



## Announcement Summary

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**Entity name**

TODD RIVER RESOURCES LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

27/9/2023

**The Proposed issue is:**

A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Performance rights with a milestone date of 2 years from the date of issue.	2,884,615
New class-code to be confirmed	Performance rights with a milestone date of 3 years from the date of issue.	2,884,616
New class-code to be confirmed	Performance rights with a milestone date of 4 years from the date of issue.	8,653,846
TRT	ORDINARY FULLY PAID	514,423,077

**Proposed +issue date**

14/11/2023

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

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### 1.1 Name of +Entity

TODD RIVER RESOURCES 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.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

### 1.2 Registered Number Type

ABN

### Registration Number

45600308398

### 1.3 ASX issuer code

TRT

### 1.4 The announcement is

New announcement

### 1.5 Date of this announcement

27/9/2023

### 1.6 The Proposed issue is:

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?** Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	7/11/2023	<input checked="" type="checkbox"/> Estimated	

**Comments**

TRT obtaining shareholder approval for the purposes of Listing Rule 7.1.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	7/11/2023	<input checked="" type="checkbox"/> Estimated	

**Comments**

TRT completing the acquisition of 100% interest in the mineral claims comprising the Ross Lake Lithium Project, the MAC Lithium Project and the Halo/Yuri Lithium Project (a.k.a Munn Lake Lithium Project), each located in the Northwest Territories, Canada.

## Part 7B - Issue details

**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

Details of +securities proposed to be issued

**ASX +security code and description**

TRT : ORDINARY FULLY PAID



**Number of +securities proposed to be issued**

500,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.01000

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

Yes

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**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

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Details of +securities proposed to be issued

**ASX +security code and description**

TRT : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

14,423,077

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Part consideration for lead manager fees.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

144,231.000000

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



Yes

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)?

New class

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

No

Details of +securities proposed to be issued

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

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Performance rights with a milestone date of 2 years from the date of issue.

+Security type

Performance options/rights

Number of +securities proposed to be issued

2,884,615

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Part consideration for lead manager fees.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

28,846.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes



## Performance options/rights details

<b>+Security currency</b>	<b>Exercise price</b>	<b>Expiry date</b>
AUD - Australian Dollar	AUD 0.0000	14/11/2028

**Details of the type of +security that will be issued if the option is exercised**

TRT : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One fully paid ordinary share (ASX:TRT)

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer ASX Announcement lodged 27 September 2023.

**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)?**

 New class

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

 No

## Details of +securities proposed to be issued

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

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

 No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

 No**ASX +security code**

New class-code to be confirmed

**+Security description**

Performance rights with a milestone date of 3 years from the date of issue.

**+Security type**

Performance options/rights

**Number of +securities proposed to be issued**

2,884,616

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

 No

**Please describe the consideration being provided for the +securities**

Part consideration for lead manager fees.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

28,846.000000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

## Performance options/rights details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0000	14/11/2028

**Details of the type of +security that will be issued if the option is exercised**

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**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)?**

New class

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

No

## Details of +securities proposed to be issued

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

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

No

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Performance rights with a milestone date of 4 years from the date of issue.



**+Security type**

Performance options/rights

**Number of +securities proposed to be issued**

8,653,846

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Part consideration for lead manager fees.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

86,538.000000

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Performance options/rights details

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<b>+Security currency</b>	<b>Exercise price</b>	<b>Expiry date</b>
AUD - Australian Dollar	AUD 0.0000	14/11/2028

**Details of the type of +security that will be issued if the option is exercised**

TRT : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One fully paid ordinary share (ASX:TRT)

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Refer ASX Announcement lodged 27 September 2023.

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Part 7C - Timetable

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**7C.1 Proposed +issue date**

14/11/2023

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Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

7/11/2023

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

Pamplona Capital Pty Ltd

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Cash of 6% excluding GST of the total funds raised;  
14,423,077 shares;  
2,884,615 performance rights with a milestone date of 2 years from date of issue;  
2,884,616 performance rights with a milestone date of 3 years from date of issue; and  
8,653,846 performance rights with a milestone date of 4 years from date of issue.

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**



Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

Funds raised will be used for exploration and development at the Canadian projects, exploration and development at the existing projects and working capital.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)