

PRE-QUOTATION DISCLOSURE

NGX Limited (ASX: NGX) (“NGX” or “Company”) provides the following information in respect of its admission to the Official List of ASX and quotation of its securities.

Initial Public Offer and Capital Structure

The Company confirms that all conditions to the Priority, General, Shortfall, Incentive Option and Broker Option Offer (“Offers”) under its Replacement Prospectus dated 12 April 2023 (“Prospectus”) have been satisfied and securities issued. The Company’s capital structure following issue of the securities under the Prospectus is as follows:

Class	Number
Ordinary Shares	90,611,840
Unlisted Options	4,000,000
• Options exercisable at \$0.30, expiring 13 June 2026	1,500,000
• Options exercisable at \$0.40, expiring 13 June 2027	1,500,000
• Options exercisable at \$0.40, expiring 13 June 2026	1,000,000

Escrowed Securities

The following securities (which are included in the capital structure above) are subject to ASX escrow restrictions for a period of 24 months commencing on the date on which official ASX quotation of the Company’s fully paid ordinary shares commences.

Class	Number of Restricted Securities
Unlisted Options	3,500,000
• Options exercisable at \$0.30, expiring 13 June 2026	1,250,000
• Options exercisable at \$0.40, expiring 13 June 2027	1,250,000
• Options exercisable at \$0.40, expiring 13 June 2026	1,000,000

Commitments

The Company’s indicative use of funds in the 24-month period following the Company’s admission to ASX is set out in Section 2.5 of the Prospectus. The Company confirms that the use of funds relates to tenements which have already been granted and there are no legal, regulatory, statutory or contractual impediments to the Company entering the tenements and carrying out exploration activities such that the Company will be able to spend its cash in accordance with its commitment for the purposes of Listing Rule 1.3.2(b).

Governance Recommendations

To the extent practicable, the Company had adopted ASX Corporate Governance Council's *Principles of Good Corporate Governance and Best Practice Recommendations* (ASX Principles and Recommendations 4th Edition) ("Recommendations") where considered appropriate for the Company's size and nature. The departures from the Recommendations are set out in Section 4.3 of the Prospectus.

Other Matters

Licences

The Company refers to Section 3.4 of the Prospectus which disclosed the status of its Malawi licences.

On 13 June 2023, the transfer of the Duwi Project to the Company received all regulatory approvals and the licence was registered in the name of the Company.

The Company advises that as at the date of this announcement the status of its licences is as follows:

Licence No. (Name)	Status
RL0012/21 (Nanzeka Project)	Granted
RL0032/22 (Duwi Project)	Granted
AML0088 (Malingunde Project)	Mining licence application (Transfer to NGX pending)
APL 0329 (Mabuwa Project)	Exploration licence application

Demerger Deed

On 10 February 2023, NGX, NGX Mining Limited, NGX Exploration Limited (entities owned by NGX), Sovereign Metals Limited ("Sovereign") and Sovereign Services Limited (an entity owned by Sovereign) ("SSL"), entered into a demerger deed ("Demerger Deed"), which provided the terms of the demerger of NGX from Sovereign. Demerger Completion (as defined in the Prospectus) occurred on 24 March 2023.

The outstanding licence to be transferred under the Demerger Deed is the licence comprising the Malingunde Project (please refer to the table above for further details). The outstanding conditions precedent for the transfer of the Malingunde Project are as follows:

- (no breach) no breach of any provision of the Demerger Deed by Sovereign or SSL occurring;
- (grant of mining licence) a Sovereign Group (as defined in the Prospectus) member being issued a mining licence in connection with the Malingunde Project under the Malawian *Mines and Minerals Act 2018*, subject only to conditions which are reasonable and capable of satisfaction as determined by NGX (acting reasonably); and
- (Sovereign regulatory approvals) Sovereign Group or a member of Sovereign Group (as applicable) obtaining all necessary regulatory approvals, including Malawi ministerial approval, for the transfer of the Malingunde Project from Sovereign Group to NGX (or its nominee),

(please refer to Sections 7.1(a) and 7.1(b) of the Prospectus for all conditions precedent for the transfer of the Malingunde Project). The satisfaction of these conditions is required to give effect to the transfer of the Malingunde Project to NGX.

Apart from the above conditions, all other conditions precedent under the Demerger Deed have been satisfied or are capable of being satisfied (or waived) solely by the parties to the Demerger Deed.

Other Matters – Mr Bungey Prosecution Notice to be Withdrawn

The Company refers to Section 4.1 of the Prospectus and the disclosure in the Prospectus relating to a prosecution notice issued by ASIC in relation to Mr Matt Bungey's role as a director of Salt Lake Potash Limited and an alleged failure to attend a meeting to assist Mr Dermott McVeigh. The Prospectus disclosed that Mr Bungey had not been required to plead to the allegation.

The Company advises that since the date of the Prospectus, Mr Bungey and his legal representatives have been in ongoing communication with ASIC and ASIC has advised Mr Bungey that the prosecution notice against him will be withdrawn and that this will formally occur at the next listing date for the matter on 21 July 2023.

Listing Rules Waivers and Confirmations

ASX has granted the Company a waiver from Listing Rule 1.1 Condition 8 that confirms that the non-affiliated Sovereign shareholders who received NGX shares via the in-specie distribution will not be excluded for the purposes of NGX demonstrating satisfaction of Listing Rule 1.1 Condition 8. ASX has also confirmed that these same NGX shares distributed to Sovereign shareholder are not subject to any ASX escrow requirements.

Approved for release by the Board of Directors of NGX Limited.

For further information, please contact:

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