



LARVOTTO RESOURCES

1 December 2023

Dear Shareholder

NON-RENOUNCEABLE ENTITLEMENT OFFER – NOTIFICATION TO ELIGIBLE SHAREHOLDERS

On 20 October 2023, Larvotto Resources Limited (the **Company**) announced a capital raising of approximately \$2.74 million (before costs) through a non-renounceable entitlement offer of one (1) fully paid ordinary share (**New Share**) for every two (2) existing shares to shareholders with a registered address in Australia, New Zealand or Thailand as at 5.00pm (WST) on Thursday, 30 November 2023 (**Eligible Shareholders**) (**Entitlement Offer**).

Eligible Shareholders will also be able to subscribe for the New Shares comprising the shortfall to the Entitlement Offer (**Shortfall Offer**, and together with the Entitlement Offer, the **Offers**).

The Offers are being made by the Company pursuant to a prospectus in accordance with section 713 of the *Corporations Act 2001 (Cth)* (**Prospectus**), a copy of which is available on the Company's website <https://www.larvottoresources.com/investors/asx-announcements/>.

The proceeds of the Offers will be used, in part, to fund the proposed acquisition of 100% of the Hillgrove Gold and Antimony Project from Red River Resources Limited (Administrators Appointed) (ACN 100 796 754) (**Proposed Acquisition**). Further details in relation to the Proposed Acquisition are contained in the Prospectus and the Company's ASX announcements dated 20 October 2023, which are available on the Company's website <https://www.larvottoresources.com/investors/asx-announcements/>.

Details of the Offers

Pursuant to the Entitlement Offer, the Company will issue approximately 39,183,613 New Shares at an issue price of \$0.07 per New Share to raise approximately \$2.74 million before costs.

The New Shares will rank equally in all respects with the Company's existing shares. The Company will apply to the ASX for quotation of the New Shares.

If you are an Eligible Shareholder, you will be able to subscribe for one (1) New Share for every two (2) existing shares held on the Record Date (**Entitlement**). Eligible Shareholders will also be able to subscribe for New Shares under the Shortfall Offer in excess of their Entitlement.

Eligible Shareholders who choose not to take up their Entitlement will receive no value in respect of their Entitlement and their shareholding in the Company will be diluted. Shareholders who are not Eligible Shareholders are "Ineligible Shareholders" and are consequently unable to participate in the Offer.

Prospectus

You can access a copy of the Prospectus in the following ways:

- (a) ONLINE – The Prospectus and your personalised Entitlement and Acceptance Form can be accessed here: <https://investor.automic.com.au/#/home>. To access the documents, you will need your SRN or HIN, which can be found on your holding statement. Otherwise, a copy of the Prospectus can also be accessed via:
 - i. the Company's website: <https://www.larvottoresources.com/investors/asx-announcements/>; or
 - ii. the ASX's website: <https://www.asx.com.au/markets/company/lrv>; or
- (b) PAPER – You may request a paper copy of the Prospectus and your personalised Entitlement and Acceptance Form by contacting the Company's Share Registry on 1300 288 664 (within Australia) or + 61 2 9698 5414 (outside Australia).

Action required by Eligible Shareholders

Your Entitlement may have value and it is important you determine whether to (in whole or in part) take up or do nothing in respect of your Entitlement. If you take up your Entitlement, you can also apply for additional



New Shares. Your Entitlement to participate in the Offer is non-renounceable and therefore will not be tradeable or otherwise transferable.

- (a) **Take up your Entitlement:** If you wish to take up all or part of your Entitlement, you must follow the instructions in the Entitlement and Acceptance Form. Applications and/or application monies must be received by the Company's Share Registry by 5.00pm (WST) on **Tuesday, 12 December 2023** (unless the offer period is extended by the Company).
- (b) **Apply for additional New Shares:** If you take up your Entitlement in full, you can also apply for additional New Shares under the Shortfall Offer by completing the relevant section on the Application Form. Further information on applying for additional New Shares will be provided in the Prospectus and the Entitlement and Acceptance Form.
- (c) **Do nothing:** If you take no action, you will not be allocated New Shares, your Entitlement will lapse and those New Shares for which you would have otherwise been entitled under the Offers may be dealt with in accordance with the manner prescribed in the Prospectus.

Timetable

The Company expects the Offers to be conducted in accordance with the following timetable:

Event	Date*
Lodgement of Prospectus	27 November 2023
Ex-Date for the Offers	29 November 2023
Record Date to determine Entitlement to New Shares	30 November 2023
Dispatch of Prospectus and Application Form and announcement that dispatch completed	1 December 2023
Offers open	1 December 2023
Offers close (5.00pm (WST))	5.00pm on 12 December 2023
Issue of New Shares under the Offers	19 December 2023
Trading of New Shares issued under the Offers on a normal basis	20 December 2023

* These dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the ASX Listing Rules, to vary the above dates. In particular, the Company reserves the right to extend the closing date of the Entitlement Offer, to accept late applications either generally or in particular cases or to withdraw the Entitlement Offer without prior notice. The commencement of quotation of New Shares is subject to confirmation from ASX.

This letter is not a prospectus but rather an advance notice of some key terms and conditions of the Offers. Full details of the Offers are set out in the Prospectus. You should read the entirety of the Prospectus carefully before deciding whether to participate in the Offers. An investment in the Company and the new securities, is speculative and subject to a range of risks, which are more fully detailed in section 6 of the Prospectus. If any of these risks or other material risks eventuate, it will likely have a material adverse impact on the Company's future financial performance and position.

If you have any queries regarding the Entitlement Offer, please email Nick Longmire, Company Secretary, (cosec@larvottoresources.com) or alternatively contact the Company by calling (08) 6373 0112 (within Australia) or +61 8 6373 0112 (outside of Australia) at any time between 8.30am and 5.00pm (WST) Monday to Friday during the Entitlement Offer period.

On behalf of the Board, I am pleased to recommend the Entitlement Offer to you and thank you for your continued support.

Yours faithfully

Mark Tomlinson
Non-Executive Chairman
Larvotto Resources Limited