



1 May 2023

To the Australian Securities Exchange

RIGHTS ISSUE CLEANSING NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001

This Notice is given by Native Mineral Resources Holdings Limited ACN 643 293 716 (“NMR” or the “Company”) under *Section 708AA(2)(f) of the Corporations Act 2001 (Cth)* (the “Act”) as notionally modified by ASIC Class Order 08/35.

Earlier today NMR announced a non-renounceable, pro-rata Rights Issue (“Rights Issue”) of one (1) fully paid Ordinary Share (“New Shares”) for every two (2) ordinary shares held as at 7.00pm (AEST) on 4 May 2023 by NMR’s Eligible Shareholders. The issue price for each New Share under the Rights Issue will be \$0.03.

NMR advises that:

- (a) the New Shares will be offered for issue without disclosure under Part 6D.2 of the Act;
- (b) this Notice is being given under Section 708AA(2)(f) of the Act;
- (c) as at the date of this notice NMR has complied with:
 - i. the provisions of Chapter 2M of the Act as they apply to NMR; and
 - ii. Section 674 and 674A of the Act;
- (d) as at the date of this notice there is no excluded information of the type referred to in sub-sections 708AA(8) or (9) of the Act; and
- (e) the potential effect the Rights Issue will have on the control of NMR, and the consequences of that effect, will depend on a number of factors, including shareholder demand. The potential effect and the consequences of that effect are assessed further below.

It is anticipated that the funds to be raised under the Rights Issue will be applied towards ongoing exploration across its tenements as well as general administration costs and its working capital requirements.

The Company has on issue 120,138,735 Ordinary Shares and 15,994,445 Options. The Company does not anticipate that a significant number of options, if any, will be exercised to take advantage of the Rights Issue.

Further to paragraph (e) above and having regard to the composition of NMR’s share register, the terms of the Rights Issue, NMR does not believe that any person will increase their percentage shareholding in NMR pursuant to the Rights Issue in a way which will have any material impact on the control of NMR.

The potential effect that the issue of the New Shares under the Rights Issue will have on the control of NMR and the consequences of that effect are as follows:

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- if all Eligible Shareholders take up their entitlements under the Rights Issue, there will be no significant effect on the control of NMR;
- if Eligible Shareholders do not take up all of their entitlements, Eligible Shareholders will be diluted;
- the proportional interests of Shareholders with registered addresses outside Australia and New Zealand will be diluted because those Shareholders are not entitled to participate in the Rights Issue.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "H. Martin".

Hasaka Martin
Company Secretary
By Order of the Board

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