

## Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

**Constellation Resources Limited** (the "Company" or "Constellation") (ASX Code: CR1) refers to its ASX announcement dated 22 May 2025, in relation to the proposed non-renounceable pro-rata entitlement issue to eligible shareholders to acquire one (1) new fully paid ordinary share (**New Share**) for every three (3) existing shares held in the Company at the record date, being 5:00pm (AWST) on 28 May 2025 (**Record Date**) (**Offer**). The New Shares will be offered at \$0.12 per New Share to raise approximately \$2.52 million (before costs).

Further details regarding the Offer are detailed in the offer document and Appendix 3B released to the ASX today.

The Company advises that it will offer the New Shares to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and states that this notice is given to the ASX under section 708AA(2)(f) of the Corporations Act, as modified by the Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**).

The Company hereby gives notice under section 708AA(2)(f) of the Corporations Act that:

- (a) the Company will offer the New Shares under the Offer without disclosure 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; and
  - (ii) sections 674 and 674A of the Corporations Act;
- (d) as 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; and
- (e) the potential effect that the issue of the New Shares, under the Offer, will have on the control of the Company is as follows:
  - (i) if all eligible shareholders take up their entitlements under the Offer, the New Shares issued under the Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Offer;
  - (ii) in the more likely event that there is a shortfall in the Offer, eligible shareholders who do not subscribe for their full entitlement of New Shares under the Offer will be diluted relative to those eligible shareholders who subscribe for some or all of their entitlement, and will be diluted by any take up of shortfall shares; and
  - (iii) in relation to any person participating in the shortfall offer, the Directors will ensure that no person will be issued, through participating in the shortfall offer, New Shares if such issue will result in their voting power in the Company exceeding 19.9%.

*This ASX Announcement has been authorised for release by the Company's Board of Directors.*