

Notice Under Section 708AA of the Corporations Act

PNX Metals Limited (ASX: PNX) (**PNX Metals**) refers to its Offer Memorandum and Appendix 3B lodged with ASX on 20 January 2022 for a one (1) for four (4) non-renounceable pro rata entitlement issue of new shares in PNX Metals at an issue price of \$0.005 per New Share to raise up to \$4,565,242 (before costs). (**Rights Issue**).

This notice is given under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**).

PNX Metals advises that:

- 1) the securities being offered under the Rights Issue will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- 2) as at the date of this notice PNX Metals has complied with the provisions of Chapter 2M of the Act as they apply to PNX Metals and section 674 of the Act;
- 3) as at the date of this notice there is no information that is excluded information under sections 708AA(8) and (9) of the Act that has not already been disclosed to investors generally or in the Rights Issue Memorandum and Appendix 3B lodged on 20 January 2022.
- 4) the potential effect the Rights Issue will have on the control of PNX Metal's undiluted share capital and the consequences of that effect will depend on:
 - (a) the extent Shareholders take up their Entitlements; and
 - (b) the extent that Shareholders take up Shortfall Shares.

If all Shareholders take up their Entitlements in full the Offer will have no effect on control of the Company.

Shareholders that accept their Entitlements in full may apply for Shortfall Shares, but will not be permitted to exceed the 20% voting power threshold as a result of applying for Shortfall Shares. Accordingly, applications for any Shortfall by Shareholders will not have an impact on control of the Company.

Existing substantial shareholder Delphi Unternehmensberatung Aktiengesellschaft (**DELPHI**) will be entitled to take up its Entitlement but not any Shortfall. If DELPHI takes up its Entitlement in full and no other Shareholder takes up its Entitlements or any Shortfall, DELPHI's voting power will increase from 44.37% to 49.92%.

Shareholders not subscribing to their full Entitlement will be diluted by 20.0% (if the Offer is fully subscribed).

By order of the Board

Graham Ascough
Chairman

For further information please visit the Company's website www.pnxmetals.com.au or contact us:

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