are able to receive an incentive fee of 0.5% of the gross proceeds of the offer, payable to the JLMs at the sole discretion of the Company having regard to the overall deal execution performance of the JLMs.

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

Joint Lead Managers and Underwriters - Petra Capital Pty Ltd and Canaccord Genuity (Australia) Limited (JLMs)

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Fully Underwritten

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

The JLMs will receive their respective proportion of the following:

- 1) under the Institutional Offer, an underwriting fee equal to 2.4% of the gross proceeds of the Institutional Offer; and
- 2) under the Retail Offer, an underwriting fee equal to 2.4% of the gross proceeds of the Retail Offer.

Further, the JLMs are able to receive an incentive fee of 0.5% of the gross proceeds of the offer, payable to the JLMs at the sole discretion of the Company having regard to the overall deal execution performance of the JLMs.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Please refer to the Investor Presentation announced to the ASX on 17 March 2021, under "Key Risks, Underwriting".

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

No

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No



3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Standard share registry, external advisers and ASX administrative fees

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The funds raised under the entitlement offer will be applied to the Company's King of the Hills project development, drilling and development programs at the Company's Darlot Gold Mine, and general working capital.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Institutional - jurisdictions other than Aust, NZ, Canada, European Union (not Austria), Liechtenstein, Hong Kong, Israel, Malaysia, NZ, Sing., Switzerland, UK.
Retail - jurisdictions other than Aust, NZ, Sing., Switzerland, UK, Malaysia, Hong Kong.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

The entitlement offer is not available to nominees and custodians whose beneficiaries, on whose behalf they hold existing shares, would not satisfy the criteria for an eligible shareholder.

3F.6 URL on the entity's website where investors can download information about the proposed issue

www.red5limited.com/site/investor-centre/ASX-Announcements

3F.7 Any other information the entity wishes to provide about the proposed issue

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No