



CASSINI
RESOURCES LIMITED

ASX Release (CZI)

12 August 2020

Court Orders Convening of Scheme Meetings

HIGHLIGHTS:

- **Supreme Court of Western Australia approved the despatch of the Acquisition Scheme Booklet and Demerger Scheme Booklet**
- **Independent expert concludes the Acquisition Scheme and Demerger Scheme are fair and reasonable and in the best interests of Cassini shareholders**
- **Cassini's directors unanimously recommend that shareholders vote in favour of the Acquisition Scheme, Demerger Scheme**

Cassini Resources Limited (ASX:CZI) (**Cassini** or **Company**) refers to the proposed acquisition of Cassini by OZ Minerals Limited by way of scheme of arrangement (**Acquisition Scheme**) and the inter-conditional scheme of arrangement and connected capital reduction (**Demerger Scheme**) announced previously to ASX on 22 June 2020.

Scheme Meetings

Cassini is pleased to announce that the Supreme Court of Western Australia (**Court**) has today made orders approving the despatch of the Acquisition Scheme Booklet and Demerger Scheme Booklet to Cassini shareholders and has ordered the convening of a meeting of Cassini shareholders to consider and, if thought fit, approve the Acquisition Scheme (**Acquisition Scheme Meeting**) and a meeting of Cassini shareholders to consider and, if thought fit, approve the Demerger Scheme (**Demerger Scheme Meeting**). The Company will also be holding a general meeting to consider the associated capital reduction (**Capital Reduction**) in relation to the Demerger Scheme (**Capital Reduction Meeting**).

Notice is given that the following meetings will be held in person at BDO Australia, 38 Station Street, Subiaco, Western Australia and electronically on Monday, 21 September 2020 at the specified times below:

- the Acquisition Scheme Meeting will be held at 10:00am (AWST);
- the Demerger Scheme Meeting will be held immediately following the conclusion of the Acquisition Scheme Meeting (but not before 11:00am (AWST)); and
- the Capital Reduction Meeting will be held immediately following the conclusion of the Demerger Scheme Meeting (but not before 11:30am (AWST)),

(together, the **Meetings**).

For personal use only

Due to the potential health risks associated with large gatherings and the coronavirus (COVID-19) pandemic, the Company has made arrangements for Cassini shareholders to participate in and vote at the Meetings electronically.

All Cassini shareholders are encouraged to vote either by joining the Meetings electronically, or by appointing a proxy, corporate representative or attorney to join the relevant electronic Meetings on their behalf.

Despatch of Scheme Booklets

Cassini will be despatching the Acquisition Scheme Booklet (containing information about the Acquisition Scheme) and Demerger Scheme Booklet (containing information about the Demerger Scheme and Capital Reduction) (together the **Scheme Booklets**) to shareholders electronically in accordance with the Court orders. No physical copies of the scheme booklets will be despatch to shareholders.

The Scheme Booklets will be registered with the Australian Securities and Investments Commission (**ASIC**) and announced to the market.

Following ASIC registration, the Scheme Booklets will be available for viewing and downloading on the Company's website at www.cassiniresources.com.au and on Cassini's platform on the ASX at: www.asx.com.au.

Cassini shareholders who have elected to receive communications electronically will receive an email which contains instructions about how to view or download a copy of the Scheme Booklets, as well as instructions on how to lodge their proxies for the relevant Meetings online.

Cassini shareholders who have not elected to receive communications electronically will be sent a copy of this announcement together with the proxy forms for the relevant Meetings.

Cassini shareholders are also advised that the notice of meeting for:

- the Acquisition Scheme Meeting is contained in Annexure 5 of the Acquisition Scheme Booklet;
- the Demerger Scheme Meeting is contained in Annexure 5 of the Demerger Scheme Booklet; and
- the Capital Reduction Meeting is contained in Annexure 6 of the Demerger Scheme Booklet,

which contain further details of how to vote on the resolutions being considered at the relevant Meetings.

Independent Expert's conclusion

The Scheme Booklets will each include an Independent Expert's Report from Grant Thornton Corporate Finance Pty Ltd which conclude that relevant scheme is fair and reasonable and hence in the best interests of Cassini shareholders, in the absence of a superior proposal. Grant Thornton's conclusion should be read in its context with the full Independent Expert's Report and the Scheme Booklets.

Directors' recommendation

Cassini's directors unanimously recommend that shareholders vote in favour of the Acquisition Scheme, Demerger Scheme and the Capital Reduction and intend to vote all the Cassini shares

held or controlled by them in favour of the Acquisition Scheme, Demerger Scheme and Capital Reduction, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Acquisition Scheme and Demerger Scheme are in the best interests of Cassini shareholders.¹

How to vote at the Meetings

Cassini shareholders entitled to vote at the Meetings can vote:

1. by attending the Meetings electronically and voting using the instructions below; or
2. by attending the Meetings physically and voting in person; or
3. by appointing an attorney to attend the Meetings and vote on their behalf, or, in the case of corporate shareholders, a corporate representative to attend the Meetings and vote on its behalf; or
4. by appointing a proxy to attend the Meetings and vote on their behalf, using the proxy forms accompanying the Acquisition Scheme Booklet and Demerger Scheme Booklet.

Personalised proxy forms accompany each Acquisition Scheme Booklet and Demerger Scheme Booklet. The proxy forms contain details of how to appoint persons and how to sign and lodge the proxy forms.

To be valid, proxy forms or electronic voting instructions must be received 48 hours before the scheduled Meetings.

Voting online

Cassini shareholders and their proxies, attorneys or corporate representatives will be able to participate in the Meetings online by visiting <https://investor.automic.com.au>. This online platform will allow Cassini shareholders to attend the Meetings in real time and allow them to vote and ask questions.

It is recommended that Cassini shareholders log on at least 15 minutes prior to the scheduled start time for the Meetings.

Shareholders who have not registered an account with Automic are strongly encouraged to register as soon as possible and well in advance of the Meetings to avoid any delays on the day of the Meetings. To create an account, visit <https://investor.automic.com.au/#/home>, click on 'register' and follow the instructions.

To participate in the Meetings electronically:

1. Open your internet browser and go to <https://investor.automic.com.au>.

¹ In relation to the recommendation of Mr Richard Bevan, Cassini shareholders should have regard to the fact that, once the Acquisition Scheme becomes effective, Mr Bevan's 1,115,803 Cassini Performance Rights will automatically vest into Cassini Shares as described in section 11.20 of the Acquisition Scheme Booklet and he may also become entitled to a cash amount of \$90,000 in the circumstances detailed in section 12.2(b) of the Acquisition Scheme Booklet. In relation to the recommendation of Ms Simone Suen, Cassini shareholders should have regard to the fact that Ms Suen is also a director and shareholder of Atasa Holdings Pty Ltd, which holds Cassini Options which are entitled to be dealt with in accordance with section 11.21 of the Acquisition Scheme Booklet. Mr Bevan and Ms Suen consider that, despite these arrangements it is appropriate for them to make a recommendation on the Acquisition Scheme as the value of these arrangements are not material to Mr Bevan and Ms Suen and accordingly do not impact their recommendation.

- For personal use only
2. Login with your username and password or click “register” if you haven’t already created an account. Shareholders are encouraged to create an account prior to the start of the Meetings to ensure there is no delay in attending the Meetings.
 3. After logging in, a banner will be displayed at the top once the Meetings are open for registration, click on “View” when this appears.
 4. Click on “Register” and follow the steps.
 5. Click on the URL to join the webcast where you can view and listen to the Meetings.
 6. Once the chair of the Meetings has declared the poll open for voting click on “Refresh” to be taken to the voting screen.

Select your voting direction and click “confirm” to submit your vote. Note that you cannot amend your vote after it has been submitted.

Voting by proxy

You can appoint a proxy by completing the proxy form and returning it to Cassini by sending, delivering, faxing or lodging it online as follows:

1. Mail to:
Automic, GPO Box 5193, Sydney NSW 2001
2. Hand deliver to:
Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
3. Fax to:
+61 2 8583 3040
4. lodged online at <https://investor.automic.com.au/#/loginsah> and following the instructions provided.

To be valid, proxy forms must be received 48 hours before the scheduled Meetings.

Further information

Cassini encourages Cassini shareholders to read the Scheme Booklets in their entirety before deciding whether or not to vote in favour of the Acquisition Scheme, Demerger Scheme and Capital Reduction at the relevant Meetings.

If you require further information or have questions, please contact the Company Secretary on +61 8 9322 7600 Monday to Friday between 9:00am and 5:00pm (AWST).

This has been authorised for release by Richard Bevan.

Richard Bevan
Managing Director

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