

ALDORO FORMALISES STRATEGIC DEVELOPMENT PARTNERSHIP TO ADVANCE KAMEELBURG

Strategic mandate aligned with project funding, development, commercialisation and capital markets milestones

Highlights

- Aldoro and Shenhua have worked closely for approximately six months on a range of strategic initiatives for Kameelburg, with substantial work already undertaken.
- Shenhua is currently actively advancing discussions and negotiations with potential strategic and industry partners in relation to significant cooperation opportunities for Kameelburg.
- The mandate covers strategic investment and project funding, pilot plant development, EPC and project development, product offtake and customers, commercialisation and potential future capital markets transactions.
- The proposed performance-based incentive structure is linked to defined strategic funding, project development, commercialisation, shareholder value and capital markets milestones.
- The proposed issue of 23,000,000 Performance Options is subject to shareholder approval at a general meeting. No Performance Options will be issued unless the required shareholder approval is obtained.

Strategic Development Partnership

Aldoro Resources Limited (ASX: ARN) (Aldoro or the Company) is pleased to announce that it has entered into an agreement for the appointment of Shenghuang Weiye Investment Management Consulting Centre (Shenhua) as Strategic Development Adviser to support the next phase of development and commercialisation of the Kameelburg Project in Namibia (Strategic Development Agreement).

Over the past few months, Aldoro and Shenhua have worked together to develop and advance a range of strategic opportunities for Kameelburg. The relationship has now been formalised through a broader strategic development mandate covering strategic partners and investment, project funding, pilot plant development, EPC and project development resources, product offtake and customers, commercialisation and potential future capital markets transactions.

Shenhua is currently actively progressing a number of these workstreams and negotiations with potential strategic and industry partners. The Company considers these initiatives important to the next stage of Kameelburg's development and its longer-term commercialisation strategy.

No advisory fee is payable by the Company under the terms of the Strategic Development Agreement, with the consideration for Shenhua's services to be satisfied through the issue of performance-based incentives on the terms set out below in the form of performance options (Performance Options). The Strategic Development Agreement has a term of 5 years, provided that either party may terminate if the other commits a material breach that is not remedied within 20 business days of notice or becomes insolvent. The Strategic Development Agreement is otherwise on terms customary for an agreement of its kind.

Key Performance Milestones

The proposed Performance Options are structured around specific value-creation milestones:

Class	Options	Key Milestone
A	6,000,000	Receipt of at least RMB100 million of strategic funding for Kameelburg from a strategic partner introduced and/or materially advanced by Shenhuang under a formal transaction arrangement, with the funds received and available for the Project.
B	1,000,000	Following achievement of Class A, further significant project funding arrangements are secured and additional funding has commenced to be applied towards the continued development of Kameelburg.
C	1,000,000	Achievement of a material project development or commercialisation milestone, including metallurgical optimisation, a pilot or demonstration plant, a material binding offtake or purchase agreement, or first product sales revenue.
D	1,000,000	ARN's 20-day VWAP reaches or exceeds A\$1.00 per Share.
E	14,000,000	Successful completion of an agreed HK or equivalent Listing Transaction.

The milestones are intended to align Shenhuang's incentives directly with outcomes capable of materially advancing Kameelburg and creating long-term value for Aldoro shareholders.

The Performance Options are proposed to have an exercise price of A\$0.00001 each and an expiry date of five years from issue. The detailed vesting conditions and full terms of the Performance Options will be set out in the notice of annual general meeting to be dispatched by the Company in the coming days.

The issue of all Performance Options is subject to and conditional upon approval by Aldoro shareholders, which is to be sought at the Company's upcoming annual general meeting. No Performance Options will be issued unless and until the required shareholder approval has been obtained.

Executive Chairwoman Quinn Li commented:

"Over the past few months, we have worked closely with Shenhuang on a number of important strategic initiatives for Kameelburg, and substantial work has already been undertaken.

"Shenhuang is currently actively advancing negotiations with potential strategic and industry partners across project funding, pilot plant development, EPC, offtake and commercialisation.

"The performance structure is deliberately linked to major outcomes rather than ordinary advisory activities. We believe this strategic relationship can play an important role in accelerating the next stage of Kameelburg's development and commercialisation and, if successfully implemented, has the potential to create significant long-term value for Aldoro shareholders."

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