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25 February 2025

Australian Securities and Investments Commission
11 Mounts Bay Road
Perth WA 6000

LODGEMENT THROUGH THE ASIC REGULATORY PORTAL

Dear Sir/Madam

Fenix Resources Ltd's off-market takeover bid for all the shares of CZR Resources Ltd (ASX: CZR) – Bidder's Statement

We act for Fenix Resources Ltd (ACN 125 323 622) (ASX: FEX) (**Fenix**).

We enclose for the purposes of item 2 of section 633(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a copy of Fenix's bidder's statement in relation to its off-market takeover bid to acquire all of the ordinary shares of CZR Resources Ltd (ACN 112 866 869) (ASX: CZR) (**CZR**) (**Bidder's Statement**).

The Bidder's Statement has today been sent to CZR and will be sent to the Australian Securities Exchange.

Yours faithfully



Deanna Carpenter
Partner
Hamilton Locke

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Bidder's Statement

ACCEPT

the off-market takeover offer by

Fenix Resources Ltd
(ACN 125 323 622)

to acquire all of your ordinary shares in

CZR Resources Ltd
(ACN 112 866 869)

for scrip consideration of 0.85 Fenix Shares for every 1 CZR Share, increasing to 0.98 Fenix Shares for every 1 CZR Share if Fenix acquires a 75% Relevant Interest in CZR Shares on or before 7:00pm (AEDT) on 21 March 2025

The CZR Board unanimously recommends that you **ACCEPT** the Offer at both the Base Offer Consideration and, if relevant, the Increased Offer Consideration, in the absence of a Superior Proposal.

The Offer is dated 25 February 2025 and expires at 7:00pm (AEST) on 8 April 2025, unless extended or withdrawn.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. You should read this document in its entirety. If you are in doubt as to what you should do, you should obtain independent advice from your investment, financial, tax, legal or other professional adviser as soon as possible.

Offer Information Line: If you have any queries in relation to the Offer, please call the Offer Information Line on 1300 441 599 (for callers within Australia) or +61 2 9068 1927 (for callers outside Australia), Monday to Friday between 8:30am and 7:00pm (AEDT).

Legal adviser	Financial adviser
Hamilton Locke	POYNTON STAVRIANOU

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Important notices

Bidder's Statement

This document is a Bidder's Statement issued by Fenix Resources Ltd (ACN 125 323 622) (**Fenix**) under Part 6.5 of the Corporations Act, in relation to the Takeover Bid for all of your shares in CZR Resources Ltd (ACN 112 866 869) (**CZR**). This Bidder's Statement sets out the terms and conditions of the Offer and other important information relating to the Offer.

This Bidder's Statement was lodged with ASIC and ASX on 25 February 2025. Neither ASIC nor ASX nor any of their respective officers takes any responsibility for the content of this Bidder's Statement.

This Bidder's Statement includes an Offer dated 25 February 2025 to acquire all of your CZR Shares and certain disclosure required by the Corporations Act.

Investment decisions

In preparing this Bidder's Statement, Fenix has not taken into account the individual objectives, financial situation or needs of individual CZR Shareholders. The information contained in this Bidder's Statement is not financial product advice and does not take into account the investment objectives, financial situation or particular needs (including financial and tax issues) of any prospective investor.

It is important that you read this Bidder's Statement carefully and in its entirety before deciding whether to accept the Offer and become a shareholder of Fenix. In particular, in considering the prospects of the Combined Group, you should consider the risk factors that could affect the performance of the Combined Group. You should carefully consider these risks in light of your investment objectives, financial situation and particular needs (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to accept the Offer. Some of the key risk factors that should be considered by prospective investors are set out in section 7 of this Bidder's Statement. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

No person named in this Bidder's Statement, nor any other person, guarantees the performance of Fenix, the repayment of capital by Fenix or the payment of a return on the Fenix Shares.

Disclaimer as to forward looking statements

Some of the statements appearing in this Bidder's Statement may be in the nature of forward looking statements, which are statements that may be identified by words such as "may", "will", "would", "should", "could", "believes", "estimates", "expects", "intends", "plans", "anticipates", "predicts", "outlook", "forecasts", "guidance" and other similar words that involve risks and uncertainties. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which members of the CZR Group and Fenix Group operate as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward-looking statement. None of Fenix, its Related Bodies Corporate or any of the officers or employees of any of them, nor any persons named in this Bidder's Statement with their consent or any person involved in the preparation of this Bidder's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward-looking statement. The forward-looking statements in this Bidder's Statement reflect views held only as at the date of this Bidder's Statement.

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Statements of past performance

This Bidder's Statement includes information regarding the past performance of Fenix and CZR. Investors should be aware that past performance should not be relied on as being indicative of future performance.

Information on CZR

The information on CZR, CZR's securities and the CZR Group contained in this Bidder's Statement has been prepared by Fenix using publicly available information and limited information made available by CZR to Fenix.

The information in this Bidder's Statement concerning CZR and the assets and liabilities, financial position and performance, profits and losses and prospects of the CZR Group, has not been independently verified by Fenix. Accordingly, Fenix does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

Further information relating to CZR's business may be included in CZR's Target's Statement (once available) which CZR must provide to its shareholders in response to this Bidder's Statement.

Foreign jurisdictions

CZR Shareholders should note that the consideration under the Offer is Fenix Shares, which are shares in an Australian public company listed on ASX. This Bidder's Statement and Offer have been prepared having regard to Australian disclosure requirements which may be different from those applicable in other jurisdictions.

CZR Shareholders whose addresses in CZR's register of shareholders are not in Australia or New Zealand will not be entitled to receive Fenix Shares on acceptance of the Offer (unless Fenix determines otherwise). Ineligible Foreign Shareholders who accept the Offer will have their CZR Shares sold by the Nominee with the net proceeds returned in cash calculated in accordance with section 10.7 of this Bidder's Statement.

No action has been taken to permit a public offer of the Fenix Shares in any jurisdiction outside Australia.

Based on the information available to Fenix, shareholders of CZR in the following jurisdictions will be entitled to receive the Bidder's Statement and have Fenix Shares issued to them under the Offer:

- Australia;
- New Zealand; and
- any other person or jurisdiction in respect of which Fenix reasonably believes that it is not prohibited and not unduly onerous or impractical to issue Fenix Shares to a CZR shareholder with a registered address in such jurisdiction.

No person holding shares on behalf of a beneficial owner resident outside Australia may forward this Bidder's Statement (or any accompanying document) to anyone outside Australia and New Zealand without the consent of Fenix.

The distribution of this Bidder's Statement in jurisdictions outside Australia may be restricted by law, and persons who come into possession of it should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Bidder's Statement does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

If you are not an Australian resident taxpayer or are liable for tax outside Australia, you should seek specific tax advice in relation to the Australian and overseas tax consequences of accepting the Offer.

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Small Parcel Shareholders

Following acceptance of the Offer, if the total number of Fenix Shares you are entitled to receive as consideration under the Offer is a Small Parcel, you will receive a cash amount for Your Shares, calculated in accordance with section 10.7 as if you were an Ineligible Foreign Shareholder.

New Zealand

This Bidder's Statement is not a New Zealand disclosure document and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 or any other New Zealand law.

The offer of Fenix Shares is being made to existing shareholders of CZR in reliance upon the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 and, accordingly, this Bidder's Statement may not contain all the information that a disclosure document is required to contain under New Zealand law.

Privacy

Fenix has collected your information from the CZR register of shareholders for the purpose of making this Offer and, if accepted, administering acceptances of the Offer in respect of Your Shares in CZR and issue of any offer consideration. By accepting the Offer, you will also be providing personal information to Fenix through the Share Registry, which is contracted by Fenix to manage Acceptance processing. Fenix, and the Share Registry on its behalf, and their agents and service providers may collect, hold, disclose and use that personal information to process your application, service your needs as a shareholder of Fenix, provide facilities and services that you request and carry out appropriate administration, and for other purposes related to your investment in Fenix.

Once you become a shareholder of Fenix, the Corporations Act requires information about you (including your name, address and details of the shares you hold in Fenix) to be held in a public register. Your information may also be disclosed on a confidential basis to Related Bodies Corporate and external service providers of Fenix and the Share Registry, to market research companies for analysing Fenix's shareholder base, and to regulators such as ASIC.

Websites

Both Fenix and CZR maintain a website. The Fenix website is www.fenix.com.au. The CZR website is at www.czrresources.com.

Information contained in or otherwise accessible through these websites is not part of this Bidder's Statement. All references to this website in this Bidder's Statement are for information purposes only.

Effect of rounding

Figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement may be subject to the effect of rounding. Accordingly, the actual figures may vary from those included in this Bidder's Statement.

Currencies

In this Bidder's Statement, references to "Australian dollars", "AUD", "$", "A$" or "cents" are to the lawful currency of Australia.

This Bidder's Statement may contain conversions of relevant currencies to other currencies for convenience. These conversions should not be construed as representations that the relevant currency could be converted into the other currency at the rate used or at any other rate. Conversions that have been calculated at the date of this Bidder's Statement (or any other relevant date) may not correspond to the amounts shown in the historic or future financial statements of the Fenix Group or the CZR Group in respect of which different exchange rates may have been, or may be, used.

Maps and diagrams

Any diagrams and maps appearing in this Bidder's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in charts, maps, graphs and tables is based on information available at the date of this Bidder's Statement.

Time

All references to time in this Bidder's Statement are to Perth time unless stated otherwise.

Defined terms

A number of defined terms are used in this Bidder's Statement. Unless the contrary intention appears, the context requires otherwise or words are defined in section 12 of this Bidder's Statement, words and phrases in this Bidder's Statement have the same meaning and interpretation as in the Corporations Act.

Unless the context requires otherwise, references in this document to "this Bidder's Statement", "the date of this Bidder's Statement" or similar expressions are references to this Bidder's Statement dated 25 February 2025.

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Key dates and contacts

Key dates

Event	Date*
Announcement of Takeover Bid	25 February 2025
Bidder's Statement lodged with ASIC and ASX	25 February 2025
Opening date of Offer	25 February 2025
Date by which Fenix must acquire a 75% Relevant Interest in CZR Shares in order for CZR Shareholders to be entitled to the Increased Offer Consideration	21 March 2025
Date for notice on the status of Conditions	1 April 2025
Closing date of Offer (unless extended or withdrawn)	7:00pm (AEST) on 8 April 2025
General Meeting to approve (amongst other things) Replacement Fenix Options and Replacement Fenix Performance Rights	In or around April 2025

**These dates may change as permitted under the Corporations Act. Any changes to the above timetable will be notified on Fenix's website at www.fenix.com.au.*

Key contacts

Contact	Information
Share Registry	Automic Pty Ltd Level 5, 126 Phillip Street Sydney NSW 2000 **Offer Information Line** (Monday to Friday between 8:30am and 7:00pm (AEDT))**:** Within Australia: 1300 441 599 Outside Australia: +61 2 9068 1927
Fenix Resources Ltd	Level 33, 1 Spring Street Perth WA 6000 Telephone: +61 8 6285 0456 Email: info@fenixresources.com.au

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Chairman's letter

25 February 2025

Dear CZR Shareholder

On behalf of the Fenix Board, I am pleased to present you with this Bidder's Statement which details Fenix's Offer to acquire all of your CZR Shares.

Overview of the Offer

Under the Offer, CZR Shareholders will be entitled to receive 0.85 Fenix Shares for every 1 CZR Share (**Base Offer Consideration**), increasing to receive 0.98 Fenix Shares for every 1 CZR Share held if Fenix acquires a 75% Relevant Interest in CZR Shares on or before 7:00pm (AEDT) on 21 March 2025 (**Increased Offer Consideration**).

Based on Fenix's last closing price on 24 February 2025 of $0.305,[1] the implied value of the Base Offer Consideration is approximately $61.4 million or $0.26 per CZR Share, representing an attractive premium of:[2]

- 26.6% to the 10-day VWAP of CZR Shares of $0.205;
- 32.8% to the 30-day VWAP of CZR Shares of $0.195; and
- 31.7% to the 60-day VWAP of CZR Shares of $0.197.

If Fenix obtains a Relevant Interest in 75% or more of all CZR Shares by 7:00pm (AEDT) on or before 21 March 2025, CZR Shareholders will be entitled to the Increased Offer Consideration. The implied value of the Increased Offer Consideration is approximately $70.8 million or $0.30 per CZR Share, representing a significant premium of:[3]

- 46% to the 10-day VWAP of CZR Shares of $0.205;
- 53.1% to the 30-day VWAP of CZR Shares of $0.195; and
- 51.9% to the 60-day VWAP of CZR Shares of $0.197.

On successful completion of the Offer, CZR Shareholders will hold approximately 24% of the Combined Group,[4] enabling you to have ongoing exposure to CZR's assets as well as full exposure to the benefits of becoming a shareholder in a larger, financially stronger and fully integrated mining, logistics and port services business.

CZR Board and major shareholder support

The Offer has been unanimously recommended by the CZR Board who have agreed to accept the Offer for all the CZR Shares they own or control (representing 0.25% of all CZR Shares[5]), in the absence of a Superior Proposal.

In addition, CZR's largest shareholder Mark Gareth Creasy (together with his Associates, collectively the **Creasy Group**) (representing 52.18% of all CZR Shares[6]) has provided Fenix with an intention

[1] Being the last trading day in Fenix Shares and CZR Shares before the announcement of the Takeover Bid on 25 February 2025.
[2] VWAPs are for the period to and including 24 February 2025 (being the last trading day of Fenix Shares and CZR Shares before the announcement of the Takeover Bid on 25 February 2025).
[3] Refer to footnote 2.
[4] Calculated on an undiluted basis, assuming 100% acceptance of the Offer and there is 973,144,489 Fenix Shares on completion of the Offer.
[5] Based on 236,734,647 CZR Shares on issue. Refer to section 4.9 for further information regarding the security holdings of the CZR Directors.
[6] Based on the most recent Form 604 provided to CZR dated 7 February 2023 and 236,734,647 CZR Shares on issue.

statement that the Creasy Group intends to accept the Offer, subject to no superior proposal being made (as determined by the Creasy Group), on a date that is not earlier than 21 days after the date the Offer opens for acceptances in relation to all the CZR Shares.[7]

Conditions to the Offer

This Offer and any contract which results from your acceptance of the Offer is subject to, without limitation, the following bid conditions (**Conditions**):

- A 75% minimum acceptance condition;
- No Material Adverse Change;
- No Prescribed Occurrence;
- No Regulated Event;
- No breach of CZR Representations and Warranties; and
- No regulatory restraints.

A full list of Conditions is provided in section 10.8 of this Bidder's Statement

Transaction rationale

1. **The addition of Robe Mesa and Ashburton Link enhances Fenix's portfolio of Western Australian iron ore, logistics and port assets**

    - The addition of Robe Mesa, a 3.5-5Mtpa Direct Shipment Ore (**DSO**) project with a Mineral Resource of 89.6Mt at 54.4% iron, and Ore Reserves of 33.4Mt at 55.0% iron, would expand Fenix's portfolio to include interests in projects with pro forma total Mineral Resources of 137Mt.[8]

    - CZR's interest in Ashburton Link gives Fenix ownership of a joint venture that will own a bulk loading facility for export of iron ore form the Port of Ashburton, Onslow.

2. **Footprint in the Pilbara**

    - The acquisition would secure a strategic footprint of mine and port infrastructure in the Pilbara region of WA, with the potential to be a second Fenix production and export hub, and which can be used to unlock stranded iron ore projects in the region.

3. **Fenix's development and operational experience could unlock material value at Robe Mesa**

    - Fenix's best-in-class haulage fleet and logistics solutions could optimise expected operational costs at Robe Mesa, presenting a potentially attractive uplift in project value.

    - Fenix has delivered on de-risked rapid development of operations at Iron Ridge (production commenced in 2021), Shine (production commenced in 2024), and Beebyn-W11 (production anticipated to commence in 2025).

[7] The Creasy Group has given and not withdrawn prior to the lodgement of this Bidder's Statement with ASIC, its written consent to being named in this Bidder's Statement and the statements in this Bidder's Statement which are attributed to it, in the form and context in which they are included.

[8] Combined interests in Mineral Resources and Ore Reserves are reported on a 100% basis other than for Beebyn-W11 where only 10Mt is included, for further information refer to section 3.3 (*Fenix's Mineral Resources and Ore Reserves*) and section 4.4 (*CZR's Mineral Resources and Ore Reserves*).

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4. Fenix has a successful history of expanding through accretive acquisitions

- Fenix has a demonstrable history of success in acquiring and delivering on iron ore, logistics, and port assets for the benefit of all stakeholders, including: Newhaul in 2024; Right to Mine up to 10Mt of Sinosteel's Beebyn-W11 in 2023; Mt Gibson's Shine Iron Ore Mine and Geraldton Port assets in 2023; Fenix-Newhaul in 2022; Sinosteel's Geraldton Port facilities in 2020; and Iron Ridge Mine in 2017.

Next steps

Detailed information about the Offer is set out in this Bidder's Statement. I encourage you to carefully read this Bidder's Statement in its entirety and consider the merits of this Offer as we have presented them.

I strongly encourage you to **ACCEPT** the Offer as soon as possible. The Offer is open until **7:00pm (AEST) on 8 April 2025**, unless extended or withdrawn in accordance with the Corporations Act.

To accept the Offer, you must follow the instructions in the accompanying Acceptance Form.

If you require additional assistance, please call the Offer Information Line on 1300 441 599 (for callers within Australia) or +61 2 9068 1927 (for callers outside Australia). We appreciate your consideration of our Offer and look forward to the prospect of delivering significant shareholder value to you. I look forward to receiving your acceptance and welcoming you as a Fenix Shareholder.

Yours faithfully,



John Welborn
Executive Chairman
Fenix Resources Ltd

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1. REASONS WHY YOU SHOULD ACCEPT THE OFFER

1.1 Overview

The Offer provides significant benefits to you as a CZR Shareholder. The key reasons why you should accept the Offer are as follows:

✓	**Unanimously recommended by CZR Directors, in the absence of a Superior Proposal**
✓	**The Creasy Group, CZR's largest Shareholder holding 52.18% of all CZR Shares, has provided an intention statement to accept the Offer, subject to no superior proposal being made (as determined by the Creasy Group)[9]**
✓	**Attractive value and premium for your CZR Shares**
✓	**Fenix's vertically integrated 'mine-to-port' business model is expected to have significant value-creative implications for CZR Shareholders when deployed at the Robe Mesa Project**
✓	**You will become a shareholder in Fenix, a profitable, financially secure, Australian iron ore producer with greater liquidity and market relevance and a history of paying fully franked dividends[10]**
✓	**You will maintain exposure to the successful development of Robe Mesa with a significant reduction in funding, development, and execution risk**
✓	**If you do not accept the Offer, you may be subject to the risks and uncertainties of being a minority shareholder in CZR**
✓	**Should you not accept the Offer and the Offer lapses, then the CZR Share price may drop to pre-Offer levels or below with a reduced level of trading liquidity**
✓	**You may be eligible for Capital Gains Tax (CGT) roll-over relief**
✓	**You may not incur brokerage or stamp duty in accepting the Offer**
ACCEPT THE OFFER	

[9] Refer to footnote 6.
[10] Refer to section 7.3(r) for risks associated with dividends.

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1.2 Further information regarding the reasons to accept the Offer

(a) **Unanimously recommended by CZR Directors, in the absence of a Superior Proposal**

The CZR Board of Directors recognises the attractive merits of the Offer and have unanimously recommended that CZR Shareholders accept the Offer at both the Base Offer Consideration and, if relevant, the Increased Offer Consideration in the absence of a Superior Proposal.

Additionally, the CZR Directors have confirmed to Fenix that they will accept the Offer in respect of all the CZR Shares that they own or control (representing 0.25% of all CZR Shares[11]), in the absence of a Superior Proposal.

To support your CZR Board, you should accept the Offer.

(b) **The Creasy Group, CZR's largest Shareholder holding 52.18% of all CZR Shares, has provided an intention statement to accept the Offer, subject to no superior proposal being made (as determined by the Creasy Group)[12]**

The Creasy Group, CZR's largest shareholder (representing 52.18% of all CZR Shares[13]) has provided Fenix with an intention statement that the Creasy Group intends to accept the Offer, subject to no superior proposal being made (as determined by the Creasy Group), on a date that is not earlier than 21 days after the date the Offer opens for acceptances in relation to all the CZR Shares.[14]

(c) **Attractive value and premium for your CZR Shares**

By accepting the Offer you will receive 0.85 Fenix Shares for every 1 CZR Share you hold at the Base Offer Consideration, representing an attractive premium of:[15]

- 26.6% to the 10-day VWAP of CZR Shares of $0.205;
- 32.8% to the 30-day VWAP of CZR Shares of $0.195; and
- 31.7% to the 60-day VWAP of CZR Shares of $0.197.

If Fenix obtains a Relevant Interest in 75% or more of all CZR Shares by 7:00pm (AEDT) on or before 21 March 2025, CZR Shareholders will be entitled to the Increased Offer Consideration of 0.98 Fenix Shares for every 1 CZR Share you hold, representing a significant premium of:16

- 46.0% to the 10-day VWAP of CZR Shares of $0.205;
- 53.1% to the 30-day VWAP of CZR Shares of $0.195; and
- 51.9% to the 60-day VWAP of CZR Shares of $0.197.

The all-scrip Offer provides you attractive ongoing equity ownership and full exposure to the benefits of being a shareholder in the Combined Group.

To receive this attractive value for your CZR Shares, you should accept the Offer.

---

[11] Refer to footnote 5.
[12] Refer to footnote 6.
[13] Refer to footnote 6.
[14] Refer to footnote 7.
[15] Refer to footnote 2.
[16] Refer to footnote 2.

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(d) **Fenix's vertically integrated 'mine-to-port' business model is expected to have significant value-creative implications for CZR Shareholders when deployed at the Robe Mesa Project**

Westmine, a wholly-owned subsidiary of Fenix responsible for all mining operations, has a strong history of operational excellence and efficiency which would serve to underpin mining operations, when replicated at the Robe Mesa Project.

Newhaul Road Logistics' best-in-class haulage capabilities could provide a substantial economic benefit at the Robe Mesa Project. Refer to section 3.2(b) for further information.

Newhaul Port Logistics' top-tier operations at the Port of Geraldton provide CZR Shareholders certainty of Fenix's capacity to deliver at the Port of Ashburton. Refer to section 3.2(c) for further information.

To receive these benefits we encourage you to accept the Offer.

(e) **You will become a shareholder in Fenix, a profitable, financially secure iron ore producer with greater liquidity, market relevance and a history of paying fully franked dividends[17]**

Fenix is an established iron ore producer with cash generative assets and a strong history of profitability. Since production commenced at the Iron Ridge Iron Ore Mine in 2021, Fenix has received ~ $1 billion in revenue and paid more than $65 million in fully franked dividends to its shareholders.

On successful completion of the Offer, CZR Shareholders will hold approximately 24% of the Combined Group,[18] enabling you to have ongoing exposure to CZR's assets as well as full exposure to the benefits of becoming a shareholder in a larger, financially stronger and fully integrated mining, logistics and port services business.

To receive these benefits we encourage you to accept the Offer.

(f) **You will maintain exposure to the successful development of Robe Mesa with a significant reduction in funding, development, and execution risk**

CZR Shareholders will benefit from ongoing exposure to CZR's assets in the hands of a company with established mining operations, thereby reducing exposure to funding risks, construction and commissioning risks, and cashflow volatility that can be experienced by pre-production mining companies.

Risks currently faced by CZR Shareholders include (amongst other things) labour shortages and inflationary pressures being experienced in the West Australian labour market, and the associated challenges of establishing a team with the required skills and experience to develop the Robe Mesa Project into an operating mine.

Fenix has an established workforce with strong operational and development experience, a strong financial position with two existing cash-generating iron ore operations and a 31 December 2024 cash position of $56.1 million, a proven track record of developing mines efficiently with capital prudence, and a history of operational excellence.

By accepting the Offer you will also benefit from both Fenix's and the Combined Group's capability and expertise to unlock and create value.

[17] Refer to section 7.3(r) for risks associated with dividends.
[18] Refer to footnote 4.

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(g) **If you do not accept the Offer, you may be subject to the risks and uncertainties of being a minority shareholder in CZR**

If you do not accept the Offer and Fenix acquires a majority of CZR Shares but does not become entitled to compulsorily acquire your CZR Shares, you will become a minority shareholder in CZR with reduced influence in the running of the business.

In this scenario, decisions made in respect of the business of CZR, under the control of Fenix, may impact those CZR Shareholders who do not accept the Offer.

Furthermore, Fenix's controlling position in CZR may affect the liquidity of the minority CZR Shareholders. This may make it more difficult for minority shareholders to sell their CZR Shares at an attractive price, which should be considered in conjunction with section 1.2(h) below.

Please see section 6 of this Bidder's Statement for further information regarding Fenix's intention regarding CZR.

(h) **Should you not accept the Offer and the Offer lapses, then the CZR Share price may drop to pre-Offer levels or below with a reduced level of trading liquidity**

The implied value of the Base Offer Consideration is $0.26 per CZR Share is representing an attractive premium of 26.6% to the 10-day VWAP of CZR Shares of $0.205 on 24 February 2025.[19]

If Fenix obtains a Relevant Interest in 75% or more of all CZR Shares by 7:00pm (AEDT) on or before 21 March 2025, CZR Shareholders will be entitled to the Increased Offer Consideration. The implied value of the Increased Offer Consideration is $0.30 per CZR Share, representing a significant premium of 46% to the 10-day VWAP of CZR Shares of $0.205 on 24 February 2025.[20]

If at the end of the Offer Period Fenix has an interest in less than 90% of CZR Shares and it does not become entitled to compulsorily acquire the CZR Shares that have not been accepted into the Offer, the CZR Share price may fall below the implied value of the Base Offer Consideration and the Increased Offer Consideration which, in turn, may result in a lower level of liquidity in CZR Shares.

(i) **You may be eligible for CGT roll-over relief**

CZR Shareholders may only benefit from CGT scrip for scrip roll-over relief if Fenix becomes the owner of at least 80% of the voting shares in CZR.

Each CZR Shareholder's tax position is different. CZR Shareholders are encouraged to seek their own independent tax advice regarding the specific tax consequences of the Offer, including the application and effect of income tax and other tax laws to their particular circumstances.

A summary of the general Australian income tax, stamp duty and GST consequences of the Offer for CZR Shareholders is set out in section 8. However, CZR Shareholders should not rely solely on the summary contained in section 8 in substitution for specific advice on their own affairs from a registered tax agent.

[19] Refer to footnote 1.
[20] Refer to footnote 1.

(j) **You may not incur brokerage or stamp duty in accepting the Offer**

If you accept the Offer and Your Shares are registered in an Issuer Sponsored Holding in your name, you will not incur brokerage on the transfer of Your Shares to Fenix pursuant to the Offer.

If you accept the Offer and Your Shares are registered in a CHESS Holding, or if you are a beneficial owner whose CZR Shares are registered in the name of a broker, bank, custodian, or other nominee, you should ask your Controlling Participant (usually your broker) or that nominee whether it will charge any transactional fees or service charges in connection with acceptance of the Offer.

If you sell Your Shares on the ASX, rather than disposing of them via the Offer, you may incur brokerage charges (and, potentially, GST on those charges).

You will not be required to pay any stamp duty on the disposal of Your Shares under the Offer or on the acquisition of Fenix Shares under the Offer.

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2. FREQUENTLY ASKED QUESTIONS

You may have questions in relation to the Offer. The following set of questions and answers is intended to assist in your understanding of the Offer. They are qualified by, and should be read in conjunction with, the detailed information contained in this Bidder's Statement.

You should read the Bidder's Statement in full before deciding whether or not to accept the Offer. You should also have reference to CZR's Target Statement which CZR will send to CZR Shareholders as required under the Corporations Act.

Question	Answer	Further information
What is Fenix offering to buy?	Fenix is offering to buy all CZR Shares on the terms set out in this Bidder's Statement.	Section 10.1
Who is Fenix?	Fenix is an Australian incorporated company listed on ASX (ASX: FEX) which is a fully integrated mining, logistics and port services business with assets in the mid-west region of Western Australia.	Section 3
What will you receive if you accept the Offer?	If you accept the Offer, you will, subject to the satisfaction of the Conditions to the Offer, receive 0.85 Fenix Shares for every 1 CZR Share you hold at the Base Offer Consideration. If Fenix obtains a Relevant Interest in 75% or more of all CZR Shares by 7:00pm (AEDT) on or before 21 March 2025, you will, subject to the satisfaction of the Conditions to the Offer, receive the Increased Offer Consideration of 0.98 Fenix Shares for every 1 CZR Share you hold. If you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will not receive Fenix Shares. Instead, you will be paid by the Nominee the net proceeds of the sale of the Fenix Shares you would have otherwise been entitled to. Once you accept the Offer you will not be able to sell your CZR Shares on market, transfer, accept any other offer or otherwise deal with your CZR Shares even if a Superior Proposal is subsequently made by a third party. You will also no longer be entitled to any rights declared, paid, made, accrued or which may arise in the future.	Sections 10.1, 10.5 and 10.7
To which securities does the Offer relate?	The Offer is made in respect of CZR Shares that exist or will exist as at 7:00pm (AEDT) on 24 February 2025, being the Register Date and all CZR Shares that will exist prior to the end of the Offer Period as a result of the exercise, conversion or vesting of rights or options in existence as at the Register Date.	Section 10.1

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When will you receive the Fenix Shares?	Generally, Fenix will issue the Fenix Shares due to you under the Offer on or before the earlier of: • one month after this Offer is accepted or one month after all of the Conditions have been freed or fulfilled (whichever is later); and • 21 days after the end of the Offer Period. Full details of when consideration will be provided are set out in section 10.6 of this Bidder's Statement. Ineligible Foreign Shareholders and Small Parcel Shareholders will be provided with the net proceeds of sale to which they are entitled under the Offer at a different time.	Section 10.6
Do the CZR Directors recommend the Offer?	The CZR Directors unanimously recommend that CZR Shareholders accept the Offer in respect of all their CZR Shares, in the absence of a Superior Proposal. Subject to the same qualification, the CZR Directors have confirmed to Fenix that they will accept the Offer in respect of all the CZR Shares that they own or control (representing 0.25% of all CZR Shares[21]).	Section 1.2(a)
When does the Offer open?	The Offer opens on 25 February 2025.	Section 10.2
When does the Offer close?	The Offer closes at 7:00pm (AEST) on 8 April 2025, unless extended or withdrawn in accordance with the Corporations Act.	Section 10.2
Is there any possibility that the Offer Period will be extended?	The Offer Period can be extended at Fenix's election, subject to the Corporations Act. Fenix will give written notice of the extension of the Offer Period in accordance with the Corporations Act.	Section 10.2
What risks are associated with the Offer?	You should carefully consider the risk factors that could affect the performance of Fenix and the Combined Group before deciding whether to accept the Offer. A summary of the key risk factors is set out in section 7.	Section 7
Are there conditions to the Offer?	Yes. This Offer and any contract which results from your acceptance of the Offer is subject to the following Conditions: • a 75% minimum acceptance condition; • no Material Adverse Change; • no Prescribed Occurrence; • no Regulated Event; • no breach of CZR Representations and Warranties; and	Section 10.8

[21] Refer to footnote 5.

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	• no regulatory restraints. If the Conditions of the Offer are not satisfied or waived by the end of the Offer Period, the Offer will lapse and your acceptance will be void.	
How do you accept the Offer?	If you wish to accept the Offer, you must accept for all of Your Shares (and not a lesser number) and any acceptance for fewer than all of Your Shares will be treated as being for all Your Shares. You may accept the Offer at any time during the Offer Period. **Issuer sponsored shareholders** If Your Shares are registered in an Issuer Sponsored Holding (such holdings will be evidenced by an 'I' appearing next to your holder number on the accompanying Acceptance Form), to accept this Offer, you must either: • complete the online acceptance at https://investor.automic.com.au/ on your browser and follow the instructions; or • complete and sign the Acceptance Form enclosed with this Bidder's Statement and return it to the address provided on the form so it is received in time to process before the Offer closes. **CHESS shareholders** If Your Shares are registered in a CHESS Holding (such holdings will be evidenced by an 'X' appearing next to your holder number on the accompanying Acceptance Form), you may accept the Offer by either: • completing the online acceptance at https://investor.automic.com.au/ on your browser and following the instructions; or • completing and signing the Acceptance Form enclosed with this Bidder's Statement and returning it to the address given on the form; or • instructing your Controlling Participant (normally your broker) to accept the Offer on your behalf, so it is received in time to process before the Offer closes. **Participants** If you are a Participant, acceptance of this Offer must be initiated in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the Offer closes.	Section 10.3
Can you accept the Offer for part of your holdings?	No. If you wish to accept the Offer, you must accept for all of Your Shares (and not a lesser number) and any acceptance for fewer than all of Your Shares will be treated as being for all Your Shares.	Section 10.3
Can I withdraw my acceptance?	Once you accept the Offer, you cannot withdraw your acceptance unless a withdrawal right exists or arises under the Corporations Act. Such a right may arise if, after	Section 10.5

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	you have accepted the Offer and the Offer remains conditional, Fenix varies the Offer in a way that postpones, for more than one month, the time by which Fenix has to meet its obligations under the Offer. If this occurs, a notice will be sent to you at the relevant time that explains your rights to withdraw your acceptance of the Offer.	
Can I sell my CZR Shares on ASX?	Yes, if you have not already accepted the Offer, you can sell your CZR Shares on market however you may incur brokerage costs in doing so. The cash proceeds from a sale may be more or less than the value of the Base Offer Consideration and, if applicable, the Increased Offer Consideration.	-
Will you need to pay brokerage or stamp duty on acceptances?	If Your Shares are registered in an Issuer Sponsored Holding in your name and you deliver them directly to Fenix, you will not incur any brokerage fees or be obliged to pay stamp duty in connection with your acceptance of the Offer. If Your Shares are registered in a CHESS Holding, or if you are a beneficial owner whose CZR Shares are registered in the name of a broker, bank custodian or other nominee, you will not be obliged to pay stamp duty by accepting the Offer, but you should ask your Controlling Participant (usually your broker) or that nominee whether it will charge any transactional fees or service charges in connection with acceptance of the Offer.	-
What if you are an Ineligible Foreign Shareholder or hold a Small Parcel?	Ineligible Foreign Shareholders and Small Parcel Shareholders that accept the Offer will not receive Fenix Shares. Rather, the Fenix Shares that Ineligible Foreign Shareholders and Small Parcel Shareholders would have been entitled to receive will be issued to, and sold by, the Nominee and the net proceeds attributable to each Ineligible Foreign Shareholder or Small Parcel Shareholder will be paid to them by cheque in Australian dollars drawn on an Australian bank account. Fenix's determination of whether a CZR Shareholder is an Ineligible Foreign Shareholder or Small Parcel Shareholder is final. Depending on the Ineligible Foreign Shareholder's particular circumstances, an amount may be withheld by Fenix from the (gross) cash proceeds and paid to the Commissioner of Taxation on account of foreign resident capital gains withholding tax.	Section 10.7
What happens if you do not accept the Offer?	You will remain a CZR Shareholder and will not receive the consideration under the Offer. If Fenix does not compulsorily acquire your CZR Shares under the Corporations Act, unless you sell your CZR Shares, you will remain a CZR Shareholder. In these circumstances and, depending on the number of CZR Shares acquired by Fenix, as a result of the Offer you may be a minority shareholder in what may be a less liquid stock.	Sections 1.2(g) and 7.2(e)

Where to go for further information?	If you require additional assistance or have any queries regarding the Offer or the acceptance process, please call the Offer Information Line on 1300 441 599 (for callers within Australia) or +61 2 9068 1927 (for callers outside Australia), Monday to Friday between 8:30am and 7:00pm (AEDT). Calls to these numbers may be recorded. You may also seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser.	-

The information in this section 2 is a summary only of Fenix's Offer and is qualified by the detailed information set out elsewhere in this Bidder's Statement.

You should read the entire Bidder's Statement and the Target's Statement that CZR will shortly be sending to you before deciding whether to accept the Offer.

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3. INFORMATION ON FENIX

3.1 Overview

Fenix operates a unique fully integrated mining and logistics business and now operates across three wholly-owned business units:

- **Mining (Westmine)**: Exploration, development and mining of mineral tenements across Western Australia's mid-west.
- **Logistics (Newhaul Road Logistics)**: Provision of high-quality bulk commodity road and rail haulage logistics solutions to service both Fenix operations as well as third-party customers.
- **Port Services (Newhaul Port Logistics)**: Provision of in-loading access via truck or rail for secure storage at Fenix's +400,000 tonnes on-wharf storage facilities (comprising 3 sheds) at Geraldton Port and offering direct ship loading access and services.

Fenix's diversified Mid-West iron ore, port and rail asset base provides an excellent foundation for future growth. These assets include the Iron Ridge mine, the Beebyn-W11 Deposit, the Twin Peaks Iron Ore Mine, the Shine Iron Ore Mine, the Newhaul Road Logistics haulage business which includes a state-of-the-art road haulage fleet, two rail sidings at Ruvidini and Perenjori, as well as the Newhaul Port Logistics business that operates three on-wharf bulk material storage sheds at the Geraldton Port.

The Company is led by a proven team with deep mining and logistics experience and benefits from strategic alliances and agreements with key stakeholders, including the Traditional Custodians of the land on which Fenix is currently operating.

Fenix is focused on promoting opportunities for local businesses and the community. The Company has generated more than 200 local jobs, and is proud to have a strong indigenous representation in the Company's workforce and to be in partnership with leading local and national service providers. We acknowledge the Wajarri Yamaji people, the Badimia people, and the Widi Mob as the Traditional Custodians of the land we operate on. We pay our respects to elders and leaders past, present and emerging.

3.2 Principal activities and operations of Fenix and the Fenix Group

(a) **Mining**

(i) Iron Ridge Iron Ore Mine

Flagship asset – producing high margin, premium iron ore at a steady-state run-rate of 1.3Mt per annum

(A) Fenix's wholly-owned Iron Ridge Mine hosts **some of the highest-grade iron ore in WA** with iron grades increasing with depth.

(B) Mineral Resources total 13.4Mt at 64.9% iron, inclusive of Ore Reserves.

(C) Premium high grade Direct Shipping Ore (**DSO**) product averaging c.63% iron; above the benchmark DSO product range.

(D) **No significant impurities -** attracts a premium price on the seaborne market, as purer product results in lower emissions.

(E) **Achieved** milestone of hauling **6Mt of iron ore** in December 2024.

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During the December 2024 quarter, Fenix completed its drilling program at Iron Ridge, resulting in an increase of the Mineral Resource estimate by 177% to 13.4Mt at an average grade of 64.9% iron. The exceptionally high grade and continuity of the Iron Ridge ore body has therefore been maintained, with the increased geological confidence providing a basis for future exploration, updated mine planning and the potential for further resource base expansion and reserve estimate updates.

Iron Ridge production summary	H1 FY25	Dec Q FY25	Sep Q FY25	H2 FY24	Jun Q FY24	Mar Q FY24
Ore mined (kwmt)	**790**	325	465	**792**	347	445
Lump ore produced (kwmt)	**312**	148	164	**324**	174	150
Fines ore produced (kwmt)	**408**	213	195	**385**	204	181
Lump ore hauled (kwmt)	**344**	137	207	**323**	171	152
Fines ore hauled (kwmt)	**408**	197	211	**380**	192	188
Lump ore shipped (kwmt)	**312**	155	157	**350**	182	169
Fines ore shipped (kwmt)	**387**	197	189	**407**	219	188
C1 cash cost (A$/wmt shipped FOB)	**79.4**	79.9	78.8	**78.7**	79.7	77.6

Iron Ridge sales summary	H1 FY25	Dec Q FY25	Sep Q FY25	H2 FY24	Jun Q FY24	Mar Q FY24
Lump product sales (kwmt)	**312**	155	157	**350**	182	168
Fines product sales (kwmt)	**386**	197	189	**407**	219	188
Total ore sales (kwmt)	**699**	353	346	**758**	401	357
Platts 62% Fe CFR Price, Average (US$/dmt)	**101**	103	100	**118**	112	124
Average realised CFR price (US$/wmt)	**106.1**	106.0	106.3	**126.6**	118.5	135.8
Average realised CFR price (A$/wmt)	**160.4**	162.1	158.7	**192.3**	179.7	206.4
Average freight cost (US$/dmt)	**(18.1)**	(17.8)	(18.5)	**(19.0)**	(19.1)	(18.8)
Average freight cost (A$/dmt)	**(27.4)**	(27.2)	(27.6)	**(28.8)**	(29.0)	(28.6)
Average realised FOB Price (pre-QP adjustments & hedging) (US$/dmt)	**88.1**	88.2	87.9	**107.7**	99.4	117.0
Average realised FOB Price (pre-QP	**133.0**	134.9	131.1	**163.5**	150.8	177.8

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adjustments & hedging) (A$/dmt)						

Refer to Fenix's ASX announcements dated 5 and 18 December 2024, the 2024 annual report, and the December 2024 quarterly activities report for further information.

(ii) Shine Iron Ore Mine

Shovel-ready project which provides optionality for Fenix to market high-quality blended iron ore products

In July 2023, Fenix acquired the Shine Iron Ore Mine from Mount Gibson Iron Limited. Shine is an open pit mine located 230km east of Geraldton which has a Mineral Resource Estimate of 15Mt at a grade of 58% iron.

In July 2024, Fenix announced that it had approved the restart of Stage 1 mining operations at Shine, following the completion of a detailed review and the implementation of operational strategies to improve and de-risk the project. Site works commenced in the September 2024 quarter and first iron ore production was achieved in the December 2024 quarter. Stage 2 and 3 mine plans will be assessed following further optimisation work, with significant opportunity for Fenix to extend mine life at Shine subject to future approvals.

Fenix is using the Company's 100% owned Newhaul logistics and port services functions to realise significant cost savings, with the planned haulage distance from Shine to Geraldton being less than 300km compared to the approximate 500km from Geraldton to Iron Ridge.

Shine production summary	H1 FY25	Dec Q FY25	Sep Q FY25	H2 FY24	Jun Q FY24	Mar Q FY24
Ore mined (kwmt)	**371.7**	371.7	-	**-**	-	-
Lump ore produced (kwmt)	**140.1**	140.1	-	**-**	-	-
Fines ore produced (kwmt)	**201.0**	201.0	-	**-**	-	-
Lump ore hauled (kwmt)	**124.1**	124.1	-	**-**	-	-
Fines ore hauled (kwmt)	**146.2**	146.2	-	**-**	-	-
Lump ore shipped (kwmt)	**89.9**	89.9	-	**-**	-	-
Fines ore shipped (kwmt)	**150.9**	150.9	-	**-**	-	-
C1 cash cost (A$/wmt shipped FOB)	**86.9**	86.9	-	**-**	-	-

Shine sales summary	H1 FY25	Dec Q FY25	Sep Q FY25	H2 FY24	Jun Q FY24	Mar Q FY24
Lump product sales (kwmt)	**90**	90	-	**-**	-	-
Fines product sales (kwmt)	**151**	151	-	**-**	-	-
Total ore sales (kwmt)	**241**	241	-	**-**	-	-
Platts 62% Fe CFR Price, Average (US$/dmt)	**103.0**	103.0	-	**-**	-	-
Average realised CFR price (US$/wmt)	**80.0**	80.0	-	**-**	-	-

Average realised CFR price (A$/wmt)	**122.4**	122.4	-	**-**	-	-
Average freight cost (US$/dmt)	**(17.4)**	(17.4)	-	**-**	-	-
Average freight cost (A$/dmt)	**(26.7)**	(26.7)	-	**-**	-	-
Average realised FOB Price (pre-QP adjustments & hedging) (US$/dmt)	**62.6**	62.6	-	**-**	-	-
Average realised FOB Price (pre-QP adjustments & hedging) (A$/dmt)	**95.7**	95.7	-	**-**	-	-

Refer to Fenix's ASX announcement dated 4 July 2024, and the December 2024 quarterly report for further information.

(iii) Beebyn-W11 Iron Ore Deposit

10Mt Right to Mine from Sinosteel; targeting production growth and mine life extension

In October 2023, Fenix secured the exclusive right to mine and export up to 10 million dmt of iron ore from Sinosteel Midwest Corporation Limited (**SMC**) high-grade Beebyn-W11 iron ore deposit. The Beebyn-W11 iron ore deposit has a JORC 2012 compliant total Measured and Indicated Mineral Resource Estimate of 20.5Mt at a grade of 61.3% iron.

In July 2024, Fenix completed and released a feasibility study for the planned mine development at the Beebyn-W11 deposit. Key investment highlights include:

(A) Forecast production rate of 1.5 million dry metric tonnes (**dmt**) per annum over a 7-year mine life at an average strip ratio of 2.2.

(B) Ore Reserve of 10Mt at an average grade of ~62.2% iron.

(C) Pre-production capital cost of A$22.9 million with ~A$3 million in post-production capital.

(D) LOM average C1 cash operating costs of A$77.5 per wet metric tonne (**wmt**).

(E) Average LOM annual EBITDA of A$47.9 million (based on average Platts 62% iron price of $153.85/dmt (US$100/t and AUD:USD of US$0.65).

(F) Pre-tax NPV10 of A$150.9 million and estimated pre-tax internal rate of return of 189%, offering further significant upside at recent iron ore prices.

(G) Fenix's existing Newhaul Road Logistics and Newhaul Port Logistics businesses to provide essential infrastructure and state-of-the-art capabilities.

(H) Fenix to work under the Native Title and Heritage Sustainable Benefits Agreement between SMC and the Wajarri Yamaji.

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(I) First production from the new Fenix mine at Beebyn-W11 targeted for calendar 2025.

Refer to Fenix's ASX announcement dated 25 July 2024 for further information.

(iv) Twin Peaks Iron Ore Mine

500,000t Ore Purchase Agreement secured by Fenix; provides immediate boost to existing Fenix production

In November 2023, Fenix secured the exclusive right to purchase and export up to 500,000 tonnes of DSO product from the high-grade Twin Peaks Iron Ore Mine within a 24-month period. Under the agreement, Fenix is responsible for haulage, storage, port services, ship loading, marketing and ore sales.

In early 2024, Fenix exported 1 ship containing 59,275 wmt of iron ore sourced from Twin Peaks consisting entirely of lump material with an average grade of 61.9% iron. During the June 2024 quarter 10M Pty Ltd (**10M**) subsequently executed a Deed of Company Arrangement (**DOCA**) to enable a new proponent to acquire 10M and recommence mining at Twin Peaks. Under the DOCA, the Ore Purchase Agreement was amended such that, following repayment of Fenix's existing $5 million loan, Fenix will be entitled to retain 50% of the notional profit from ore sold (previously 30%). As part of the DOCA, Fenix retained all proceeds from the completed Twin Peaks shipment as well as any ore stored by Fenix, and additionally received a further 10,000 tonnes of high-quality iron ore stockpiled at the mine. Fenix has also been granted the option to acquire Twin Peaks for $1 if less than 100kt is shipped within 18 months of the effectuation of the DOCA. Fenix considers the DOCA a positive outcome for the company.

Refer to Fenix's ASX announcement dated 20 November 2023, and the June 2024 quarterly activities report for further information.

(v) Other mining tenements

Fenix holds a number of mining tenements available for further exploration as well as to facilitate activities across its existing operations.

(b) **Logistics**

(i) Haulage - road

Fenix's logistics operations are powered by 100% owned Newhaul Road Logistics (formerly Fenix-Newhaul). Newhaul Road Logistics' expertise is built on cutting-edge technology and collaborative customer focused models that redefine logistics, focusing on reducing costs and enhancing supply chain management.

(A) Haulage fleet includes 50 x 200-tonne quad road trains.

(B) Tier 1 haulage provider, deploying cutting-edge technology that:

(1) enhances driver wellness and priorities safety;

(2) minimises vehicle wear and tear; and

(3) reduces costs and improves efficiency.

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(C) Significant potential to offer haulage solutions to third party customers in the mid-west.

(ii) Haulage - rail

Fenix owns the ideally-located Perenjori and Ruvidini rail sidings. The rail sidings include assembly locations sufficient for product storage and blending activities and provide access to the mid-west rail network and direct connection to Geraldton Port.

The ability to provide rail haulage solutions will bolster Fenix's logistics offering and future revenue opportunity from the provision of rail transport for export products for both Fenix exports and also third-party producers in the mid-west.

(c) **Port Services**

The Newhaul Port Logistics (formerly Fenix Port Services) business owns and operates three large on-wharf bulk material storage sheds at Geraldton Port. These storage facilities are connected to the Company's truck unloader, and to the Mid-West Port Authority's (**MWPA**) rail unloader, and are currently capable of storing more than 400,000t of bulk commodity and facilitating export of more than 5Mt a year.

(i) Fenix can support multiple bulk commodities (without cross contamination).

(ii) On-wharf ship loading infrastructure with in-loading access via truck or rail.

(iii) Geraldton Port is an increasingly significant export hub – MWPA is progressing upgrades through PMAX to significantly increase tonnages through the port, with a planned 10+ million tonnes through berth 5.

(iv) Fenix's valuable port infrastructure offers a unique ability to provide emerging and established Mid-West miners a fully integrated infrastructure and transportation solution.

In the second half of 2023, Fenix executed an updated Port Lease Agreement and a Port Access and Services Agreement with MWPA for the export of additional iron ore products through the Port of Geraldton through the acquisition of additional on wharf storage.

The agreement builds on our relationship with the MWPA from the start of our original lease and allows Fenix to export 4Mtpa of iron ore. The initial term of the agreement is three years, with six additional three-year extensions able to be triggered at Fenix's election.

Fenix has worked closely with MWPA for well over a year, and it culminated into significant commercial agreements that enables Fenix to increase its iron ore production and export through the Geraldton Port until 2044.

3.3 Fenix's Mineral Resources and Ore Reserves

(a) **Iron Ridge Iron Ore Mine**

As at 30 November 2024, Iron Ridge Mineral Resources totalled 13.4Mt at 64.9% iron, inclusive of Ore Reserves which totalled 2.94Mt at 64.8% iron as outlined below.

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Iron Ridge Mineral Resources as at 30 November 2024 – 58% iron cut-off applied

JORC classification	Mt	Fe %	Al_2O_3 %	LOI %	P %	SiO_2 %	TiO_2 %
Indicated	4.3	65.9	1.80	1.31	0.04	2.36	0.09
Inferred	9.0	64.4	2.22	1.87	0.05	3.17	0.12
Total	**13.4**	**64.9**	**2.09**	**1.69**	**0.04**	**2.91**	**0.11**

Iron Ridge Ore Reserves as at 30 June 2024 – 58% iron cut-off applied

JORC classification	Mt	Fe %	Al_2O_3 %	LOI %	P %	SiO_2 %	TiO_2 %
Probable	2.94	64.8	2.06	1.65	0.04	2.84	0.09
Total	**2.94**	**64.8**	**2.06**	**1.65**	**0.04**	**2.84**	**0.09**

(b) **Shine Iron Ore Mine**

As at 30 June 2022, the Shine Mineral Resources totalled 15.1Mt at 58.2% iron as outlined below and split between hematite and magnetite.

Shine Mineral Resources as at 30 June 2022 – 50% iron cut-off applied

JORC classification	Mt	Fe %	SiO_2 %	Al_2O_3 %	P %
Measured	5.1	59.2	8.98	1.60	0.078
Indicated	6.3	58.1	9.97	1.27	0.070
Inferred	3.6	26.9	9.58	1.18	0.063
Total	**15.1**	**58.2**	**9.54**	**1.36**	**0.071**

Shine Hematite – 50% iron cut-off applied

JORC classification	Mt	Fe %	SiO_2 %	Al_2O_3 %	P %
Measured	4.3	59.3	9.06	1.73	0.083
Indicated	5.1	58.0	10.51	1.35	0.072
Inferred	0.5	56.4	12.60	1.61	0.085
Total	**9.9**	**58.5**	**9.98**	**1.53**	**0.077**

Shine Magnetite – 50% iron cut-off applied

JORC classification	Mt	Fe %	SiO_2 %	Al_2O_3 %	P %
Measured	0.8	58.6	8.55	0.89	0.05
Indicated	1.2	58.5	7.71	0.91	0.061
Inferred	3.1	56.9	9.10	1.11	0.06
Total	**5.1**	**57.6**	**8.68**	**1.03**	**0.058**

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(c) **Beebyn-W11**

Beebyn-W11 Mineral Resources as at 30 June 2024 – 50% iron cut-off applied

JORC classification	Mt	t/m^3	Fe %	SiO_2 %	Al_2O_3 %	LOI %	P %	S %
Measured	13.22	3.45	61.78	3.66	2.66	2.86	0.07	0.03
Indicated	7.25	3.43	60.34	4.70	2.63	3.71	0.08	0.07
Measured & indicated	**20.47**	**3.45**	**61.27**	**4.03**	**2.65**	**3.16**	**0.07**	**0.04**
Inferred	0.90	3.02	56.38	7.75	5.62	4.54	0.11	0.01

***Note**: Rounding of the figures has occurred. Geological discount of 10% applied. Reported inclusive of Ore Reserves.*

Beebyn-W11 Ore Reserves as at 25 July 2024 – 50% iron cut-off applied

JORC classification	Mt	t/m^3	Fe %	SiO_2 %	Al_2O_3 %	LOI %	P %	S %
Proven	8.3	3.14	62.5%	3.40	3.03	2.32	0.06	0.01
Probable	1.7	3.12	61.1%	4.45	3.44	2.41	0.06	0.01
Proven and probable	**10.0**	**3.17**	**62.2%**	**3.6**	**3.1**	**2.33**	**0.06**	**0.01**

3.4 Directors

As at the date of this Bidder's Statement, the Fenix Directors are:

Director	Experience and background
John Welborn *Executive Chairman*	Mr Welborn is a dynamic industry leader with extensive experience in the resources sector. His experience includes the successful exploration, development and operation of numerous mining projects in Africa and Australia, and more than 20 years as a senior executive in corporate management, finance and investment banking. Mr Welborn holds a Bachelor of Commerce degree from the University of Western Australia. He is also a Fellow of the Institute of Chartered Accountants in Australia and of the Australian Institute of Management and is a member of the Australian Institute of Mining and Metallurgy and the Australian Institute of Company Directors. Mr Wellborn is currently a non-executive director at Equatorial Resources Limited (ASX: EQX) and a non-executive chairman of Athena Resources Limited (ASX: AHN).
Craig Mitchell *Executive Director*	Mr Mitchell founded Mitchell Corp in 1997, one of Australia's largest bulk haulage businesses before its sale to Toll Group in 2021. Mr Mitchell was awarded the Ernst and Young Western Australian Young Entrepreneur of the Year 2006. In 2019, Mr Mitchell founded Newhaul, a trucking and logistics company, and formed a joint venture with Fenix (Newhaul Road

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Director	Experience and background
	Logistics, formerly Fenix-Newhaul). The remaining 50% of Newhaul was acquired in July 2022, and in January 2024, Fenix acquired Newhaul. Mr Mitchell does not hold any other material directorships.
Garry Plowright *Non-Executive Director*	Mr Plowright is an experienced executive with over 25 years of experience in finance, commercial and technical development within the mining and exploration industry, working for some of Australia's leading resource companies. He has been involved in gold, base metals and iron ore exploration and mining development projects in Australia and worldwide. His previous experience includes the supply and logistics of services to the mining and exploration industry including capital raising, corporate governance and compliance, project management, mining and environmental approvals and regulations, contract negotiations, tenure management, land access, stakeholder and community engagement. Mr Plowright has extensive experience in mining law and has provided services to the industry in property acquisitions, project generation and joint venture negotiations. Mr Plowright has held global operational and corporate roles with Gindalbie Metals Ltd, Mt Edon Gold Ltd, Pacmin Mining, Atlas Iron Ltd, Tigris Gold (South Korea) and Westland Titanium (New Zealand). Mr Plowright is currently a non-executive director of NH3 Clean Energy Limited (ASX: NH3) and Athena Resources Limited (ASX: AHN).
Shannon Coates *Non-Executive Director*	Ms Coates has over 30 years of experience in corporate law and compliance. She was most recently Managing Director of Source Governance, a national governance service provider, and has provided governance and corporate advisory services to boards and various committees across a variety of industries, including oil & gas, resources, manufacturing, and technology. Ms Coates is a qualified lawyer, Chartered Secretary, and graduate of the AICD's Company Directors course. Ms Coates is currently a non-executive director of Bellevue Gold Limited (ASX: BGL) and the chair of the Bellevue's Nomination and Remuneration Committee.

3.5 Key management personnel

Profiles of the key members of Fenix's executive management team are set out in the table below:

Executive	Experience and background
Chris Hunt *Chief Financial Officer*	Mr Hunt is a highly experienced business leader with over 25 years' experience in senior finance roles in the mining industry. Mr Hunt has previously held CFO roles with BC Minerals Limited (ASX: BCI), Crossland Resources Ltd, FerrAus Limited, and Cliffs Natural Resources. Most recently he was the Chief Financial

Executive	Experience and background
	Officer and Company Secretary of Rox Resources Limited (ASX: RXL). Mr Hunt holds a Bachelor of Business, is a Fellow of CPA Australia, and a graduate member of the Australian Institute of Directors.
Natalie Teo *Company Secretary*	Ms Teo is an experienced company secretary and has provided corporate advisory, company secretarial, and financial reporting services to ASX-listed, unlisted public, and private companies. As a Chartered Secretary, Ms Teo was previously a Senior Associate at a boutique corporate advisory firm, where she delivered company secretarial and accounting services to both listed and unlisted entities. Ms Teo holds a Bachelor of Commerce, Master of Accountancy and Graduate Diploma of Applied Corporate Governance and Risk Management.

3.6 Financial information on the Fenix Group

(a) Basis of presentation

This section 3.6 contains a summary of the relevant historical financial information of Fenix and comprises the following:

(i) the historical consolidated statement of profit or loss and other comprehensive income for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024;

(ii) the historical consolidated statement of financial position for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024; and

(iii) the historical consolidated statement of cashflows for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024.

The information in this section is a summary only and has been prepared and extracted for the purposes of this Bidder's Statement only. The information presented in this section is an abbreviated form and does not contain all the disclosures, presentations, statements or comparatives that are usually provided in an annual report or half year report prepared in accordance with the Corporations Act.

Further detail can be found in Fenix's financial statements for the financial years ended 30 June 2023 (which are included in the annual report released by Fenix to ASX on 29 August 2023), 30 June 2024 (which are included in the annual report released by Fenix to ASX on 29 August 2024) and the half year ended 31 December 2024 (which are included in the half year report released by Fenix to ASX on 25 February 2025).

Copies of these documents can be obtained from ASX's website at www.asx.com.au or from Fenix's website at www.fenix.com.au.

Past performance is not a guide to future performance.

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(b) **Historical consolidated statement of profit or loss and other comprehensive income for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024**

Profit and loss for the period	6 months ending 31 December 2024 $ (Reviewed)	12 months ending 30 June 2024 $ (Audited)	12 months ending 30 June 2023 $ (Audited)
Revenue	130,973,502	259,203,239	196,849,504
Cost of sales	(119,296,571)	(199,372,407)	(158,366,932)
Gross profit	**11,676,931**	**59,830,832**	**38,482,572**
Other income	1,114,419	5,837,856	876,523
Other expenses	(8,567,460)	(16,829,146)	(8,440,553)
Profit on joint venture	-	2,925	7,721,335
Operating profit	**4,223,890**	**48,842,467**	**38,639,877**
Finance income	1,001,821	2,017,661	1,260,870
Finance costs	(1,874,972)	(2,270,014)	(1,358,728)
Profit before income tax expense	**3,350,739**	**48,590,114**	**38,542,019**
Income tax expense	(1,476,429)	(14,953,096)	(9,288,837)
Profit after income tax expense attributable to the owners of the group	**1,874,310**	**33,637,018**	**29,253,182**

(c) **Historical consolidated statement of financial position for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024**

Financial position as at	31 December 2024 $ (Reviewed)	30 June 2024 $ (Audited)	30 June 2023 $ (Audited)
Cash and cash equivalents	56,104,467	77,118,325	76,328,189
Inventories	22,560,697	7,493,685	8,293,921
Other assets	997,628	560,302	50,761
Trade and other receivables	28,462,888	22,406,888	13,644,578
Current tax receivable	3,757,957	-	2,735,404
Total current assets	**111,883,637**	**107,579,200**	**101,052,853**
Mine properties, property, plant & equipment	148,435,874	115,867,498	57,924,158
Capitalised exploration and evaluation expenditure	7,594,408	12,118,975	1,157,474
Intangible assets	24,057,232	26,165,349	26,874,368
Loan receivable	4,925,342	5,000,000	-
Investment in associate and joint venture	2,320,884	44,280	11,977

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Total non-current assets	**187,333,740**	**159,196,102**	**85,967,977**
Total assets	**299,217,377**	**266,755,302**	**187,020,830**
Trade and other payables	50,203,271	30,520,903	21,267,509
Provisions	2,960,362	9,837,522	887,818
Borrowings and lease liabilities	16,354,577	13,330,191	8,795,003
Total current liabilities	**69,518,210**	**53,238,616**	**30,950,329**
Trade and other payables	-	500,000	500,000
Provisions	7,005,964	6,801,451	2,134,225
Borrowings and lease liabilities	36,690,179	28,589,444	12,572,652
Deferred tax liabilities	12,871,103	11,305,488	16,026,408
Total non-current liabilities	**56,567,246**	**47,196,383**	**31,233,285**
Total liabilities	**126,085,456**	**100,434,999**	**62,183,614**
Net assets	**173,131,921**	**166,340,303**	**124,837,216**
Issued capital	93,984,697	86,348,756	68,018,010
Other equity	1,911,225	1,911,225	1,911,225
Reserves	1,322,797	4,041,430	772,869
Retained earnings	75,913,202	74,038,892	54,135,112
Total equity	**173,131,921**	**166,340,303**	**124,837,216**

(d) **Historical consolidated statement of cashflows for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024**

Cashflows for the period	6 months ending 31 December 2024 $ (Reviewed)	12 months ending 30 June 2024 $ (Audited)	12 months ending 30 June 2023 $ (Audited)
Receipts from customers	125,042,357	259,310,020	192,576
Payments to suppliers and employees	(104,013,551)	(181,533,488)	(147,546)
Insurance payout	194,000	262,396	-
Interest received	833,574	2,291,835	985
Interest paid	-	-	(9)
Income taxes paid	(11,345,265)	(10,168,353)	(29,577)
Net cash provided by operating activities	**10,711,115**	**70,162,410**	**16,429**
Payments for plant and equipment	(20,199,792)	(20,186,753)	(4,091)
Payments for exploration and evaluation	(952,450)	(6,059,066)	(18)
Proceeds from sale of plant and equipment	-	1,866,553	1,999

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Government grants received	-	25,000	225
Net (payment) / proceeds in term deposits	(765,462)	(192,166)	250
Loans from / (to) other entities	(380,000)	(5,308,004)	16
Net cash outflow from acquisitions	-	(10,280,976)	(2,821)
Additional investment in equity accounted associate	(530,000)	-	-
Net cash used in investing activities	(22,827,704)	**(40,135,412)**	**(4,439)**
Exercise of options	3,125,000	-	-
Asset finance interest paid	(1,560,845)	(1,674,681)	-
Repayment of loans and borrowings	(10,053,728)	(12,495,296)	(9,313)
Payments for lease liabilities	(219,013)	(726,487)	(144)
Dividends paid	(260,188)	(13,728,168)	(28,237)
Net cash used in financing activities	**(8,968,774)**	**(28,624,632)**	**(37,695)**
Net increase / (decrease) in cash held	(21,085,364)	1,402,366	(25,705,638)
Cash and cash equivalents at the beginning of the period	77,118,325	76,328,189	101,675,767
Effect of exchange rate on cash holdings in foreign currencies	71,506	(612,230)	358,060
Cash and cash equivalents at the beginning of the period	**56,104,467**	**77,118,325**	**76,328,189**

(e) **Subsequent material changes to historical financial information**

Other than items disclosed in this Bidder's Statement, there are no subsequent material changes to the historical financial information presented.

3.7 Capital structure of Fenix

As at the Last Practicable Date, Fenix had the following equity securities on issue:

Security	Number[2]
Shares	741,144,534
Options[1]	25,500,000
Performance Rights	28,424,504

Notes:

1. *Comprised of:*
   - *(a) 7,000,000 Options exercisable at $0.30 and expiring on 21 July 2026;*
   - *(b) 6,000,000 Options exercisable at $0.50 and expiring on 21 July 2026; and*
   - *(c) 12,500,000 Options exercisable at $0.30 and expiring on 21 July 2028.*

2. *In addition to the above, Fenix is proposing to issue up to 60,000,000 incentive securities to certain Fenix Directors and/or key management personnel, subject to obtaining shareholder approval where required.*

3.8 Fenix's substantial holders

As at the Last Practicable Date, based on substantial holder notices lodged with ASX, the substantial holders of Fenix are:

Substantial holder	Number[1]	Voting Power[2]
Craig Douglas Mitchell	75,260,000	10.15%
Mount Gibson Iron Limited	72,500,000	9.78%

Notes:

1. *Actual voting power may differ from that shown above as there is no obligation to publicly disclose changes in voting power of less than 1%.*
2. *Based on 741,144,534 Fenix Shares on issue as at the date of this Bidder's Statement.*

3.9 Fenix Directors' interest in Fenix securities

Director	Shares	Voting Power[5]	Options	Performance Rights
John Welborn[1]	20,500,000	2.77%	Nil	15,000,000
Craig Mitchell[2]	75,260,000	10.15%	Nil	5,000,000
Garry Plowright[3]	24,960,000	3.37%	Nil	Nil
Shannon Coates[4]	108,000	0.01%	Nil	Nil

Notes:

1. *Securities are held directly by Mr Welborn.*
2. *Comprising:*
   (a) *74,990,000 Shares and 5,000,000 Performance Rights which are held indirectly by Exxten Pty Ltd <The C&T Mitchell Family Trust>, of which Mr Mitchell is a director and shareholder of Exxten Pty Ltd and a beneficiary of The C&T Mitchell Family Trust; and*
   (b) *270,000 Shares which are held indirectly by C&T Mitchell Super Pty Ltd <C&T Mitchell Super Fund A/C>, of which Mr Mitchell is a director and shareholder of C&T Mitchell Super Pty Ltd and a beneficiary of C&T Mitchell Super Fund.*
3. *Comprising:*
   (a) *2,000,000 Shares which are held directly by Mr Plowright; and*
   (b) *22,960,000 Shares which are held indirectly by Mr Garry William Plowright & Mrs Donella May Plowright <The Plowright Family A/C>, of which Mr Plowright is a trustee and beneficiary of The Plowright Family Trust.*
4. *Comprising:*
   (a) *8,000 Shares which are held indirectly by Simon Kimberley Coates <The Kooyong A/C>, of which Ms Coates is a beneficiary of the trust and the spouse of the trustee; and*
   (b) *100,000 Shares which are held indirectly by Simon Kimberley Coates and Shannon Louise Coates <The Sunnyside Super FD A/C>, of which Ms Coates is a beneficiary of the fund and a joint trustee.*
5. *Based on 741,144,534 Fenix Shares on issue as at the date of this Bidder's Statement.*
6. *In addition to the above, Fenix is proposing to issue up to 60,000,000 incentive securities to certain Fenix Directors and/or key management personnel, subject to obtaining shareholder approval where required.*

3.10 Recent trading of Fenix Shares

Fenix Shares are quoted on the ASX. Set out below is a table showing relevant trading prices of Fenix Shares on the ASX:

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Comparative trading price of Fenix Shares	Price
VWAP of Fenix Shares on the ASX for the 10 trading days up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$0.305
VWAP of Fenix Shares on the ASX for the 30 trading days up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$0.289
Highest trading price of Fenix Shares in the 4 months up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$0.315
Lowest trading price of Fenix Shares in the in the 4 months up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$0.245
Closing trading price of Fenix Shares traded on the ASX on the Last Practicable Date prior to the date this Bidder's Statement was lodged with ASIC	$0.305

The following chart shows the closing price of Fenix on ASX over the 12-month period up to and including the Last Practicable Date.



3.11 Publicly available information about Fenix

(a) Fenix is a listed disclosing entity for the purposes of the Corporations Act and as such, is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Fenix is subject to the Listing Rules of ASX which require continuous disclosure of any information Fenix has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

(b) Fenix is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Fenix may be obtained from, or inspected at, an ASIC office. On request to Fenix and free of charge, CZR Shareholders may obtain a copy of:

(i) Fenix's annual report for the year ended 30 June 2024 (being the latest annual financial report lodged with ASIC before lodgement of this Bidder's Statement with ASIC);

(ii) Fenix's half-year financial report for the year ended 31 December 2024 (being the latest half-year financial report lodged with ASIC before lodgement of this Bidder's Statement with ASIC); and

(iii) any continuous disclosure notice given to ASX by Fenix since the lodgement with ASIC of Fenix's annual report for the year ended 30 June 2024 referred to above and before lodgement of this Bidder's Statement with ASIC.

(c) Fenix made the following ASX announcements during the period after the lodgement of Fenix's annual report for the year ended 30 June 2024 and before the issue of this Bidder's Statement:

Date	Announcement
24 February 2025	Fenix improves Hedge Book
23 January 2025	Quarterly Activities Report
21 January 2025	Fenix adds to hedge book
20 January 2025	Appointment of New Chief Financial Officer
16 January 2025	Change in substantial holding for AHN
6 January 2025	Change in substantial holding for AHN
24 December 2024	Change in substantial holding
18 December 2024	Change of Director's Interest Notice
18 December 2024	Application for quotation of securities - FEX
18 December 2024	Application for quotation of securities – FEX
18 December 2024	Fenix acquires Beebynganna Hills Iron Ore Project
13 December 2024	Fenix extends hedges to December 2025
5 December 2024	Iron Ridge Mineral Resource Update
2 December 2024	Becoming a substantial holder for AHN
2 December 2024	Fenix to increase strategic investment in Athena
28 November 2024	Fenix extends hedge book to June 2025
22 November 2024	Results of Meeting
22 November 2024	2024 AGM Chairman Presentation
20 November 2024	Iron Ridge Exploration Update
24 October 2024	Quarterly Activities Report
23 October 2024	Notice of Annual General Meeting/Proxy Form
27 September 2024	Annual General Meeting Information
29 August 2024	FY24 Full Year Results
29 August 2024	Appendix 4G

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Date	Announcement
29 August 2024	Corporate Governance Statement

3.12 Corporate governance

To the extent that they are applicable to Fenix, the Fenix Board has adopted the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations where the Fenix Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where, after due consideration, Fenix's corporate governance practices depart from a recommendation, the Fenix Board has disclosed the reasons for the departure in its Corporate Governance Statement for the financial year ended 30 June 2024, a copy of which can be found in Fenix's Appendix 4G dated 29 August 2024.

Fenix's corporate governance policies are available on its website at https://fenix.com.au/about/corporate-governance/.

3.13 Rights and liabilities attaching to Fenix Shares

The Fenix Shares which will be issued as the consideration under the Offer will rank equally in all respects with existing ordinary shares in Fenix. Full details of the rights attaching to the Fenix's Shares are set out in its Constitution, a copy of which can be inspected at Fenix's registered office.

The following is a summary of the principal rights which attach to Fenix's Shares:

(a) **Voting**

(i) Every holder of Fenix Shares present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Fenix Shares who is present in person or by proxy, attorney or representative has one vote for every fully paid Fenix Share held by him or her, and a proportionate vote for every partly paid Fenix Share.

(ii) A poll may be demanded by the chairman of the meeting, by at least five shareholders of Fenix Shares entitled to vote on the particular resolution present in person or by proxy, attorney or representative, or by any one or more shareholders who are together entitled to not less than 5% of the total voting rights of the Fenix Shares of all those shareholders having the right to vote on the resolution.

(b) **Dividends**

Dividends are determined from time to time by the Fenix Directors.

(c) **Transfer of Fenix Shares**

A shareholder may transfer Fenix Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the Listing Rules or the Corporations Act for the purpose of facilitating transfers in Fenix Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Fenix Directors.

The Fenix Directors may refuse to register any transfer of Fenix Shares, (other than a market transfer) where Fenix is permitted or required to do so by the Listing Rules, or the transfer is a transfer of restricted securities in breach of the Listing Rules or any

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applicable escrow agreement pursuant to the Listing Rules. Fenix must not prevent, delay or interfere with the registration of a proper transfer.

(d) **Meetings and notices**

Each Fenix Shareholder is entitled to receive notice of and to attend general meetings for Fenix and to receive all notices, accounts and other documents required to be sent to Fenix Shareholders under the Constitution of Fenix, the Corporations Act or the Listing Rules.

(e) **Winding up**

If Fenix is wound up, the liquidator may, with the authority of a special resolution, divide among the Fenix Shareholders in kind the whole or any part of the property of Fenix, and may for that purpose set such value as it considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Fenix Shareholders or different classes of Fenix Shareholders.

(f) **Shareholder liability**

As the Fenix Shares to be issued under the Offer will be fully paid ordinary shares, they are not subject to any calls for money by the Fenix Directors and will therefore not become liable for forfeiture.

(g) **Alteration of rights**

Subject to the Corporations Act and the terms of issue of a class of Fenix shares, the rights attaching to any class of Fenix Shares may be varied.

The rights attached to the Fenix shares can only be varied with the consent in writing of the holders of three quarters of the issued Fenix shares in that class, or if authorised by a special resolution passed at a separate meeting of the holders of the Fenix shares of that class.

(h) **Consistency with ASX Listing Rules**

While Fenix is admitted to the Official List of ASX, then despite anything in the Constitution of Fenix, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision. If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

3.14 Litigation

As at the Last Practicable Date, Fenix is not current subject to any material disputes or litigation proceedings.

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4. INFORMATION ON CZR

4.1 Disclaimer

The following information in this Bidder's Statement about CZR has been prepared based on publicly available information. Subject to the Corporations Act, Fenix does not make any representation or warranty, express or implied, as to the accuracy or completeness of this information and such information has not been independently verified.

The information on CZR in this Bidder's Statement should not be considered comprehensive. Certain information and risks in relation to CZR may exist in relation to which Fenix is unaware. Fenix and its Directors make no representation about the accuracy or otherwise of information published by CZR.

In addition, the Corporations Act requires the Directors of CZR to provide a Target's Statement to CZR Shareholders in response to this Bidder's Statement setting out certain material information concerning CZR.

4.2 Overview

CZR is a West Australian focused mineral exploration and development company with five projects, all in joint-venture with its major shareholder, the Creasy Group. All projects are strategically located, proximal to infrastructure and cover prospective geology with established iron ore, gold and base metal endowment.

CZR was admitted to the official list of the ASX on 25 August 2006.

4.3 Principal activities and operations of CZR and the CZR Group

CZR's primary development asset is the Robe Mesa iron ore deposit, which is part of the larger Yarraloola Project. CZR holds an 85% interest in the Robe Mesa Project through the Yarraloola joint venture with Mark Creasy, via Yandal holding a 15% interest.

The Robe Mesa deposit is adjacent to the Robe River joint venture operations (Rio Tinto 53%, Mitsui 33%, Nippon Steel 14%). Rio Tinto has been mining the Robe Valley since the 1970's and has current mining operations at Mesa A, B, C, H, J and Warramboo, with rail linking to export facilities at Cape Lambert.

CZR announced the results of the Robe Mesa Definitive Feasibility Study (**DFS**) on 10 October 2023, on a 100% project basis, which targeted a production rate of 3.5Mtpa - 5Mtpa over an initial 8-year mine life, generating exceptional financial returns with low costs and strong free cashflow.

The following key results relating to the DFS are presented on a 100% project basis, but noting the fact that the Robe Mesa Project is held through the Yarraloola joint venture with Mark Creasy (CZR: 85%; Yandal: 15%) as detailed above.

(a) **Key Robe Mesa DFS Metrics (October 2023)**

Mine Production Estimate

Production rate	Mtpa	3.5 - 5.0
Mine Life	Years	8.0
Life of Mine Strip Ratio	Waste: Ore	0.6
Ore Reserves (100% Probable category)	Mt	33.4
Robe Mesa Fines	*Mt*	*26.4*

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Robe Mesa LG Fines	*Mt*	*7.0*
Waste (includes 314kt of Inferred Resource)	Mt	18.4

Project Economic Estimates (100% basis)

	Units	Base Case
P62 Price Assumption	US$/dmt CFR	90
Exchange Rate	USD : AUD	0.68
Revenue	A$M	2,808
C1 Cost	A$M	1,751
All-In-Sustaining Cost	A$M	1,879
Delivered Cost China (AUD)[1]	A$M	2,603
EBITDA	A$M	824
Capex (Pre-production)[2]	A$M	109
Capex (LOM)[1]	A$M	128
Free cash Flow (pre-tax)	A$M	598
Free cash Flow (post-tax)	**A$M**	**419**
NPV (8% pre-tax)	A$M	366
NPV (8% post-tax)	**A$M**	**256**
IRR (post-tax)	**%**	**62%**
Payback (post-tax)	Years	2.5

Notes:

1. *Includes AISC, freight and royalties.*
2. *Excludes port capex as captured in PAC tariff as an operating cost.*

Environmental and Social Benefits

	Units	Base Case
Native Title and State Royalties	A$M	225
Corporate Taxes	A$M	179
LOM Opex (FOB)	A$M	1,867
LOM Total Economic Value Add	**A$M**	**2,271**

Pre-Production Capex (100% basis)[1]

	Units	100% Basis	CZR Share (85% Basis)
Robe Mesa and Onslow Hub	A$M	109	91
POA Export Facility	A$M	79	39
Total	**A$M**	**188**	**130**

Notes:

1. *Includes $17 million of contingency.*

To support iron ore exports from Robe Mesa, CZR has partnered with CSL Australia Pty Ltd (**CSL**) - a global transhipment services provider, and Miracle Iron – owner and operator of the Paulsens East iron ore mine, to establish Ashburton Link, an

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incorporated joint venture company, seeking to develop a 5Mtpa iron ore export facility from the Port of Ashburton. The Port of Ashburton is only 171km from Robe Mesa and provides a low-cost export route to support long-term, sustainable export solution for the region.

CZR holds a 50% ownership and capital cost contribution right in Ashburton Link, but a 66.7% export allocation, equating to ~3.4Mtpa. Miracle Iron has a 33.3% export allocation (~1.6Mtpa) and CSL has exclusive transhipment rights from the proposed export facility.

Ashburton Link submitted its development application for the Port of Ashburton Export Facility to the Pilbara Ports Authority in November 2023. Subject to approvals, construction of the facility is expected to commence in early-2026 and be ready for first iron ore shipments in early-2027.

(b) **Major projects**

(i) **Croydon Gold Project (CZR 70%)**

The Croydon Gold Project (**Croydon** or **Croydon Project**) covers 316km^2 and is located in the Mallina Basin between Karratha and Port Hedland. The region contains De Grey Mining Limited's (**De Grey**) (ASX: DEG) Hemi gold deposit which has a Mineral Resource of 10.5 Moz.[22] The Mallina Basin is emerging as a major gold province, with Northern Star Resources Limited (ASX: NST) and De Grey announcing a $5 billion merger to develop a large-scale gold operation at Hemi.[23]

(ii) **Buddadoo Project (CZR 85%)**

The Buddadoo Project covers 302km^2 approximately 200km east of the port of Geraldton in the mid-west region of Western Australia. The Buddadoo Project hosts copper, gold and vanadium-titanium-magnetite (**VTM**) mineralisation, with the most advanced prospect being a 6km long by 300-500m wide zone of gabbro with massive and disseminated VTM (**Buddadoo Mafic Complex**).

(iii) **Ashburton Magnetite Project (85%)**

Ashburton Magnetite deposit is an 11km long, outcropping magnetite schist, located 20km north of the Robe Mesa Project, 50km south of Citic Pacific's Sino Iron magnetite mine and close to critical energy, water and transport infrastructure.

An extensive technical review completed by CZR during the September 2023 quarter found Ashburton has the potential to become a substantial deposit, capable of producing high-quality magnetite concentrate.[24]

(iv) **Shepherd's Well Project (70%)**

The Shepherd's Well Project is a multi-commodity (Gold, Nickel and Rare Earths) prospect which covers an area of 77km2, located 60km south-west of Karratha and covers 15km of a regional shear zone. The Shepherd's Well Project's geology is dominated by mafic volcanics and sediments to west of the shear and a granitic intrusion to the east. All these rocks are overlain in parts by sub-horizontal rocks from the Fortescue Group that forms the base of the Hammersley Basin.

[22] Refer to DEG's ASX announcement dated 28 September 2023.
[23] Refer to NST's ASX Announcement dated 2 December 2024.
[24] Refer to CZR's ASX announcement dated 2 August 2023 for further information.

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(v) **Yarrie Project (70%)**

The Yarrie Iron Ore Project covers a total of 144km2, about 160km east of Port Hedland. Yarrie is serviced by bitumen and gravel roads, a natural gas pipeline between Port Hedland and the Telfer copper-gold mine, and a BHP-owned rail connection between Yarrie mining area and Port Hedland.

4.4 CZR's Mineral Resources and Ore Reserves

Table 1. Robe Mesa Mineral Resource Estimate
(see CZR ASX announcement dated 12 December 2022 entitled "Mineral Resource increases a further 20% to 45Mt")

Cut-Off Grade	Category	Tonnes Mt	Fe %	SiO2 %	Al2O3 %	LOI %	P %	S %	Feca[25] %
55% Fe	Indicated	36.0	56.0	5.9	2.8	10.6	0.04	0.02	62.7
	Inferred	9.2	56.1	5.6	2.7	10.8	0.04	0.02	62.9
	Total	**45.2**	**56.0**	**5.8**	**2.8**	**10.7**	**0.04**	**0.02**	**62.7**
50% Fe	Indicated	71.8	54.4	7.5	3.3	10.7	0.04	0.02	61.0
	Inferred	17.8	54.3	7.6	3.3	10.8	0.04	0.02	60.8
	Total	**89.6**	**54.4**	**7.5**	**3.3**	**10.8**	**0.04**	**0.02**	**61.0**

Table 2. Robe East Mineral Resource Estimate
reported above a **Fe cut-off grade of 50%**.

(see CZR ASX announcement 26 April 2017 entitled "Yarraloola Project – Robe Mesa Resource Upgrade from 2016 Robe East Extension Drilling")

Category	Mt	Fe%	SiO_2%	Al_2O_3%	TiO_2%	LOI%	P%	S%	Fe_{ca}%
Inferred	4.6	51.8	9.7	3.8	0.2	10.9	0.1	0.02	58.2

Table 3. P529 Mineral Resource Estimate
reported above a **Fe cut-off grade of 50%**.

(see CZR ASX announcement 9 May 2017 entitled "Yarraloola Project – Maiden Inferred Resource for the P529 deposit from 2016 RC Drilling")

Category	Mt	Fe%	SiO_2%	Al_2O_3%	TiO_2%	LOI%	P%	S%	Fe_{ca}%
Inferred	4.2	53.0	9.1	3.9	0.2	10.4	0.04	0.01	59.2

[25] Feca is the calcined iron-content calculated as (Fe%/(100-LOI%))*100 and represents the amount iron after the volatiles (mainly held as weakly bound water in the structure of the hydrous iron-rich minerals) is excluded from the analysis.

Table 4. Robe Mesa Ore Reserve Estimate
(see CZR ASX announcement 10 October 2023 entitled "Robe Mesa DFS reveals outstanding financial returns")

Category	Mt	Fe%	SiO2%	Al2O3%	LOI%	P%	S%	TiO2%	Fe_{ca}%
Probable	33.4	55.0	6.92	3.06	10.7	0.038	0.02	0.10	61.6

4.5 Directors

As at the date of this Bidder's Statement, the CZR Directors are:

Director	Experience and background
Russell Clark *Non-Executive Chairman*	Mr Clark has more than 45 years' global experience in board, senior corporate, operational and project development roles. He holds a Bachelor of Science (Hons) in Mineral Resources Engineering from the Royal School of Mines and a Graduate Diploma in Finance and Investment Analysis from the Securities Institute of Australia. Mr Clark is a Fellow of the Australian Institute of Company Directors (AICD). Mr Clark's previous positions include Managing Director of ASX-listed Grange Resources from 2008 to 2012. In this role, he oversaw the DFS and permitting for the Southdown magnetite project near Albany in Western Australia. He also completed the transaction that brought the Savage River magnetite project into Grange, making it the largest Australian magnetite producer, and in the process transformed Grange into a $1 billion company by market capitalisation. Mr Clark is presently chairman of Vault Minerals Limited (ASX: VAU) and Pearl Gull Iron Limited (ASX: PLG) and a non-executive director of Tungsten Mining NL (ASX: TGN).
Stefan Murphy *Managing Director*	Mr Murphy brings extensive operational and financial expertise to CZR. Most recently, he led the development and commissioning of the Roper Bar iron ore mine in the Northern Territory. His experience in developing integrated mine-to-port logistics solutions and iron ore marketing has been invaluable to CZR in developing the Robe Mesa iron ore project in the Pilbara. Mr Murphy commenced his career in the Pilbara as a mine geologist with BHP iron ore and has spent the past 20 years working on mining and exploration projects throughout Australia. In addition to his technical roles, he holds an MBA and has worked in corporate finance roles in Australia and the UK, focused primarily on capital markets and M&A transactions in the resources sector.
Hui (Annie) Guo *Non-Executive Director*	Ms Guo is a highly proficient corporate executive with more than 20 years' experience in the mining and resources sector. During Ms Guo's earlier career with PricewaterhouseCoopers, she held senior roles in transaction services, with a focus on the mining and resources sector. In addition, she is an experienced public and private company director and executive and has run her own investment platform focused on Australian and

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Director	Experience and background
	international mining and resource projects for the past decade. Ms Guo brings significant experience across mining project evaluation, mergers and acquisitions, capital markets, project development and corporate finance, and is currently the Executive Chair of Zuleika Gold Limited (ASX: ZAG).

4.6 Financial information on the CZR Group

This section 4.6 contains a summary of the relevant historical financial information of CZR and comprises the following:

(a) the historical consolidated statement of profit or loss and other comprehensive income for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024;

(b) the historical consolidated statement of financial position for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024; and

(c) the historical consolidated statement of cashflows for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024.

The information in this section is a summary only and has been prepared and extracted for the purposes of this Bidder's Statement only. The information presented in this section is an abbreviated form and does not contain all the disclosures, presentations, statements or comparatives that are usually provided in an annual report or half year report prepared in accordance with the Corporations Act.

Further detail can be found in CZR's financial statements for the financial years ended 30 June 2023 (which are included in the annual report released by CZR to ASX on 22 September 2023), 30 June 2024 (which are included in the annual report released by CZR to ASX on 30 September 2024) and the half year ended 31 December 2024 (which are included in the half year report released by CZR to ASX on 25 February 2025).

Copies of these documents can be obtained from ASX's website at www.asx.com.au or from CZR's website at https://www.czrresources.com/. Past performance is not a guide to future performance.

(a) **Historical consolidated statement of profit or loss and other comprehensive income for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024**

Profit and loss for the period	6 months ending 31 December 2024 $ (Reviewed)	12 months ending 30 June 2024 $ (Audited)	12 months ending 30 June 2023 $ (Audited)
Other income	8,985	1,040,761	105,860
Depreciation and amortisation expense	(6,008)	(17,618)	(20,111)
Share based payment reversal / (expense)	397,242	(1,553,362)	(542,594)
Compliance and professional fees	(249,079)	(557,312)	(502,826)
Occupancy expenses	(41,318)	(80,035)	(77,070)

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Administration expenses	(77,767)	(239,051)	(154,811)
Directors' fees	(72,253)	(338,488)	(139,156)
Finance costs	(33,205)	(10,000)	-
Exploration costs	(979,818)	(2,628,584)	(5,491,181)
Loss on disposal of plant and equipment	-	(215)	(720)
Capitalised exploration and evaluation expenditure impaired	-	-	(285,249)
Share of loss of joint ventures accounted for using the equity method	(36,686)	(11,215)	-
Profit / (loss) before income tax	**(1,089,907)**	**(4,395,119)**	**(7,107,858)**
Income tax benefit / (expense)	(14,889,690)	14,889,690	-
Profit / (loss) after income tax	**(15,979,597)**	**10,494,571**	**(7,107,858)**

(b) **Historical consolidated statement of financial position for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024**

Financial position as at	31 December 2024 $ (Reviewed)	30 June 2024 $ (Audited)	30 June 2023 $ (Audited)
Cash and cash equivalents	99,005	588,832	2,169,445
Trade and other receivables	42,042	84,185	164,034
Assets of disposal group classified as held for sale	9,497,021	9,493,707	-
Total current assets	**9,638,068**	**10,166,724**	**2,333,479**
Property, plant & equipment	15,356	21,364	37,461
Exploration assets	4,632,475	4,632,475	14,061,375
Deferred tax	-	27,822,157	-
Total non-current assets	**4,647,831**	**32,475,996**	**14,098,836**
Total assets	**14,285,899**	**42,642,720**	**16,432,315**
Trade and other payables	634,058	1,072,115	855,994
Provisions	73,960	64,159	49,147
Borrowings	1,376,000	-	-
Liabilities directly associated with assets held for sale	991,670	991,670	-
Income tax	-	12,548,282	-
Total current liabilities	**3,075,688**	**14,676,226**	**905,141**
Provisions	16,356	11,632	4,430
Deferred tax	-	384,185	-

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Total non-current liabilities	**16,356**	**395,817**	**4,430**
Total liabilities	**3,092,044**	**15,072,043**	**909,571**
Net assets	**11,193,855**	**27,570,677**	**15,522,744**
Contributed equity	51,905,405	51,905,388	51,905,388
Reserves	5,643,396	6,040,638	4,487,276
Accumulated losses	(46,354,946)	(30,375,349)	(40,869,920)
Total equity	**11,193,855**	**27,570,677**	**15,522,744**

(c) **Historical consolidated statement of cashflows for financial years ended 30 June 2023 and 30 June 2024 and the half year ended 31 December 2024**

Cashflows for the period	6 months ending 31 December 2024 $ (Reviewed)	12 months ending 30 June 2024 $ (Audited)	12 months ending 30 June 2023 $ (Audited)
Payments to suppliers and employees	(561,199)	(864,402)	(810,364)
Interest received	8,913	39,969	66,545
Other income received	73	792	39,315
Payments for exploration expenditure	(1,273,631)	(2,637,548)	(5,520,918)
Net cash provided by operating activities	**(1,825,844)**	**(3,461,189)**	**(6,225,422)**
Payments for tenement acquisitions	-	(58,858)	(155,000)
Payments for investments	(40,000)	(50,500)	-
Proceeds from property, plant and equipment	-	(1,986)	-
Proceeds from sale of property, plant and equipment	-	250	-
Proceeds from exclusivity fee – Robe Mesa transaction	-	1,000,000	-
Net cash used in investing activities	**(40,000)**	**888,906**	**(155,000)**
Proceeds from issue of ordinary shares	17	-	5,581,682
Payment of share issue costs	-	-	(152,762)
Proceeds from borrowings	1,376,000	991,670	-
Net cash from financing activities	**1,376,017**	**991,670**	**5,428,920**
Net increase / (decrease) in cash held	(489,827)	(1,580,613)	(951,502)
Cash and cash equivalents at the beginning of the period	588,832	2,169,445	3,120,947

Cash and cash equivalents at the beginning of the period	**99,005**	**588,832**	**2,169,445**

4.7 Capital structure of CZR

As at the Last Practicable Date, CZR had the following equity securities on issue:

Security	Number
Shares	236,734,647
Options[1]	11,529,420
Performance Rights	3,057,354

Notes:

1. *Comprised of:*
   - *(a) 588,236 Options exercisable at $0.000017 and expiring on 30 November 2027;*
   - *(b) 352,941 Options exercisable at $0.000017 and expiring on 16 September 2026;*
   - *(c) 529,412 Options exercisable at $0.000017 and expiring on 17 March 2027;*
   - *(d) 764,708 Options exercisable at $0.000017 and expiring on 22 March 2026;*
   - *(e) 1,764,706 Options exercisable at $0.000017 and expiring on 9 November 2025;*
   - *(f) 411,766 Options exercisable at $0.272 and expiring on 22 March 2026;*
   - *(g) 588,236 Options exercisable at $0.272 and expiring on 9 November 2025;*
   - *(h) 411,765 Options exercisable at $0.2805 and expiring on 13 April 2025;*
   - *(i) 1,000,000 Options exercisable at $0.476 and expiring on 17 March 2027;*
   - *(j) 4,117,648 Options exercisable at $0.476 and expiring on 28 November 2026;*
   - *(k) 411,766 Options exercisable at $0.527 and expiring on 22 March 2026; and*
   - *(l) 588,236 Options exercisable at $0.527 and expiring on 9 November 2025.*

4.8 CZR's substantial holders

As at the Last Practicable Date, based on substantial holder notices lodged with ASX, the substantial holder of CZR is:

Substantial holder	Number[1]	Voting Power[2]
Mark Gareth Creasy and associated entities	123,529,413	52.18%

Notes:

1. *Actual voting power may differ from that shown above as there is no obligation to publicly disclose changes in voting power of less than 1%.*
2. *Based on 236,734,647 CZR Shares on issue as at the date of this Bidder's Statement.*

The Creasy Group, CZR's largest shareholder (representing 52.18% of all CZR Shares[26]) has provided Fenix with an intention statement that the Creasy Group intends to accept the Offer, subject to no superior proposal being made (as determined by the Creasy Group), on a date that is not earlier than 21 days after the date the Offer opens for acceptances in relation to all the CZR Shares.[27]

4.9 CZR Directors' interest in CZR securities

Director	Shares	Voting Power[4]	Options	Performance Rights
Russell Clark[1]	Nil	Nil	2,352,942	847,059
Stefan Murphy[2]	588,236	0.25%	3,529,414	1,400,000

[26] Refer to footnote 6.
[27] Refer to footnote 7.

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Hui (Annie) Guo[3]	Nil	Nil	1,764,706	810,295

Notes:

1. *Securities are held directly by Mr Clark. Options are exercisable at $0.476 and expiring 28 November 2026.*
2. *Securities are held directly by Mr Murphy. Options comprise:*
   (a) 1,764,706 Options exercisable at $0.000017 and expiring 9 November 2025;
   (b) 588,236 Options exercisable at $0.272 and expiring 9 November 2025;
   (c) 588,236 Options exercisable at $0.527 and expiring 9 November 2025; and
   (d) 588,236 Options exercisable at $0.000017 and expiring 30 November 2027.
3. *Securities are held indirectly by Auracle Group Pty Ltd, a company controlled by Ms Guo. Options are exercisable at $0.476 and expiring 28 November 2026.*
4. *Based on 236,734,647 CZR Shares on issue as at the date of this Bidder's Statement.*

The CZR Board have unanimously recommended that CZR Shareholders accept the Offer at both the Base Offer Consideration and, if relevant, the Increased Offer Consideration in the absence of a Superior Proposal.

Additionally, the CZR Directors have confirmed to Fenix that they will accept the Offer in respect of all the CZR Shares that they own or control (representing 0.25% of all CZR Shares[28]), in the absence of a Superior Proposal.

4.10 Recent trading of CZR Shares

CZR Shares are quoted on the ASX. Set out below is a table showing relevant trading prices of CZR Shares on the ASX:

Comparative trading price of CZR Shares	Price
VWAP of CZR Shares on the ASX for the 10 trading days up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$0.205
VWAP of CZR Shares on the ASX for the 30 trading days up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$0.195
Highest trading price of CZR Shares in the 4 months up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$0.250
Lowest trading price of CZR Shares in the in the 4 months up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	$0.150
Closing trading price of CZR Shares traded on the ASX on the Last Practicable Date prior to the date this Bidder's Statement was lodged with ASIC	$0.240

[28] Refer to footnote 5.

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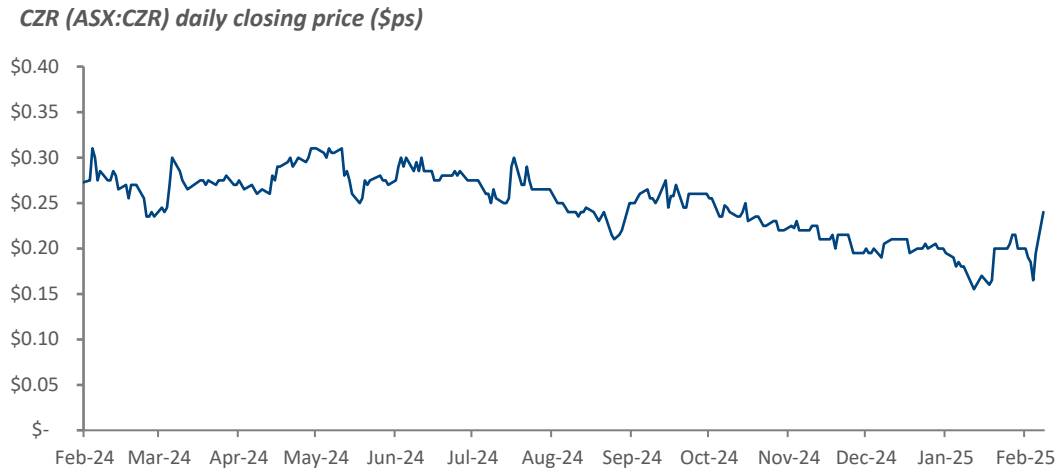
The following chart shows the closing price of CZR on ASX over the 12 month period up to and including the Last Practicable Date.



4.11 CZR's dividend history

No dividends have been paid on CZR Shares.

4.12 Fenix's Relevant Interest

As at the Last Practicable Date, Fenix does not currently have a Relevant Interest in any CZR securities.

4.13 Fenix Directors' Relevant Interest in CZR securities

As at the Last Practicable Date, no Fenix Director has a Relevant Interest in any CZR securities.

4.14 Fenix dealings in CZR securities

Neither Fenix nor any Associate of Fenix has acquired CZR Shares in the period beginning four months prior to the date of this Bidder's Statement.

4.15 No collateral or other benefits

As noted above, Fenix does not currently have a Relevant Interest in any CZR securities.

During the period of four months before the date of this Bidder's Statement, neither Fenix nor any of its Associates gave, or offered, or agreed to give a benefit to another person which was likely to induce the other person, or an Associate of the other person to:

(a) accept the Offer; or

(b) dispose of CZR Shares,

and which is not offered to all CZR Shareholders under the Offer.

4.16 No escalation agreements

Neither Fenix nor any Associate of Fenix has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

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5. INFORMATION ON THE COMBINED GROUP

5.1 Introduction

This section 5 provides a description of the effect of the Offer on the Fenix Group and a profile of the Combined Group, assuming that CZR becomes a wholly-owned subsidiary of Fenix.

5.2 Overview of the Combined Group

The Combined Group offers CZR Shareholders who accept the Offer, exposure to the Fenix Group's key attributes:

(a) The proposed acquisition positions the Combined Group as a leading, fully integrated, multi-region large-scale iron ore producer and logistics provider in Western Australia, with operations spanning the Pilbara and Mid-West regions.

(b) The Combined Group will be driven by a highly experienced board and management team with extensive experience in developing and operating Western Australian iron ore mines, logistics and infrastructure businesses.

(c) The proposed acquisition will allow both CZR Shareholders to benefit from Fenix's strong balance sheet and logistics and mining capabilities. Fenix will bring over $56 million in cash plus ongoing cashflows from Fenix's Mid-West operations to deploy into development of the Robe Mesa project in the Pilbara region of Western Australia.

(d) Significant reduction in development and execution risk:

  (i) CZR Shareholders will benefit from continued exposure to CZR's assets albeit in the hands of a company with established mining operations, thereby reducing exposure to construction and commissioning risks, and cashflow volatility that can be experienced by pre-production mining companies.

  (ii) Risks currently faced by CZR Shareholders include labour shortages and inflationary pressures being experienced in the WA labour market, and the associated challenges of establishing a team with the required skills and experience to develop the Robe Mesa project into an operating mine.

  (iii) Fenix has an established workforce with strong operational and development experience capable of expediting exploration and development at the Robe Mesa project and maximising its benefit for all shareholders.

(e) Fenix's vertically integrated 'mine-to-port' business model is expected to have significant value-creative implications for shareholders of the Combined Group when deployed at the Robe Mesa Project.

  (i) Westmine, a wholly-owned subsidiary of Fenix responsible for all mining operations, has a strong history of operational excellence and efficiency which would serve to underpin mining operations, when replicated at Robe Mesa.

  (ii) Newhaul Road Logistics' best-in-class haulage capabilities can provide a substantial economic benefit at the Robe Mesa Project.

  (iii) Newhaul Port Logistics' top-tier operations at the Port of Geraldton provide CZR shareholders certainty of Fenix's capacity to deliver at the Port of Ashburton.

(f) The Combined Group will benefit from a larger market capitalisation on combination and is likely to benefit from increased liquidity, market presence, and access to capital.

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5.3 General operational review

Following completion of the Offer, Fenix intends to undertake a more detailed and broad-based review of CZR's assets, strategy and operations in light of the more detailed information that will be available to it.

The outcome of this review has the potential to identify synergies that may result in cost savings for the Combined Group.

5.4 Capital structure of the Combined Group

Securities	Number
Shares	
Fenix Shares on issue as at Last Practicable Date	741,144,534
Maximum number of Fenix Shares to be issued under the Offer[1]	231,999,955
Total Fenix Shares on issue on completion of the Offer	973,144,489
Options	
Existing Fenix Options on issue as at Last Practicable Date	25,500,000
Maximum number of Fenix Options to be issued to CZR Option holders in accordance with the Option Cancellation Deeds[1, 2]	11,298,832
Total Fenix Options on issue on completion of the Offer	36,798,832
Performance Rights	
Existing Fenix Performance Rights on issue as at Last Practicable Date	28,424,504
Maximum number of Fenix Performance Rights to be issued to CZR Performance Right holders in accordance with the Performance Right Cancellation Deeds[1, 2]	2,996,207
Total Fenix Performance Rights on issue on completion of the Offer	31,420,711

Notes:

1. *Assuming 100% acceptance of the Offer and Fenix obtains a Relevant Interest in 75% or more of all CZR Shares by 7:00pm (AEDT) on or before 21 March 2025 such that CZR Shareholders are entitled to the Increased Offer Consideration.*
2. *Assumes 11,529,420 CZR Options and 3,057,354 CZR Performance Rights have been cancelled in exchange for 11,298,832 Fenix Options and 2,996,207 Fenix Performance Rights pursuant to the Cancellation Deeds.*

5.5 Substantial holders of the Combined Group

Assuming the maximum number of Fenix Shares on issue is as set out section 5.4, the following the substantial shareholders of the Combined Group are expected to be as follows:

Holder	Number of Fenix Shares	Voting Power[1, 2]
Mark Gareth Creasy and associated entities	121,058,825[3]	12.44%
Craig Douglas Mitchell	75,260,000	7.73%

Holder	Number of Fenix Shares	Voting Power[1, 2]
Mount Gibson Iron Limited	72,500,000	7.45%

Notes:

1. *Actual voting power may differ from that shown above as there is no obligation to publicly disclose changes in voting power of less than 1%.*
2. *Assumes 973,144,489 Fenix Shares on issue on completion of the Offer.*
3. *Assuming 100% acceptance of the Offer and Fenix obtains a Relevant Interest in 75% or more of all CZR Shares by 7:00pm (AEDT) on or before 21 March 2025 such that CZR Shareholders are entitled to the Increased Offer Consideration.*

5.6 Effect of the Offer on CZR convertible securities

(a) **CZR Options**

As at the Last Practicable Date, CZR had 11,529,420 Options on issue.

CRZ Option holders have been offered replacement Fenix Options (**Replacement Fenix Options**), with proportional exercise prices and the same expiry dates as the existing CZR Options, pursuant to cancellation deeds (**Option Cancellation Deeds**).

The Option Cancellation Deeds are conditional upon (or waiver, where applicable):

(i) the Offer becoming, or being declared, unconditional;

(ii) ASX granting CZR a waiver of any requirement under Listing Rule 6.23 to obtain the approval of CZR shareholders to cancel the CZR Options in accordance with the Option Cancellation Deeds; and

(iii) the CZR Option holder not having dealt with the CZR Options contrary to the Option Cancellation Deed.

Fenix is proposing to seek the approval of its shareholders at the General Meeting in respect of the issue of the Replacement Fenix Options. However, for the avoidance of any doubt, the issue of the Replacement Fenix Options is not subject to the prior receipt Fenix shareholder approval.

A summary of the Replacement Fenix Options to be issued pursuant to the Option Cancellation Deeds is detailed below:

CZR Options		Replacement Fenix Options*	
Number	**Exercise Price**	**Number**	**Exercise Price**
352,941	$0.000017	345,882	$0.000017
529,412	$0.000017	518,824	$0.000017
1,000,000	$0.476	980,000	$0.485714
764,708	$0.000017	749,414	$0.000017
411,766	$0.272	403,531	$0.277551
411,766	$0.527	403,531	$0.537755
4,117,648	$0.476	4,035,295	$0.485714

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CZR Options		Replacement Fenix Options*	
Number	**Exercise Price**	**Number**	**Exercise Price**
588,236	$0.000017	576,471	$0.000017
411,765	$0.2805	403,530	$0.2862
1,764,706	$0.000017	1,729,412	$0.000017
588,236	$0.272	576,471	$0.277551
588,236	$0.527	576,471	$0.537755

**Assuming 100% acceptance of the Offer and Fenix obtains a Relevant Interest in 75% or more of all CZR Shares by 7:00pm (AEDT) on or before 21 March 2025 such that CZR Shareholders are entitled to the Increased Offer Consideration.*

5.7 CZR Performance Rights

As at the Last Practicable Date, CZR had 3,057,354 Performance Rights on issue.

CRZ Performance Right holders have been offered replacement Fenix Performance Rights (**Replacement Fenix Performance Rights**), with the same expiry dates as the existing CZR Performance Rights, pursuant to cancellation deeds (**Performance Right Cancellation Deeds**).

The Performance Right Cancellation Deeds are conditional upon (or waiver, where applicable):

(i) the Offer becoming, or being declared, unconditional;

(ii) ASX granting CZR a waiver of any requirement under Listing Rule 6.23 to obtain the approval of CZR shareholders to cancel the CZR Performance Rights in accordance with the Performance Right Cancellation Deeds; and

(iii) the CZR Performance Right holder not having dealt with the CZR Performance Rights contrary to the Performance Right Cancellation Deed.

Fenix is proposing to seek the approval of its shareholders at the General Meeting in respect of the issue of the Replacement Fenix Performance Rights. However, for the avoidance of any doubt, the issue of the Replacement Fenix Performance Rights is not subject to the prior receipt Fenix shareholder approval.

A summary of the Replacement Fenix Performance Rights to be issued pursuant to the Performance Right Cancellation Deeds is detailed below:

CZR Performance Rights	Replacement Fenix Performance Rights*
Number	**Number**
3,057,354	2,996,207

**Assuming 100% acceptance of the Offer and Fenix obtains a Relevant Interest in 75% or more of all CZR Shares by 7:00pm (AEDT) on or before 21 March 2025 such that CZR Shareholders are entitled to the Increased Offer Consideration.*

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5.8 Pro forma historical financial information for the Combined Group

(a) Basis of presentation

The pro forma financial information of the Combined Group set out below is for illustrative purposes only. The pro forma financial information of the Combined Group provides an overview of the effects of the Offer and assumes that the Offer becomes unconditional and the level of acceptances result in Fenix acquiring 100% of CZR.

The Fenix information in the pro forma consolidated statement of financial position for the Combined Group is based on Fenix's reviewed half year financial statements 31 December 2024. A copy of Fenix's half year financial statements to 31 December 2024 can be obtained from ASX's website at www.asx.com.au or from Fenix's website at www.fenix.com.au.

The CZR information in the pro forma consolidated statement of financial position for the Combined Group is based on CZR's reviewed half year financial statements 31 December 2024. A copy of CZR's half year financial statements to 31 December 2024 can be obtained from ASX's website at www.asx.com.au or from CZR's website at https://www.czrresources.com/.

The pro forma statement of financial position is unaudited, non-tax effected and is based on numerous assumptions that may or may not reflect the actual financial position of the Combined Group. The pro forma financial information presented in this section should also be read in conjunction with the risks set out in section 7 of this Bidder's Statement.

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	Fenix	CZR		Combined Group
	31 December 2024	31 December 2024		31 December 2024
	Reviewed	Reviewed	Adjustments	Pro-forma
CURRENT ASSETS				
Cash & cash equivalents	56,104,467	99,005	(6,700,000)	49,503,472
Inventories	22,560,697	-	-	22,560,697
Other assets	997,628	-	-	997,628
Trade and other receivables	28,462,888	42,042	-	28,504,930
Assets classified as held for sale	-	9,497,021	(9,497,021)	-
Current tax receivable	3,757,957	-	-	3,757,957
	111,883,637	9,638,068	(16,197,021)	105,324,684
NON-CURRENT ASSETS				
Mine properties, property, plant and equipment	148,435,874	15,356	-	148,451,230
Capitalised exploration and evaluation expenditure	7,594,408	4,632,475	72,480,651	84,707,534
Intangible assets	24,057,232	-	-	24,057,232
Loan receivable	4,925,342	-	-	4,925,342
Investment in associate and joint venture	2,320,884	-	-	2,320,884
	187,333,740	4,647,831	72,480,651	264,462,222
TOTAL ASSETS	299,217,377	14,285,899	56,283,630	369,786,906
CURRENT LIABILITIES				
Trade and other payables	50,203,271	634,058	-	50,837,329
Provisions	2,960,362	73,960	-	3,034,322
Liabilities directly associated with assets held for sale	-	991,670	-	991,670
Borrowings and lease liability	16,354,577	1,376,000	-	17,730,577
	69,518,210	3,075,688	-	72,593,898
NON-CURRENT LIABILITIES				
Provisions	7,005,964	16,356	-	7,022,320
Borrowings and lease liability	36,690,179	-	-	36,690,179
Deferred tax	12,871,103	-	-	12,871,103
	56,567,246	16,356	-	56,583,602
TOTAL LIABILITIES	126,085,456	3,092,044	-	129,177,500
NET ASSETS	173,131,921	11,193,855	56,283,630	240,609,406
TOTAL EQUITY				
Contributed equity	93,984,697	51,905,405	22,272,080	165,924,697
Other equity	1,911,225	-	-	1,911,225
Reserves	1,322,797	5,643,396	(5,643,396)	1,322,797
Retained earnings	75,913,202	(46,354,946)	39,654,946	69,213,202
TOTAL EQUITY	173,131,921	11,193,855	56,283,630	240,609,406

(b) **Pro forma adjustments and notes**

The following pro forma adjustments have been made for the purposes of preparing the Combined Pro Forma Historical Financial Information:

(i) Reflects the provisional estimated accounting for the acquisition of CZR based on the provisional amounts shown below and an estimated $6.7 million of one-off transaction costs associated with the Offer which will be expensed and includes stamp duty and other transaction costs recognised as an outflow of cash and cash equivalents.

(ii) The accounting for the acquisition of CZR reflects the:

(A) derecognition of the contributed equity of CZR of $51.9 million;

(B) derecognition of pre-acquisition accumulated losses and reserves of CZR of ($46.4 million) and $5.6 million respectively; and

(C) estimated equity consideration of $74.2 million.

The initial estimates of the acquisition accounting undertaken for the purposes of the compilation of the Combined Pro Forma Historical Financial Information are discussed below. These estimates will be updated based on the actual assets and liabilities acquired on completion of the Offer. Therefore, the figures above are illustrative only and the actual impact of the acquisition accounting will differ from that presented above.

	$m
Total amount to be allocated	74.2
Net assets acquired - CZR	(1.7)
Residual value allocated to exploration and evaluation expenditure	72.5

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6. FENIX'S INTENTIONS FOR CZR

6.1 Introduction

This section 6 sets out the intentions of Fenix on the basis of facts and public information concerning CZR which are known to Fenix as at the Last Practicable Date, in relation to the following:

(a) the continued operation of CZR;

(b) any major changes to be made to the operation of CZR;

(c) the future employment of CZR employees; and

(d) the compulsory acquisition of CZR Shares and the removal of CZR from the official list of ASX.

While Fenix has conducted due diligence on CZR, Fenix does not have detailed knowledge of all material information necessary to reach final decisions as to its intentions. Fenix will only reach final decisions in light of material facts and circumstances at the relevant time and following completion of the review of CZR's operations referred to below.

Accordingly, the statements set out in this section 6 are statements of current intentions only and may vary as new information becomes available or circumstances change.

6.2 Intentions on acquiring more than 50.1% but less than 90% of CZR Shares

This section 6.2 describes Fenix's currently held intentions if it were to acquire a Relevant Interest in at least 50.1% but less than 90% of CZR's Shares on issue.

Fenix reserves its right to declare the Offer free from the 75% minimum acceptance Condition (or any other Condition) to the Offer. However, it has made no decision as to whether it will do so.

Matter	Intentions
Directors	Subject to the Corporations Act and CZR's constitution, Fenix intends to seek to replace some of the members of the CZR Board so that Fenix nominees constitute at least a majority of the members of the CZR Board, subject to those nominees providing a consent to act as a director of CZR. No decision has been made at this stage about the identity of the proposed nominees to the CZR Board or which current CZR Directors would be removed. Fenix will seek, to the extent possible through its nominees on the CZR Board, to implement the intentions detailed in this section 6.2 where they are consistent with CZR being a controlled entity of (but not wholly-owned by) Fenix and are considered to be in the best interests of CZR Shareholders as a whole. Fenix would consider (but not necessarily comply with) the recommendations in the ASX Corporate Governance Principles and Recommendations when determining the composition of the CZR Board.
General operational review	Should Fenix acquire Control of CZR, it intends to ask the CZR Board to undertake a detailed review of CZR's assets, strategy and operations consistent with that outlined in section 6.3. However, as a result of CZR not being a wholly-owned subsidiary of Fenix, Fenix's ability to

Matter	Intentions
	implement changes to CZR's operations will be limited and it is unlikely that the full potential benefits will be realised.
On-market acquisitions	Fenix may conduct on-market purchases of CZR Shares from time to time in accordance with the Corporations Act.
ASX listing	If Fenix acquires a Relevant Interest in at least 75% of the CZR Shares, Fenix does not presently intend, but reserves the right, to request that the CZR Board make an application to remove CZR from the official list of the ASX and otherwise subject to CZR satisfying ASX's requirements for delisting.

6.3 Intentions on acquiring 90% or more of CZR Shares

In addition to the intentions described in section 6.2 above, this section sets out Fenix's further intentions if it were to acquire a Relevant Interest in 90% or more of CZR Shares.

Matter	Intentions
Compulsory acquisition of CZR Shares	If it becomes entitled to do so under the Corporations Act, Fenix may compulsorily acquire any outstanding CZR Shares. It is possible that even if Fenix is not entitled to or required to proceed to compulsory acquisition of minority holdings after the end of the Offer Period under Part 6A.1 of the Corporations Act, it may subsequently become entitled to exercise rights of general compulsory acquisition under Part 6A.2 of the Corporations Act; for example, as a result of acquisitions of CZR Shares in reliance on the "3% creep" exception in item 9 of section 611 of the Corporations Act. If so, Fenix may exercise those rights.
CZR Board composition	Fenix intends to replace all the members of the CZR Board and the members of the boards of CZR's subsidiaries with nominees of Fenix. Replacement board members have not yet been identified by Fenix and their identity will depend on the circumstances at the relevant time.
General operational review	After the end of the Offer Period, Fenix intends to conduct an immediate, broad-based review of CZR's operations on both a strategic and financial level with a view to integrating CZR's operations into Fenix's operational and corporate structure. Fenix's current expectation is that the review will focus on: • CZR's asset portfolio, including identification of core and potentially non-core assets; • integration of management operating systems, administrative procedures, systems and reporting lines, the intention being to bring these into line with Fenix Group's current operations, standards and practices and to optimise operating costs; • the key elements of the Robe Mesa DFS and opportunities to leverage Fenix's mining experience, logistics expertise, and port services business knowledge which has the potential to improve project development timeline, execution strategies, capital and operating costs, and overall project economics;

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Matter	Intentions
	• potential synergies and cost savings, including overheads, insurances, professional advisory fees and other synergistic operational costs; and • CZR's current financing arrangements and future funding requirements to determine the optimal capital structure. CZR's need for additional capital, either in the form of debt or equity will be assessed, including Fenix Group's ability to provide CZR with such capital. The outcome of this review may result in changes to the structure of the operating businesses, including changes to the way the businesses are managed or operated, changes to the number of employees and the possible divestment of assets or businesses.
Robe Mesa and Ashburton Link	**Robe Mesa** After the Offer Period, subject to the outcomes of the general operational review described above, Fenix intends to: • incorporate improvements to the Robe Mesa DFS which has the potential to improve project economic outcomes and execution timeline; • complete heritage surveys and final adjustments to the pit design to manage identified heritage sites; • progress all required environmental and mining approvals for Robe Mesa and advance key stakeholder agreements; • complete final geotechnical investigations, surveys, studies, engineering, and design to support reforecasting of capital and operating costs; • commence negotiations with key suppliers to risk mitigate long lead project items; and • approve, subject to market conditions, a Final Investment Decision on the Robe Mesa Development that outlines Fenix's execution strategy, expected capital and operating costs, and a target date for first iron ore production and export. **Ashburton Link** After the Offer Period, subject to the outcomes of the general operational review described above, Fenix intends to: • secure development application approval from the Pilbara Ports Authority for the Ashburton Link export facility at the Port of Ashburton; and • complete the detailed engineering and design and secure all required construction approvals for the Ashburton Link export facility.
Impact on CZR's executives and employees	After the Offer Period, Fenix will discuss with employees any potential impacts to the organisational structure and their ongoing employment as part of the general operational review described above.

Matter	Intentions
	As with any operational review, and subject to consideration of any matters raised by employees, it is possible that job losses, including redundancies, may be a potential outcome. The incidence, extent and timing of any potential structural changes cannot be predicted in advance and will depend on the outcome of the strategic review, consideration of any matters raised by employees and any potential mitigation opportunities. If, as part of the operational review, redundancies become operationally required, the Fenix Group will discuss this with employees, including seeking their feedback and exploring any suitable alternative redeployment opportunities before any final decision is made. If applicable, redundancy pay entitlements are provided for in the National Employment Standards based on an employee's years of service with the employer, in addition to any contractual entitlements set out in each employee's individual contracts of employment.
ASX listing	If a compulsory acquisition process is undertaken, Fenix would procure the removal of CZR from the official list of ASX.
CZR constitution and conversion to proprietary company	Fenix intends to amend CZR's constitution to reflect its status as a wholly-owned subsidiary of Fenix and will seek to convert CZR from a public company to a proprietary company.
Consolidated tax group	If Fenix acquires 100% of CZR, CZR and its wholly owned subsidiaries will become members of the consolidated tax group of which Fenix is the head company and CZR and each of its wholly owned subsidiaries will enter into, or become parties to, the tax sharing agreement and tax funding agreement in place in relation to that consolidated tax group.

6.4 Intentions if Fenix does not acquire 50.1% of CZR Shares

Fenix reserves its right to declare the Offer free from the 75% minimum acceptance Condition (or any other Condition) to the Offer. However, it has made no decision as to whether it will do so.

This section 6 describes Fenix's intentions if it were to declare the Offer free of the 75% minimum acceptance Condition and if CZR does not become a controlled entity of Fenix. In that circumstance:

(a) Fenix does not expect to be in a position to give effect to the intentions set out in sections 6.2 or 6.3 of this Bidder's Statement; and

(b) Fenix's current intention is to continue to hold any stake in CZR with a view to maximising returns for its investment (this may result in Fenix acquiring additional shares, to the extent permitted by law).

6.5 Limitations in giving effect to intentions

The ability of Fenix to implement the intentions set out in this section 6 will be subject to the legal obligations of the Fenix Directors to have regard to the interests of Fenix and all Fenix Shareholders, and the requirements of the Corporations Act and the Listing Rules relating to transactions between related parties. Fenix will only make a decision on the above mentioned courses of action following legal and financial advice in relation to those requirements.

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6.6 Limitations on intentions

The ability of Fenix to implement any of the intentions set out in this section 6 will be subject to, amongst other things:

(a) the 75% minimum acceptance Condition being satisfied or Fenix declaring the Offer free from the 75% minimum acceptance Condition (or any other Condition);

(b) the level of voting power Fenix has in CZR (at the end of the Offer Period);

(c) CZR's constitution, the law (including the Corporations Act) and the ASX Listing Rules; and

(d) the legal obligation of the CZR Directors at the time, including any candidates for the CZR Board nominated by Fenix, to act in good faith in the best interests of CZR and for proper purposes and to have regard to the interests of all CZR Shareholders.

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7. RISK FACTORS

7.1 Overview of risk factors

If the Offer becomes unconditional, CZR Shareholders who accept the Offer will become Fenix Shareholders, and Fenix will acquire an interest in CZR.

In that event, CZR Shareholders will continue to be indirectly exposed to the risks associated with having an interest in CZR. A number of risks and uncertainties, which are both specific to Fenix and the Combined Group and of a more general nature, may affect the future operating and financial performance of the Combined Group and the value of Fenix Shares. There are also additional risks relating to the Offer and the Combined Group, to which CZR Shareholders will be exposed through their holding of CZR Shares. There are also numerous widespread risks associated with investing in the share market generally as well as specific risks associated with Fenix's business. These risk factors are largely beyond the control of Fenix and its Directors because of the nature of Fenix's business. The following summary, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of.

This section does not take into account the investment objectives, financial situation, position or particular needs of CZR Shareholders. You should carefully consider the following risk factors, as well as the other information provided by Fenix, and consult your financial and legal advisers before making a decision as to whether to accept the Offer.

7.2 Risks relating to the Offer

(a) Issue of Fenix Shares as consideration

CZR Shareholders are being offered consideration under the Offer that consists of a specified number of Fenix Shares, rather than a number of Fenix Shares with a specified market value. As a result, the value of the consideration will fluctuate depending on the market value of the Fenix Shares.

Furthermore, under the Offer Fenix will issue a significant number of Fenix Shares. Some CZR Shareholders may not intend to continue to hold their Fenix Shares and may wish to sell them on ASX. There is a risk that if a significant number of CZR Shareholders seek to sell their Fenix Shares, this may adversely impact the price of Fenix Shares.

(b) Due diligence

Information relating to CZR that has been presented in, or omitted from, this Bidder's Statement, including all CZR financial information, has been based on publicly available information. Fenix has only had the opportunity to carry out limited non-public due diligence in respect of CZR. Any inaccuracy or omission in publicly available information or information provided in due diligence may adversely affect the results of operations of the Combined Group.

In addition, CZR may be a party to contracts that grant the counterparty certain rights (including review or termination) on a change of control of CZR. An exercise of these rights by a counterparty may adversely affect CZR or the Combined Group.

CZR Shareholders should also note there are no assurances that any due diligence conducted to date, or to be conducted moving forward, was conclusive or that all material issues and risks in respect of the acquisition of CZR have been identified, avoided or managed appropriately. Therefore, there is a risk that unforeseen issues and risks may arise, which may also have a material impact on Fenix. This could adversely affect the operations, financial performance or position of Fenix.

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(c) **Integration risks**

There are risks that any integration between the businesses of Fenix and the CZR Group may take longer than expected and that anticipated efficiencies and benefits of that integration may be less than estimated. These risks include possible differences in the management culture of the two groups, inability to achieve synergy benefits and cost savings, different accounting systems and the potential loss of key personnel, suppliers or other contractual arrangements.

(d) **Accounting for the Offer**

Fenix will be required to perform a fair value assessment of all CZR's assets and liabilities if the Offer is successful. This assessment may result in increased non-cash depreciation and amortisation charges. There is a risk that these charges may be substantially greater than those that would exist in Fenix and CZR as separate businesses. This may reduce the future earnings of the Combined Group.

(e) **Risks associated with retention of a minority stake**

There are some risks associated with the Offer for CZR Shareholders who do not accept the Offer and remain CZR Shareholders. If, in connection with or following the Offer, Fenix acquires between 90% and 100% of the CZR Shares, Fenix may be entitled to compulsorily acquire the remaining shares of the CZR Shareholders and apply to remove CZR from the official list of the ASX.

If, in connection with the Offer, Fenix acquires more than 50.1% but less than 90% of the CZR Shares, Fenix will hold a controlling interest in CZR, subject to Fenix also declaring the Offer free from the 75% minimum acceptance Condition (or any other Condition) to the Offer. In that circumstance, the remaining CZR Shareholders will be in a minority position in a company with a large controlling shareholder whose objectives for the company may differ from their own. They could also encounter a lower level of liquidity in CZR Shares than exists today, which could result in a lower price for those CZR Shares should they wish to sell them in future. In certain circumstances, CZR may also be removed from the official list of the ASX.

If, following the Offer, Fenix does not acquire a Relevant Interest of at least 50.1% of the CZR Shares, Fenix will hold a non-controlling interest in CZR. If this occurred, it is possible that Fenix and another person or persons could each hold large minority interests in CZR. In such a situation, any commercial misalignment between large minority shareholders could impact on the efficient and effective governance of CZR and could adversely affect its ongoing performance.

(f) **Potential unavailability of CGT scrip-for-scrip roll-over relief**

There is a risk that Fenix may not obtain at least 80% of CZR Shares under the Offer. Therefore, CZR Shareholders who accept the Offer and receive Fenix Shares may not be eligible for CGT scrip-for scrip roll-over relief in relation to the Fenix Shares received in exchange for the CZR Shares. Refer to section 8 for a summary of the general Australian income tax, stamp duty and GST implications arising from the acceptance of the Offer.

CZR Shareholders are encouraged to seek independent tax advice with respect to the tax consequences of the Offer, including the application and effect of income tax and other tax laws applicable to their particular circumstances.

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7.3 Specific risks relating to Fenix and the Combined Group

(a) Operating risk

The ability of the Combined Group to achieve production targets within anticipated timelines, or at all, or meet operating and capital expenditure estimates cannot be assured. These uncertainties are more pronounced over a longer period and as the production profile grows. The Combined Group's operations may be impacted by factors including, but not limited to: ore tonnes, throughputs, grade, metallurgical recovery and impurities, unanticipated metallurgical issues, ground conditions, mining-induced seismicity, operational environment, funding, availability of power supply, regulatory changes, availability of labour, contractual risks, experience of the workforce and other unforeseen circumstances such as unplanned mechanical failure of plant or equipment, cyclones, storms, floods, bushfires or other natural disasters, or outbreaks, continuations or escalation of disease (including pandemics). Other risks also exist, including environmental hazards (including discharge of pollutants or hazardous chemicals), accidents and occupational and health hazards. Such occurrences could result in damage to, or destruction of, operational facilities or heritage areas and places of social or cultural significance, personal injury or death, environmental damage, delays in mining, increased production costs and other monetary losses and possible legal liability to the Combined Group.

Many of these risks are unpredictable and outside the control of the Combined Group. If faced by the Combined Group, these circumstances could result in the Combined Group not realising its operational or development plans or in such plans costing more than expected or taking longer to realise than expected. The Combined Group will endeavour to take appropriate actions to mitigate these operational risks (including by materially adhering to legislative requirements, properly documenting arrangements with counterparties, and adopting appropriate industry practice, policies and procedures) or to insure against them, but the occurrence of any one or combination of these events could have an adverse effect on the Combined Group's financial and operational performance.

(b) Iron ore price risk

The Combined Group's revenue and cash flows will be strongly dependent on the sale of its iron ore products. The majority of Fenix's sale contracts use a pricing formula linked to the spot market for iron ore. Contract pricing is often based on the spot market price in a future period. This means that the Combined Group's final received price will generally only be known one to two months after the iron ore is shipped. The Combined Group's financial performance will therefore be exposed to fluctuations in the price of iron ore.

Fenix has entered into numerous hedging contracts in order to reduce exposure to iron ore price risk, which may also limit Fenix's ability to leverage any potential iron ore price appreciation. Refer to section 7.3(i) for a summary of the risks of hedging.

Iron ore prices may be influenced by numerous factors and events that are beyond the control of the Combined Group, including increased global supply, actions of other producers, decreased demand, currency exchange rates, general economic conditions, regulatory changes and other global, regional, political and economic factors. Fenix cannot provide any assurance as to the prices the Combined Group will achieve for its iron ore. Changes in iron ore prices may have a positive or negative effect on various aspects of the Combined Group's business including profit margins, project development and production plans and activities, together with its ability to fund those plans and activities.

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(c) **Risks as to forecasts**

Fenix and CZR have prepared operating and capital cash costs, and future production targets and revenue profiles, for their projects.

These forecasts, although considered to have reasonable grounds, may be adversely affected by a range of factors including: inflation or other escalation in capital and operating costs; volume variances; mining, processing and loading equipment failures and unexpected maintenance problems; limited availability or increased costs of mining, processing and loading equipment and parts and other materials from suppliers; mine safety accidents; loss of access to systems and/or data breach due to a cyber attack or network, hardware, server or software failure; adverse weather and natural disasters; changes in government regulations; and a shortage of skilled labour.

If any of these or other conditions or events occur in the future, they may increase the cost of mining or delay or halt planned production, which could adversely affect the Combined Group's results of operations or decrease the value of the Combined Group's assets.

The current operating and capital expenditure estimates, where available, are determined in a range of ways, including based on: management estimates, historical experience, independent third parties, market pricing and/or inputs and contracted values (including, where appropriate, fixed and provisional sums). Where amounts are uncontracted, these have been based on estimates and assumptions surrounding that expenditure. There is no guarantee that uncontracted or non-fixed lump sum contracted amounts will be realised at estimated values and forecasting uncertainty exists that could lead to positive or negative outcomes.

The exploration and drilling activities of the Combined Group are based on certain assumptions with respect to the method and timing of exploration and drilling and contracted items. By their nature, these estimates and assumptions are subject to uncertainties and, accordingly, actual costs may materially differ from these estimates and assumptions.

The Combined Group will have in place a framework for the management of operational risks and an insurance program which provides coverage for a number of these operating risks. However, any unforeseen increases in capital or operating costs of the projects could have an adverse impact on the Combined Group's future cash flows, profitability, results of operations and financial condition. No assurance can be given that the Combined Group's estimates will be achieved within anticipated timelines, or at all, or meet physical output or operating and capital expenditure estimates.

(d) **Mineral Resource and Ore Reserve estimates**

Mineral Resource and Ore Reserve estimates must comply with the JORC Code, and are expressions of judgements based on knowledge, experience and industry practice. Estimates that are valid when made may change significantly when new information becomes available through drilling, sampling and other similar examinations. In addition, Mineral Resource and Ore Reserve estimates reported in accordance with the JORC Code are necessarily imprecise and depend to some extent on geological interpretations, as well as various economic, commercial, technical, environmental and legal assumptions which may prove to be inaccurate or invalid due to the passage of time.

Should the Combined Group encounter mineralisation or formations different from those predicted, Mineral Resource estimates may have to be adjusted, and mining

plans may have to be altered in a way which could adversely affect the Combined Group's operations.

Investors are cautioned that the Mineral Resource estimates do not capture depletion caused through mining operations.

(e) **Exploration and production risk**

The Combined Group's exploration and production may be hampered by adverse developments in mining, heritage and environmental legislation, industrial accidents, industrial disputes, cost overruns, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, land claims and compensation and other unforeseen circumstances.

The success of the Combined Group is also impacted by the discovery of economically recoverable reserves, the availability and cost of required development capital, movement in the price of commodities, securing and maintaining title to its exploration and mining tenements as well as obtaining all necessary consents and approvals of its exploration and production activities.

Exploration and production on the Combined Group's existing tenements may prove unsuccessful. Mineable resources may become depleted resulting in a reduction of the value of those tenements and a diminution in the cash flow and cash reserves of the Combined Group, as well as possible relinquishment of the Combined Group's existing tenements.

Risks involved in mining operations include unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and conditions involved in the drilling and removal of any material, any of which could result in damage to life or property, environmental damage and possible legal liability. Further, weather conditions over a prolonged period can damage infrastructure, including haulage roads, and adversely affect exploration, production, mining and drilling operations and the timing of earning revenue.

Whether income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency, quality and reliability of ore grades and commodity prices affect successful project development. The design and construction of efficient processing facilities, the existence of competent operational management and prudent financial administration, as well as the availability and reliability of appropriately skilled and experienced consultants also can affect successful project development.

(f) **Reserves becoming depleted and being unable to be replaced**

Mining companies must continually replace reserves depleted by production to maintain production levels over the long term and provide a return on invested capital. Depleted reserves can be replaced in several ways, including expanding known ore bodies, by locating new deposits or acquiring interests in reserves from third parties.

There is no guarantee that continued investment in exploration drilling of new deposits or extensions of existing reserves will continue to define additional Ore Reserves. Uncertainty of Inferred Resources and Exploration Targets is inherently high and further drilling and detailed evaluation are required to convert these into Ore Reserves. There is no certainty that an Inferred Resource or Exploration Target will contain mineralisation sufficient to support an Ore Reserve, even with significant further infill drilling.

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The Combined Group may consider, from time to time, the acquisition of Ore Reserves from third parties related to development properties and operating mines. Such acquisitions are typically based on an analysis of a variety of factors including historical operating results, estimates of and assumptions regarding the extent of Ore Reserves, the timing of production from such reserves and cash and other operating costs. Other factors that affect a decision to make any such acquisitions may also include the Combined Group's assumptions for future iron ore prices and the projected economic returns and evaluations of existing or potential liabilities associated with the property and its operations and projections of how these may change in the future.

As a result of these uncertainties, the Combined Group's exploration programs and any acquisitions which the Combined Group may pursue may not result in the expansion or replacement of current production with new ore reserves or operations, which could in the future have an adverse effect on the Combined Group's business, prospects, results of operations and financial position.

The Combined Group's ability to sustain or increase its current level of production in the future is in part dependent on the development of exploration success, conversion of Inferred Resources or new projects and the expansion of existing operations. The Combined Group will need to maintain and expand its organic growth portfolio to provide additional iron ore production to offset production drop-off from existing operations and increase production spread.

(g) **Disruption to port operations risk**

Fenix's port services operations may be adversely affected by operational disruptions at container ports that are beyond the control of Fenix, including:

(i) adverse weather events or natural disasters (such as cyclones, earthquakes, landslides, floods, explosions and fire), major plant breakdown, pipeline or electricity rupture or other disasters that damage or prevent the use of port facilities;

(ii) an inability of the port operator to operate the port facilities as required due to factors including employee strikes, industrial disputes, labour shortages, financial difficulty or the outbreak or continuation of a pandemic;

(iii) technical difficulties, including with respect to automated systems and information technology;

(iv) disruptions in third-party infrastructure and operations relating to rail and shipping; and

(v) security breaches, terrorist acts or cyber-attacks that disrupt port operations.

Any loss from such events may not be recoverable under the relevant insurance policies. Business interruption insurance is not always available, or economical, to protect Fenix's operations from these risks.

The occurrence of any of the above factors, and particularly a repeated occurrence or prolonged occurrence, may result in port operations being interrupted or suspended for an extended period, and could have a material adverse effect on the Combined Group's business, operational performance and financial results.

(h) **Title and grant risk**

Interests in all tenements in Australia are governed by state legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific

term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Combined Group could be exposed to additional costs, have its ability to explore or mine its projects reduced or lose title to or its interest in the tenements if licence conditions are not met or if sufficient funds are unavailable to meet expenditure commitments.

The Combined Group cannot guarantee additional applications for tenements made by the Combined Group will ultimately be granted, in whole or in part. Further the Combined Group cannot guarantee that renewals of valid tenements will be granted on a timely basis, or at all.

If in the future, the term of any of the tenements are not renewed or extended, the Combined Group may suffer damage through loss of the opportunity to discover and/or develop any mineral resources on these tenements.

(i) **Hedging risks**

Fenix, from time to time, hedges some of its commodity price risks. While such activities may provide downside risk protection for Fenix, it is also possible that such activities may limit its upside benefit potential or give rise to potential losses. No assurances can be given as to the effectiveness or Fenix's hedging arrangements and policies. In particular, Fenix has in place iron ore hedging arrangements to manage risks associated with the price of iron ore. These hedging arrangements may give rise to additional risk, including additional market risk and risk of default by counterparties to the derivative transactions.

(j) **Funding risk**

The ability of the Combined Group to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities and to meet any unanticipated liabilities or expenses which the Combined Group may incur may depend in part on its ability to raise additional funds.

The Combined Group may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Combined Group's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Combined Group projects or even loss of a property interest.

There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Combined Group and might involve substantial dilution to Shareholders.

(k) **Counterparty risk**

There is a risk that contracts and other arrangements within which the Combined Group is party to and obtains a benefit from, will not be performed by the relevant counterparties if those counterparties (without limitation) become insolvent or are otherwise unable to perform their obligations which, in turn, may have an adverse impact on the Combined Group's operations and ultimately the financial performance of the Combined Group and the value of the Combined Group's securities.

(l) **Landowner and access risk**

Under state legislation, the Combined Group may be required to obtain the consent of and/or pay compensation to the holders of third-party interests which overlay areas within the Combined Group's tenements, including pastoral leases, private land, native

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title claims and/or determinations, State reserves and other mining tenure in respect of exploration or mining activities on the tenements.

Whilst Fenix does not presently consider this to be a material risk to its planned exploration and mining activities, there is a risk that any delays or costs in respect of conflicting third-party rights, obtaining necessary consents, or compensation obligations, may adversely impact the Combined Group's ability to carry out exploration or mining activities within the affected areas.

Any delays in respect of conflicting third-party rights, obtaining necessary consents, or compensation obligations, may adversely impact the Combined Group's ability to carry out exploration or mining activities within the affected areas.

(m) **Reliance on key personnel**

The Combined Group will be reliant on a number of key personnel and consultants, including members of the Fenix Board and its experienced management team. The loss of one or more of these key contributors could have an adverse impact on the business of Fenix and the Combined Group.

It may be difficult for the Combined Group to attract and retain suitably qualified and experienced people given the high demand in the industry.

(n) **Occupational health and safety**

Mining and exploration activities have inherent risks and hazards. The Combined Group will be committed to providing a safe and healthy workplace and environment for its personnel, contractors and visitors. The Combined Group will provide appropriate instructions, equipment, preventative measures, first aid information, medical facilities and training to all stakeholders through its occupational health and safety management systems.

A serious site safety incident may expose the Combined Group to significant penalties and the Combined Group may be liable for compensation to the injured personnel. These liabilities may not be covered by the Combined Group's insurance policies or, if they are covered, may exceed the Combined Group's policy limits or be subject to significant deductibles. Also, any claim under the Combined Group's insurance policies could increase the Combined Group's future costs of insurance. Accordingly, any liabilities for workplace accidents could have a material adverse impact on the Combined Group's liquidity and financial results. It is not possible to anticipate the effect on the Combined Group's business from any changes to workplace occupational health and safety legislation or directions or necessitated by concern for the health of the workforce. Such changes may have an adverse impact on the financial performance and/or financial position of the Combined Group's.

(o) **Changes in law, government policy and accounting standards**

Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Combined Group. It is possible that the current system of exploration and mine permitting in Australia may change, adversely affecting the Combined Group's operations and financial performance.

Mining development and operations can be subject to public and political opposition. Opposition may include legal challenges to exploration and development permits, political and public advocacy, electoral strategies, ballot initiatives, media and public outreach campaigns and protest activity, all which may delay or halt development or expansion. For example, Native Title claimants (or determined Native Title holders)

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may oppose the validity or grant of existing or future tenements held by the Combined Group in Australia, which may potentially impact the Combined Group's future operations and plans. For tenements in Australia (that may still be subject to registered Native Title claims or determinations) to be validly granted (or renewed), there are established statutory regimes that will need to be followed in connection with those grants (or renewals).

In the ordinary course of business, mining companies are required to seek governmental permits for exploration, expansion of existing operations or for the commencement of new operations. The duration and success for permitting efforts are contingent upon many variables not within the control of the Combined Group. There can be no assurance that all necessary permits will be obtained, and, if obtained, that the costs involved will not exceed those estimated. Amendments to current laws, regulations and permits governing operations and activities of mining companies in the jurisdictions within which the Combined Group will operate or may in the future operate, or a more stringent implementation thereof, could have a material adverse impact on the Combined Group and cause increases in the cost of production, capital expenditure or exploration costs and reduction in levels of production for the Combined Group's operations.

(p) **Environmental risk**

Mineral extraction and processing is an industry that has become subject to increasing environmental responsibility and liability. Future legislation and regulations or environmental regulations applying to mining operations may impose significant environmental obligations on the Combined Group. Material breaches of environmental requirements may result in fines and/or loss of licence to operate through regulator actions and/or court, tribunal or other ruling body decisions. In addition, any incidents or material breaches of laws and regulations may also cause business interruption and adversely affect the Combined Group's reputation or financial performance. The Combined Group intends to conduct its activities in a responsible manner which minimises its impact on the environment, and in accordance with applicable laws.

(q) **Native Title and Aboriginal Heritage risk**

It is possible that there may be areas over which native title rights and interests exist and/or sites of Aboriginal cultural heritage in relation to the tenements that the Combined Group has, or may acquire, an interest in.

Where native title exists, the ability of the Combined Group to obtain the consent of the relevant native title party (if required), or to progress from the exploration phase to the development and mining phases of the operation, may be adversely affected. On mining, there may also be a need for the Combined Group to pay compensation to the holders of the relevant native title rights.

In relation to Aboriginal cultural heritage, there is a risk that there may be sites or objects of significance to Aboriginal cultural heritage which may interfere with the Combined Group's ability to carry out activities on its tenure. Additional statutory processes may need to be followed, and consents obtained, before exploration and mining activities may be carried out over areas which are proximate to Aboriginal sites and/or objects.

(r) **Dividend risk**

The prospect of future dividends being paid or made to shareholders of the Combined Group will be contingent upon the Combined Group's ability to generate sustainable profits. To the extent that the Combined Group pays any dividends, the ability to offer fully franked dividends will depend on the Combined Group making taxable profits and

paying sufficient Australian tax to attach franking credits to the dividends. Taxable profits may be volatile, making the payment of fully franked dividends unpredictable. Further, the value and availability of franking credits to a shareholder will differ depending on the shareholder's particular tax circumstances. You should be aware that the ability to use franking credits, either as a tax offset or to claim a refund after the end of the income year, will depend on your individual tax position.

As such, no assurance can be given by any person, including the Fenix Board, about the payment or the quantum of future dividends (if any), or the level of franking or imputation of any such dividend (if any).

(s) **Insurance risks**

The Combined Group will insure its operations in accordance with general industry practice. However, in certain circumstances, the Combined Group's insurance may not be available, prohibitively expensive or of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Combined Group. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim by the Combined Group or takes an undue amount of time processing a claim that adversely effects the Combined Group.

(t) **Climate change risk**

Climate change is a risk Fenix has considered, particularly related to its operations in the mining industry.

The climate change risks particularly attributable to the Combined Group include:

(i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Combined Group may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Combined Group and its profitability. While the Combined Group will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Combined Group will not be impacted by these occurrences; and

(ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Combined Group, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns.

All these risks associated with climate change may significantly change the industry in which the Combined Group operates.

As noted above, the Combined Group will be committed to operating sustainably with respect to environmental issues.

7.4 General risks

(a) **Economic risks**

The operating and financial performance of the Combined Group will be influenced by a variety of general economic and business conditions, including levels of consumer spending, oil prices, inflation, interest rates and exchange rates, supply and demand,

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industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies.

More generally, changes in general economic conditions may result from many factors including government policy, international economic conditions, significant acts of terrorism, hostilities, war, pandemics or natural disasters. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Combined Group's operating and financial performance and financial position.

(b) **Unforeseen expenses**

Fenix may be subject to significant unforeseen expenses or actions. This may include unplanned operating expenses, future legal actions or expenses in relation to future unforeseen events.

(c) **Share market conditions**

There are risks associated with any investment in securities. Publicly listed securities and, in particular, securities of mining and exploration companies, have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies.

The price at which Fenix Shares are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the Fenix Shares to trade at prices below the price at the date of the Offer. There is no assurance that the price of the Fenix Shares will increase following the Offer, even if Fenix's earnings increase.

Some of the factors which may affect the price of Fenix Shares include economic conditions in both Australia and internationally, investor sentiment and local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(d) **Equity dilution**

Fenix may elect to issue Fenix Shares or other securities in Fenix in the future. While Fenix will be subject to the constraints of the Listing Rules regarding the percentage of capital that it is able to issue within a 12 month period (other than where exceptions apply), the increase in the number of securities issued and the possible sale of these securities may have the effect of depressing the price of Fenix securities already on issue. In addition, Fenix Shareholders at the time may be diluted as a result of the issue of such securities.

(e) **Changes in taxation rules of their interpretation**

Changes in tax law (including value added taxes, indirect taxes or stamp duties), or changes in the way tax laws are interpreted, may impact the Combined Group's tax liabilities or the tax treatment of a Fenix Shareholder's investment. In particular, both the level and basis of taxation may change. In addition, an investment in Fenix Shares involves tax considerations which may differ for each Fenix Shareholder. Each CZR Shareholder is encouraged to seek professional tax advice in connection with the Offer and how they may be discretely impacted.

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(f) **Force majeure events**

Events may occur within or outside Australia that could impact on the Australian economy, the Combined Group's operations and the price of Fenix Shares. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, pandemics and outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for the Combined Group's products and its ability to operate its assets. Fenix has only a limited ability to insure against some of these risks.

(g) **Litigation**

As at the date of this Bidder's Statement, Fenix is not aware of any material disputes or litigation to which it is a party or otherwise impacting its business. However, it is possible that the Combined Group may be involved in disputes and litigation in the course of its future operations. There is a risk that any material or costly dispute or litigation and compensation or damages could adversely impact the financial position or performance of the Combined Group.

7.5 Speculative nature of investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Combined Group or by investors in Fenix. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Combined Group and the value of Fenix Shares.

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8. TAX CONSIDERATIONS

8.1 Introduction

This section 8 contains a general description of the Australian income tax (including CGT), GST and stamp duty consequences for CZR Shareholders who either accept the Offer and dispose of their CZR Shares to Fenix, or whose CZR Shares are compulsorily acquired in accordance with Part 6A.1 of the Corporations Act.

This section 8 deals only with CZR Shareholders who are individuals, companies (other than life insurance companies), trusts and complying superannuation funds that hold their CZR Shares on capital account for Australian income tax purposes.

The comments outlined in this summary are not applicable to all CZR Shareholders and in particular does not consider CZR Shareholders who:

(a) hold their CZR Shares for the purpose of speculation or a business of dealing in securities (e.g., as trading stock or revenue assets);

(b) are partnerships or individuals who are partners of such partnerships;

(c) acquired their CZR Shares pursuant to an employee share, option or rights plan;

(d) are under a legal disability;

(e) are exempt from Australian income tax;

(f) are subject to the Investment Manager Regime under Subdivision 842-I of the *Income Tax Assessment Act 1997* (**Tax Act**) in respect of their CZR Shares;

(g) are subject to the taxation of financial arrangement rules in Division 230 of the Tax Act in relation to gains and losses on their CZR Shares; or

(h) are foreign residents of Australia who hold their CZR Shares in carrying on a business through a permanent establishment in Australia.

The information in this section 8 is based on the Australian tax law and regulations, interpretations of such laws and regulationsand administrative practices of the Australian tax authorities in effect as at the date of this Bidder's Statement. The laws are complex and subject to change periodically as is their interpretation by the courts and the tax authorities. This summary is general in nature and is not intended to be an authoritative or complete statement of the laws applicable to the particular circumstances of a CZR Shareholder. The precise implications of ownership or disposal of CZR Shares will depend on each CZR Shareholder's specific circumstances. These comments should not be viewed as a substitute for advice from an appropriate professional advisor having regard to each CZR Shareholder's individual circumstances.

CZR Shareholders are urged to seek their own independent tax advice regarding the specific tax consequences of the Offer, including the application and effect of income tax and other tax laws to their particular circumstances.

This summary does not take into account the tax law of countries other than Australia. CZR Shareholders who are tax residents of a country other than Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) should take into account the tax consequences of the Offer under the laws of their country of residence, as well as under Australian law, of acceptance of the Offer.

To persons receiving this Bidder's Statement in Australia:

(a) The information contained in this section 8 does not constitute "financial product advice" within the meaning of the Corporations Act. To the extent that this document contains any information about a "financial product" within the meaning of the Corporations Act, taxation is only one of the matters that must be considered when making a decision about the relevant financial product. This material has been prepared for general circulation and does not take into account the objectives, financial situation or needs of any recipient. Accordingly, any recipient should, before acting on this material, consider taking advice from a person who is licensed to provide financial product advice under the Corporations Act.

(b) Any recipient should, before acting on this material, also consider the appropriateness of this material having regard to their objectives, financial situation and needs and consider obtaining independent financial advice.

8.2 Australian resident CZR Shareholders

This section applies to CZR Shareholders who are residents of Australia for Australian income tax purposes and hold their CZR Shares on capital account.

(a) **CGT event on the disposal of CZR Shares to Fenix**

(i) If the Offer becomes unconditional, acceptance of the Offer by a CZR Shareholder will result in the disposal of their CZR Shares to Fenix in exchange for Fenix Shares. The disposal of the CZR Shares to Fenix will give rise to a CGT event for CZR Shareholders. The timing of the CGT event should be the date you accept the Offer (even if a condition of that Offer is not satisfied until a later date).

(ii) If a CZR Shareholder does not dispose of their CZR Shares under the Offer and their CZR Shares are compulsorily acquired in accordance with Part 6A.1 of the Corporations Act, those CZR Shareholders will be treated as having disposed of their CZR Shares for CGT purposes on the date when Fenix becomes the owner of the CZR Shares.

(iii) Subject to the availability of CGT scrip for scrip roll-over relief (discussed below), the following tax consequences are expected to arise for the CZR Shareholders that acquired (or are deemed to have acquired) their CZR Shares on or after 20 September 1985:

(A) a capital gain will be realised to the extent the capital proceeds received by the CZR Shareholder from the disposal of their CZR Shares exceed the cost base of those shares; or

(B) a capital loss will be realised to the extent the capital proceeds received by the CZR Shareholder from the disposal of their CZR Shares are less than the reduced cost base of those shares.

(iv) If you make a capital loss from the disposal of your CZR Shares, that capital loss can only be offset against your assessable capital gains (before taking into account the CGT discount, if applicable). Any excess capital loss may be able to be applied against your future assessable capital gains (again before taking into account the CGT discount, if applicable).

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(b) **Cost base and reduced cost base of a CZR Share**

The cost base of a CZR Share will generally include the amount paid to acquire your CZR Share plus any incidental costs of their acquisition and disposal (such as brokerage fees and legal costs). The reduced cost base of the CZR Shares is usually determined in a similar but not identical manner to the cost base although some differences in the calculation of reduced cost base do exist depending on the CZR Shareholder's individual circumstances.

(c) **Capital proceeds received by CZR Shareholders**

The capital proceeds for the disposal of a CZR Share should be equal to the Base Offer Consideration and/ or the Increased Offer Consideration receivable by the CZR Shareholder.

(d) **CGT Discount**

(i) The CGT Discount may apply to CZR Shareholders that are individuals, complying superannuation funds or trusts, who have held, or are taken to have held, their CZR Shares for at least 12 months (not including the date of acquisition or the date of disposal) at the time of the disposal of their CZR Shares to Fenix.

(ii) The CGT Discount is:

(A) one-half if the CZR Shareholder is an individual or trustee: meaning only 50% of the capital gain (without any allowance for indexation) will be included in assessable income; and

(B) one-third if the CZR Shareholder is a trustee of a complying superannuation entity: meaning only two-thirds of the capital gain (without any allowance for indexation) will be included in assessable income.

(iii) The CGT Discount is not available to CZR Shareholders that are companies or CZR Shareholders who choose for indexation to apply.

(iv) If the CZR Shareholder makes a discounted capital gain, any current year and/or carried forward capital losses will be applied to reduce the undiscounted capital gain before the relevant CGT discount is applied. The resulting amount is then included in the CZR Shareholder's net capital gain for the income year and included in assessable income.

(v) The CGT Discount rules relating to trusts are complex. Accordingly, we recommend trustees seek their own independent advice on how the CGT Discount applies to them and the trust's relevant beneficiaries.

(e) **CGT scrip for scrip roll-over**

(i) CZR Shareholders who make a capital gain from the disposal of their CZR Shares may be eligible to choose CGT scrip for scrip roll-over relief (provided certain conditions are met). Broadly, CGT scrip for scrip roll-over relief enables CZR Shareholders to disregard the capital gain they make from the disposal of their CZR Shares under the Offer.

(ii) For CGT scrip for scrip roll-over relief to be available, certain criteria must be satisfied. For example, Fenix must become the owner of 80% or more of the voting shares in CZR, the CZR Shareholder must make a capital gain upon disposal of their CZR Shares, and have acquired their CZR Shares after 20

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September 1985. If a capital loss arises, no CGT scrip for scrip roll-over relief is available.

(iii) CZR Shareholders do not need to inform the Australian Taxation Office, or document their choice to claim CGT scrip for scrip roll-over relief in any particular way, other than to complete their income tax return in a manner consistent with their choice.

(iv) Fenix will not make a choice under subsection 124-795(4) of the Tax Act to deny scrip for scrip roll-over relief (where it would otherwise be available).

(v) If Fenix does not obtain 80% or more of the CZR Shares under the Offer, no CZR Shareholder who disposes of their CZR Shares under the Offer will be eligible for CGT scrip for scrip roll-over relief and the general CGT consequences outlined above at section 8.2(a) will apply.

(f) **Consequences for choosing CGT scrip-for-scrip roll-over relief**

(i) If a CZR Shareholder chooses to obtain CGT scrip-for-scrip roll-over relief, the capital gain arising on the disposal of their CZR Shares under the Offer should be disregarded.

(ii) The first element of the cost base for their Fenix Shares is then determined by attributing, on a reasonable basis, the existing cost base of the CZR Shares exchanged under the Offer. The first element of the reduced cost base is determined similarly.

(iii) Finally, for the purposes of determining future eligibility for the CGT Discount, the acquisition date of the Fenix Shares is taken to be the date when the CZR Shareholder originally acquired their CZR Shares.

(g) **Consequences if CGT scrip-for-scrip roll-over relief is not available or is not chosen**

(i) If a CZR Shareholder does not qualify for CGT scrip for scrip roll-over relief, the CZR Shareholder chooses not to obtain CGT scrip-for-scrip roll-over relief or the CZR Shareholder is a Small Parcel Shareholder whose CZR Shares are sold in accordance with section 10.7 of the Bidder's Statement, the general CGT treatment outlined at section 8.2(a) will apply.

(ii) If a CZR Shareholder makes a capital loss from the disposal of their CZR Shares, this loss may be used to offset capital gains in the same or subsequent years of income (subject to satisfying certain conditions). The capital loss cannot be offset against ordinary income or carried back to offset net capital gains arising in earlier income years.

8.3 Foreign tax resident CZR Shareholders

(a) This section applies to CZR Shareholders that are not residents of Australia for Australian income tax purposes (i.e. foreign tax residents) and hold their CZR Shares on capital account. It does not apply to CZR Shareholders who have held their CZR Shares or at any time in carrying on a business at or through a permanent establishment in Australia.

(b) Foreign tax resident CZR Shareholders who hold their CZR Shares on capital account should generally not be subject to the CGT rules in Australia on the disposal of their CZR Shares, provided their CZR Shares are not an "indirect Australian real property interest".

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(c) Any foreign tax resident CZR Shareholders who, together with their associates, own 10% or more of CZR Shares should seek independent professional advice in relation to their own particular circumstances.

(d) Any foreign tax resident individual CZR Shareholder who was previously a resident of Australia and chose to disregard a capital gain or capital loss upon ceasing to be an Australian tax resident will be subject to Australian CGT consequences on disposal of their CZR Shares as set out in section 8.28.2(a) above.

(e) Broadly, a foreign tax resident CZR Shareholder's CZR Shares will not be an indirect Australian real property interest unless both of the following conditions are satisfied:

(i) that CZR Shareholder, together with its associates (as defined under Australian taxation law), held 10% or more of the issued shares in CZR at the time of disposal or for at least 12 months during the 24 months prior to the disposal of their CZR Shares; and

(ii) the aggregate market value of CZR's assets which are taxable Australian real property (being direct and indirect interests in Australian real property, including land, leases of land mining tenements and property affixed to land) exceeds the aggregated market value of CZR's assets which are not taxable Australian real property.

(f) As at the date of this Bidder's Statement, Fenix expects that the aggregate market value of CZR's assets, which are taxable Australian real property, will not exceed the aggregate market value of CZR's assets which are not taxable Australian real property. Accordingly, any foreign tax resident CZR Shareholder that holds, together with their associates, a 10% or more interest in CZR Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their CZR Shares) should not be subject to Australian CGT.

(g) Importantly, foreign tax resident CZR Shareholders who, together with their associates, hold an interest of 10% or more in CZR Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their CZR Shares) may be able to access CGT scrip for scrip roll-over relief in respect of any capital gain realised on their CZR Shares as a result of the Offer but only to the extent:

(i) the foreign tax resident CZR Shareholders, together with their associates, also hold a 10% or more interest in Fenix Shares just after the Offer is implemented; and

(ii) the aggregate market value of Fenix's assets, after the Offer is implemented which are taxable Australian real property exceeds the aggregated market value of Fenix's assets which are not taxable Australian real property.

(h) Even if CGT scrip for scrip roll-over relief is obtained by these CZR Shareholders, the Foreign Resident CGT Withholding Tax Rules will continue to operate as outlined below at section 8.4.

(i) Foreign tax resident CZR Shareholders who, together with their associates, do not hold a 10% or more interest in CZR Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their CZR Shares), should not be subject to CGT on the disposal of their CZR Shares and therefore, there should be no obligation for Fenix to withhold a portion of the Offer consideration to satisfy the Foreign Resident CGT Withholding Tax Rules (discussed below).

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8.4 Foreign Resident CGT Withholding Tax Rules

Australia's foreign resident capital gains withholding tax regime applies to transactions involving the acquisition of certain indirect interests in Australian real property from relevant foreign residents. A 'relevant foreign resident' for these purposes is any CZR Shareholder who Fenix knows or reasonably believes their CZR Shares to constitute an indirect Australian real property interest. The relevant withholding tax rate is 15%.

(a) Where a CZR Shareholder does not meet the conditions for the foreign resident CGT withholding tax rules described above to apply, the CZR Shareholder should provide Fenix with a signed and completed declaration (**CGT Declaration**) to the effect that either:

(i) The CZR Shareholder is an Australian resident for tax purposes; or

(ii) The CZR Shares held by the CZR Shareholder are 'membership interests' but not 'indirect Australian real property interests' (as those terms are defined in the Tax Act).

(b) The CGT Declaration is contained in the Acceptance Form, accompanying this Bidder's Statement. Each CZR Shareholder should read the CGT Declaration in full and follow the instructions provided on the form.

(c) Unless a signed CGT Declaration form regarding residency or interest, or Variation Notice granted by the Commissioner of Taxation, is provided to Fenix for these CZR Shareholders, Fenix may withhold and pay to the Commissioner of Taxation a withholding amount of 15% from the Offer consideration (as outlined in section 10.6(i) of this Bidder's Statement).

(d) CZR Shareholders who have an amount withheld should generally be entitled to a credit for the amount withheld upon lodging an Australian income tax return. If you are unsure about whether a credit for the withholding tax may be claimed or how to lodge an Australian income tax return, you should seek independent professional tax advice in this regard.

(e) As outlined above, these rules will continue to operate even if a foreign resident CZR Shareholder can access CGT scrip for scrip roll-over relief in respect of any capital gain. If this occurs, the foreign resident CZR Shareholder would need to engage with the Commissioner of Taxation and obtain a Variation Notice (referred to above).

(f) CZR Shareholders should seek their own independent tax advice as to the implications of the foreign resident capital gains withholding tax rules and the making of a residency declaration or an interest declaration.

8.5 GST

No GST should be payable by you on the sale of your CZR Shares to Fenix under the Offer, or on the receipt of Fenix Shares as Offer consideration. CZR Shareholders who are registered for GST may not be entitled to input tax credits (or only entitled to reduced input tax credits) for any GST incurred on costs associated with their participation in the Offer. CZR Shareholders should seek independent advice in relation to the impact of GST on their individual circumstances.

8.6 Stamp duty

No Australian stamp duty should be payable by the CZR Shareholders in respect of the disposal of their CZR Shares to Fenix.

The issue of Fenix Shares to CZR Shareholders arising from their acceptance of the Offer, should not give rise to Australian stamp duty if, as a result of the issue of the Fenix Shares, no CZR Shareholder (on an associate inclusive basis) would:

(a) commence to hold an interest of 90% or more in Fenix; or

(b) having a 90% or more interest in Fenix, acquire a further interest in Fenix, and

The issue of the Fenix Shares neither results in, nor is it part of a broader arrangement, that relates to, the acquisition or holding of an interest of 90% or more in Fenix.

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9. OTHER MATERIAL INFORMATION

9.1 Offer consideration

The consideration for the acquisition of the CZR Shares to which the Offer relates will be satisfied by the issue of Fenix Shares. Based on the number of CZR Shares on issue as at the Last Practicable Date, the maximum number of Fenix Shares which would be required to be issued under the Offer if every CZR Shareholder accepted the Offer is 973,144,489 Fenix Shares.

Fenix has the capacity to issue the maximum number of Fenix Shares which it may be required to issue under the Offer. Fenix intends to apply for the quotation of Fenix Shares issued under the Offer on ASX within 7 days of the date of the Offer in accordance with the Corporations Act.

The Offer itself is not subject to any financing conditions.

On the basis of the arrangements described above, Fenix believes that it has reasonable grounds for holding the view, and it does hold the view, that Fenix will be able to provide the Offer consideration.

9.2 Bid Implementation Agreement

On 25 February 2025, Fenix and CZR entered into a bid implementation agreement (BIA). The BIA sets out the agreed basis on which Fenix will make the Offer and the respective obligations of Fenix and CZR in relation to the Offer.

The BIA was released to ASX on 25 February 2025 and a copy is available from the ASX website at (www.asx.com.au).

A summary of the key elements of the BIA is set out below.

(a) Fenix has agreed to offer 0.85 Fenix Shares for every 1 CZR Share, increasing to 0.98 Fenix Shares for every 1 CZR Share if Fenix acquires a 75% Relevant Interest in CZR Shares on or before 7:00pm (AEDT) on 21 March 2025.

(b) Fenix is required to make the Offer on terms no less favourable to CZR Shareholders than those agreed (which are reflected in the Offer terms).

(c) CZR has agreed to certain exclusivity arrangements until the earlier of the date on which the Offer Period ends, the date the BID is validly terminated, or the date which is three months after the date of the BIA (**Exclusivity Period**). The BIA contains no shop, no talk and no due diligence restrictions on CZR during the Exclusivity Period, some of which are subject to fiduciary exceptions as is typical for transactions of this nature.

(d) The BIA also confers a matching right on Fenix, under which CZR must provide notice to Fenix of a 'Competing Proposal' (as defined in the BIA) and allow Fenix the right to match that proposal.

(e) The BIA includes other customary terms for an agreement of this nature including, but not limited to, customary warranties and representations and obligations on CZR to conduct the business in the ordinary course until the end of the Offer Period, and not to undertake acts that prevent the Condition from being satisfied or which cause the Condition to be breached.

9.3 Loan Agreement

Fenix and CZR have entered into a loan agreement under which Fenix will provide CZR with a standby unsecured $2,400,000 facility to assist with the future working capital purposes of CZR (**Loan Agreement**).

The loan will be repayable 12 months after the date of the BIA, but with an obligation to repay the amounts early in full:

(a) 30 days after receipt by CZR of a written demand by Fenix in the event of:

(i) a Third Party (other than Mark Gareth Creasy together with his Associates in accordance with item 9 of section 611 of the Corporations Act) acquiring 50% or more of shares in CZR or otherwise acquiring Control (has the meaning given by section 50AA of the Corporations Act) of CZR;

(ii) the BIA being validly terminated (other than pursuant to clauses 10.2(b) or 10.2(d) of the BIA) by Fenix in accordance with its terms;

(b) three calendar months after receipt by CZR of a written demand by Fenix in the event of the BIA being validly terminated by Fenix in accordance with clause 10.2(d) of the BIA;

(c) the date that is three calendar months after the Offer closes.

Interest will be payable on amounts drawn down at a rate of 12% per annum.

9.4 ASIC modifications to and exemptions from the Corporations Act

Fenix has not obtained from ASIC any modifications to the Corporations Act to facilitate the Offer. Fenix may, however, rely on various Class Order and ASIC instruments published by ASIC which provide for certain modifications and exemptions that apply generally for all bidders, including Fenix.

9.5 Date for determining holders of CZR Shares

For the purposes of section 633(2) of the Corporations Act, the date for determining the people to whom information is to be sent under items 6 and 12 of section 633(1) of the Corporations Act is 7:00pm (AEDT) on 24 February 2025, being the Register Date.

9.6 Status of Conditions

The Offer is subject to a number of Conditions set out in section 10.8. Fenix will provide updates on any material developments relating to the status of these Conditions through announcements to the ASX.

The date for giving the notice on the status of the Conditions required by section 630(1) of the Corporations Act is 1 April 2025 (subject to extension in accordance with section 630(2) of the Corporations Act if the Offer Period is extended).

Fenix is not presently aware of any events or circumstances which would result in the non-fulfilment of any of the Conditions.

9.7 Expiry date

No securities will be issued on the basis of this Bidder's Statement after the date which is 13 months after the date of this Bidder's Statement.

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9.8 JORC compliance statements

(a) Fenix

(i) Competent Person Statement – Iron Ridge (Mineral Resource)

The Mineral Resource estimate for the Iron Ridge Iron Ore Mine referred to in this Bidder's Statement was first reported in accordance with Listing Rule 5.8 in its ASX announcement dated 5 December 2024. Fenix confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

Fenix confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

(ii) Competent Person Statement – Beebyn-W11 (Mineral Resource)

The Mineral Resource estimate for the Beebyn-W11 Iron Ore Deposit referred to in this Bidder's Statement was first reported in accordance with Listing Rule 5.8 in its ASX announcement dated 3 October 2023. Fenix confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

Fenix confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

(iii) Competent Person Statement – Beebyn-W11 (Ore Reserves)

The Ore Reserves for the Beebyn-W11 Iron Ore Deposit referred to in this Bidder's Statement was first reported in accordance with Listing Rule 5.9 in its ASX announcement dated 25 July 2024. Fenix confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

Fenix confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

(iv) Compliance Statement – Beebyn-W11 (Production Target and Forecast Financial Information)

The production targets and forecast financial information for the Beebyn-W11 Iron Ore Deposit referred to in this Bidder's Statement was first reported in accordance with Listing Rules 5.16 and 5.17 in its ASX announcement dated 25 July 2024. Fenix confirms that all material assumptions underpinning the production targets and forecast financial information in the relevant market announcement continue to apply and have not materially changed.

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Fenix advises that the Proven Ore Reserve is based on Measured material, which makes up 83% of the total mined tonnage. Probable Ore Reserve is based on Indicated material only, which makes up 17% of the total mined tonnage.

(v) **Competent Person Statement – Shine Iron Ore Mine (Mineral Resource)**

The Mineral Resource estimate for the Shine Iron Ore Mine Deposit referred to in this Bidder's Statement was first reported in accordance with Listing Rule 5.8 in its ASX announcement dated 29 June 2023. Fenix confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

Fenix confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

(b) **CZR**

Fenix has not independently verified the information relating to CZR's Mineral Resource Estimates and Ore Reserve Estimates contained in this Bidder's Statement. Please refer to CZR's announcements released to ASX and dated:

(i) 12 December 2022 entitled "Mineral Resource increases a further 20% to 45Mt";

(ii) 26 April 2017 entitled "Yarraloola Project – Robe Mesa Resource Upgrade from 2016 Robe East Extension Drilling";

(iii) 9 May 2017 entitled "Yarraloola Project – Maiden Inferred Resource for the P529 deposit from 2016 RC Drilling"; and

(iv) 10 October 2023 entitled "Robe Mesa DFS reveals outstanding financial returns",

for the Competent Person's Statements relating to CZR's Mineral Resource Estimates and Ore Reserves.

9.9 Foreign laws

The Offer is not registered in any jurisdiction outside Australia (unless an applicable foreign law treats it as registered as a result of this document being lodged with ASIC). It is your sole responsibility to satisfy yourself that you are permitted by any foreign laws applicable to you to accept the Offer.

In particular, this Bidder's Statement may not be distributed to any person, and the Fenix Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

(a) **New Zealand**

This Bidder's Statement is not a New Zealand disclosure document and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 or any other New Zealand law.

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The offer of Fenix Shares is being made to existing shareholders of CZR in reliance upon the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 and, accordingly, this Bidder's Statement may not contain all the information that a disclosure document is required to contain under New Zealand law.

9.10 Ineligible Foreign Shareholders and Small Parcel Shareholder

CZR Shareholders who are Ineligible Foreign Shareholders will not be entitled to receive Fenix Shares as consideration for their CZR Shares pursuant to the Offer, unless Fenix otherwise determines.

A CZR Shareholder is an Ineligible Foreign Shareholder for the purposes of the Offer if their address as shown in the register of members of CZR is in a jurisdiction other than Australia or its external territories, and New Zealand unless Fenix determines (in its absolute discretion) that it is not legally or practically constrained from making the Offer to a CZR Shareholder in the relevant jurisdiction and to issue Fenix Shares to such a shareholder on acceptance of the Offer, and that it is lawful for the shareholder to accept the Offer in such circumstances in the relevant jurisdiction (**Ineligible Foreign Shareholder**). Notwithstanding anything else in this Bidder's Statement, Fenix is not under any obligation to spend any money, or undertake any action, in order to satisfy itself concerning any of these matters.

If, following acceptance of the Offer, the total number of Fenix Shares you are entitled to receive as consideration under the Offer is a Small Parcel, you will be deemed to be a 'Small Parcel Shareholder'.

The Fenix Shares which would otherwise have been issued to Ineligible Foreign Shareholders and Small Parcel Shareholders will instead be issued to the Nominee, who will sell these Shares. The net proceeds of the sale of such Shares will then be remitted to the relevant Ineligible Foreign Shareholders and Small Parcel Shareholders. See section 10.7 for further details.

9.11 Consents

Each of the following has consented to being named in the Bidder's Statement in the capacity as noted below and have not withdrawn such consent prior to the date of lodgement of this Bidder's Statement:

(a) Hamilton Locke as legal adviser to Fenix;

(b) Poynton Stavrianou as financial adviser to Fenix;

(c) Automic Pty Ltd as share registry; and

(d) each of the CZR Directors.

Each of the parties referred to in this section 9.11:

(a) has not authorised or caused the issue of this Bidder's Statement;

(b) does not make, or purport to make, any statement in this Bidder's Statement or on which a statement made in the Bidder's Statement is based other than as specified in this section; and

(c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Bidder's Statement other than a reference to its name and a statement included in this Bidder's Statement with the consent of that party as specified in this section.

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There are a number of persons referred to elsewhere in this Bidder's Statement who are not experts and who have not made statements included in this Bidder's Statement nor are there any statements made in this Bidder's Statement on the basis of any statements made by those persons. These persons did not consent to being named in the Bidder's Statement and did not authorise or cause the issue of the Bidder's Statement

As permitted by *ASIC Corporations (Takeover Bids) Instrument 2023/683*, this Bidder's Statement includes or is accompanied by statements which are made, or based on statements made, in documents lodged with ASIC or given to ASX. Pursuant to this ASIC Instrument, the consent of the person to whom such statements are attributed is not required for the inclusion of these statements in this Bidder's Statement. Any CZR Shareholder who would like to receive a copy of any of these documents may obtain a copy free of charge (within two Business Days of the request) during the Offer Period by calling the Offer Information Line on 1300 441 599 (for callers within Australia) or +61 2 9068 1927 (for callers outside Australia), Monday to Friday between 8:30am and 7:00pm (AEDT).

CZR Shareholders should note that Fenix has assumed, for the purpose of preparing this Bidder's Statement, that the information contained in the documents lodged with ASIC or ASX is accurate. However, neither Fenix nor its Directors take responsibility for the content of these documents and are not to be taken as endorsing, in any way, any or all statements contained in such documents, except to the extent required by law.

As permitted by *ASIC Corporations (Consents to Statements) Instrument 2016/72*, this Bidder's Statement may include or be accompanied by certain statements:

(a) which fairly represent what purports to be a statement by an official person;

(b) which are a correct and fair copy of, or extract from, what purports to be a public official document; or

(c) which are a correct and fair copy of, or extract from, a statement which has already been published in a book, journal or comparable publication.

In addition, as permitted by *ASIC Corporations (Consents to Statements) Instrument 2016/72*, this Bidder's Statement contains trading data sourced from S&P Capital IQ provided without their consent.

9.12 Disclosure of fees and benefits received by certain persons

Other than as set out below or elsewhere in this Bidder's Statement, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

(a) to a director or proposed director of Fenix to induce them to become, or to qualify as, a director of Fenix; or

(b) for services provided by an interested person in connection with the formation or promotion of Fenix or the offer of Fenix Shares under the Offer.

Hamilton Locke has acted as legal adviser to Fenix in connection with the Offer and is entitled to professional fees in accordance with its normal time-based charges.

Automic Pty Ltd has acted as Fenix's share registry in connection with the Offer and is entitled to professional fees in accordance with its normal time-based charges.

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9.13 Other material information

Except as disclosed elsewhere in this Bidder's Statement, there is no other information that is:

(a) material to the making of a decision by a CZR Shareholder whether or not to accept the Offer; and

(b) known to Fenix,

which has not previously been disclosed to CZR Shareholders.

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10. TERMS AND CONDITIONS OF THE OFFER

10.1 Offer

(a) Fenix offers to acquire all of Your Shares on and subject to the terms and conditions set out in this Bidder's Statement.

(b) The Base Offer Consideration is 0.85 Fenix Shares for every 1 CZR Share, increasing to the Increased Offer Price of 0.98 Fenix Shares for every 1 CZR Share held if Fenix acquires a 75% Relevant Interest in CZR Shares on or before 7:00pm (AEDT) on 21 March 2025. If this calculation results in an entitlement to a fraction of a Fenix Share, that fraction will be rounded up to the next whole number of Fenix Shares.

(c) If, at the time this Offer is made to you, you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will not receive Fenix Shares. Instead, you are offered and will be paid the net proceeds determined in accordance with section 10.7 of this Bidder's Statement.

(d) The Fenix Shares to be issued are ordinary shares in Fenix and will be credited as fully paid and have the rights summarised in section 3.13 of this Bidder's Statement.

(e) By accepting this Offer, you undertake to transfer to Fenix not only the CZR Shares to which the Offer relates, but also all Rights attached to those CZR Shares (see section 10.5(c)(vi) and section 10.5(c)).

(f) This Offer is being made to each person registered as the holder of CZR Shares in the register of CZR Shareholders on the Register Date. It also extends to:

  (i) holders of securities that come to be CZR Shares during the period from the Register Date to the end of the Offer Period due to the conversion of, or exercise of rights conferred by, such securities and which are on issue as at the Register Date; and

  (ii) any person who becomes registered as the holder of Your Shares during the Offer Period.

(g) If, at the time the Offer is made to you, or at any time during the Offer Period, another person is registered as the holder of some or all of Your Shares, then:

  (i) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to that other person in respect of those CZR Shares;

  (ii) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to you in respect of any other CZR Shares you hold to which the Offer relates; and

  (iii) this Offer will be deemed to have been withdrawn immediately at that time.

(h) If at any time during the Offer Period you are registered as the holder of one or more parcels of CZR Shares as trustee or nominee for, or otherwise on account of, another person, you may accept as if a separate and distinct offer on the same terms and conditions as this Offer had been made in relation to each of those distinct parcels and any distinct parcel you hold in your own right. To validly accept the Offer for each parcel, you must comply with the procedure in section 653B(3) of the Corporations Act. If, for the purposes of complying with that procedure, you require additional copies of this Bidder's Statement and/or the Acceptance Form, please call the Offer Information Line on 1300 441 599 (for callers within Australia) or +61 2 9068 1927 (for callers outside

Australia), Monday to Friday between 8:30am and 7:00pm (AEDT) to request those additional copies.

(i) If Your Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee you should contact that nominee for assistance in accepting the Offer.

(j) The Offer is dated 25 February 2025.

10.2 Offer Period

(a) Unless withdrawn, the Offer will remain open for acceptance during the period commencing on the date of this Offer and ending at 7:00pm (AEST) on the later of:

(i) 8 April 2025; or

(ii) any date to which the Offer Period is extended.

(b) Fenix reserves the right, exercisable in its sole discretion, to extend the Offer Period in accordance with the Corporations Act.

(c) In accordance with section 624(2) of the Corporations Act, if, within the last 7 days of the Offer Period, either of the following events occurs:

(i) the Offer is varied to improve the consideration offered; or

(ii) Fenix's voting power in CZR increases to more than 50%,

then the Offer Period will be automatically extended so that it ends 14 days after the relevant event, subject to any further extensions in accordance with the Corporations Act.

10.3 How to accept this Offer

(a) **General**

(i) You may only accept this Offer for all of Your Shares.

(ii) You may accept this Offer at any time during the Offer Period.

(b) **Issuer Sponsored Holdings**

If you hold your CZR Shares in an Issuer Sponsored Holding (your Securityholder Reference Number (**SRN**) starts with "I"), to accept the Offer you may accept the Offer online or by using the Acceptance Form accompanying this Bidder's Statement.

Acceptance Form

To accept the Offer using an Acceptance Form you must:

(i) complete and sign the accompanying Acceptance Form in accordance with the instructions on it. You can accept the Offer in respect of all of your CZR Shares. If you sign and return the Acceptance Form, you will be deemed to have accepted the Offer in respect of all of your Maximus Shares; and

(ii) return the completed Acceptance Form, and all other documents required by the instructions on the Acceptance Form, so that they are received in sufficient time to be processed before the end of the Offer Period at the address shown on the Acceptance Form.

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Online acceptance

To accept the Offer online you must register to use the Automic Investor Portal at https://investor.automic.com.au/ on your browser and follow these instructions:

(iii) Select "CZR Takeover Offer" from the dropdown list in the Issuer Name field;

(iv) Enter your Securityholder Reference Number (SRN) as shown on your most recent holding statement;

(v) Enter your postcode OR country of residence (only if outside Australia);

(vi) Tick the box "I'm not a robot" and then select "Next";

(vii) Complete the prompts to set up your username and password details; and

(viii) Once you are logged in, select “Offers” from the left-hand vertical menu and follow the online prompts to submit your acceptance.

Your online acceptance of the Offer must be received before the end of the Offer Period.

(c) **CHESS Holdings**

If you hold your CZR Shares in a CHESS Holding (your HIN starts with "X"), to accept the Offer you may do so in one of the following ways.

Direct instruction to Controlling Participant

You may instruct your Controlling Participant (normally your broker) to accept the Offer on your behalf before the end of the Offer Period.

Online acceptance

To accept the Offer online you must register to use the Automic Investor Portal at https://investor.automic.com.au/ on your browser and follow these instructions:

(i) Select "CZR Takeover Offer" from the dropdown list in the Issuer Name field;

(ii) Enter your Holder Identification Number (**HIN**) as shown on your most recent holding statement;

(iii) Enter your postcode OR country of residence (only if outside Australia);

(iv) Tick the box "I'm not a robot" and then select "Next";

(v) Complete the prompts to set up your username and password details; and

(vi) Once you are logged in, select “Offers” from the left-hand vertical menu and follow the online prompts to submit your acceptance.

Your online acceptance of the Offer must be received before the end of the Offer Period.

Acceptance Form

To accept the Offer using an Acceptance Form you must:

(i) complete and sign the accompanying Acceptance Form in accordance with the instructions on it. You can accept the Offer in respect of all of your CZR Shares.

If you sign and return the Acceptance Form, you will be deemed to have accepted the Offer in respect of all of your Maximus Shares; and

(ii) return the completed Acceptance Form, and all other documents required by the instructions on the Acceptance Form, so that they are received in sufficient time to be processed before the end of the Offer Period at the address shown on the Acceptance Form.

(d) **Acceptance Form and other documents**

(i) The Acceptance Form forms part of the Offer.

(ii) If your Acceptance Form (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is returned by post, for your acceptance to be valid you must ensure that they are posted or delivered in sufficient time for them to be received by Fenix at the address shown on the Acceptance Form in sufficient time to be processed before the end of the Offer Period.

(iii) When using the Acceptance Form to accept this Offer in respect of CZR Shares in a CHESS Holding, you must ensure that the Acceptance Form (and any documents required by the terms of this Offer and the instruction on the Acceptance Form) are received by Fenix in time for Fenix to instruct your Controlling Participant to initiate acceptance of this Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules in sufficient time to be processed before the end of the Offer Period.

(iv) The postage and transmission of the Acceptance Form and other documents is at your own risk.

10.4 Validity of acceptances

(a) Subject to this section 10.4, your acceptance of the Offer will not be valid unless it is made in accordance with the procedures set out in section 10.3.

(b) Fenix will determine, in its sole discretion, all questions as to the form of documents, eligibility to accept the Offer and time of receipt of an acceptance of the Offer. Fenix is not required to communicate with you prior to or after making this determination. The determination of Fenix will be final and binding on all parties.

(c) Fenix may, in its sole discretion, at any time and without further communication to you, deem any Acceptance Form it receives to be a valid acceptance in respect of Your Shares, even if a requirement for acceptance has not been complied with but the payment of the consideration in accordance with the Offer may be delayed until any irregularity has been resolved or waived and any other documents required to procure registration have been received by Fenix.

10.5 The effect of acceptance

(a) You will be unable to revoke your acceptance. The contract resulting from your acceptance will be binding on you and you will be unable to withdraw Your Shares from the Offer or otherwise dispose of Your Shares, except as follows:

(i) if, by the relevant times specified in section 10.5(b), the Conditions in section 10.8 have not all been fulfilled or freed, this Offer will automatically terminate and Your Shares will be returned to you; or

(ii) if the Offer Period is extended for more than one month and the obligations of Fenix to deliver the consideration are postponed for more than one month and,

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at the time, this Offer is subject to one or more of the Conditions in section 10.8, you may be able to withdraw your acceptance and Your Shares in accordance with section 650E of the Corporations Act. A notice will be sent to you at the time explaining your rights in this regard.

(b) The relevant time for the purposes of section 10.5(a)(i) is the end of the Offer Period.

(c) By signing and returning the Acceptance Form, or otherwise accepting this Offer pursuant to section 10.3, you will be deemed to have:

(i) accepted this Offer (and any variation of it) in respect of, and, subject to all of the Conditions to this Offer in section 10.8 being fulfilled or freed, agreed to transfer to Fenix, all of Your Shares (even if the number of CZR Shares specified on the Acceptance Form differs from the number of Your Shares), subject to sections 10.1(g) and 10.1(h);

(ii) represented and warranted to Fenix, as a fundamental condition going to the root of the contract resulting from your acceptance, that at the time of acceptance, and the time the transfer of Your Shares (including any Rights) to Fenix is registered, that all Your Shares are and will be free from all mortgages, charges, liens, encumbrances and adverse interests of any nature (whether legal or otherwise) and free from restrictions on transfer of any nature (whether legal or otherwise), that you have full power and capacity to accept this Offer and to sell and transfer the legal and beneficial ownership in Your Shares (including any Rights) to Fenix, and that you have paid to CZR all amounts which at the time of acceptance have fallen due for payment to CZR in respect of Your Shares;

(iii) irrevocably authorised Fenix (and any director, secretary, nominee or agent of Fenix) to alter the Acceptance Form on your behalf by inserting correct details relating to Your Shares, filling in any blanks remaining on the form and rectifying any errors or omissions as may be considered necessary by Fenix to make it an effective acceptance of this Offer or to enable registration of Your Shares in the name of Fenix;

(iv) if you signed the Acceptance Form in respect of CZR Shares which are held in a CHESS Holding, irrevocably authorised Fenix (or any director, secretary, nominee or agent of Fenix) to instruct your Controlling Participant to initiate acceptance of this Offer in respect of Your Shares in accordance with Rule 14.14 of the ASX Settlement Operating Rules;

(v) if you signed the Acceptance Form in respect of CZR Shares which are held in a CHESS Holding, irrevocably authorised Fenix (or any director, secretary, nominee or agent of Fenix) to give any other instructions in relation to Your Shares to your Controlling Participant, as determined by Fenix acting in its own interests as a beneficial owner and intended registered holder of those CZR Shares;

(vi) irrevocably authorised and directed CZR to pay to Fenix, or to account to Fenix for, all Rights in respect of Your Shares, subject, if this Offer is withdrawn, to Fenix accounting to you for any such Rights received by Fenix;

(vii) irrevocably authorised Fenix to notify CZR on your behalf that your place of address for the purpose of serving notices on you in respect of Your Shares is the address specified by Fenix in the notification;

(viii) with effect from the time and date on which all the Conditions to this Offer in section 10.8 have been fulfilled or freed, to have irrevocably appointed Fenix

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(and any director, secretary or nominee of Fenix) severally from time to time as your true and lawful attorney to exercise all your powers and rights in relation to Your Shares, including (without limitation) powers and rights to requisition, convene, attend and vote in person, by proxy or by body corporate representative, at all general meetings and all court-convened meetings of CZR and to request CZR to register, in the name of Fenix or its nominee, Your Shares, as appropriate, with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable);

(ix) with effect from the date on which all the Conditions to this Offer in section 10.8 have been fulfilled or freed, to have agreed not to attend or vote in person, by proxy or by body corporate representative at any general meeting or any court-convened meeting of CZR or to exercise or purport to exercise any of the powers and rights conferred on Fenix (and its directors, secretaries and nominees) in section 10.5(c)(viii);

(x) agreed that in exercising the powers and rights conferred by the powers of attorney granted under section 10.5(c)(viii), the attorney will be entitled to act in the interests of Fenix as the beneficial owner and intended registered holder of Your Shares;

(xi) agreed to do all such acts, matters and things that Fenix may require to give effect to the matters the subject of this section 10.5(c) (including the execution of a written form of proxy to the same effect as this section 10.5(c) which complies in all respects with the requirements of the constitution of CZR) if requested by Fenix;

(xii) agreed to indemnify Fenix in respect of any claim or action against it or any loss, damage or liability whatsoever incurred by it as a result of you not producing your Holder Identification Number or Securityholder Reference Number or in consequence of the transfer of Your Shares to Fenix being registered by CZR without production of your Holder Identification Number or your Securityholder Reference Number for Your Shares;

(xiii) represented and warranted to Fenix that, unless you have notified it in accordance with section 10.1(h), Your Shares do not consist of separate parcels of CZR Shares;

(xiv) irrevocably authorised Fenix (and any nominee) to transmit a message in accordance with Rule 14.17 of the ASX Settlement Operating Rules to transfer Your Shares to Fenix's Takeover Transferee Holding or effect a transfer into Fenix's name for issuer sponsored holdings, regardless of whether it has paid the consideration due to you under this Offer;

(xv) agreed, subject to the Conditions of this Offer in section 10.8 being fulfilled or freed, to execute all such documents, transfers and assurances, and do all such acts, matters and things that Fenix may consider necessary or desirable to convey Your Shares registered in your name and Rights to Fenix; and

(xvi) agreed to accept the Fenix Shares to which you have become entitled by acceptance of this Offer subject to the constitution of Fenix and have authorised Fenix to place your name on its register of shareholders in respect of those Fenix Shares.

(d) The undertakings and authorities referred to in section 10.5(c) will remain in force after you receive the consideration for Your Shares and after Fenix becomes registered as the holder of Your Shares.

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10.6 Consideration for Your Shares

(a) Subject to section 10.4(b), this section 10.6 and section 10.7 and the Corporations Act, Fenix will provide the consideration due to you for Your Shares on or before the earlier of:

(i) one month after the date of your acceptance or, if this Offer is subject to a defeating Condition when you accept this Offer, within one month after this Offer becomes unconditional; and

(ii) 21 days after the end of the Offer Period.

(b) Where the Acceptance Form requires an additional document to be delivered with your Acceptance Form (such as a power of attorney):

(i) if that document is given with your Acceptance Form, Fenix will provide the consideration in accordance with section 10.6(a);

(ii) if that document is given after your Acceptance Form and before the end of the Offer Period while this Offer is subject to a defeating Condition, Fenix will provide the consideration due to you on or before the earlier of one month after this Offer becomes unconditional and 21 days after the end of the Offer Period;

(iii) if that document is given after your Acceptance Form and before the end of the Offer Period while this Offer is not subject to a defeating Condition, Fenix will provide the consideration due to you on or before the earlier of one month after that document is given and 21 days after the end of the Offer Period; and

(iv) if that document is given after the end of the Offer Period, and the Offer is not subject to a defeating Condition, Fenix will provide the consideration within 21 days after that document is given. However, if at the time the document is given, the Offer is still subject to a defeating Condition that relates only to the happening of an event or circumstance referred to in section 652C(1) or (2) of the Corporations Act, Fenix will provide the consideration due to you within 21 days after the Offer becomes unconditional.

(c) If you accept this Offer, Fenix is entitled to all Rights in respect of Your Shares. Fenix may require you to provide all documents necessary to vest title to those Rights in Fenix, or otherwise to give it the benefit or value of those Rights. If you do not give those documents to Fenix, or if you have (or any previous owner of Your Shares has) received the benefit of those Rights, Fenix will deduct from the consideration otherwise due to you the amount (or value, as reasonably assessed by Fenix) of those Rights. However, no amount will be deducted in respect of the franking credits (if any) attached to the Rights.

(d) If you have accepted the Offer and you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will receive your share of the proceeds from the sale of the Fenix Shares in accordance with section 10.7.

(e) Payment of any cash amount to which you are entitled under the Offer will be made by cheque in Australian currency. Cheques will be posted to you at your risk by ordinary mail (or in the case of overseas shareholders, by airmail) to the address as shown either, at the discretion of Fenix, on your Acceptance Form, or on the register copy supplied by CZR from time to time.

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(f) The obligation of Fenix to issue and allot any Fenix Shares to which you are entitled will be satisfied by Fenix:

(i) entering your name on the register of members of Fenix; and

(ii) dispatching or procuring the dispatch to you by pre-paid post to your address recorded in CZR's register of members last notified to Fenix, an uncertificated holding statement in your name. If Your Shares are held in a joint name, an uncertificated holding statement will be issued in the name of, and forwarded to, the holder whose name appears first in CZR's register of members last notified to Fenix.

(g) Under no circumstances will interest be paid on the consideration to which you are entitled, regardless of any delay in providing the consideration or any extension of the Offer.

(h) If at the time you accept the Offer, any authority, clearance or approval is required for you to receive any consideration for Your Shares, including (but not limited to) any authority, clearance or approval of:

(i) the Reserve Bank of Australia (whether under the *Banking (Foreign) Exchange Regulations 1959* (Cth) or otherwise);

(ii) the Minister for Foreign Affairs (whether under the *Charter of the United Nations Act 1945* (Cth), the Charter of the *United Nations (Dealing with Assets) Regulations 2008* (Cth) or any other regulations made thereunder), or otherwise;

(iii) the Commissioner of Taxation; or

(iv) any other person as required by any other law of Australia that would make it unlawful for Fenix to provide any consideration for Your Shares,

then you will not be entitled to receive any consideration for Your Shares until all requisite authorities, clearances or approvals have been received by Fenix.

(i) If Fenix determines, acting reasonably and in good faith that it is liable to pay an amount of Foreign Resident CGT Withholding Tax to the Commissioner of Taxation pursuant to Subdivision 14-D of Schedule 1 to the *Taxation Administration Act 1953* (Cth) (**TAA**) with respect to the acquisition of CZR Shares from a CZR Shareholder, Fenix will, for any such CZR Shareholder:

(i) determine the amount required to be paid to the Commissioner of Taxation being 15%, or such lesser amount approved by the Commissioner of Taxation in the Variation Notice (**Foreign Resident CGT Payment Amount**);

(ii) determine the amount of Fenix Shares as necessary in the reasonable opinion of Fenix to account for the relevant Foreign Resident CGT Payment Amount (taking into account reasonable fluctuations in share price) that would otherwise have been issued to the CZR Shareholder will be issued to the Nominee;

(iii) instruct the Nominee to sell the Fenix Shares withheld under section 10.6(i)(ii), and return to Fenix the relevant sale proceeds, after deducting any reasonable and applicable fees, brokerage, taxes and charges, and transfer to the CZR Shareholder any surplus amount of Fenix Shares (if any);

(iv) remit the Foreign Resident CGT Payment Amount to the Commissioner of Taxation (or retain the sale proceeds, as a reimbursement, where the Foreign

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Resident CGT Payment Amount has already been paid by Fenix to the Commissioner of Taxation); and

(v) after deduction of the Foreign Resident CGT Payment Amount, provide the net proceeds (including, where applicable, the requisite net number of Fenix Shares after an adjustment in respect of deduction on account of the Foreign Resident CGT Payment Amount to reduce the number of Fenix Shares provided) to that CZR Shareholder for the purposes of this Offer.

For the avoidance of doubt, where the conditions in this section 10.6(i) are satisfied, Fenix will, for the purposes of this Offer, be deemed to have satisfied its obligations to provide the Offer consideration to a CZR Shareholder if the amount or value of the net proceeds provided to the CZR Shareholder are equal to the amount or value of the Offer consideration that would have otherwise been provided to the CZR Shareholder pursuant to the Offer, less the Foreign Resident CGT Payment Amount Payment Amount for that CZR Shareholder.

10.7 Ineligible Foreign Shareholders and Small Parcel Shareholders

(a) If you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will not be entitled to receive Fenix Shares as the consideration for Your Shares as a result of accepting this Offer, and Fenix will:

(i) arrange for the issue to the Nominee of the number of Fenix Shares to which you and all other Ineligible Foreign Shareholders and Small Parcel Shareholders would have otherwise been entitled but for section 10.1(c);

(ii) cause the Fenix Shares so issued to be offered for sale by the Nominee on ASX as soon as practicable and otherwise in the manner, at the price and on such other terms and conditions as are determined by the Nominee (at the risk of the Ineligible Foreign Shareholders and Small Parcel Shareholders); and

(iii) pay you the amount ascertained in accordance with the formula (for the avoidance of doubt, subject to adjustment under section 10.6(i), if applicable):

where: $\frac{N \times YS}{TS}$

'N' is the amount which is received by the Nominee on the sale of all Fenix Shares under this section 10.7 less brokerage and sale expenses;

'YS' is the number of Fenix Shares which would, but for section 10.1(c), otherwise have been allotted to you; and

'TS' is the total number of Fenix Shares allotted to the Nominee under this section 10.7.

(b) You will receive your share of the proceeds of the sale of Fenix Shares by the Nominee, calculated in accordance with section 10.7(a), in Australian currency.

(c) Payment will be made by cheque posted to you at your risk by ordinary mail (or in the case of overseas shareholders, by airmail) at the address provided on your Acceptance Form within the period required by the Corporations Act.

(d) Under no circumstances will interest be paid on your share of the proceeds of the sale of Fenix Shares by the Nominee, regardless of any delay in remitting these proceeds to you.

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(e) The Nominee may sell the Fenix Shares in such manner, at such price or prices and on such terms as the Nominee determines, and at the risk of the Ineligible Foreign Shareholders and Small Parcel Shareholders. The Nominee will sell the Fenix Shares on ASX following the issue of those shares to it.

(f) As the market price of Fenix Shares will be subject to change from time to time, the sale price of the Fenix Shares sold by the Nominee and the proceeds of those sales cannot be guaranteed. Neither Fenix nor the Nominee gives any assurance as to the price that will be achieved for the sale of the Fenix Shares by the Nominee.

(g) The Nominee will be appointed by, and will provide the Nominee services to, Fenix. In acting as Nominee, the Nominee will not be acting as agent or sub-agent of any Ineligible Foreign Shareholder or Small Parcel Shareholder, does not have duties or obligations (fiduciary or otherwise) to any Ineligible Foreign Shareholder or Small Parcel Shareholder and does not underwrite the sale of the Fenix Shares.

10.8 Conditions of this Offer

Subject to section 10.9, the completion of this Offer and any contract that results from an acceptance of this Offer, are subject to the fulfilment of the Conditions set out below:

(a) **Minimum acceptance**

At or before the end of the Offer Period, the Bidder has a Relevant Interest in such number of CZR Shares as represents at least 75% in aggregate of all CZR Shares then on issue.

(b) **No Material Adverse Change**

Between the execution date of the BIA until the end of the Offer Period, no Material Adverse Change (as defined below) occurs.

Material Adverse Change means a change, event, fact, circumstance, occurrence or matter that occurs, is announced or becomes known to Fenix or CZR (in each case whether or not it becomes public) that:

(i) has or could reasonably be expected to have (whether individually or when aggregated with all such changes, events, facts, circumstances, occurrences, information or matters) the effect of diminishing the consolidated net assets of the CZR Group as stated in CZR's financial statement for the half year ended 31 December 2024 (excluding any reduction in cash incurred in the ordinary course of business or in the course of implementing the Takeover Bid) by $2,500,000 or more;

(ii) gives rise to the suspension, revocation, invalidity, unenforceability, materially adverse variation, premature lapse or premature termination of all or any material rights under any CZR Key Tenement (other than planned relinquishment or abandonment); or

(iii) involves the grant of mining or other rights or interests of any kind over all or part of any area covered by or the subject of a CZR Key Tenement to any person other than the holder(s) of that CZR Key Tenement (in that capacity) which materially conflict or could reasonably be expected to materially conflict with the enjoyment of the rights conferred or purported to be conferred by that CZR Key Tenement;

but does not include any event, occurrence, change, condition, matter, circumstance or thing:

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(iv) required or expressly permitted by the Transaction Documents or the Agreed Budget;

(v) done with the prior written consent of Fenix, such consent not to be unreasonably withheld or delayed;

(vi) Fairly Disclosed in the CZR Diligence Materials;

(vii) Fairly Disclosed in public filings of CZR on the ASX in the 24 months before the execution date of the BIA;

(viii) arising as a result of any changes in general economic, industry, regulatory or political conditions, commodity prices (including the iron ore price) or the securities or other capital markets (including changes in interest rates), which impact on the CZR Group members and their competitors in substantially the same way;

(ix) arising as a result of any generally applicable change in law or governmental policy in any of the jurisdictions in which a CZR Group Member operates;

(x) resulting from changes in generally accepted accounting principles or the interpretation of them by any Regulatory Authority or Government Agency;

(xi) arising as a result of the execution, announcement or performance of the Transaction Documents in accordance with their terms; or

(xii) arising as a result of any war, act of terrorism, civil unrest or similar event occurring or any act of God, lightning, storm, flood, fire, earthquake or explosion, cyclone, tidal wave, landslide, adverse weather conditions.

(c) **No Prescribed Occurrence**

Between the execution date of the BIA until the end of the Offer Period, no Prescribed Occurrence (as defined below) occurs.

Prescribed Occurrence means an event referred to in sections 652C(1) or 652C(2) of the Corporations Act other than:

(i) to the extent Fairly Disclosed in the CZR Diligence Materials or public filings of CZR with ASX in the 24 months before the execution date of the BIA; or

(ii) CZR undertaking a capital raising involving the issue of CZR Shares to raise up to $3 million at any time following the date 3 months from the date of the BIA.

(d) **No Regulated Event**

Between the execution date of the BIA until the end of the Offer Period, no Regulated Event (as defined below) occurs.

Regulated Event means the occurrence of any of the following events:

(i) any member of the CZR Group declaring, paying or distributing any dividend, bonus or other share of its profits or assets or returning or agreeing to return any capital to its shareholders (other than a direct or indirect wholly owned Subsidiary of CZR declaring, paying or distributing any dividend, bonus or other share of its profits or assets or returning or agreeing to return any capital to CZR or to another direct or indirect wholly owned Subsidiary of CZR);

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(ii) a member of the CZR Group issuing securities, including without limitation shares, or granting an option over its shares, or agreeing to make such an issue or grant such an option, including pursuant to a dividend reinvestment or other share plan, other than an issue of any shares or other securities:

(A) to a directly or indirectly wholly-owned Subsidiary of CZR; or

(B) as a result of the exercise of options over unissued CZR Shares, or the conversion or exercise of other rights to acquire CZR Shares, that are on issue as at the execution date of the BIA;

(iii) a member of the CZR Group issuing or agreeing to issue securities convertible into shares, including pursuant to a dividend reinvestment or other share plan;

(iv) CZR making any change to its constitution;

(v) a member of the CZR Group granting a Security Interest, or agreeing to grant a Security Interest, in the whole, or a substantial part, of its business or property;

(vi) a member of the CZR Group incurs any financial indebtedness or issues any debt securities, other than in accordance with the Agreed Budget or pursuant to advances under its credit facilities in existence as at the execution date of the BIA where the funds drawn pursuant to those advances are used in the ordinary course of business;

(vii) a member of the CZR Group makes any loans, advances or capital contributions to, or investments in, any other person (other than to or in CZR or to another direct or indirect wholly owned Subsidiary of CZR in the ordinary course of business or to Fenix), other than in the ordinary course of business;

(viii) a member of the CZR Group entering, varying or terminating any material contract, joint venture, partnership or other commitment which is material in the context of the business of the CZR Group as a whole, other than in the ordinary course of business;

(ix) a member of the CZR Group entering into or resolving to enter into a transaction with a related entity of CZR (as defined in the Corporations Act, but excluding transactions between members of the CZR Group);

(x) any member of the CZR Group settling or compromising a material dispute;

(xi) CZR ceases to be admitted to the official list of ASX or a Regulatory Authority issuing a temporary or permanent cease trading order prohibiting the trading in any class of securities of CZR that has not been lifted or remedied by the end of the Offer Period; or

(xii) any member of the CZR Group authorising, committing, announcing or agreeing to take any of the actions referred to in the paragraphs above,

but excludes the transactions contemplated by the BIA and matters Fairly Disclosed in the CZR Diligence Materials or public filings of CZR with ASX in the 24 months before the execution date of the BIA or done with the prior written consent of Fenix.

(e) **No breach of a CZR Representations and Warranties**

As at the execution date of the BIA and until the end of the Offer Period, the CZR Representations and Warranties are true and correct in all material respects

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(f) **No regulatory restraints**

No judgment, order, decree, statute, law, ordinance, rule of regulation, or other temporary restraining order, preliminary or permanent injunction, restraint or prohibition, entered, enacted, promulgated, enforced or issued by any court or other Government Agency of competent jurisdiction remains in effect at the end of the Offer Period that prohibits, materially restricts, makes illegal or restrains the completion of the Takeover Bid.

(g) **Regulatory approvals**

Before the end of the Offer Period:

(i) ASIC has issued or provided all such relief, confirmations, consents, approvals, qualifications or exemptions, or does such other acts which are necessary to implement the Takeover Bid and complete the transactions contemplated by the BIA and such relief, waivers, confirmations, consents, approvals, qualifications or exemptions or other acts (as the case may be) have not been withdrawn, suspended, varied or revoked;

(ii) ASX has issued or provided all such relief, confirmations, consents, approvals, waivers or does such other acts which are necessary to implement the Takeover Bid and complete the transactions contemplated by the BIA and such relief, confirmations, consents, approvals, waivers or other acts (as the case may be) have not been withdrawn, suspended, varied or revoked; and

(iii) all other regulatory approvals, waivers, consents, exemptions or declarations that are necessary or required by law, or by any Regulatory Authority, to implement the Takeover Bid and complete the transactions contemplated by the BIA being granted, given, made or obtained and those regulatory approvals or waivers not being withdrawn, cancelled, revoked or varied in a manner that is materially adverse to the parties (or subject to any notice, intimation or indication of intention to do any such thing).

10.9 Nature and benefit of Conditions

(a) The Conditions in section 10.8 are conditions subsequent. The non-fulfilment of any condition subsequent does not, until the end of the Offer Period, prevent a contract to sell Your Shares from arising, but non-fulfilment of any of those Conditions will have the consequences set out in section 10.10(b).

(b) Subject to the Corporations Act, Fenix alone is entitled to the benefit of the Conditions in section 10.8, or to rely on any non-fulfilment of any of them.

(c) Each Condition in section 10.8 is a separate, several and distinct condition. No Condition will be taken to limit the meaning or effect of any other Condition.

10.10 Freeing the Offer of Conditions

(a) Fenix may free this Offer, and any contract resulting from its acceptance, from all or any of the conditions subsequent in section 10.8, either generally or by reference to a particular fact, matter, event, occurrence or circumstance (or class thereof), by giving a notice to CZR and to ASX declaring this Offer to be free from the relevant condition

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or conditions specified, in accordance with section 650F of the Corporations Act. This notice may be given not less than 7 days before the end of the Offer Period.

(b) If, at the end of the Offer Period, the Conditions in section 10.8 have not been fulfilled and Fenix has not declared the Offer (or it has not become) free from those conditions, all contracts resulting from the acceptance of the Offer will be automatically void.

10.11 Official quotation of Fenix Shares

(a) Fenix has been admitted to the official list of ASX. Fenix Shares of the same class as those to be issued as consideration have been granted official quotation by ASX.

(b) An application will be made within 7 days after the start of the bid period to ASX for the granting of official quotation of the Fenix Shares to be issued in accordance with the Offer. However, official quotation is not granted automatically on application.

(c) Pursuant to the Corporations Act, this Offer and any contract that results from your acceptance of it are subject to a condition that permission for admission to official quotation by ASX of the Fenix Shares to be issued pursuant to the Offer being granted no later than 7 days after the end of the bid period. If this condition is not fulfilled, all contracts resulting from the acceptance of the Offer will be automatically void.

10.12 Withdrawal of this Offer

(a) This Offer may be withdrawn with the consent in writing of ASIC, which consent may be subject to conditions. If ASIC gives such consent, Fenix will give notice of the withdrawal to ASX and to CZR and will comply with any other conditions imposed by ASIC.

(b) If, at the time this Offer is withdrawn, all the Conditions in section 10.8 have been freed, all contracts arising from acceptance of the Offer before it was withdrawn will remain enforceable.

(c) If, at the time this Offer is withdrawn, the Offer remains subject to one or more of the Conditions in section 10.8, all contracts arising from its acceptance will become void (whether or not the events referred to in the relevant conditions have occurred).

(d) A withdrawal pursuant to section 10.12 will be deemed to take effect:

(i) if the withdrawal is not subject to conditions imposed by ASIC, on and after the date on which that consent in writing is given by ASIC; or

(ii) if the withdrawal is subject to conditions imposed by ASIC, on and after the date on which those conditions are satisfied.

10.13 Variation of this Offer

Fenix may vary this Offer in accordance with the Corporations Act.

10.14 No stamp duty

Fenix will pay any stamp duty on the transfer of Your Shares to it.

10.15 Governing laws

This Offer and any contract that results from your acceptance of it are to be governed by the laws in force in Western Australia, Australia.

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11. APPROVAL OF BIDDER'S STATEMENT

This Bidder's Statement has been approved by a unanimous resolution passed by the directors of Fenix.

Date: 25 February 2025

Signed for and on behalf of **Fenix Resources Ltd**



John Welborn
Executive Chairman
Fenix Resources Ltd

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12. DEFINITIONS AND INTERPRETATION

12.1 Definitions

In this Bidder's Statement and in the Acceptance Form unless the context otherwise appears, the following terms have the meanings shown below:

10M means 10M Pty Ltd (ACN 117 014 776).

$** or **A$ or **AUD** means Australian dollars, the lawful currency of the Commonwealth of Australia.

Acceptance Form means the acceptance form enclosed with this Bidder's Statement.

Agreed Budget means CZR's budget for the period ending 6 months after the execution date of the BIA as agreed between Fenix and CZR, as may be amended by written agreement of Fenix and CZR from time to time.

Al_2O_3 means aluminium oxide.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act.

ASX means as the context requires, ASX Limited ABN 98 008 624 691 or the securities market conducted by it.

ASX Settlement means ASX Settlement Pty Limited ABN 49 008 504 532.

ASX Settlement Operating Rules means the operating rules of the ASX Settlement which govern the administration of the Clearing House Electronic Subregister System.

Base Offer Consideration means 0.85 Fenix Shares for every 1 CZR Share.

Bidder's Statement means this document, being the statement of Fenix under Part 6.5 Division 2 of the Corporations Act relating to the Offer.

Bid Implementation Agreement or **BIA** means the takeover bid implementation agreement entered into by Fenix and CZR dated 25 February 2025, the material terms of which are set out in section 9.2.

Business Day means a day on which banks are open for business in Perth, Western Australia, excluding a Saturday, Sunday or public holiday.

CGT means capital gains tax.

CGT Discount means a capital gains tax discount available on certain capital gains arising from the disposal of capital gains tax assets held for greater than 12 months, as described in section 8.2(d).

CHESS Holding means a number of CZR Shares which are registered on CZR's share register being a register administered by the ASX Settlement and which records uncertificated holdings of shares.

Combined Group means the group of companies resulting from the combination of the Fenix Group and the CZR Group should the Offer be successful.

Commissioner of Taxation has the meaning given in the *Taxation Administration Act 1953* (Cth).

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Competing Proposal means any proposal, agreement, arrangement or transaction pursuant to which a Third Party (either alone or together with any Associates) will, if entered into or completed:

(a) acquire a Relevant Interest in, become the holder of, or otherwise have a right to acquire a legal, beneficial or economic interest in 20% or more of the share capital of any member of the CZR Group;

(b) acquire (whether directly or indirectly) or become the holder of, or otherwise acquire or have a right to acquire, a legal, beneficial or economic interest in, or control of, all or a material part of the business of the CZR Group;

(c) acquire Control of any member of the CZR Group;

(d) otherwise acquire or merge with any member of the CZR Group; or

(e) require CZR to abandon, or otherwise fail to proceed with, the Takeover Bid,

whether by way of takeover bid, shareholder approved acquisition, members' or creditors' scheme of arrangement, capital reduction, share buy-back or repurchase, sale of assets, sale or purchase of securities or assets, assignment of assets and liabilities, strategic alliance, dual listed company structure or joint venture or synthetic merger, deed of company arrangement, any debt for equity arrangement or other transaction or arrangement.

Notwithstanding the above, the acquisition of a Relevant Interest in CZR Shares by Mark Gareth Creasy (together with his Associates) in accordance with item 9 of section 611 of the Corporations Act will not constitute a Competing Proposal.

Conditions means the conditions to the Offer set out in section 10.8.

Control has the meaning given to that term in section 50AA of the Corporations Act.

Controlling Participant in relation to Your Shares, has the same meaning as in the ASX Settlement Operating Rules.

Corporations Act means the *Corporations Act 2001* (Cth).

CZR means CZR Resources Ltd (ACN 112 866 869).

CZR Board means the board of directors of CZR.

CZR Director means a director of CZR.

CZR Group means CZR and each of its subsidiaries.

CZR Key Tenement means the tenements listed under the heading "Robe Mesa" in Schedule 5 of the BIA.

CZR Option means an option to acquire a CZR Share.

CZR Representations and Warranties means the representations and warranties of CZR set out in Schedule 4 of the BIA.

CZR Share means a fully paid ordinary share in the capital of CZR, including those shares on issue at the end of the Offer Period.

CZR Shareholder means a person who is registered as the holder of a CZR Share in the CZR share register.

dmt means dry metric tonnes.

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DOCA has the meaning given to that term in section 3.2(a)(iv).

DSO means direct shipping ore.

EBITDA means earnings before interest, taxes, depreciation, and amortisation.

Fairly Disclosed means disclosed to Fenix or CZR or any of their respective representatives (as applicable), to a sufficient extent, and in sufficient detail, so as to enable a reasonable and sophisticated party experienced in transactions similar to the Takeover Bid and experienced in a business similar to any business conducted by the party, to identify the nature and scope of the relevant matter, event or circumstance (including, in each case, that the potential financial effect of the relevant matter, event or circumstance was reasonably ascertainable from the information disclosed).

Fe means iron.

Fenix means Fenix Resources Ltd (ACN 125 323 622).

Fenix Board means the board of directors of Fenix.

Fenix Director means a director of Fenix.

Fenix Group means Fenix and each of its subsidiaries.

Fenix Share means a fully paid ordinary share in the capital of Fenix.

Fenix Shareholder means a person who is registered as the holder of a Fenix Share in the Fenix share register.

Foreign Resident CGT Payment Amount is determined under section 10.6(i) of this Bidder's Statement.

Foreign Resident CGT Withholding Tax means an amount required to be withheld by Fenix and remitted to the Commissioner of Taxation pursuant to Subdivision 14-D of Schedule 1 to the *Taxation Administration Act 1953* (Cth).

Government Agency means any foreign or Australian government or governmental semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any other federal, state, provincial, local or other government (foreign or Australian).

GST means goods and services tax.

HIN has the same meaning as in the ASX Settlement Operating Rules.

Increased Offer Consideration means 0.98 Fenix Shares for every 1 CZR Share.

Ineligible Foreign Shareholder means a CZR Shareholder whose address as shown in CZR's share register is located outside Australia, New Zealand and such other jurisdictions as agreed by the parties in writing, unless Fenix determines (in its absolute discretion) that it is lawful and not unduly onerous or impracticable to issue that CZR Shareholder with the consideration under the Takeover Bid.

Issuer Sponsored Holdings means a holding of CZR Shares on CZR's issuer sponsored subregister.

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition.

kt means thousand tonnes.

Last Practicable Date means the last practicable date prior to the date of this Bidder's Statement, being 24 February 2025.

Listing Rules means the Official Listing Rules of ASX, as amended and waived by ASX from time to time.

Loan Agreement means the loan agreement entered into by Fenix and CZR dated 25 February 2025, the material terms of which are set out in section 9.3.

LOM means life of mine.

Material Adverse Change has the meaning given to that term in section 10.8(b).

Mineral Resource has the meaning given to that term in the JORC Code.

Mt means million tonnes.

MWPA means Mid-West Port Authority.

Nominee means the nominee appointed by Fenix and approved by ASIC to sell the CZR Shares that Ineligible Foreign Shareholders and Small Parcel Shareholders would otherwise be entitled to and pay to the Ineligible Foreign Shareholders and Small Parcel Shareholders the net proceeds received (after deducting the applicable brokerage (applied at market standard rates) in accordance with the Offer.

Offer means the offer by Fenix to acquire all of the CZR Shares on issue as at the Register Date, the terms and conditions of which are set out in Section 10.

Offer Information Line means the offer information line on 1300 441 599 (for callers within Australia) or +61 2 9068 1927 (for callers outside of Australia), Monday to Friday between 8:30am and 7:00pm (AEDT).

Offer Period means the period during which the Offer will remain open for acceptance in accordance with section 10.2 of this Bidder's Statement.

Official List means the official list of the ASX.

Option Cancellation Deeds means the cancellation deeds to be entered into between CZR, Fenix and the holders of CZR Options on or around the date of this Bidder's Statement, pursuant to which each CZR Option holder will separately agree to the cancellation of their CZR Options in consideration for being issued Replacement Fenix Options.

Ore Reserve has the meaning given to that term in the JORC Code.

P means phosphorus,

Participant means an entity admitted to participate in the Clearing House Electronic Sub register System under Rule 4.3.1 and 4.4.1 of the ASX Settlement Operating Rules.

Performance Right Cancellation Deeds means the cancellation deeds to be entered into between CZR, Fenix and the holders of CZR Performance Rights on or around the date of this Bidder's Statement, pursuant to which each CZR Performance Right holder will separately agree to the cancellation of their CZR Performance Rights in consideration for being issued Replacement Fenix Performance Rights.

Prescribed Occurrence means an event described in section 652C(1) or section 652C(2) of the Corporations Act.

Register Date means the date set by Fenix under section 633(2) of the Corporations Act, being 7:00pm (AEDT) on 24 February 2025.

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Regulatory Authority includes:

(a) a government or governmental, semi-governmental, administrative, fiscal, tax or judicial entity or authority;

(b) a minister, department, office, commission, delegate, instrumentality, tribunal, agency, board, authority or organisation of any Government Agency;

(c) any regulatory organisation established under statute;

(d) any applicable securities commission or stock or securities exchange;

(e) in particular, ASX, ASIC, the Australian Foreign Investment Review Board and the Takeovers Panel; and

(f) any authorised representative of any of the above.

Regulated Event has the meaning given to that term in section 10.8(d).

Related Body Corporate has the meaning given to that term in the Corporations Act.

Relevant Interest has the meaning given to that term in sections 608 and 609 of the Corporations Act.

Replacement Fenix Options means the new Fenix Options proposed to be issued to CZR Option holders as consideration for the cancellation of their existing CZR Options in accordance with the terms of the Option Cancellation Deeds.

Replacement Fenix Performance Rights means the new Fenix Performance Rights proposed to be issued to CZR Performance Right holders as consideration for the cancellation of their existing CZR Performance Rights in accordance with the terms of the Performance Right Cancellation Deeds.

Rights means all accreditations, rights or benefits of whatever kind attaching or arising from CZR Shares directly or indirectly at or after the date of announcement of the Takeover Bid (including, but not limited to, all dividends or other distributions and all rights to receive them or rights to receive or subscribe for shares, notes, bonds, options or other securities declared, paid or issued by CZR or any of its subsidiaries).

SRN has the same meaning as in the ASX Settlement Operating Rules.

Security Interest has the meaning given to that term in section 9 of the Corporations Act.

Share Registry means Automic Pty Ltd (ACN 152 260 814).

SiO_2 means silicon dioxide.

Small Parcel means a parcel of Fenix Shares having a value of less than $500 based on the highest closing price of Fenix Shares on the ASX during the period from the date of this Bidder's Statement until the earlier of the end of the Offer Period and five ASX trading days before the first day on which Fenix must provide the Offer consideration under the Offer.

Small Parcel Shareholder means a CZR Shareholder who would be entitled to receive a total number of Fenix Shares as consideration under the Offer which constitute a Small Parcel.

SMC means Sinosteel Midwest Corporation Limited (ACN 009 224 800).

Subsidiary has the meaning given to that term in Division 6 of Part 1.2 of the Corporations Act, and **Subsidiaries** has a corresponding meaning.

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Superior Proposal means a bona fide Competing Proposal (and not resulting from a breach of clause 7 of the BIA), which the CZR Board, acting in good faith, and after taking written advice from its legal and (if applicable) financial advisors, determines:

(a) is reasonably capable of being valued and completed in a timely basis, taking into account all aspects of the Competing Proposal and the person making it, including without limitation having regard to legal, regulatory and financial matters and any conditions precedents; and

(b) is more favourable to CZR Shareholders (as a whole) than the Offer, taking into account all terms and conditions of the Competing Proposal.

TAA means the *Taxation Administration Act 1953* (Cth).

Takeover Bid means the off-market takeover bid by Fenix for all CZR Shares under Chapter 6 of the Corporations Act the subject of the Offer.

Takeover Transferee Holding has the same meaning as in the ASX Settlement Operating Rules.

Target's Statement means the statement to be provided by CZR under Part 6.5 Division 3 of the Corporations Act relating to the Offer.

Tax Act means the *Income Tax Assessment Act 1997*.

Third Party means a person other than CZR, Fenix and their respective Associates.

TiO_2 means titanium dioxide.

Transaction Documents means the BIA and any other document agreed in writing by Fenix and CZR to be a Transaction Document.

Variation Notice means a notice of variation granted by the Commissioner of Taxation under section 14-235 of Schedule 1 of the TAA.

VWAP means volume weighted average price.

wmt means wet metric tonne.

Your Shares means, subject to sections 10.1(g) and 10.1(h), the CZR Shares:

(a) in respect of which you are registered, or entitled to be registered, as holder in the register of shareholders of CZR on the Register Date; or

(b) to which you are able to give good title at the time you accept this Offer during the Offer Period.

12.2 Interpretation

In this Bidder's Statement and in the Acceptance Form, unless the context otherwise requires:

(a) words and phrases have the same meaning (if any) given to them in the Corporations Act;

(b) words importing a gender include any gender;

(c) words importing the singular include the plural and vice versa;

(d) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;

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(e) a reference to a section, Annexure and schedule is a reference to a section of and an Annexure and schedule to this Bidder's Statement as relevant;

(f) a reference to any statute, regulation, proclamation, ordinance or by law includes all statutes, regulations, proclamations, ordinances, or by laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by laws issued under that statute;

(g) headings and bold type are for convenience only and do not affect the interpretation of this Bidder's Statement;

(h) a reference to time is a reference to time in Perth, Australia;

(i) a reference to writing includes facsimile transmissions; and

(j) a reference to dollars, $, A$, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia.

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COMPANY DIRECTORY

Fenix Resources Ltd ACN 125 323 622
A public company limited by shares incorporated in Australia

Directors

Mr John Welborn (Executive Chairman)
Mr Craig Mitchell (Executive Director)
Mr Garry Plowright (Non-Executive Director)
Ms Shannon Coates (Non-Executive Director)

Company Secretary

Natalie Teo

Principal and registered office

Level 33
1 Spring Street
Perth WA 6000
Telephone: +61 (8) 6285 0456
Email: info@fenixresources.com.au
Website: www.fenixresources.com.au

Share registry

Automic Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000

Legal adviser

Hamilton Locke
Level 39, Central Park
152-158 St Georges Terrace
Perth WA 6000

Financial adviser

Poynton Stavrianou Pty Ltd
Level 34, 1 Spring Street
Perth WA 6000

Offer Information Line*

Within Australia: 1300 441 599
Outside Australia: +61 2 9068 1927

Monday to Friday between 8:30am and 7:00pm (AEDT).

** Calls to the above numbers may be recorded.*

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