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The Company Announcements Office, ASX Limited 20 March 2025

Non-Binding, Indicative and Conditional Offer Received for CZR Resources

CZR Resources Ltd (ASX: CZR) (**CZR**) advises that on 19 March 2025 it received an unsolicited, confidential, non-binding, indicative and conditional takeover proposal from Gold Valley Iron Ore Pty Ltd (ACN 618 094 634) (**Gold Valley**).

The unsolicited, confidential, non-binding, indicative and conditional takeover proposal from Gold Valley (**Gold Valley Proposal**) is a proposal to acquire all CZR shares for cash consideration of $0.31 per CZR share via an on-market takeover bid.

Gold Valley has stated that the Gold Valley Proposal is an expression of interest only, is non-binding and does not constitute an offer capable of acceptance, impose any obligation on Gold Valley to make an offer or evidences an intention to make an offer for CZR shares or creates any legal obligation to pursue a transaction in relation to CZR or its shares. Importantly, Gold Valley states that the Gold Valley Proposal does not constitute a proposal to make a takeover bid by Gold Valley for the purposes of section 631 of the *Corporations Act 2001* (Cth).

The Gold Valley Proposal is subject to the following conditions:

1. (**Funding**) Gold Valley executing financing documentation with its funders to fund the Gold Valley Proposal. Gold Valley has advised that it has received a letter of support from a large global commodities trader based in Switzerland but has not disclosed the identity of the funder or the terms of the letter of support to CZR; and

2. (**Termination of Fenix BIA and release from standstill**) The Bid Implementation Agreement between Fenix Resources Ltd (**Fenix**) and CZR dated 25 February 2025 (**BIA**) being terminated and CZR releasing Gold Valley from its standstill obligations under the confidentiality deed between CZR and Gold Valley.

Gold Valley has offered to pay CZR $2.5 million if it fails to make a binding offer on the terms of the Gold Valley Proposal within 5 business days after CZR has released Gold Valley from its standstill obligations provided the standstill obligations are released within 5 business days of the date of the Gold Valley Proposal and Fenix has not received acceptances under its takeover bid for more than 50% of CZR shares.

Gold Valley has indicated that the offer will be unconditional and proceed by way of an on-market takeover bid. However, it has reserved the right to change the transaction structure and include any conditions.

As announced on 25 February 2025, the BIA with Fenix includes standard exclusivity arrangements (including no shop, no talk, no due diligence restrictions and notification and matching rights) together with a break fee regime of $650,000 in favour of Fenix. The no talk, no due diligence and notification exclusivity arrangements are subject to customary fiduciary exceptions that enable the directors of CZR to comply with their fiduciary and statutory duties. CZR has provided notice to Fenix of the Gold Valley Proposal.

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Based on the information contained in the Gold Valley Proposal, the CZR Board has concluded that the terms from Gold Valley proposal do not currently constitute a superior proposal for the purposes of the BIA and do not satisfy the fiduciary exceptions to the no talk obligation under the BIA. The reasons for the CZR Board determining that the Gold Valley Proposal does not constitute a superior proposal include:

1. The Gold Valley Proposal is conditional on Gold Valley obtaining financing for its proposal and there is no certainty that Gold Valley will be able to fund the proposed cash consideration. Gold Valley has not provided CZR with any evidence of its ability to obtain the funding required to fund the cash consideration required to make a takeover bid.

2. The non-binding nature of the Gold Valley Proposal means there is no certainty that Gold Valley will proceed with a takeover bid on the terms proposed in the Gold Valley Proposal. Gold Valley has also reserved the right to change the structure of the transaction and impose conditions to the transaction. Accordingly, there is no offer capable of acceptance by CZR shareholders from Gold Valley and there is uncertainty regarding what the terms of any Gold Valley Proposal may ultimately be.

3. The Gold Valley Proposal requires CZR to terminate the binding BIA and release Gold Valley from its standstill obligation in circumstances where there is no certainty that Gold Valley will proceed with making a takeover bid for CZR. This is compared to the certainty offered by the Fenix takeover bid pursuant to Fenix's bidder's statement dated 25 February 2025 (**Fenix Offer**) which is a binding offer and open for acceptance by CZR shareholders.

CZR Board continues to recommend the Fenix Offer

CZR directors continue to unanimously recommend that all CZR shareholders **ACCEPT** Fenix's Offer, and the CZR directors have committed to accept, or procure the acceptance of, Fenix's Offer in respect of all CZR shares held or controlled by them, in each case, in the absence of a superior proposal.

CZR reminds shareholders that, in order to receive the benefit of the increased offer consideration of 0.98 Fenix shares for every CZR Share held at an **implied value of $0.30 [1] per CZR Share** (**Increased Offer Consideration**), Fenix must obtain a 75% relevant interest in CZR Shares on or before **7:00pm (AEDT) on Friday, 21 March 2025**.

To ensure all CZR shareholders have the opportunity to receive the Increased Offer Consideration, CZR shareholders are encouraged to **ACCEPT** Fenix's Offer as soon as possible and before **7:00pm (AEDT) on Friday, 21 March 2025.** Please refer to Fenix's Bidder's Statement for information on how to accept the Fenix Offer.

This announcement has been approved and authorised for release by the Board of CZR.

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[1] Based on Fenix's last closing price on 24 February 2025 of $0.305.