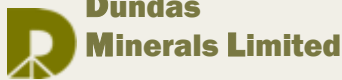


10 May 2024

DUNDAS MINERALS TO RAISE \$1.5 MILLION TO FUND ONGOING EXPLORATION



Directors

Non-Executive Chairman
Mark Chadwick

Managing Director
Shane Volk

Non-Executive Director
Tim Hronsky

Company Secretary
Shane Volk

Issued Capital (ASX: DUN)

Ordinary Shares: 79,078,589
Unlisted Options: 14,000,000



Highlights

- Dundas to raise up to \$1.5 million
- 2 for 7 non-renounceable pro-rata Entitlement Offer at \$0.022 per share to raise a maximum of \$497,065
- \$1.0 million Convertible Note issue to various professional and sophisticated investors
- The capital raise places Dundas Minerals in a sound position for future exploration and business development opportunities

Dundas Minerals Limited (ASX: DUN) ("Dundas Minerals", "Dundas" or "the Company") is actively exploring for gold at the Windanya and Baden-Powell projects, located adjacent the goldfields highway ~60km north of Kalgoorlie, Western Australia.

\$1.5 million capital raise

Dundas Minerals is pleased to announce that it is undertaking a capital raise of up to \$1,497,065 (before costs), comprising:

Entitlement Offer: a non-renounceable pro-rata entitlement offer on the basis of two (2) new Shares for every seven (7) Shares held at 5pm AWST on 15 May 2024 (**Record Date**) at an offer price of \$0.022 per share to raise approximately \$497,065, before costs; and

Convertible Note: a \$1.0 million issue of unsecured and unlisted convertible notes to a group of professional and sophisticated investors (Convertible Notes), on the terms and conditions set out in Annexure 1. The issue of the Convertible Notes and associated options, as detailed in Annexure 1, are subject to Shareholder approval.

Use of Proceeds

Funds from the capital raise are planned to be applied to the Company's ongoing exploration at the Windanya and Baden-Powell gold projects; for the evaluation of growth and business development opportunities; administration and corporate costs; and working capital purposes.

In its March 2024 quarterly report the Company reported cash on hand of \$0.993 million. The additional of up to \$1.5 million from this capital raise will strengthen the Company's balance sheet to continue exploration at its current projects and for it to assess any future business development and growth opportunities that may arise.

Entitlement Offer: Eligible Shareholders and applying for Shares

The Entitlement Offer is open to all eligible shareholders who have a registered address within Australia, New Zealand, Singapore, Hong Kong and Canada (British Columbia) who hold shares on Wednesday 15 May 2024 (Eligible Shareholders), and the offer will close on Friday, 29 May 2024 (unless otherwise extended by the Board).

A personalised Entitlement and Acceptance Form will be sent to eligible shareholders in accordance with the timetable below.

All shares issued in the Entitlement Offer will rank equally with existing shares on issue, and the Company will apply for quotation of the new shares on the ASX.

Shortfall (applying for more than your individual pro-rata entitlement of shares)

The Entitlement Offer includes a Shortfall Facility under which Eligible Shareholders that have taken up their full entitlement under the Entitlement Offer can apply for additional shares (Shortfall Shares), in excess of their pro rata entitlement (Shortfall Entitlement Offer).

The Shortfall Entitlement Offer may also be offered to third parties introduced by the Company.

The Shortfall Entitlement Offer is a separate offer made pursuant to the Prospectus and will remain open for up to three (3) months following the Closing Date (see below). The shares issued under the Shortfall Entitlement Offer will have the same terms as those shares issued under the Entitlement Offer.

All decisions regarding the allocation of Shortfall Shares will be at the sole-discretion of the Company's directors, and will be final and binding on all applications under the Shortfall Entitlement Offer. As such, there is no guarantee that any Shortfall Shares that are applied for will be issued to applicants.

Entitlement Offer Timetable

EVENT	DATE
Lodgement of Prospectus with the ASIC	10 May 2024
Lodgement of Prospectus and Appendix 3B with ASX	10 May 2024
Ex-date	14 May 2024
Record Date for determining Entitlements	15 May 2024
Offer opening date, Prospectus sent out to Shareholders and Company announces this has been completed	20 May 2024
Last day to extend the Closing Date	24 May 2024
Closing Date as at 5:00pm WST*	29 May 2024
Shares quoted on a deferred settlement basis	30 May 2024
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Shares	5 June 2024
Quotation of Shares issued under the Offer**	6 June 2024

* The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Shares are expected to commence trading on ASX may vary.

Convertible Notes

\$1 million of Convertible Notes are to be issued by the Company. Each Convertible Note will bear simple interest at the rate of 8% pa (payable quarterly in arrears), and have a Maturity Date of 5-years from the date the Convertible Note funds are paid to the Company. The Convertible Notes are convertible into fully paid ordinary shares of the Company at \$0.0286 per share (a 30% premium to the offer price of shares in the Entitlement Offer). If during the term of the Convertible Notes the Company undertakes a further equity raising(s) at an issue price lower than the issue price of the Entitlement Offer, then the Conversion Price of the Convertible Notes will be reset to a conversion price equal to the lower issue price. Further details of the key terms of the Convertible Notes are shown in Annexure 1.

The issue of the Convertible Notes is subject to shareholder approval at a general meeting of shareholders scheduled to take place on or around 14 June 2024.

Convertible Note subscribers will receive, subject to Shareholder approval, in aggregate 30 million unlisted options to subscribe for Company Shares as follows: 15 million options with an exercise price of \$0.033 and a 5 year expiry date from the date of issue, and 15 million options with an exercise price of \$0.0374, also with an expiry date 5 years from the date of issue.

The Directors of Dundas Minerals intend to vote in favour of the resolutions for the Convertible Note Issue and the issue of the above-mentioned options, and will recommend that all other shareholders also vote in favour of the resolutions.

Refer to Annexure 1 for the key terms of the Convertible Notes.

Authorised by: Shane Volk – Managing Director

About Dundas:	Dundas Minerals Limited (ASX: DUN) is a battery-minerals and gold focussed exploration company exploring in the gold-rich Kalgoorlie region, and southern Albany-Fraser Orogen, Western Australia. In the Kalgoorlie region the Company has an option agreement with ASX listed Horizon Minerals Limited (ASX: HRZ) to acquire an 85% interest in two gold projects, Windanya (25,000oz Au inferred gold resources), and Baden-Powell (23,000oz Au inferred gold resources), and in the southern Albany-Fraser the Company holds various exploration licences and exploration rights for gold, copper and nickel.
Capital Structure:	Ordinary shares on issue (DUN): 79,078,589; Unlisted Options: 3,000,000 (Exp. 3-11-24 Ex. \$0.30); 4,000,000 (Exp. 1-7-24 Ex. \$0.25 & \$0.30); 5,000,000 (Exp. 1-7-26 Ex. \$0.25 & \$0.30); 2,000,000 (Exp. 10-11-26 Ex. \$0.25 & \$0.30)

DISCLAIMERS AND FORWARD-LOOKING STATEMENTS

This announcement contains forward looking statements. Forward looking statements are often, but not always, identified by the use of words such as "seek", "target", "anticipate", "forecast", "believe", "plan", "estimate", "expect" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions.

The forward-looking statements in this announcement are based on current expectations, estimates, forecasts and projections about Dundas and the industry in which it operates. They do, however, relate to future matters and are subject to various inherent risks and uncertainties. Actual events or results may differ materially from the events or results expressed or implied by any forward-looking statements. The past performance of Dundas is no guarantee of future performance.

None of Dundas's directors, officers, employees, agents or contractors makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward-looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward-looking statement. The forward-looking statements in this announcement reflect views held only as at the date of this announcement.

ANNEXURE 1: CONVERTIBLE NOTES KEY TERMS SUMMARY

Conditions Precedent	<p>The subscription for the Convertibles Notes is conditional on:</p> <ul style="list-style-type: none"> a) the Company obtaining Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of Convertible Notes; b) the Company obtaining Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 30,000,000 Options, and c) satisfaction of due diligence enquiries. <p>Either the Company or the Convertible Notes subscriber may terminate the convertible notes deed if the Conditions Precedent are not satisfied within 90 days of the execution of the convertible notes deed.</p>
Issue	Unlisted, unsecured convertible notes ("Convertible Notes") with a face value of \$1.00 per Convertible Note to raise gross proceeds of \$1,000,000.
Face Value	Each Convertible Note will have a Face Value of A\$1.00
Maturity Date	5 years after the Disbursement Date
Disbursement Date	The date that the Company receives the Convertible Notes gross proceeds of \$1,000,000 following the satisfaction of the Conditions Precedent.
Conversion	<p>Each Convertible Note is convertible into new fully paid ordinary shares in the Company ("Shares") at the holder's election at any time after the allotment of the Convertible Notes and prior to the Maturity Date at a conversion price of a 30% premium to the issue price per Share pursuant to the Entitlement Offer ("Conversion Price"), being \$0.0286 per Share. If during the term of the Convertible Notes the Company undertakes a further equity raising(s) at an issue price lower than the issue price of the Entitlement Offer, then the Conversion Price of the Convertible Notes will be reset to a conversion price equal to the lower issue price.</p> <p>The noteholder may convert at any time during the notice period. Convertibles Notes may be converted into Shares within the timeframe above upon election by the Convertible Note holder, provided that such election is in writing and given to the Company prior to the Maturity Date ("Conversion Notice"). The Company must issue the new Shares and ensure their tradability on the ASX within 5 business days of receiving the Conversion Notice. A minimum of \$50,000 of Convertible Notes must be converted.</p>
Interest Rate	8% per annum
Interest Payments	Interest will accrue daily and will be paid at the end of every quarter from the Disbursement Date up to the Maturity Date and paid to the noteholder within 5 business days of the end of the period. Any interest accrued up to the point of conversion by the noteholder will be payable within 5 business days of conversion.
Early Repayment	The Company may repay the amount outstanding for the Convertible Notes at any time after 48 months from the Disbursement Date and prior to the Maturity Date by providing at least 14 days' written notice to the noteholders.
Events of Default	Upon the occurrence of an Event of Default (as defined in the Convertible Note Deed), the Convertible Note holder may for so long as the Event of Default is continuing by written notice to the Company require immediate redemption of all outstanding Convertible Notes together with all interest and other outstanding monies to be immediately due and payable to the holder without the need for any further demand or notice to be given.
Repayment	On the Maturity Date, the Company must pay to the holder of a Convertible Note: <ul style="list-style-type: none"> a) the Face Value on all unconverted Convertible Notes held by the holder on that date; and b) all unpaid accrued interest.
Prohibited Transaction	From the date of the execution of the Convertible Note Deed until the Maturity Date, the Company must not : <ul style="list-style-type: none"> a) creation of any debt liability (monies borrowed or raised) including any loan, bill, bond, convertible note, debenture, note or similar instrument other than in the ordinary course of business; and b) grant any security or encumbrance over all or part of the assets and undertakings of the Company.
Security	The Convertible Notes will be unsecured.
Transferability	The Convertible Notes will be transferable, subject to the transferee being an 'exempt' investor or 'sophisticated' investor. The transferee must satisfy the requirements of either s708(8), 708(10) or 708(11) of the Corporations Act 2001 (Cth) ("Corporations Act").
Change of Control	On the occurrence of a change of control transaction, the Convertible Note holders may elect to convert the notes at their sole discretion or to have the Convertible Notes redeemed by the Company at the Face Value plus any accrued interest.