

ASX Announcement



15 May 2025

ABN: 45 116 153 514

ASX: TMX

FRA: T4Y

Directors Participation in Rights Issue & Priority

Underwriting of \$231,000 Combined

Terrain Minerals Limited (ASX: TMX) (Terrain or the Company) announced on the 24 April 2025 that it is conducting a capital raising of up to \$2,535,000 (before costs) through a placement to sophisticated and professional investors to raise \$735,000 (all existing shareholders) and a subsequent non-renounceable rights issue offer to eligible shareholders to raise up to approximately \$1,800,000.

The Company is pleased to confirm that all Board members intend to take up their rights issue allocations totalling approximately \$116,000. In addition, two directors have elected to underwrite the rights issue shortfall up to \$115,000. Together, this provides assurance over approximately \$231,000 or 12.8% of funds sought to be raised from the rights issue.

All eligible shareholders are able to participate and apply for additional allocations. The Board encourages eligible shareholder to consider applying for extra shares in accordance with the timetable on page 3.

Board Participation:

Priority Underwriting by Board Members (No underwriting fee's being paid):

- Mr Justin Virgin - \$100,000
- Mr Jason Macdonald - \$15,000

Board Rights Issue Allocation – Combined Take-up Amount:

- \$116,000 all directors combined (approximate)

Use of Funds

The board is very excited about the Company's future and the next chapter:

Funds raised from the capital raising will be allocated towards additional drilling at the Company's Smokebush Gold Project, the Companies main focused now being directed on expanding on the recent drilling success at its 100% owned Smokebush project mainly the Lighting and Monza (Gold/Silver) and Wildflower targets (with also includes the Larin's Lane Gallium prospect, which is now advancing forward with metallurgical studies at Curtin University). In addition, the funds will support the ongoing Exploration and advancement across other projects including Biloela Qld Copper/Gold Project, recently granted after a ~2 year granting process and for general working capital requirements.

The above expenditure budget is indicative only and may change according to circumstances prevailing at the time.

Continues next page:

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Rights Issue Offer

In conjunction with the placement, the Company is undertaking a pro-rata non-renounceable entitlement issue of one (1) share (**New Shares**) for every 3.7 shares held by eligible shareholders at the record date at an issue price of \$0.003 each to raise up to approximately \$1,800,000 together with one (1) free-attaching option for every one (1) New Share subscribed for and issued which are exercisable at \$0.005 and expiring 17 June 2027 (**New Options**) (**Rights Issue Offer**).

Summary of the Rights Issue Offer

1. The Rights Issue Offer comprises one (1) New Share for every 3.7 shares held by existing eligible shareholders at 5:00pm WST on the record date at \$0.003 per New Share together with one (1) free-attaching option for everyone (1) New Share subscribed for which are exercisable at \$0.005 and expiring 17 June 2027.
2. Eligible shareholders will comprise those shareholders with a registered address in Australia or New Zealand at the record date (**Eligible Shareholders**).
3. The Rights Issue Offer is being partially underwritten by Directors Mr Justin Virgin and Mr Jason MacDonald as set out above.
4. Share entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable.
5. Up to approximately 607,718,000 New Shares and 607,718,000 New Options will be issued pursuant to the Rights Issue Offer. Shareholders who do not take up all or any party of their entitlement will not receive any payments or value in respect of the entitlement not taken up and their equity interest in the Company will be diluted.
6. Any fractional entitlements arising from the Rights Offer will be rounded up.
7. New Shares issued under the Rights Issue Offer will rank equally with existing shares on issue on the record date. The Company will make application for official quotation of the New Shares to be issued under the Rights Issue.
8. New Options issued under the Rights Issue Offer are exercisable at \$0.005 and expiring 17 June 2027.
9. Eligible Shareholders will be able to apply for additional New Shares over and above their entitlements under a shortfall facility, with the Board of Directors reserving the right to place and issue shortfall securities at their sole discretion (**Shortfall Facility**).

Rights Issue Timetable following page:

Timetable

Full details of the Rights Issue Offer will be set out in the prospectus lodged by the Company on the ASX on 12 May 2025.

The anticipated timetable is as follows:

ACTION	DATE
Announcement of Placement and Entitlement Offer and lodgement of Appendix 3B with ASX	24 April 2025
Issue of initial Placement Shares and lodgement of Appendix 2A with ASX applying for quotation of initial Placement Shares	2 May 2025
Lodgement of Prospectus with ASIC and ASX	12 May 2025
Issue of remaining Placement Shares and lodgement of Appendix 2A with ASX applying for quotation of remaining Placement Shares	12 May 2025
Ex date	15 May 2025
Record Date for determining Entitlements	16 May 2025
Opening Date of Offers, Prospectus sent out to Eligible Shareholders and Company announces this has been completed	21 May 2025
Last day to extend the Entitlement Offer Closing Date	12 June 2025 (before noon Sydney time)
Closing Date (at 5:00pm WST)* of Entitlement Offer	17 June 2025
Shortfall Offer Closing Date (at 5:00pm WST)	17 June 2025
Securities quoted on a deferred settlement basis	18 June 2025
Announcement of results of Entitlement Offer	20 June 2025
Issue date of Shares and New Options and lodgement of Appendix 2A with ASX applying for quotation of the Shares and Shortfall Shares	24 June 2025
Quotation of Shares issued under the Entitlement Offer**	25 June 2025
General meeting of the Company seeking Shareholder approval for New Options under Placement Options Offer	July 2025
Issue date and lodgement of Appendix 3G with ASX for New Options under Placement Options Offer	July 2025
Last day to issue Shares and New Options to Underwriter under Listing Rule 10.12	8 July 2025

The timetable is indicative only and remains subject to change at TMX's discretion, subject to compliance with applicable laws and the ASX Listing Rules.

Justin Virgin
Executive Director

For further information, please contact:

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About Terrain Minerals

Terrain Minerals is a Perth-based mineral exploration company with assets in Western Australia and Queensland, Australia. The Company is listed on the Australian Securities Exchange under the code TMX, with a secondary listing on the Frankfurt Stock Exchange Open Market under the code T4Y.

Trade Opportunities

Consistent with its publicly stated position, Terrain Minerals is, and remains, open to commercial discussions in relation to potentially divesting its interest in any of its assets either via sale (full or partial) or through a joint venture arrangement.

Smokebush Project

100% owned exploration project located within the prospective Yalgoo Mineral Field of Western Australia that neighbours Warriedar Resources Ltd, Golden Range Project and ~50km south of 29 Metals Ltd, Golden Grove (VMS) operation, 10km away from Vault Mining's, Rothsay project and NW of Capricorn metals, Mt Gibson (VMS) operation.

Monza, Lightning and Wildflower Gold prospects

These gold targets are currently the company's main priority after the recent success of the IP survey and following high grader drilling results at Lightning and Monza parallel structures. Refer to ASX release on the 31 March and 07 May 2025 for details about the 17 holes, 3,550m RC drilling campaign now underway.

Larin's Lane Gallium & REE prospect

The maiden drilling program in late 2023 intersected broad zones of gallium mineralisation over a 9 kilometre by 3-kilometre area. This mineralisation remains untested along strike and has the potential to grow into a significant clay-hosted gallium and rare earth oxide project.

The project area benefits from year-round access and is within close proximity to established mining infrastructure. Terrain released an Exploration Target, reported in accordance with the JORC Code (2012), for the Larin's Lane Project in September 2024, which it is continuing to test. Terrain has since commenced metallurgical studies (see ASX release of 5 December 2024).

Biloela Copper & Gold Project

This high priority Project was granted during the quarter after ~2 years granting process. The project is located along strike of the Cracow Gold Mine in Queensland (See ASX release dated 21 June 2023 for more information on the rationale, geological setting and walk-up drill targets already identified within this key project area).

Lort River Project

Before progressing any further with other exploration at Lort River Terrain has commenced a selective metallurgical test program these results will most likely determine the projects future. 100% owned exploration project located approximately 50 kilometres northwest of Esperance, Western Australia and is situated within the highly prospective Albany-Fraser Belt. Exciting emerging high-grade clay REE project situated on the edge of a distinctive mafic intrusive feature (see ASX release 26/03/2025).

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Pending Applications

Terrain Minerals has several pending tenement applications across Australia. These applications include:

Carlindie Lithium & Gold Project, which is strategically located between Wildcat Resources (ASX: WC8) and Kali Metals (ASX: KM1) tenements in the East Pilbara of Western Australia. The Company has prioritised the granting of its Carlindie tenement package and is continuing to work successfully towards achieving its goal. Several of the Carlindie areas have recently been granted.

Note: Terrain Minerals wishes to advise that the Company incurs little, if any, ongoing costs related to tenements prior to being granted. Further, the Board is committed to ensuring that Terrain Minerals continues to possess a strong pipeline of prospective tenements across a broad range of commodities.

Project Review

Terrain Minerals continues to investigate potential projects across various commodities including gold, copper, nickel, and industrial minerals. Whilst Western Australian based projects are the Company's current focus, other parts of Australia are being seriously examined and considered as are other jurisdictions including, but not limited to, Africa, Europe, and the Americas across all commodities.

Authority

This announcement has been authorised for release by Mr. Justin Virgin, Executive Director, Terrain Minerals.

Competent Person's Statement

The information in this report that relates to Exploration Results from the Monza and Wildflower Gold Projects are based on information compiled by Mr. Benjamin Bell, who is a Member of the Australian Institute of Geoscientists and is a consultant retained by Terrain Minerals Limited. Mr Bell is a shareholder and options holder of Terrain Minerals Limited. The full nature of the relationship between Mr Bell and Terrain Minerals has been disclosed, including any issue that could be perceived by investors as a conflict of interest. Mr Bell has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr. Bell consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Disclaimer

Information included in this report constitutes forward looking statements. Often, but not always, forward looking statements can generally be identified by the use of forward looking words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "continue" and "guidance" or other similar words, and may include, without limitation, statements regarding plans, strategies and objectives of management, anticipated production or construction commencement dates and expected costs or production outputs. Forward looking statements inherently involve known and unknown risks, uncertainties and other factors that may cause the company's actual results, performance, and achievements to differ materially from any future results, performance or achievements. Relevant factors may include, but are not limited to, changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development, including the risks of obtaining necessary licences and permits and diminishing quantities or grades of reserves, political and social risks, changes to the regulatory framework within which the company operates or may in the future operate environmental conditions including extreme weather conditions, staffing and litigation. Forward looking statements are based on the company and its management's assumptions made in good faith relating to the financial, market, regulatory and other relevant environments that exist and effect the company's business operations in the future. Readers are cautioned not to place undue reliance on forward looking statements. Forward looking statements are only current and relevant for the date of issue. Subject to any continuing obligations under applicable law or any relevant stock exchange listing rules, in providing this information the company does not undertake any obligation to publicly update or revise any of the forward-looking statements or advise of any change in events, conditions or circumstances on which such statement is based.