Non-Binding Term Sheet for Sale of the Agbaja Iron Ore Project, Nigeria

Highlights

- **Non-binding term sheet executed for the sale of 100% of the shares in KCM Mining Limited, registered owner of the Agbaja Iron Ore Project in Kogi State, Nigeria**
- **Buyer is RSIN Nigeria Limited which along with its group entities (RSIN Group) has established mining, mineral processing, smelting and steel manufacturing interests that have operated in Nigeria for almost two decades and recently announced a co-investment in a steel plant in Ogun State**
- **Purchase Price of US$5,670,000 (cash-free, debt-free, locked-box), which includes a US$700,000 escrow down payment and a US$350,000 12-month holdback**
- **Net proceeds to Macro of approximately A$5.1 million (at US$0.71:A$1.00) after estimated transaction costs which are 100% success based to third parties unrelated to Macro**
- **Completion conditional on execution of a definitive SPA, Buyer due diligence into title and tenements, community agreement extension and no material adverse changes amongst others**
- **Divestment enables Macro to solely focus on its Western Australian mining services and resource development businesses and deploy sale proceeds to accelerate growth in a non-dilutionary manner**

Macro Metals Limited (ASX:M4M) (**Macro** or the **Company**) is pleased to announce that it, together with its wholly owned subsidiary KCM Mining Holdings Pty Ltd (together, the **Sellers**), has entered into a Non-Binding Share Sale Term Sheet (**Term Sheet**) with RSIN Nigeria Limited (RC 1859738) (Buyer) for the sale of 100% of the shares in KCM Mining Limited (RC 753880) (**KCM**), the registered owner of the Agbaja Iron Ore Project (**Project**) located in Kogi State, Nigeria (**Transaction**).

A Legacy of Investment in the Agbaja Region

Macro (formerly known as Kogi Iron Limited) has advanced the Project through more than a decade of sustained and significant investment. The Company's investment has funded extensive exploration and resource definition drilling, pre-feasibility studies, environmental and social impact assessments, trial mining, and a long-running metallurgical research program that developed proprietary processing technology to reduce the in-situ phosphorus in the Project ore to levels suitable to produce an acceptable quality steel product.

The value created at the Project over this period extends well beyond the Project's financial metrics. As a condition of the Transaction, the community development agreement between KCM and the local Agbaja community, which covers items such as local employment, training and capacity building, will be extended to at least December 2031, providing continuity for local stakeholders through the next phase of the Project's development and ensuring an enduring relationship between KCM with community leaders and the Kogi State and Federal Governments of Nigeria.

MACRO METALS LIMITED

Capacity of Buyer and Buyer Guarantor to complete Transaction

The Buyer is RSIN Nigeria Limited (RC 1859738), a company incorporated in Nigeria.

The Buyer Guarantor is Fujian Xingchengxing Industrial Development Co Ltd (Unified Social Credit Code 91350103MA8UIDEW09), a company whose registered office is in Fuzhou City, Fujian Province, China.

The Buyer and RSIN Group have an established presence in Nigeria with an integrated business model covering mineral exploration, mining, mineral processing, and smelting, while actively expanding into new energy batteries and downstream applications, and recently announced an investment into a steel producing facility in Ogun State, Nigeria, in collaboration with China's Inner Galaxy Group.

Macro has assessed, and is confident of, the Buyer's financial capacity to complete the Transaction noting its own financial strength and that of the Buyer's Guarantor.

Transaction Terms

- The total Purchase Price payable for the sale of 100% of the issued share capital in KCM is US$5,670,000 and has been determined on a cash-free, debt-free locked-box basis by reference to KCM's management balance sheet as at 30 June 2026.
- The parties have agreed that a definitive Share Purchase Agreement (**SPA**) within 20 Business Days of execution of the Term Sheet.
- The Buyer must pay US$700,000 (**Down Payment**) into escrow within 5 Business Days of execution of the SPA, to be applied against the Purchase Price at Completion.
- Completion of the Transaction is conditional on the satisfaction or waiver, in writing, on or before the Sunset Date, of conditions precedent which are summarised by category as follows:
    - execution of the SPA;
    - completion of the Buyer's due diligence; title and tenement matters, which has been ongoing with Buyer's representatives at the Project in Nigeria during July and August 2026;
    - extension or renewal of the community agreement between KCM and the local community to at least December 2031, which has been drafted and is agreed in principle with the local community;
    - confirmation that KCM's rights to the metallurgical intellectual property involving oxygen injection developed for the purposes of reducing phosphorous in the ore deposits to a level that enables a quality steel product to be produced, are validly held or are not materially diminished in value at Completion;
    - no material adverse change;
    - all necessary Nigerian and People's Republic of China governmental and regulatory approvals and clearances; and
    - other customary conditions typical of transactions of this nature,

    (**Conditions Precedent**).
- The Sunset Date is 120 calendar days from the date of the Term Sheet, or such later date as the parties agree in writing; where any governmental approval remains pending, the Buyer may, by written notice, extend the Sunset Date by a further 40 calendar days. Completion must occur on or before 15 Business Days after all Conditions Precedent is satisfied or waived.

- If a condition is not satisfied or waived by the Sunset Date, the Term Sheet may be terminated under its terms. On any termination (other than by the Sellers for the Buyer's material breach), the Down Payment will be refunded within 5 Business Days, free of interest.

- At Completion, the Buyer will retain a holdback of US$350,000 from the Purchase Price for a period of 12 months.

- The Buyer may request Macro provide up to 60 man days of consultancy services in respect of the Project within Macro's existing skills and capability at no additional charge within the first 12 months after Completion.

Net Proceeds to Macro

The Purchase Price of US$5,670,000 is payable at Completion, from which the Buyer will retain the holdback of US$350,000. Macro therefore expects to receive US$5,320,000 on Completion, with the remaining US$350,000 payable 12 months after Completion, less any amount properly applied against the holdback under the SPA.

Based on an exchange rate of US$0.71:A$1.00, the Purchase Price equates to approximately A$8.0 million before costs.

After estimated transaction costs, Macro expects net proceeds of approximately A$5.1 million, comprising approximately A$4.6 million on Completion and approximately A$0.5 million on release of the holdback 12 months after Completion. The Australian dollar amounts actually received will depend on the exchange rate prevailing at the time of each payment.

Macro confirms that all transaction costs and commissions are 100% success based to third parties that are unrelated to Macro.

Proceeds received by Macro from the Transaction will support the advancement of the Company's Western Australian projects and the continued growth of its mining services business in a non-dilutionary manner.

Non-Binding Nature of the Term Sheet

The Term Sheet is non-binding, save for certain provisions (including exclusivity, confidentiality, governing law and dispute resolution, notices, and costs) which are binding. It does not oblige any party to negotiate, execute the SPA, or complete the Transaction; no binding sale agreement arises unless and until the SPA is executed and delivered. There is no certainty that the SPA will be executed or that the Transaction will proceed as outlined or at all.

Exclusivity

During the Exclusivity Period, being the earlier of completion and termination of the Term Sheet, the Sellers undertake that no employee or representatives of the Sellers shall solicit, encourage or entertain any competing proposal in respect of the Transaction without first notifying the Buyer in writing within two business days of becoming aware of a competing proposal.

The Company will keep the market informed of material developments in relation to the Transaction in accordance with its continuous disclosure obligations.

This announcement has been authorised for release by the Board of Directors.

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About Macro Metals Limited

Macro is a diversified exploration, project development, mining and mining services company focused on delivering shareholder value through the economic development of natural resource assets and the provision of fit-for-purpose mining services.

The Company holds a portfolio of iron ore, manganese and construction material assets and is advancing these through targeted exploration and project development programs.

Through its wholly owned subsidiary, Macro Mining Services Pty Ltd, the Company provides mining services across multiple commodities, including mining, crushing and screening, processing, haulage, materials handling and rehabilitation.

About RSIN Nigeria Limited

RSIN Nigeria Limited (RC 1859738) is a Nigerian-incorporated resources company headquartered in Keffi, Nasarawa State, and forms part of the RSIN Group.

RSIN Nigeria operates from an industrial park at Keffi, where it has commissioned a mineral processing plant, and its activities span mineral exploration, mining, mineral processing and smelting, together with downstream new energy applications.

RSIN Group companies are also investors in new steel capacity in Nigeria, including the Stellar Steel plant under development in Ogun State, publicly announced as a co-investment undertaken with Inner Galaxy Group.