

ASX RELEASE  
28 October 2021

## ASX LISTING RULE WAIVERS

Fargo Enterprises Limited (ASX: FGO) ("Company") is pleased to advise that it has received the following Listing Rule waivers in connection with the proposed acquisition of Odessa Minerals Limited and capital raising to assist the Company to re-comply with Chapters 1 and 2 of the Listing Rules:

1. a waiver from Listing Rule 1.1 condition 12;
2. a waiver from Listing Rule 2.1 condition 2; and
3. a waiver from Listing Rule 10.13.5.

The full terms and conditions of the above Listing Rule waivers are set out in Schedule 1 of this announcement. Further information is set out in the Notice of Annual General Meeting released to ASX today.

**[ENDS]**

This announcement has been approved by the board of Fargo Enterprises Limited.

For further information, investor or media enquiries, please contact [info@fargoenterprises.com.au](mailto:info@fargoenterprises.com.au)

## Schedule 1 – Terms and conditions of Listing Rule Waivers

### Waiver Decision - Listing Rule 1.1 Condition 12

1. Based solely on the information provided, ASX Limited ('ASX') grants Fargo Enterprises Limited (the 'Company') in connection with the acquisition of 100% of the issued capital in Odessa Minerals Limited ('Odessa') (the 'Proposed Acquisition') and a proposed capital raising via a public offer at AUD\$0.02 per fully paid ordinary share to raise a minimum of \$5,000,000 and up to \$8,000,000 on a post-consolidation basis ('Capital Raising') (together the 'Proposed Transaction'), a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to issue up to 98,161,192 options to the option holders of Odessa ('Odessa Option Holders') exercisable at \$0.04 and with an expiry date of 4 years from the date of issue (the 'Consideration Options'), 20,000,000 options to Pursuit Capital Pty Ltd (the 'Lead Manager') exercisable at \$0.04 with an expiry date of 4 years from the date of issue (the 'Lead Manager Options') and 7,500,000 options to Mr Zane Lewis, 7,500,000 options to Dr Darren Holden and 7,500,000 options to Ms Lisa Wells (a total of 22,500,000) with an exercise price of \$0.04 and expiring 4 years from the date of issue (the 'Incentive Options'), (together the 'Transaction Options') subject to the following conditions:

1.1 The exercise price of the Transaction options is not less than \$0.02;

1.2 The terms of this waiver are disclosed to the market and, along with the terms and conditions of the Consideration Options, the Lead Manager Options and the Incentive Options, are clearly disclosed in the notice of meeting pursuant to which the Company will seek approval required under Listing Rule 11.1.2 for the Proposed Transaction and in the prospectus to be issued in respect of the Capital Raising; and

1.3 The Company's shareholders approve the issue of the Transaction Options in conjunction with the approval obtained under Listing Rule 11.1.2 for the Proposed Transaction.

2. ASX has considered Listing Rule 1.1 condition 12 only and makes no statement as to the Company's compliance with other listing rules.

### Waiver Decision – Listing Rule 2.1 Condition 2

1. Based solely on the information provided, ASX Limited ('ASX') grants Fargo Enterprises Limited (the 'Company') in connection with the acquisition of 100% of the issued capital in Odessa Minerals Limited ('Odessa') (the 'Proposed Acquisition') and a proposed capital raising via a public offer at AUD\$0.02 per fully paid ordinary share to raise a minimum of \$5,000,000 and up to \$8,000,000 on a post-consolidation basis ('Capital Raising') (together the 'Proposed Transaction'), a waiver from Listing Rule 2.1 condition 2 to the extent necessary to permit the Company to issue ordinary shares at an issue price of \$0.02 ('Capital Raising Shares'), subject to the following conditions:

1.1 The issue price of the Capital Raising Shares is not less than AUD\$0.02 per share;

1.2 The terms of this waiver are disclosed to the market and, along with the terms and conditions of the Capital Raising Shares, are clearly disclosed in the notice of meeting pursuant to which the Company will seek the approval required under Listing Rule 11.1.2 for the Proposed Acquisition and in the prospectus to be issued in respect of the Capital Raising;

1.3 The Company's shareholders approve the issue price of the Capital Raising Shares in conjunction with the approval obtained under Listing Rule 11.1.2 in respect of the Proposed Transaction; and

1.4 The Company completes a consolidation of its capital structure in conjunction with the Proposed Acquisition such that its securities are consolidated at a ratio that will be sufficient, based on the lowest price at which the Company's securities traded over the 20 trading days preceding the date of the

suspension of the Company's securities from official quotation, to achieve a market value for its securities of not less than the offer price.

2. ASX has considered Listing Rule 2.1 condition 2 only and makes no statement as to the Company's compliance with other listing rules

### **Waiver Decision – Listing Rule 10.13.5**

1. Based solely on the information provided, ASX Limited ('ASX') grants Fargo Enterprises Limited (the 'Company') a waiver from listing rule 10.13.5 to the extent necessary to permit the Company's notice of meeting ('Notice'), seeking shareholder approval for the issue of:

1.1 7,000,000 shares to Mr Zane Lewis and Ms Lisa Wells (or their respective nominees) (the 'Related Party Shares') in connection with a proposed capital raising via a public offer at \$0.02 per fully paid ordinary shares to raise a minimum of \$5,000,000 and a maximum of \$8,000,000 ('Capital Raising'); and

1.2 A total of 22,500,000 options to be issued to Mr Zane Lewis (7,500,000), Dr Darren Holden (7,500,000), and Ms Lisa Wells (7,500,000) (the 'Incentive Options'),

not to state that the date by which the Company will issue the Related Party Shares and the Incentive Options will be no later than one month after the general meeting, on the following conditions:

1.2.1 The Notice must state that the Related Party Shares and the Incentive Options will be issued no later than three months after the date of the general meeting.

1.2.2 For any annual reporting period during which any of the Related Party Shares and the Incentive options are issued or remain to be issued, the Company's annual report must set out in detail the number of Related Party Shares and Incentive Options issued in that annual reporting period, the number of Related Party Shares and the Incentive Options that remain to be issued, and the basis on which the Related Party Shares and the Incentive Options may be issued.

1.2.3 In any half year or quarterly report for the period during which any of Related Party Shares and the Incentive Options have been issued or remain to be issued, the Company must include a summary statement of the number of Related Party Shares and the Incentive Options issued during the reporting period, and the number of Related Party Shares and the Incentive Options that remain to be issued and the basis on which the Related Party Shares and the Incentive Options may be issued.

1.2.4 The terms of the waiver are included in the Notice.

2. ASX has considered Listing Rule 10.13.5 only and makes no statement as to the Company's compliance with other Listing Rules.