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ASX Announcement

30 June 2025

Estrella Receives \$5m as Strategic Investor Exercises Option

HIGHLIGHTS

- **Estrella Strategic Investor exercises its Option under the Subscription Agreement previously announced on 2 September 2024 to contribute a further \$5,000,000 to the Company subject to Shareholder Approval.**
- **The strategic investor will contribute \$5,000,000 and receive 136,761,488 fully-paid ordinary shares representing a 20% discount to the 10-day VWAP of \$0.0457 prior to the date of exercise of the option.**
- **Funds to be utilised for further manganese and Limestone exploration, resource drilling and mine development studies**

Estrella Resources Limited (ASX: ESR) (“**Estrella**” or the “**Company**”) is pleased to announce that the Strategic Investor has exercised its “Tranche 2 Subscription Option” as per the subscription agreement entered into and announced on 2 September 2024.

Pursuant to the Subscription Agreement, the Option has been exercised by the Subscriber for the Tranche 2 Subscription Shares. The issue of the Tranche 2 Subscription Shares to the Subscriber (and/or its nominee) is subject to the Company obtaining prior shareholder approval, which the Company will seek under best endeavours at an upcoming general meeting of Shareholders anticipated to be held around mid-August.

The Company has included a summary of the material terms of the Subscription Agreement as set out in Appendix 1 of this announcement. For further information on the Subscription Agreement please see the Company’s announcement on 2 September 2024.



Commenting on the full uptake of the Subscription Agreement, Estrella Managing Director Chris Daws said:

“The exercise of the option to subscribe for \$5 million worth of shares represents substantial validation of our rapid, first-mover strategy in the virtually unexplored region of Timor-Leste.

The investment, which substantially improves Estrella’s balance sheet, occurs at a very exciting time, having recently completed the first ever modern metallic minerals drilling in Timor-Leste’s history and encountering some highly prospective results. The Company is currently conducting an initial 3,000m diamond and 10,000m RC drilling campaign with a secondary round of drilling expected to consist of a further 10,000m RC drilling, subject to geological review. The Company is concurrently accelerating a compelling limestone opportunity with a transformative partnership to drive sales already in place.

While I am thrilled to deliver a substantial funding package for the Company, I am also pleased in the structure of the Agreement. The strategic investment has successfully raised capital at a premium to the initial tranche, which at the time proved vital to our emerging exploration in Timor-Leste.

With strong support from local Timor-Leste communities and its nascent mining industry, I am pleased to say Estrella also possesses strong support from its institutional shareholders.”

The Company is obligated in line with the Subscription Agreement to pay the following fee in settlement of the Tranche 2 Subscription option:

- 2.5% of the value of the Tranche 2 Subscription amount, which may be settled in cash, shares or ESROB options (at the election of the Company at the time of receipt of funds for the issue of Tranche 2 Subscription Shares).

The issue of any shares or ESROB options in respect of the fee for Tranche 2 Subscription Shares will be subject to shareholder approval.



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Settlement of the issue of the Tranche 2 Subscriptions Shares (being 136,761,488 shares) to the Subscriber (and/or its nominee) at an issue price of \$0.03656 per share is subject to and conditional upon approval by Shareholders under ASX Listing Rule 7.1, with funds held on trust by the Company until the issue has been made. The funds will be used to advance ESR interests in Timor-Leste and working capital.

This announcement is authorised for release by the Board of Estrella Resources Limited.

ENDS

FURTHER INFORMATION CONTACT

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Appendix 1 – Summary of Subscription Agreement (refer to announcement on 2 September 2024)

Subscriber	MJ Ratta Investments Pty Ltd as trustee for the M and J Ratta Trust
Tranche 1 Subscription Amount	\$350,000
Tranche 1 Subscription Price	\$0.006
Tranche 1 Subscription Shares	58,333,333 Shares
Tranche 1 Conditions Precedent	Tranche 1 Completion is subject to and condition upon: (a) the Company obtaining all necessary shareholder and regulatory approvals (if any) to issue the Tranche 1 Subscription Shares; and (b) the Company and the Subscriber entering into a Royalty Deed in respect of the Royalty.
Option	Subject to Tranche 1 Completion occurring, the Company grants the Subscriber an option to subscribe for additional Shares under the Tranche 2 Subscription (“ Option ”).
Option Period	The Option will be exercisable by the Subscriber (or its nominee) at any time from the date on which Tranche 1 Completion occurs until the date which is 90 days after the date on which the Company releases an ASX announcement confirming the delivery and outcomes of a feasibility study in relation to the Timor-Lest Project (“ Option Period ”).
Exercise of Option	The Subscriber (or its nominee) may exercise the Option by providing a written notice to the Company detailing the Tranche 2 Subscription Amount (“ Exercise Notice ”). In the event the Subscriber (or its nominee) does not issue an Exercise Notice to the Company before the end of the Option Period, the Option will cease to apply, and the Subscriber (or its nominee) will have no further rights in connection with the Tranche 2 Subscription.
Tranche 2 Subscription Amount	The amount the Subscriber wishes to invest under the Tranche 2 Subscription as detailed by the Subscriber in the Exercise Notice, provided that such amount must not exceed \$5,000,000.
Tranche 2 Subscription Price	The higher of: (a) \$0.02 per Share; and (b) a 20% discount to the VWAP, over the 10 trading days on which trades in Shares on ASX actually occurred, immediately prior to the date of the Exercise Notice.



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Tranche 2 Subscription Shares	The number of Shares being equal to the Tranche 2 Subscription Amount divided by the Tranche 2 Subscription Price.
Tranche 2 Conditions Precedent	Tranche 2 Completion is subject to and condition upon the Company obtaining all necessary shareholder and regulatory approvals to issue the Tranche 2 Subscription Shares.
Royalty	On and from the Tranche 1 Completion Date, the Company grants the Subscriber (or its nominee) a 0.25% gross revenue royalty on the sale of manganese ore extracted and recovered from the Timor-Leste Project (“ Royalty ”). The obligation to pay the Royalty continues for 5 years from commencement of first production. In the event the Subscriber subscribes for and is issued \$5,000,000 worth of Shares under the Tranche 2 Subscription, the percentage of the Royalty will increase to 0.5% and the term of the Royalty will increase to 7 years from commencement of first production.
Security	Under the terms of the Subscription Agreement, the Company grants the Subscriber the right to register as first ranking security over the Spargoville Nickel Mineral Rights until the Company is able to provide the Subscriber with written notice that 20,000 tonnes of Ore have been delivered to a port for sale. In the event that the Company is unable to notify the Subscriber of 20,000 tonnes of Ore being delivered to the port for sale within 18 months of entering the Subscription Agreement, the Company will transfer its interests under the Nickel Rights Agreement and do everything to reasonable effect the transfer of these rights.

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