

PRE-QUOTATION DISCLOSURES

Kaiser Reef Limited (ACN 635 910 271) (**Company**) provides the following confirmations to satisfy conditions for re-instatement of the Company's securities to official quotation on the ASX (**Official Quotation**).

Close of the Public Offer

The Company confirms that the offer under the prospectus dated 10 December 2020 (**Prospectus**) has closed and that completion of the issue of:

- (a) 25,000,000 fully paid ordinary shares (**Shares**) at an issue price of \$0.30 per Share;
- (b) 53,333,353 Shares to the shareholders of Golden River Resources Limited (**GRR**) (or their respective nominees) (**GRR Vendors**);
- (c) 2,700,000 Shares to Peloton Capital Pty Ltd (or its nominee); and
- (d) 415,523 shares and 1,344,800 options with an exercise price of \$0.50 expiring three years from the date of issue to Empire Capital Partners Pty Ltd (or its nominee),

has occurred.

Lodgement of Outstanding Appendices 3X, 3Y, and 3Z

The Company confirms that there are no outstanding Appendices 3X, 3Y and/or 3Z to be lodged.

Satisfaction of conditions precedent

The Company confirms that all conditions precedent to the agreement between the Company and the GRR Vendors dated 29 September 2020 have been satisfied, including the issue of 53,333,353 Shares.

Accordingly, the Company confirms that completion of this agreement has occurred.

Effectuation of Deed of Company Arrangement

The Company confirms that the Deed of Company Arrangement between, among others, GRR and Centennial Mining Limited (**CTL**) has been effectuated such that GRR owns 100% of the issued capital of CTL.

Termination of Empire Capital Agreement

The Company confirms that that the agreement between the Company and Empire Capital Partners Pty Ltd has been terminated.

COMPENSATION AGREEMENTS

The Company confirms that it has obtained copies of the two compensation agreements registered against MIN5146 by Tim Oostenbrink and others (**Compensation Agreements**). The Company confirms that All Mining Legal Pty Ltd, solicitors engaged by the Company, have reviewed each of the Compensation Agreements and have prepared the following summaries:

Compensation agreement between Alliance Gold Mines NL and Tim Oostenbrink

The compensation agreement between Alliance Gold Mines NL and Tim Oostenbrink dated 8 December 1998 and registered on 7 January 1999 (**1998 Agreement**) is in respect of ground the subject of mining licence 5146 (**MIN5146**).

Under the 1998 Agreement, whilst undertaking exploration work, then holder, Alliance Gold Mines NL (**Alliance Gold Mines**) was obliged to undertake its work under the following terms and conditions:

- (a) the observance of all standard conditions that are applicable to exploration work;
- (b) exploration work could only be undertaken between 7am and dusk;
- (c) any exploration work was to be undertaken in such a manner as to cause minimum damage to stock, the surface of the property and any crops, trees, grasses or other vegetation on the property;
- (d) use the 'main gates' as the point of entry to the property;
- (e) rehabilitate the area utilised in accordance with the Mineral Resources Act;
- (f) pay compensation in the amount of \$50 per reverse circulation drill hole; and
- (g) pay compensation for all damage caused in accordance with the Mineral Resources Act.

Alliance Gold Mines was also required to:

- (a) obtain public liability insurance in accordance with the Mineral Resources Act;
- (b) repair any gates, farm roads and tracks having regard to their condition at the commencement of the 1998 Agreement;
- (c) ensure that a field coordinator was available to liaise with the owner of the property as required; and
- (d) notify the other party in the event of an assignment of the 1998 Agreement.

The 1998 Agreement terminates when MIN5146 ceases to be in force.

Compensation agreement between Alliance Energy Limited, Tim Oostenbrink and Sue Veal

The compensation agreement between Alliance Energy Limited, Tim Oostenbrink and Sue Veal dated 30 September 2002 and registered on 21 January 2003 (**2002 Agreement**) is in respect of certain ground the subject of MIN5146.

Under the 2002 Agreement, then holder, Alliance Energy Limited (**Alliance Energy**) was obliged to:

- (a) pay an amount of \$50,000 prior to the commencement of fencing around the area of the mining operations and then a further \$20,000 thirty days after the payment of the initial \$50,000;
- (b) retain a certain grey box tree at the rear of the property; and
- (c) at the conclusion of work, fill and grade the affected land to natural contours, establish a mound to retain privacy for the owners and establish certain fencing.

The 2002 Agreement terminated when Alliance Energy ceased holding MIN5146, provided that Alliance Energy's obligations had been met.

TERMS OF WAIVERS GRANTED TO THE COMPANY

ASX granted the Company a waiver from Listing Rule 9.1(b) to the extent necessary to permit the Company to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the Shares to be issued to the shareholders of GRR, as follows:

- (a) The Shares issued to shareholders of GRR on conversion of their GRR Convertible Notes (as defined in the Prospectus), who paid cash for the GRR Convertible Notes, be treated as being held by a related party, promoter or unrelated party seed capitalists of the Company, as appropriate to each holder.
- (b) The Shares issued to the shareholders of GRR who subscribed with cash for their GRR Shares are treated as being held by a related party, promoter or unrelated party seed capitalists of the Company or GRR, as appropriate to each holder.
- (c) Cash formula relief is applicable to those Shares that are issued to persons who paid cash for their GRR Shares, provided ASX is satisfied with the evidence submitted to substantiate the cash amounts paid to GRR.
- (d) For the purposes of determining the length of the escrow period for Shares issued to unrelated seed capitalists, which are subject to 12-month escrow, the 12-month escrow period will be deemed to begin on the date on which the cash was paid for the GRR Convertible Notes.
- (e) For the purposes of determining the length of the escrow period for shares issued to related party or promoter seed capitalists, which are subject to 24 months escrow, the 24 months escrow period will begin on the date of the reinstatement of trading in the Company's securities.

CAPITAL STRUCTURE

The capital structure of the Company as at the date of re-instatement of the Company's to Official Quotation is set out below.

Shares¹

	Full Subscription
Shares currently on issue	33,450,001
Shares issued pursuant to the Offer ²	25,000,000
Consideration Shares issued to GRR Shareholders ³	53,333,353
Shares issued to Empire Capital ⁴	415,523
Shares issued to Peloton Capital ⁵	2,700,000
Total Shares on completion of the Offer	114,898,877

Notes:

1. The rights attaching to the Shares are summarised in Section 9.2 of the Prospectus.
2. 25,000,000 Shares issued at an issue price of \$0.30 per Share to raise \$7,500,000.
3. The Acquisition Agreement is summarised at Section 8.2 of the Prospectus.
4. The Corporate Adviser Mandate is summarised at Section 8.3 of the Prospectus.
5. The Lead Manager Mandate is summarised at Section 8.1 of the Prospectus.

Options

	Full Subscription
Options currently on issue ¹	10,750,000
Advisor Options to be issued to Empire Capital ²	1,344,800
Total Options on completion of the Offer	12,094,800

Notes:

1. The rights attaching to the Shares are summarised in Section 10.2 of the Prospectus comprising:
 - (a) 4,250,000 Options exercisable at \$0.30 each on or before 31 January 2023;
 - (b) 4,500,000 Options exercisable at \$0.40 each on or before 31 January 2024;
 - (c) 1,750,000 Options exercisable at \$0.30 each on or before 21 February 2023; and
 - (d) 250,000 Options exercisable at \$0.40 each on or before 10 August 2022.
2. Options exercisable at \$0.50 each on or before the date which is three (3) years from the date of issue. Full terms and conditions of the Advisor Options are set out in Section 9.3 of the Prospectus, and the Corporate Adviser Mandate is summarised in Section 8.3 of the Prospectus.

RESTRICTED SECURITIES

The Company confirms that following the re-instatement of its securities to Official Quotation, the following securities will be restricted pursuant to the ASX Listing Rules for the period outlined below.

Class	Number	Restriction Period
Shares	11,440,523	24 months from the date of re-quotations
Shares	6,650,000	Until 28 February 2022
Options	1,344,800	24 months from the date of re-quotations
Options	10,500,000	Until 28 February 2022

This announcement is authorised for release by the Board of Directors of Kaiser Reef Limited.

For further information, please contact:

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Executive Chairman