



CASSINI
RESOURCES LIMITED

ASX Release (CZI)
24 September 2020

Schemes of Arrangement Become Effective

HIGHLIGHTS:

- **Acquisition Scheme and Demerger Scheme become legally effective**

Cassini Resources Limited (ASX:CZI) (**Cassini** or **Company**) is pleased to advise that a copy of the orders made by the Supreme Court of Western Australia approving the schemes of arrangement pursuant to which:

- (a) OZ Minerals Limited (ASX: OZL) (**OZ Minerals**) will acquire 100% of the shares in Cassini (**Acquisition Scheme**); and
- (b) Caspin Resources Limited (**Caspin**), a wholly owned subsidiary of Cassini, will be demerged from Cassini by way of a capital reduction which will result in 100% of the shares in Caspin being distributed to Cassini shareholders (**Demerger Scheme**),

have been lodged with the Australian Securities and Investments Commission.

This means that the Acquisition Scheme and the Demerger Scheme have become legally effective. A copy of the orders is attached to this announcement.

Pursuant to the Acquisition Scheme, Cassini shareholders (other than ineligible foreign shareholders and small shareholders who did not make an election (**Non-Electing Small Shareholders**)) who hold shares at 5:00pm (AWST) on 28 September 2020 will be issued 1 OZ Minerals share for every 68.5 Cassini shares held. Ineligible foreign shareholders and Non-Electing Small Shareholders will have the Acquisition Scheme consideration that they would have otherwise been entitled to receive issued to a sale agent who will then sell those OZ Minerals shares and remit the proceeds (if any) to those shareholders.

Pursuant to the Demerger Scheme, Cassini shareholders (other than ineligible foreign shareholders) who hold shares at 5:00pm (AWST) on 28 September 2020 will be issued 1 Caspin share for every 22 Cassini shares held and a cash distribution of A\$0.01 per Cassini share. Ineligible foreign shareholders will be paid the cash distribution but will have the Caspin shares that they would have otherwise been entitled to receive issued to a sale agent who will then sell those Caspin shares and remit the proceeds (if any) to those shareholders.

Further information

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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IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/97/2020

EX PARTE:
CASSINI RESOURCES LIMITED

First Plaintiff

**ORDER OF JUSTICE HILL
MADE 23 September 2020**

**UPON APPLICATION of the plaintiff by Originating Process dated 24 July 2020
AND UPON HEARING Mr A J Papamatheos of counsel for the plaintiff AND Mr
P Tydde of counsel for the interested party IT IS ORDERED that:**

1. Pursuant to section 411(4)(b) of the Corporations Act 2001 (Cth) (Act), the scheme of arrangement between the Plaintiff and its members, in the form set out in Annexure 3 of the scheme booklet attached as CJS-7 to the second affidavit of Mr Christopher John George Seotis filed with the Supreme Court on 10 August 2020 in this proceeding, is approved.
2. Pursuant to section 411(12) of the Act, the Plaintiff is exempt from compliance with section 411(11) of the Act, in relation to the scheme of arrangement referred to in order 1.
3. An office copy of these orders is to be lodged with the Australian Securities and Investments Commission on 24 September 2020.

BY THE COURT

THE HONOURABLE JUSTICE J HILL



IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/96/2020

EX PARTE:
**CASSINI RESOURCES LIMITED (ACN 149
789 337)**

First Plaintiff

**ORDER OF JUSTICE HILL
MADE 23 September 2020**

**UPON APPLICATION of the plaintiff by Originating Process dated 24 July 2020
AND UPON HEARING Mr A J Papamatheos of counsel for the plaintiff AND Mr
P Tydde of counsel for the interested party IT IS ORDERED that:**

1. Pursuant to section 411(4)(b) and section 411(6) of the Corporations Act 2001 (Cth) (Act), the scheme of arrangement between the Plaintiff and its members, in the form set out in Annexure 3 of the scheme booklet attached as MCN-7 to the second affidavit of Mr Michael Choon Ming Ng filed with the Supreme Court on 10 August 2020 in this proceeding is approved, with the alteration of replacing the word "Cassini" with the word "OZ Minerals" in clause 10.2(b)(ii) of the scheme of arrangement.
2. Pursuant to section 411(12) of the Act, the Plaintiff is exempt from compliance with section 411(11) of the Act, in relation to the scheme of arrangement referred to in order 1.
3. An office copy of these orders is to be lodged with the Australian Securities and Investments Commission on 24 September 2020.

BY THE COURT

THE HONOURABLE JUSTICE J HILL