

Announcement Summary

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**Entity name**

LUCAPA DIAMOND COMPANY LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Monday May 24, 2021

**The Proposed issue is:**

- An offer of securities under a securities purchase plan
- A placement or other type of issue

**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

<b>ASX +security code</b>	<b>+Security description</b>	<b>Maximum Number of +securities to be issued</b>
LOM	ORDINARY FULLY PAID	60,000,000

**+Record date**

Friday May 21, 2021

**Offer closing date**

Wednesday June 9, 2021

**+Issue date**

Wednesday June 16, 2021

**Total number of +securities proposed to be issued for a placement or other type of issue**

<b>ASX +security code</b>	<b>+Security description</b>	<b>Maximum Number of +securities to be issued</b>
n/a	Unlisted options exercisable on or before 30 July 2025, exercisable at A\$0.080 per share	5,000,000
LOM	ORDINARY FULLY PAID	400,000,000

**Proposed +issue date**

Wednesday June 2, 2021



Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

LUCAPA DIAMOND COMPANY LIMITED

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.

**1.2 Registered Number Type**

ACN

**Registration Number**

111501663

**1.3 ASX issuer code**

LOM

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Monday May 24, 2021

**1.6 The Proposed issue is:**

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

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Part 4A - Conditions

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**4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 4B - Offer details

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**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +security code and description**

LOM : ORDINARY FULLY PAID

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

LOM : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

60,000,000

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

No



**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

Yes

**Is the minimum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 500

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

Yes

**Is the maximum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000

**Describe all the applicable parcels available for this offer in number of securities or dollar value**

Under the SPP, Eligible Shareholders may apply for a parcel of New Shares in \$500 increments from a minimum of \$500 up to a maximum of \$30,000. The \$30,000 limit applies irrespective of the number of Shares held on the Record Date.

**Offer price details**

**Has the offer price been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 0.05000

**Oversubscription & Scale back details**

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

When determining any scale back or rejection of applications, the Company may take into account a number of factors, including the size of the applicant's shareholding, the extent to which Eligible Shareholders have sold or purchased additional Shares after the Record Date, whether the applicant has multiple registered holdings and the date on which an application was made. As such, Eligible Shareholders are encouraged to submit their applications early.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes



Part 4C - Timetable

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**4C.1 Date of announcement of +security purchase plan**

Monday May 24, 2021

**4C.2 +Record date**

Friday May 21, 2021

**4C.3 Date on which offer documents will be made available to investors**

Wednesday May 26, 2021

**4C.4 Offer open date**

Wednesday May 26, 2021

**4C.5 Offer closing date**

Wednesday June 9, 2021

**4C.6 Announcement of results**

Tuesday June 15, 2021

**4C.7 +Issue date**

Wednesday June 16, 2021

Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?**

Yes

Part 4E - Fees and expenses

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**4E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**4E.1a Who is the lead manager/broker?**

Ashanti Capital Pty Ltd is acting as lead manager to the Placement and Foster Stockbroking Pty Ltd is acting as co-manager to the Placement.

**4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Ashanti is entitled to a management fee in cash of 2.0% (excluding GST) of the Gross Proceeds raised under the Offer.

**4E.2 Is the proposed offer to be underwritten?**

No



**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Part 4F - Further Information

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**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

To fund the consideration payable for the Merlin Acquisition, the associated stamp duty and taxes, advancing the Merlin project and the Lulo JV exploration programs and costs and expenses of the Acquisition, SPP and Placement and general working capital.

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

Countries other than Australia, New Zealand, United Kingdom, Germany, Switzerland, South Africa and Hong Kong.

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

<https://www.lucapa.com.au/announcements>

**4F.4 Any other information the entity wishes to provide about the proposed offer**



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

 Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Tuesday July 13, 2021	<input checked="" type="checkbox"/> Estimated	

**Comments**

195,254,788 new fully paid ordinary shares are intended to be allotted on or about 2 June 2021. The second tranche of the Placement (204,745,212 new fully paid ordinary shares) and 5,000,000 unlisted 0.08 options expiring 30 July 2025 are to be allotted subject to obtaining shareholder approval at a general meeting at a date to be convened in July 2021 (estimated 13 July 2021).

## 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**

LOM : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

400,000,000

**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 0.05000

**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 are non CDIs)**

**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 on or before 30 July 2025, exercisable at A\$0.080 per share

**+Security type**

Options

**Number of +securities proposed to be issued**

5,000,000

**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 0.00001



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

Yes

Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0800

**Expiry date**

Wednesday July 30, 2025

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

LOM : ORDINARY FULLY PAID

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

5,000,000 fully paid ordinary shares

**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.**

<https://www.lucapa.com.au/announcements>

Part 7C - Timetable

**7C.1 Proposed +issue date**

Wednesday June 2, 2021

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?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

112,980,359 fully paid ordinary shares

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

Yes



**7D.1c ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?**

82,274,429 fully paid ordinary shares

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**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

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

Yes

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

Ashanti Capital Pty Ltd is acting as lead manager to the Placement and Foster Stockbroking Pty Ltd is acting as co-manager to the Placement.

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

2.0% (excluding GST) of the Gross Proceeds raised under the Offer, a selling fee of 4.0% (excluding GST) as a distribution fee on the capital raised by Ashanti or other third-party brokers and 5,000,000 unlisted options ("Options") exercisable on or before 30 July 2025, exercisable at A\$0.080 per share.

**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**

Part 7F - Further Information

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

To fund the consideration payable for the Merlin Acquisition, associated stamp duty and taxes, advancing the Merlin project and the Lulo JV exploration programs and costs and expenses of the Acquisition, SPP and Placement and general working capital.

**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**