ASX ANNOUNCEMENT

28 SEPTEMBER 2026

PARTIALLY UNDERWRITTEN SHARE PURCHASE PLAN

SUMMARY

- **Share Purchase Plan (SPP) to raise up to approximately $1.0 million (before costs).**
- **The SPP is partially underwritten to $0.5 million by GBA Capital Pty Ltd (GBA Capital), which is acting as Lead Manager to the capital raising and underwriter to the SPP.**
- **Eligible Shareholders will have the opportunity to apply for up to $30,000 of new shares under the SPP (SPP Shares) at a discount and without incurring brokerage or transaction costs.**
- **The issue price per SPP Share (Issue Price) will be the lower of:**
    - **$0.015 per SPP Share, representing a 15.8% discount to the 15-trading day VWAP and an 11.8% discount to the last traded price of the Company's shares prior to announcement of the SPP; and**
    - **a 10% discount to the 5-trading day volume weighted average price of MGT shares (VWAP) as at the closing date (16 October 2026) of the SPP, rounded down to the nearest 0.01 cent.**
- **Participants issued SPP Shares will be entitled to receive one (1) free attaching listed Option for every one (1) SPP Share issued, subject to shareholder approval at the upcoming AGM.**
- **The Options will have an exercise price equal to a 25% premium to the Issue Price, fixed as a dollar amount at the time of issue, and will expire on 31 December 2029.**
- **In addition to the SPP, the Company may undertake a Top-up Placement to sophisticated and professional investors, subject to market conditions, investor demand and the Company's available placement capacity. The SPP, together with any Top-up Placement, is targeting a raise of up to approximately $1.5 million (before costs).**
- **All directors who are eligible shareholders intend to participate in the SPP.**

Magnetite Mines Limited ("MGT" or **"**the **Company")** is pleased to announce a partially underwritten Share Purchase Plan (**SPP**), providing Eligible Shareholders with the opportunity to subscribe for up to $30,000 of new fully paid ordinary shares (**SPP Shares**) at a discount and without incurring brokerage or transaction costs.

The Company is targeting to raise approximately $1.0 million before costs under the SPP. The SPP is partially underwritten to $0.5 million by GBA Capital Pty Ltd (**GBA Capital**), which has been appointed Lead Manager to the capital raising and underwriter to the SPP.

In addition to the SPP, the Company may undertake a Top-up Placement utilising the Company's available placement capacity under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A to be lead managed by GBA Capital and conducted on the same terms as the SPP, including at the same Issue Price and with one (1) free attaching Option for every one (1) SPP Share issued (subject to Shareholder approval) to sophisticated and professional investors to raise additional funds. The SPP, together with any Top-up Placement, is targeting a raise of up to approximately $1.5 million, before costs (**Capital Raising**). Any Top-up Placement will be subject to market conditions, investor demand and the Company's available placement capacity.

The Capital Raising follows the Company's recently announced September 2026 Razorback Iron Ore Project Scoping Study and is intended to provide the Company with the financial flexibility to build on the significant progress achieved during 2026 while maintaining its disciplined approach to expenditure and capital allocation.

All directors who are eligible shareholders intend to participate in the SPP.

Scott Lowe, Executive Chair of the Board, said:

"The recently announced Razorback Scoping Study is an important milestone for Magnetite Mines and provides an encouraging foundation for the next phase of the Project's development. The revised development pathway has been designed to reduce upfront capital requirements and development risk while preserving the significant long-term potential of Razorback.

Over the course of 2026, we have also materially reduced the Company's cost base and sharpened our focus on disciplined capital allocation. This Capital Raising will allow us to build on that progress, advance targeted work at Razorback and use the updated Scoping Study as a renewed platform to engage with potential strategic, joint venture, funding and offtake partners.

At the same time, we are maintaining flexibility to pursue complementary strategic opportunities that could broaden the Company's asset base or accelerate our pathway towards production, while continuing to selectively unlock value across our broader South Australian portfolio, including Ironback Hill where maiden drilling has confirmed shallow rare earth mineralisation.

The SPP provides our existing shareholders with the opportunity to participate in this next phase of the Company's development at a discount and without broker or transaction costs, and we appreciate their continued support."

Key achievements and strategic progress

During 2026, the Company has made significant progress in repositioning Razorback and the broader business for its next phase of development. Key achievements include:

- Completion of the new Razorback Scoping Study[1], establishing a revised development pathway aimed at reducing upfront capital requirements and development risk while preserving the Project's significant long-term potential.
- Progressing Razorback towards its next stage of study, with the new Scoping Study[1] providing an updated technical and development basis for further targeted project activities.
- Australian Government Major Project Status awarded[2] to the Razorback Iron Ore Project, reinforcing the Project's strategic significance.

- Strategic partnering strategy refreshed, with the updated Razorback Scoping Study providing a new basis for ongoing and future engagement with potential partners.
- Materially reducing the Company's cost base and aligning expenditure with its highest-priority activities as part of the strategic reset undertaken during 2026[3].
- Expanding strategic optionality, with the Company assessing opportunities in the iron ore sector that could complement Razorback, broaden the Company's asset base or provide an accelerated pathway towards production.
- Advancing the broader South Australian portfolio, including maiden air-core drilling at Ironback Hill which confirmed shallow clay-hosted rare earth element mineralisation, with assays of up to 4,937 ppm TREO[4].

Share Purchase Plan

Under the SPP, Eligible Shareholders (see below) will have the opportunity to apply for up to $30,000 of SPP Shares, subject to the terms and conditions set out in the SPP Offer Booklet.

The issue price per SPP Share (**Issue Price**) will be the lower of:

(a) $0.015 per SPP Share, representing a 15.8% discount to the 15-trading day VWAP and an 11.8% discount to the last traded price of the Company's shares prior to announcement of the SPP; and

(b) a 10% discount to the 5-trading day VWAP of MGT shares as at the closing date (16 October 2026) of the SPP, rounded down to the nearest 0.01 cent,

in each case, subject to the Company satisfying the price restrictions in Exception 5 of Listing Rule 7.2. The Company reserves the right to scale back applications if applications received under the SPP exceed the maximum amount sought to be raised.

The offer of SPP Shares under the SPP is made in accordance with the requirements of ASIC Corporations (Share and Interest Purchase Plan) Instrument 2019/547.

Eligible Shareholders

The SPP will be available to shareholders who were registered holders of Shares at 7.00pm (Sydney time) on 25 September 2026 (**Record Date**), have a registered address in Australia or New Zealand and otherwise satisfy the eligibility requirements set out in the SPP Offer Booklet.

Participation in the SPP is voluntary.

Free Attaching Options

Participants who are issued SPP Shares or new shares under any Top-up Placement will be entitled to receive one (1) free attaching listed Option for every one (1) share issued, subject to Shareholder approval at the Company's upcoming Annual General Meeting expected to be held on 30 November 2026. The Options will be offered under a separate Options Prospectus (**Options Prospectus**) expected to be lodged with ASIC and ASX on 5 October 2026, the date on which the SPP offer opens.

Each Option will:

- have an exercise price equal to a 25% premium to the Issue Price, fixed as a dollar amount at the time the Options are issued;
- expire on 31 December 2029; and
- be subject to the terms and conditions set out in the Options Prospectus.

The Company intends to apply for quotation of the Options on ASX.

Underwriting

The SPP is partially underwritten to $0.5 million by GBA Capital Pty Ltd (ACN 643 039 123) (AFSL 544680).

GBA Capital has also been appointed Lead Manager to the Capital Raising.

As part of its fees in connection with services performed for the Capital Raising, GBA Capital will be entitled to receive one (1) Lead Manager Option for every three (3) Shares issued under the Capital Raising, subject to Shareholder approval.

Use of proceeds

Funds raised under the Capital Raising will provide the Company with flexibility to build on the progress achieved during 2026 and pursue its key strategic priorities, including:

- advancing the Razorback Iron Ore Project, building on the recently completed Scoping Study through targeted technical and project development activities towards the next stage of study;
- progressing strategic partnering and investment initiatives for Razorback, including engagement with potential joint venture partners, strategic investors, funding partners and other parties;
- evaluating strategic acquisition and transaction opportunities that complement the Company's existing business and strategy, including opportunities with the potential to broaden its asset base and accelerate its pathway towards production;
- selectively progressing exploration and evaluation opportunities across the Company's broader South Australian tenement portfolio in a disciplined and capital-efficient manner; and
- general working capital and costs associated with the Capital Raising.

How to apply for New Shares under the SPP

The SPP will open at 10.00am (Sydney time) on **Monday, 5 October 2026**.

Eligible Shareholders may apply for up to $30,000 of SPP Shares, subject to the terms and conditions set out in the SPP Offer Booklet.

Full details of the SPP, including the Issue Price, eligibility requirements, application process and scale-back arrangements, are set out in the SPP Offer Booklet lodged with ASX today. The terms and conditions of the free attaching Options to be issued in connection with the SPP are set out in the separate Options Prospectus that will be lodged with ASIC and ASX on 5 October 2026.

The SPP Offer Booklet and Options Prospectus will be made available to Eligible Shareholders in electronic form, together with their personalised application details, through the following website from the opening date of the SPP, being **Monday, 5 October 2026**:

https://portal.automic.com.au/investor/home

Eligible Shareholders wishing to participate in the SPP should follow the instructions provided through the Investor Application Portal and make payment by BPAY® or, where applicable, electronic funds transfer in accordance with the instructions provided.

Eligible Shareholders who wish to participate in the SPP are encouraged to submit their applications as early as practicable, and well before the SPP Closing Date. Subject to demand, the Company may scale back applications so early applications are encouraged.

Eligible Shareholders who are issued SPP Shares will also be entitled to receive one (1) free attaching Option for every one (1) SPP Share issued, subject to Shareholder approval at the Company's upcoming Annual General Meeting expected to be held on 30 November 2026. No separate payment is required for the Options. By downloading the Application Form and making an application for SPP Shares, each Eligible Shareholder will be taken to have also applied for the free attaching Options they are entitled to.

Before making an investment decision, Eligible Shareholders should carefully read the SPP Offer Booklet and the Options Prospectus in their entirety, including the risks associated with an investment in the Company and the Options (see Section 5 of the Investor Presentation lodged with ASX today).

The Company will also make available a Target Market Determination (TMD) in connection with the offer of the Options under the SPP. Eligible Shareholders should review the TMD before applying for SPP Shares and the corresponding free attaching Options.

Additional Information

The SPP Offer Booklet and Options Prospectus should be read together with the Company's announcements and other disclosures lodged with ASX, including the Investor Presentation lodged with ASX today.

Indicative Timetable

Indicative timetable for the Capital Raising is detailed below:

Event	Date (2026)*
Record date for Eligible Shareholders to subscribe for SPP Shares via the SPP (Record Date)	Friday, 25 September
Announcement of the SPP Offer (with free attaching Options) Lodgement of SPP Offer Booklet	Monday, 28 September
Lodgement of Options Prospectus with ASIC and ASX	Monday, 5 October
SPP Opening Date	10.00am Monday, 5 October
SPP Closing Date	5.00pm, Friday, 16 October
Completion announcement date (and notice of scale backs, if any)	Thursday, 22 October

Event	Date (2026)*
Allotment Date for SPP Shares	Thursday, 22 October
Despatch of holding statement for SPP Shares	Friday, 23 October
SPP Shares commence trading on ASX on a normal settlement basis	Friday, 23 October
Magnetite Mines 2026 AGM	Monday, 30 November
Subject to receipt of shareholder approval to issue the Options, allotment date for Options	Tuesday, 1 December
Options commence trading on ASX on a normal settlement basis	Wednesday, 2 December

** These dates are indicative only, are subject to change and in some cases are subject to further approvals. Magnetite Mines reserves the right, subject to the Corporations Act and the ASX Listing Rules, to amend this indicative timetable by sending a revised timetable to ASX. In particular, Magnetite Mines reserves the right to extend the Closing Date, accept late applications under the SPP (either generally or in particular cases), and to withdraw or vary the SPP without prior notice. Any extension of the Closing Date will have a consequential effect on the date for the allotment and issue of SPP Shares. All times are Sydney, Australia time.*

Further Information

If you have any questions in relation to the SPP, including how to participate or if you are unable to access the online portal, please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 7.00pm (Sydney time) Monday to Friday, until the Closing Date. If you require advice regarding your participation in the SPP, please consult your stockbroker, accountant or other independent professional adviser.

Forward-looking statements

This announcement contains forward-looking statements concerning the Company's plans, strategies, objectives, expectations and intentions, including in relation to the Capital Raising and the development of the Razorback Iron Ore Project. Although Magnetite Mines believes the expectations expressed in such statements are based on reasonable assumptions, forward-looking statements are subject to risks, uncertainties and other factors, and are not guarantees or predictions of future performance. Actual results may differ materially from those expressed or implied by such statements. Investors are cautioned not to place undue reliance on forward-looking statements.

This announcement has been authorised for release to the market by the Board.

For further information contact:

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ABOUT MAGNETITE MINES

Magnetite Mines Ltd is an ASX-listed iron ore company focused on the development of magnetite iron ore resources in the highly prospective Braemar Iron Formation of South Australia. The Company holds a 100%-owned Mineral Resource of 6.6 billion tonnes of iron ore[5-8] and is developing the Razorback Iron Ore Project, located 240km from Adelaide. Razorback is one of the few undeveloped magnetite projects globally capable of producing premium Direct Reduction (DR) grade concentrate at scale — a key feedstock for green iron and lower-emissions steelmaking — positioning the Company to benefit from growing demand for high-purity iron ore products. In addition, the Company holds a substantial South Australian tenement portfolio prospective for rare earth elements (REE), copper, silver, and gold. This provides disciplined exposure to critical minerals aligned with global electrification and decarbonisation trends. For more information visit magnetitemines.com.

References

1. ASX:MGT 4 Sep 2026 New Razorback Project Scoping Study and Funding Options
2. ASX:MGT 17 Feb 2026 Razorback Project Awarded Major Project Status
3. ASX:MGT 26/06/26 Leadership Transition And Strategic Reset
4. ASX:MGT 22/06/26 Ironback Hill Rare Earths Drilling Results
5. ASX:MGT - 30/06/25 Razorback Iron Ore Project 2025 Mineral Resource Update
6. ASX:MGT - 09/02/23 Iron Peak Mineral Resource Significantly Improved
7. ASX:MGT - 03/11/22 Muster Dam Mineral Resource Estimate
8. ASX:MGT - 20/11/18 Ironback Hill Deposit - JORC 2012 Resource Update