

**CZR Resources Ltd**

ABN: 91 112 866 869

Suite 9, Level 3

47 Havelock Street

West Perth WA 6005

PO Box 16

West Perth WA 6872

**Phone:** +61 8 9468 2050**Website:** [www.czrresources.com](http://www.czrresources.com)

5 October 2022

**NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001**

CRZ Resources Ltd (ASX: CZR) (**CZR** or the **Company**) has today announced that it is proposing to despatch to eligible shareholders an offer document (**Offer Booklet**) in respect of a renounceable pro-rata entitlement offer to acquire one (1) new fully paid ordinary share (**New Share**) for every five (5) existing fully paid ordinary shares in the Company held at the record date of 5:00pm (Perth time) on 10 October 2022 (**Entitlement Offer**).

The Entitlement Offer will be offered at an issue price of \$0.012 per New Share to raise gross proceeds of up to approximately \$8.4 million (before costs).

Further details regarding the Entitlement Offer are detailed in the Offer Booklet.

The Company hereby notifies ASX under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as modified by the Australian Securities and Investments Commission (ASIC) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**) that:

- (a) the Company will offer the New Shares under the Entitlement Offer without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified by the ASIC Instrument;
- (c) as at the date of this notice, the Company has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company;
  - (ii) section 674 of the Corporations Act;
- (d) at the date of this notice, there is no information:
  - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
    - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - (B) the rights and liabilities attaching to the New Shares;
- (e) the potential effect which the issue of New Shares pursuant to the Entitlement Offer will have on the control of the Company is as follows:
  - (i) if all eligible shareholders take up their entitlements under the Entitlement Offer, the New Shares issued under the Entitlement Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company (except for Mr Creasy and

his associates, whose participation will be capped at a 3% increase in voting power as compared to their voting power in the Company six months prior to receiving New Shares under the Entitlement Offer), subject only to changes resulting from ineligible shareholders being unable to participate in the Entitlement Offer;

- (ii) in the more likely event that there is a potential shortfall in the Entitlement Offer, eligible shareholders who do not subscribe for their full entitlement of New Shares under the Entitlement Offer (such as those who sell their rights to New Shares under the Entitlement Offer) will be diluted relative to those shareholders who subscribe for some or all of their entitlement, and will be diluted by any take up of the shortfall; and
  - (iii) the voting power in the Company held by Mr Mark Gareth Creasy and his associates could increase from the current level of 55.28% to up to a maximum of 58.28%; and
- (f) the potential consequences of the effect of the Entitlement Offer on the control of the Company is that Mr Creasy and his associates may increase their ability to influence the composition of the Company's board and the Company's management and strategic direction and to impact the outcome of resolutions of shareholders of the Company.

This announcement has been authorised by the board of directors of CRZ.

For further information contact:

Stefan Murphy  
Managing Director  
Tel: +61 (8) 9468 2050  
Email: [stefan.murphy@czrresources.com](mailto:stefan.murphy@czrresources.com)