

10 February 2026

## NON-COMPLIANCE WITH ASX LISTING RULE 7.1

### Non-compliance with ASX Listing Rule 7.1

EQ Resources Limited (ASX: EQR) (**Company**) advises that the Company has become aware of inadvertent breaches of Listing Rule 7.1.

Listing Rule 7.1 broadly limits the number of new shares a listed company can issue in any 12-month period without first obtaining shareholder approval. In applying that rule, the Company is required to keep track of how many shares it has issued under that 15% limit in the relevant 12-month period.

### September 2025 placement and Cronimet debt-to-equity arrangement

On 15 August 2025, the Company announced that Cronimet Asia Pte Ltd had executed an agreement to convert US\$3 million of offtake prepayments relating to Mt Carbine operations into fully paid ordinary shares in the Company at a conversion price of A\$0.035 per share (**Cronimet Shares**), subject to the number of conditions being met and the Company obtaining any shareholder approvals if required under the ASX Listing Rules. The number of shares ultimately issued to Cronimet under this agreement was 131,868,132.

On 3 September 2025, the Company announced that it had received firm commitments to raise \$22.5 million (before costs) via an institutional share placement at an issue price of \$0.032 per share (**September Placement Offer**). The September Placement Offer comprised two tranches. The first tranche issued:

- 330,000,000 ordinary shares utilising the Company's remaining capacity under Listing Rule 7.1; and
- 240,245,602 ordinary shares utilising the Company's capacity under Listing Rule 7.1A.

The balance of the offer securities made up tranche two and were allocated to related parties requiring the approval of shareholders 1 under Listing Rule 10.11, approval for the issue of these shares was received at the General Meeting held 31 October 2025. A total of 570,245,602 shares were issued on 9 September 2025 in connection with Tranche 1 of the September Placement Offer.

At the General Meeting held on 31 October 2025, per resolution 3, shareholder approval under Listing Rule 7.4 to ratify the prior issue of 114,285,719 shares on 11 July 2025 and 570,245,602 shares on 9 September 2025, was received.

Due to a misinterpretation of the way in which the Cronimet Shares were required to be treated for the purposes of the Company's placement capacity, the Company did not treat the Cronimet Shares as having used part of the Company's 15% placement limit when it conducted the September Placement Offer.

It is now the Company's understanding, following discussions with ASX, that the Cronimet Shares were required to be taken into account in assessing how much of the Company's 15% placement

limit had already been used at the time the Cronimet debt-to-equity agreement was entered into. When those shares are included, the Company's remaining placement capacity under Listing Rule 7.1 as at 9 September 2025 was 200,434,835 shares, and the Company exceeded its placement capacity under Listing Rule 7.1 by 129,565,165 shares when it conducted Tranche 1 of the September Placement Offer and issued 570,245,602 shares on 9 September 2025.

The breach does not affect the validity of the September Placement shares. However, as a consequence, 129,565,165 of the 570,245,602 placement shares issued on 9 September 2025 and included for ratification in Resolution 3 at the General Meeting held on 31 October 2025 were ineligible for ratification under Listing Rule 7.4. The outcome is that a net 440,680,437 placement shares from the September Placement Offer were validly ratified under Listing Rule 7.4 in Resolution 3 at that meeting. The 114,285,719 shares issued on 11 July 2025 that were also the subject of Resolution 3 remain validly ratified.

### **December 2025 placement and Cronimet debt-to-equity shares**

On 5 December 2025, the Company announced that it had received firm commitments to raise \$34 million (before costs) via a share placement at an issue price of \$0.05 per share (December Placement Offer). The December Placement Offer comprised, relevantly:

- 320,000,000 new shares utilising the Company's capacity under Listing Rule 7.1; and
- 350,000,000 new shares utilising the Company's capacity under Listing Rule 7.1A.

On 12 December 2025, 670,000,000 shares were issued under the December Placement Offer, and on 18 December 2025 the Company issued 131,868,132 Cronimet Shares in accordance with the Cronimet debt-to-equity agreement.

When the Cronimet Shares and other prior issues of equity securities are taken into account in assessing how much of the Company's 15% placement limit had already been used, the Company's remaining placement capacity under Listing Rule 7.1 as at 12 December 2025 was 287,565,761 shares, and therefore the Company exceeded its placement capacity under Listing Rule 7.1 by 32,434,239 shares when it issued 320,000,000 shares under Listing Rule 7.1 as part of the December Placement Offer.

The breach does not affect the validity of the December Placement shares.

### **Consequences and remedial steps**

Listing Rule 7.4 provides that an issue of, or agreement to issue, securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 only if the original issue or agreement did not breach Listing Rule 7.1 and, if applicable, Listing Rule 7.1A. As the September and December placements were each made in excess of the Company's placement capacity at the time, the securities issued, or agreed to be issued, in excess of that capacity cannot be ratified under Listing Rule 7.4.

The Company's officers work with its external share registrar and seek advice from external advisors as appropriate prior to any share issuances under the ASX Listing Rules. In light of the inadvertent breaches which have occurred, the Company has reviewed and strengthened its internal processes and governance arrangements relating to the use of placement capacity under Listing Rules 7.1 and 7.1A, including by:

- maintaining a central register of all issues and agreements to issue equity securities (including conditional and deferred issues) that may consume the Company's placement capacity;

- implementing a formal pre-transaction checklist and internal sign-off procedure for all proposed issues of equity securities which rely on Listing Rules 7.1 or 7.1A; and
- arranging periodic training for directors, management and relevant staff on the operation of Listing Rules 7.1, 7.1A and 7.4 and relevant ASX guidance.

In addition, the Company is in the process of recruiting an in-house Group Company Secretary and Legal Counsel in enhance its capability and capacity to meet its ongoing obligations.

The Company apologises for the oversight and reaffirms its commitment to full compliance with the ASX Listing Rules and to maintaining high standards of corporate governance.

This announcement has been authorised for release by the Board of EQ Resources Limited.

**Released on authority of the Board by:**

**Craig Bradshaw**  
**Managing Director**

*[About the Company](#)*

EQ Resources Limited is a leading global tungsten mining company dedicated to sustainable mining and processing practices. The Company is listed on the Australian Securities Exchange, with a focus on expanding its world-class tungsten assets at Mt Carbine in North Queensland (Australia) and at Barruecopardo in the Salamanca Province (Spain). The Company leverages advanced minerals processing technology and unexploited resources across multiple jurisdictions, with the aim of being a globally leading supplier of the critical mineral, tungsten. The Company aims to create shareholder value through the exploration and development of its current project portfolio whilst continuing to evaluate corporate and exploration opportunities within the new economy and critical minerals sector globally.

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