



Announcement Summary

Entity name

TESORO GOLD LTD

Announcement Type

New announcement

Date of this announcement

17/4/2025

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	Unlisted options exercisable at \$0.036 each and expiring 3 years from the date of issue	15,000,000
TSO	ORDINARY FULLY PAID	461,270,177

Proposed +issue date

29/4/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

TESORO GOLD LTD

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

91106854175

1.3 ASX issuer code

TSO

1.4 The announcement is

New announcement

1.5 Date of this announcement

17/4/2025

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	12/6/2025	Estimated	

Comments

Up to 388,353,510 Placement Shares to be issued in Tranche 1 under existing 7.1 and 7.1A placement capacities. The issue of approximately 72,916,667 Placement Shares and 15,000,000 Lead Manager Options in Tranche 2 is subject to receipt of shareholder approval at a general meeting to be held in June 2025. Refer to ASX announcement dated 17 April 2025.

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

TSO : ORDINARY FULLY PAID

Number of +securities proposed to be issued

461,270,177

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 0.02400



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 do not have +CDIs issued over them)

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

Unlisted options exercisable at \$0.036 each and expiring 3 years from the date of issue

+Security type

Options

Number of +securities proposed to be issued

15,000,000

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

Issued as part consideration for capital raising services. Refer to ASX announcement dated 17 April 2025.

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

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

Yes



Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0360	19/6/2028

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

TSO : ORDINARY FULLY PAID

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

One fully paid ordinary share (ASX:TSO)

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.

Information by separate announcement

Part 7C - Timetable

7C.1 Proposed +issue date

29/4/2025

Part 7D - Listing Rule requirements

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

12/6/2025

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

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

Yes

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

Unified Capital Partners Pty Ltd and Morgans Corporate Limited have been engaged as joint lead managers of the Placement.



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

The Joint Lead Managers will receive a 4% management fee on all funds raised under the Placement and 2% selling fee on funds raised under Tranche 1 excluding funds from certain investors. Subject to Shareholder approval to be sought at the General Meeting, the Company will also issue the Joint Lead Managers (or their nominees) 15,000,000 unlisted options upon full subscription to the Placement, .

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

Other than the fees and issue of unlisted options to the Joint Lead Managers, none

Part 7F - Further Information

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

Funds will be used for ongoing drilling at Ternera; district scale exploration and drilling; new MRE and updated Scoping Study; advanced metallurgical test work; completing the permitting process; working capital and capital raising costs

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

The issue of up to 388,353,510 Placement Shares pursuant to Tranche 1 will utilise the Company's existing placement capacities under Listing Rules 7.1 and 7.1A. The issue of 72,916,667 Placement Shares and 15,000,000 Lead Manager Options in Tranche 2 are subject to shareholder approval at the EGM.

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)