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10 July 2025

Off-market takeover bid by Vigorous Resources Pty Ltd for Rey Resources Limited – Dispatch of Target's Statement

Rey Resources Limited ACN 108 003 890 (ASX: REY) (**REY**) hereby gives notice that it has today completed the dispatch of its target's statement dated 8 July 2025 (**Target Statement**), which contains an offer in relation to the off-market takeover bid by Vigorous Resources Pty Ltd ACN 687 341 680 (**Vigorous Resources**) under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the ordinary shares in REY (**Shares**) to each person registered as a holder of Shares as at 7:00pm (AEST) on 8 July 2025, being the date set out by Vigorous Resources under section 633(2) of the Corporations Act.

Refer to the bidder's statement lodged by Vigorous Resources (**Bidder Statement**) and the Target Statement, both released to the ASX on 8 July 2025, for further information.

The Bidder Statement dated 8 July 2025 has been despatched together with the Target Statement at the same time. The two documents are presented in a single wrap-around format and are intended to be read together.

In accordance with section 110D of the Corporations Act, dispatch of the Target's Statement has occurred by the following means:

- REY shareholders who have provided REY with an electronic address for the purposes of receiving electronic copies of shareholder communications have been sent to their electronic address an email providing a link to an electronic copy of the Bidder's Statement and Target's Statement (**Electronic Letter**); and

- REY shareholders who have not provided REY with an electronic address for the purposes of receiving electronic copies of shareholder communications have been sent to their registered postal address a letter providing a link to an electronic copy of the Bidder's Statement and Target Statement (**Access Letter**).

A copy of the Electronic Notice and Access Letter is enclosed with this announcement.

Yours faithfully

William Kuan
Company Secretary

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BIDDER'S STATEMENT, TARGET'S STATEMENT AND ACCEPTANCE FORM - OFF-MARKET TAKEOVER OFFER BY VIGOROUS RESOURCES PTY LTD

Dear shareholder,

On 2 July 2025, Vigorous Resources Pty Ltd (**Vigorous Resources**) announced that it had entered into a Bid Implementation Deed relating to an off-market takeover for 100% of the shares of Rey Resources Limited (**Rey Resources**) for A$0.028 per share.

The Bidder's Statement contains information about the Offer including the Bidder's intentions for Rey Resources and about how the payments for shares acquired in the Offer will be funded. It also contains the formal terms of the Offer.

To view the Bidder's Statement, please click **here**.

The Target's Statement sets out the formal response of Rey Resources to the Offer, **including the unanimous recommendation of the Directors of Rey Resources that you accept the Offer in the absence of a superior proposal.**

To view the Target's Statement, please click **here**.

If you would like to accept the Offer, please follow the instructions below.

Complete and return your personalised Acceptance Form

Click **here** to view or download your personalised Acceptance Form. Enter your postcode if you are a shareholder with a registered Australian address. If you are a overseas resident select your country from the list provided, do not enter your postcode. You may accept the Offer by completing and returning the Acceptance Form in accordance with the instructions contained on the form.

If you have any questions about the Offer or about how to accept the Offer, please contact Boardroom Pty Limited on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia), Monday to Friday between 8.30am to 5.00pm (Sydney Time).

Please do not reply directly to this email.

This correspondence is confidential and must not be copied, altered, forwarded or distributed in any way to any other person.

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9 July 2025

Dear shareholder,

BIDDER'S STATEMENT, TARGET'S STATEMENT AND ACCEPTANCE FORM – OFF-MARKET TAKEOVER OFFER BY VIGOROUS RESOURCES PTY LTD

On 9 July 2025, Vigorous Resources Pty Ltd (**Vigorous Resources**) submitted an off-market takeover bid for 100% of the shares of Rey Resources Limited (**Rey Resources**) for A$0.028 per share (**Offer**).

The Offer opened on 9 July 2025 and is scheduled to close at 7:00pm (AEST) on 11 August 2025 (unless extended of withdrawn).

In accordance with section 110D of the Corporations Act this letter provides instructions as to how you can access the bidder's statement lodged by Vigorous Resources with the Australian Securities and Investments Commission on 8 July 2025 (**Bidder's Statement**) and the target's statement lodged by Rey Resources with the Australian Securities and Investments Commission on 8 July 2025 (**Target's Statement**).

HOW TO ACCESS THE BIDDER'S STATEMENT AND TARGET'S STATEMENT AND ACCEPT THE OFFER

You can access the Bidder's Statement and Target's Statement using the following link:

www.investorserve.com.au

Accompanying this letter is your Acceptance Form which contains the registered name of your shareholding and your Securityholder Reference Number. You will need these details to view Bidder's Statement and Target's Statement using the link above by either registered user or individual investment access. Specifically:

- Registered users: go to www.investorserve.com.au, then enter your username and password using the "Registered User Login". Select "My Portfolio" and then from the left-hand side of the page select "Company Announcements" for the Bidder and Target Statements.

- Unregistered users: go to www.investorserve.com.au, then select "Individual Investment Access". You will need to enter details regarding your Rey Resources security holding to proceed. Once you have been validated, select from the left-hand side of the page "Company Announcements" for the Bidder and Target Statements.

The Bidder's Statement contains information about the Offer including the Bidder's intentions for Rey Resources and about how the payments for shares acquired in the Offer will be funded. It also contains the formal terms of the Offer.

The Target's Statement sets out the formal response of Rey Resources to the Offer, **including the unanimous recommendation of the Directors of Rey Resources that you accept the Offer in the absence of a superior proposal**.

We urge you to read all of the Bidder's Statement and Target's Statement carefully.

To accept the Offer, you should follow the instructions set out in the Bidder's Statement and the accompanying Acceptance Form.

If you have any questions about the Offer or about how to accept the Offer, please contact Boardroom Pty Limited on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia), Monday to Friday between 8.30am to 5.00pm (Sydney Time).

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THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.
If you are in any doubt about how to deal with this document, you should immediately contact your investment, financial, tax or other professional adviser or your broker.

Bidder's Statement

in relation to the off-market bid by:

Vigorous Resources Pty Ltd (ACN 687 341 680)

to acquire all of your ordinary shares in:

Rey Resources Limited (ACN 108 003 890)

For each ordinary share $0.028 per ordinary share in cash

ACCEPT the cash Offer by Vigorous Resources Pty Ltd (ACN 687 341 680) of $0.028 per ordinary share for all of your ordinary shares in Rey Resources Limited.

Target's Statement

in relation to the off-market bid by:

Vigorous Resources Pty Ltd (ACN 687 341 680)

to acquire all of your ordinary shares in:

Rey Resources Limited (ACN 108 003 890)

For each ordinary share $0.028 per ordinary share in cash

This Target's Statement has been issued in response to the off-market takeover bid made by Vigorous Resources Pty Ltd (ACN 687 341 680).

The independent directors unanimously recommend that, in the absence of a superior proposal, you ACCEPT the cash offer by Jindal for 100% of your ordinary shares in Rey Resources Limited.

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Bidder's Statement

in relation to the off-market bid by

Vigorous Resources Pty Ltd

(ACN 687 341 680)

to acquire all of your ordinary shares in

Rey Resources Limited

(ACN 108 003 890)

for $0.028 per ordinary share in cash

ACCEPT Unconditional cash Offer by Vigorous Resources of $0.028 per ordinary share for all of your ordinary shares in REY.

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 Vigorous Resources Offer Information Line on 1300 737 760 (for callers within Australia) or +612 92909600 (for callers outside Australia).

Important Notices

Bidder's Statement

This document is a Bidder's Statement issued by Vigorous Resources Pty Ltd (ACN 687 341 680) (**Vigorous Resources**) under Part 6.5 of the Corporations Act, in relation to the Takeover Bid for all of your REY Shares in Rey Resources Limited (ACN 108 003 890) (**REY**). 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 is dated 8 July 2025 and was lodged with ASIC and the ASX on 8 July 2025. Neither ASIC nor the 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 9 July 2025 to acquire all of your REY Shares and certain disclosure required by the Corporations Act.

Investment decisions

You should read this document in its entirety before deciding whether to accept the Offer. The information provided in this document is not investment advice.

This Bidder's Statement does not take into account your individual investment objectives, financial situation or particular needs. Before deciding whether to accept the Offer under this Bidder's Statement, you should consider the contents of the Bidder's Statement in light of your personal circumstances (including financial and taxation issues) and seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser.

Foreign shareholders

The distribution of this Bidder's Statement to countries outside of Australia may be restricted by law or regulation, and persons who come into possession of it should seek advice on and 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.

Disclaimer as to forward looking statements

This Bidder's Statement includes certain statements that may be considered in the nature of forward looking statements. Forward looking statements are not based on historical facts but are based on current expectations of future results or events. These forward looking statements are subject to risks, uncertainties and assumptions which could cause actual results or events to differ materially from the expectations described in such forward looking statements. Whilst Vigorous Resources believes that the expectations reflected in the forward looking statements in this document are reasonable, no assurance can be can be given that such expectations will prove to be correct. Matters not yet known by Vigorous Resources or not currently considered material by Vigorous Resources, may cause actual results or events to be materially different from those expressed, implied or projected in any forward looking statements. Any forward looking statements contained in this document is qualified by this cautionary statement.

None of the officers or employees of Vigorous Resources, any persons named in this Bidder's Statement or any persons involved in the preparation of this Bidder's Statement make any representation or warranty (express or implied) as to the accuracy or likelihood or 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.

Websites

Information on the websites referenced in this Bidder's Statement does not constitute part of this Bidder's Statement.

Information on REY

All information on REY contained in this Bidder's Statement has been prepared by Vigorous Resources based on publicly available information. None of the information in the Bidder's Statement concerning REY's business has been verified by REY or independently verified by Vigorous Resources for the purpose of this Bidder's Statement. Accordingly, subject to the Corporations Act, Vigorous Resources does not make any representation or warranty, express or implied, as to the accuracy or completeness of the information. The information on REY in this Bidder's Statement should not be deemed to be comprehensive. In addition, the Corporations Act requires the directors of REY to provide a Target's Statement to REY Shareholders in response to this Bidder's Statement, setting out certain material information concerning REY.

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Privacy

Vigorous Resources has collected personal information relating to your shareholding in REY in accordance with its rights under the Corporations Act. Vigorous Resources will share this information on a confidential basis with its related bodies corporate, advisors, agents and regulators (such as ASIC and the Australian Taxation Office), solely for the purposes relating to the Offer and if accepted, administrating your holding of REY Shares, including without limitation, the provision of your Acceptance Form to Vigorous Resources in connection with any REY Share vote.

Effect of rounding

Certain amounts or figures in this Bidder's Statement are subject to the effect of rounding. Accordingly, the actual calculation of these amounts or figures may differ from the amounts or figures set out in this Bidder's Statement.

Diagrams and data in charts, graphs and tables

Unless otherwise indicated, all data contained in charts, graphs and tables in this Bidder's Statement is based on current information as at the date of this Bidder's Statement.

Reference to currency

Unless otherwise indicated, all references to $, A$, dollars or cents in this Bidder's Statement are to Australian Currency.

References to time

Unless otherwise indicated, all references to time in this Bidder's Statement are to the time in Sydney, Australia.

Defined terms

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

Updated Information

Information contained in this Bidder's Statement is subject to change from time to time. This information may be updated, please refer to any ASX announcements of REY regarding the Offer.

Further questions

If you have any questions in relation to this document, the Offer or how to accept the Offer, please call the Offer Information Line on 1300 737 760 (for callers within Australia) or +612 92909600 (for callers outside Australia). Please note that calls to these numbers may be recorded.

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Key Dates and how to Accept

KEY DATES:

Date of announcement of Takeover Bid	Tuesday, 8 July 2025
Date of Bidder's Statement and lodgement with ASIC and ASX	Tuesday, 8 July 2025
Opening date of Offer	Wednesday, 9 July 2025
Closing date of Offer (unless extended or withdrawn)	7:00pm (AEST) on Monday, 11 August 2025

KEY CONTACTS:

Share registry	**Offer Information Line*** **Monday to Friday between 9:00am and 5:00pm (AEST)**
Boardroom Pty Ltd	Within Australia: 1300 737 760
	Outside Australia: +61-2-92909600

** Calls to the above numbers may be recorded.*

HOW TO ACCEPT THE OFFER:

You may accept the Offer for all of your REY Shares for a price of $0.028 per REY Share.

Acceptance Forms must be received before the Offer closes at 7:00pm (AEST) on Monday, 11 August 2025 (unless the Offer is extended or withdrawn) as follows:

If your REY Shares are in an Issuer Sponsored Holding (your SRN begins with an "I"):	Return a completed and signed Acceptance Form to the address indicated on the form so that it is received before the end of the Offer Period.
If your REY Shares are in a CHESS Holding (you HIN begins with an "X"):	Contacting your Controlling Participant (usually your Broker) and instruct your Controlling Participant to accept the Offer on your behalf before the end of the Offer Period, or by signing and returning the enclosed Acceptance Form to the address indicated on the form so that it is received before the end of the Offer Period.

Further information on how to accept the Offer is set out in section 11.3 of this Bidder's Statement.

If you are in any doubt as to what to do in relation to the Offer, you should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser as soon as possible.

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1 Chairman's Letter

8 July 2025

Dear REY Shareholder,

On behalf of Vigorous Resources, I am pleased to enclose a Bidder's Statement containing Vigorous Resources' Offer to acquire all of your REY Shares for $0.028 in cash per REY Share. Information on Vigorous Resources is set out in this Bidder's Statement. Vigorous Resources is currently a shareholder in REY and owns 16.10% of all REY Shares.

Vigorous Resources considers its Offer Price of $0.028 per REY Share for all of your REY Shares provides you a compelling opportunity to realise both optimal and immediate value for your REY Shares.

Vigorous Resources considers the Offer should be accepted for the following reasons:

1 the Offer is unconditional and provides you with a straightforward cash exit for your REY Shares, allowing you to realise your cash proceeds on or before the earlier of 21 days after the end of the Offer Period, or 1 month after the Offer is accepted by you;

2 the Offer has been unanimously recommended by the REY Board, in the absence of a superior proposal;

3 the Offer allows REY Shareholders to realise certain value for their REY Shares now and consequently eliminate future exposure to the risks associated with market conditions and with the uncertainty inherent in the future performance of REY's Share price;

4 the Offer Price represents a premium of 155% to the trading price of REY Shares immediately prior to the Announcement Date and a 160% premium to the 30 day VWAP; and

5 the Bidder considers the likelihood of a competing offer eventuating to be low given the Bidder's interest in REY.

For further information on the above reasons to accept the Offer please see section 2 of this Bidder's Statement.

Next Steps

Details of the Offer, including its terms and conditions and the benefits you will receive, are set out in this Bidder's Statement.

I encourage you to read this document in its entirety and to accept the Offer promptly to realise immediate value for your REY Shares.

To accept the Offer, please follow the instructions on the accompanying Acceptance Form.

If you require additional assistance, please call the Offer Information Line on 1300 737 760 (for callers within Australia) or +612 92909600 for callers outside Australia), Monday to Friday between 9:00am and 5:00pm (AEST).

Yours sincerely,



Dongmei Ye
Director
Vigorous Resources Pty Ltd

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2 Reasons to accept the Offer

The Bidder is offering to acquire 100% of your REY Shares for $0.028 in cash per REY Share (**Offer Price**) subject to the terms of this Bidder's Statement. There are a number of reasons why the Bidder considers you should accept the Offer, these include:

WHY YOU SHOULD ACCEPT THE OFFER
1. You can receive a cash premium
2. The REY Board unanimously recommend the Offer, in the absence of a superior proposal
3. The Offer is unconditional and gives you certainty of cash
4. No alternative offer has been made for REY Shares and the likelihood of a competing offer eventuating to be low
5. Accepting the Offer removes possible minority shareholder risks of remaining a REY Shareholder
6. No stamp duty or brokerage fees in accepting the Offer

ACCEPT THE OFFER

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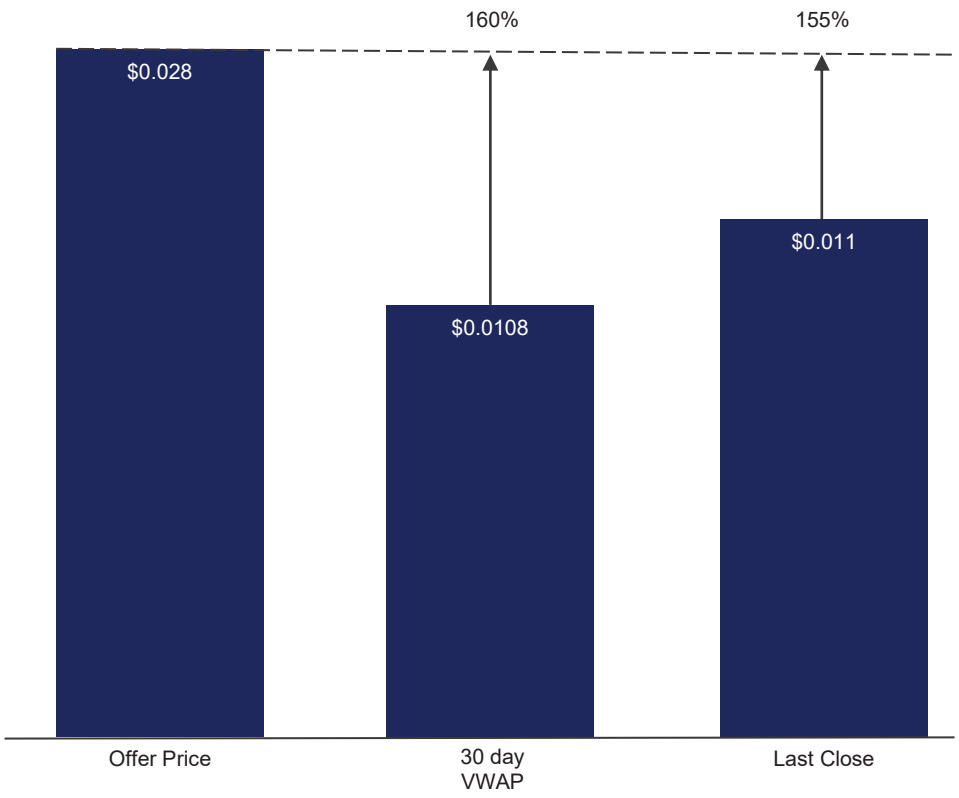
2.1 **The Offer Price delivers a cash premium to REY's long-term historic trading price**

The Bidder considers that the consideration under the Offer of $0.028 per REY Share represents an attractive premium in the context of the long-term historic trading price performance of the REY Shares. The Offer Price represents a premium of:

(a) 155% premium to the last closing price of REY Shares on ASX on 7 July 2025 of $0.011 per REY Share; and

(b) 160% premium to the 30 day VWAP as at the Announcement Date, being $0.0108 per REY Share.



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2.2 **REY's Director's recommendation**

REY's Directors have unanimously recommended that REY Shareholders accept the Offer, in the absence of a superior offer.

2.3 **The Offer is unconditional and provides cash certainty**

The Offer by Vigorous Resources to acquire REY Shares is for 100% cash consideration and is unconditional. This gives REY Shareholders certainty about the value of the consideration being offered.

In contrast to the certainty of the cash proceeds that you will receive under the Offer, the future performance of REY's Share price is uncertain. REY currently operates at a loss and is heavily indebted to Ms Wanyan Liu, a major shareholder in the Bidder, who is owed $22,216,452.61 (inclusive of outstanding interest accrued up to 30 June 2025 at an interest rate of 12% per annum) to be repaid by 30 April 2026 (see section 10.1 for more details).

Due to the low liquidity of REY Shares, it may be difficult to find a buyer willing to acquire your shares at the Offer Price. The Offer provides REY Shareholders with an opportunity to exit their investment in the Company for cash. Accordingly, unless you sell your REY Shares on the ASX, you are effectively choosing between:

(a) all-cash Offer, which is of certain value; or

(b) future uncertain value by retaining your REY Shares.

2.4 **No alternative offer has been made for REY Shares**

As at the date of this Bidder's Statement, Vigorous Resources is not aware that any competing or superior proposal exists and given Vigorous Resources currently owns 16.10% of REY Shares, this may reduce the likelihood of a third party putting forward a superior proposal.

Accepting the Offer now provides REY Shareholders with certainty and a premium over the historical trading price of REY Shares, rather than waiting for an alternative offer to emerge, which may never eventuate.

2.5 **Accepting the Offer removes possible minority shareholder risks of remaining a REY Shareholder**

Accepting the Offer removes possible minority shareholder risks of remaining a REY Shareholder. Being a minority shareholder in REY may have the following implications:

(a) the price at which REY Shares are traded may fall and may trade at a material discount to the Offer Price;

(b) the market for REY Shares may become less liquid; and

(c) REY's capital structure and board configuration may change.

Please see section 7 of this Bidder's Statement for further information regarding Vigorous Resources' s intention regarding REY.

2.6 **No stamp duty or brokerage fees in accepting the Offer**

You will not be obliged to pay stamp duty if you accept the Offer.

If your REY Shares are registered in an Issuer Sponsored Holding in your name and you deliver them directly to Vigorous Resources, you will not incur any brokerage fees in connection with your acceptance of the Offer.

If your REY Shares are registered in a CHESS Holding, or if you are a beneficial owner whose REY 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 transaction fees or service charges in connection with acceptance of the Offer.

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3 Summary of the Offer and how to accept

The information in this section 3 is a summary only. You should read this Bidder's Statement in full before deciding how to deal with your REY Shares. You should also read the Target's Statement in full before deciding whether or not to accept the Offer, which REY will send to its shareholders as required under the Corporations Act.

The full terms of the Offer are contained in section 11 of this Bidder's Statement.

Offer	Vigorous Resources is offering to acquire all of your REY Shares on issue as at the Record Date by way of an unconditional off-market cash takeover offer on the terms set out in section 11.
Offer Price	$0.028 per REY Share in cash. The Offer Price will be reduced by the amount or value of any Rights, which you become entitled to receive on or after the Announcement Date and which Vigorous Resources does not receive.
Bidder	Vigorous Resources
REY Shares to which the Offer relates	The Offer is made in respect of all REY Shares that exist or will exist as at 7:00pm (AEST) on Tuesday, 8 July 2025, being the Record Date (other than those currently held by Vigorous Resources).
Offer Period	The Offer is open for acceptance between Wednesday, 9 July 2025 and 7:00pm (AEST) on Monday, 11 August 2025, unless it is extended or withdrawn by Vigorous Resources.
Expected date of payment to REY Shareholders who accept the Offer	If you accept the Offer, the cash consideration will generally be provided on or before the earlier of: • 21 days after the end of the Offer Period; and • 1 month after the Offer is accepted by you.
How to accept the Offer	Depending on the nature of your holding, you may accept the Offer in the following ways: If your REY Shares are in an Issuer Sponsored Holding (your SRN begins with an "I"): — Return a completed and signed Acceptance Form to the address indicated on the form so that it is received before the end of the Offer Period. If your REY Shares are in a CHESS Holding (you HIN begins with an "X"): — Contacting your Controlling Participant (usually your Broker) and instruct your Controlling Participant to accept the Offer on your behalf before the end of the Offer Period, or by signing and returning the enclosed Acceptance Form to the address indicated on the form so that it is received before the end of the Offer Period. Further information is set out in section 11.3.
Appointment of Vigorous Resources as proxy	By accepting this Offer, you will appoint Vigorous Resources as your proxy in respect of your REY Shares.
Address for completed Acceptance Forms	Boardroom Pty Ltd GPO Box 3993 Sydney NSW 2001

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Further information on how to accept the Offer	Full details on how to accept the Offer are set out in section 11.3 of this Bidder's Statement. If you have any further questions on how to accept the Offer, please call the Offer Information Line on 1300 737 760 (within Australia) or +612 92909600 (from outside Australia) between 9:00 am and 5:00 pm (AEST) on Business Days.

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4 Frequently asked questions

The information in this section 4 is a summary only. It should be read in conjunction with the information in the remainder of this Bidder's Statement. You should also read the Target's Statement in full before deciding whether or not to accept the Offer, which REY will send to its shareholders as required under the Corporations Act.

Question	Answer	Bidder's Statement reference
What is the Bidder's Statement?	This document is the Bidder's Statement and describes the terms and conditions of the Offer for all of your REY Shares and sets out information relevant to your decision as to whether to accept the Offer for all of your REY Shares. This Bidder's Statement is an important document and should be read in its entirety. If you are in any doubt as to how to deal with this document, please consult your legal, financial or other professional adviser as soon as possible.	-
What is the Offer?	Vigorous Resources is offering to acquire all of your REY Shares on issue as at the Record Date on the terms set out in section 11. The Offer Price is $0.028 per REY Share.	Section 11
When does the Offer open?	The Offer opens on Wednesday, 9 July 2025.	Section 11.2
When does the Offer close?	Unless the Offer is extended or withdrawn, acceptances for the Offer close at 7:00pm (AEST) on Monday, 11 August 2025.	Section 11.2
What do the REY Board recommend?	The REY Board have unanimously recommended that REY Shareholders accept the Offer, in the absence of a superior offer.	Section 2.2
Is there any possibility that the Offer Period will be extended?	The Offer Period can be extended at the Bidder's election, subject to the Corporations Act. If the Offer Period is extended, then the Bidder will give written notice of the extension of the Offer Period in accordance with the Corporations Act.	Section 11.2
Who is making the Offer?	Vigorous Resources Pty Ltd ACN 687 341 680 (called **Vigorous Resources** in this Bidder's Statement) is a company incorporated in Australia. Refer to section 5 for further information about Vigorous Resources.	Section 5
To which securities does the Offer relate?	The Offer is made in respect of REY Shares that exist or will exist as at 7:00pm (AEST) on the Record Date (other than those currently held by Vigorous Resources).	Section 11.1
Can I accept the Offer for less than all of my REY Shares?	No, you cannot accept the Offer for part of your holding.	Section 11.3

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What is the expected date of payment to REY Shareholders who accept the Offer?	If you accept the Offer, the cash consideration will generally be provided on or before the earlier of: • 21 days after the end of the Offer Period; and • 1 month after the Offer is accepted by you.	Section 11.7
Are there conditions to the Offer?	No. The Offer is unconditional.	Section 11.11
Does Vigorous Resources currently have a Relevant Interest in REY?	Yes, Vigorous Resources currently has a Relevant Interest in 34,068,800 REY Shares which represents a 16.10% of the total REY Shares on issue as at the date of this Bidder's Statement.	Sections 5.1 and 6.7
How is Vigorous Resources funding the Offer?	Vigorous Resources will fund the payment of consideration under the Offer through funding provided by a Loan agreement. Refer to sections 8 and 10.1 for more information in respect of Vigorous Resources' ability to fund the Offer.	Section 8
What will happen if I accept the Offer?	If you accept the Offer, you will be paid the Offer Price of $0.028 cash for each of Your Accepted REY Shares. You will not be able to sell Your Accepted REY Shares or deal with the Rights attaching to Your Accepted REY Shares.	Section 11.7
Can I sell my REY Shares on ASX?	Yes, you can sell your REY Shares on market however you may incur brokerage costs in doing so. However, once you accept the Offer, you will not be permitted to sell any of Your Accepted REY Shares on ASX, accept any other offer or otherwise deal with Your Accepted REY Shares.	Section 11.6
Will I incur a Brokerage fee if I accept the Offer?	If you accept the Offer, you will not be required to pay brokerage costs if your REY Shares are registered in your name and you deliver them directly to REY. You should ask your Broker whether it will charge any transaction fees or service charges in connection with your acceptance of the Offer. If your REY Shares are held through a bank, custodian or other nominee, you should ask your Broker, or the bank, custodian or other nominee whether it will charge any transaction fees or service charges in connection with your acceptance of the Offer. If your REY Shares are registered in an Issuer Sponsored Holding in your name and you deliver them in accordance with the instructions set out on the Acceptance Form, you will not incur any brokerage connected with you accepting the Offer. If your REY Shares are in a CHESS Holding, you should ask your controlling participant (usually, your broker or the bank, custodian or other nominee) whether it will charge any transaction fees or service charges connected with you accepting the Offer.	Sections 2.6 and 11.14
Do I have to pay stamp duty if I accept the Offer?	No. You will not have to pay stamp duty if you accept the Offer.	Section 2.6 and 11.14

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What if I accept the Offer and Vigorous Resources increases the Offer Price?	In accordance with the Corporations Act, if Vigorous Resources increases the Offer Price, you will be paid the higher price irrespective of when you accepted the Offer. If you have already received payment in respect of the Offer, you will be paid the difference between the amount you have already received for your REY Shares and the higher price.	-
What will happen if I do not accept the Offer?	Subject to the explanation below, if you do not accept the Offer, you will remain a REY Shareholder and will not receive the consideration offered by Vigorous Resources. If Vigorous Resources does not compulsorily acquire your Rey Shares under the Corporations Act, unless you sell your REY Shares, you will remain a shareholder in REY. In these circumstances and, depending on the number of REY Shares acquired by Vigorous Resources, as a result of the offer you may be a minority shareholder in what may be a less liquid stock. Further, if Vigorous Resources acquires a Relevant Interest in at least 75% of the REY Shares, Vigorous Resources may request that REY be removed from the official list of the ASX. Refer to section 7 for more information on Vigorous Resources' intentions for REY.	
What are the tax implications if I accept the Offer?	Tax implications for accepting the Offer for your REY Shares will vary for each individual and you are advised to consult your financial, tax or other professional adviser on the tax implications of acceptance. A general summary of the likely Australian taxation implications of accepting the Offer is provided in section 9.	Section 9
What if I am a foreign REY Shareholder?	Foreign REY Shareholders who accept the Offer will be paid the same cash consideration under the Offer as an Australian resident REY Shareholder. However, the tax implications under the Offer for foreign shareholders may be different to those relating to Australian resident shareholders, and you should seek your own professional advice in these circumstances. If you are a foreign resident REY Shareholder, the amount you receive for the sale of your REY Shares under the Offer may be reduced as the Bidder may have the obligation to withhold an amount of foreign resident capital gains withholding (**FRCGW**) tax from the Offer Price and pay such amount to the Australian Taxation Office on your behalf. The current rate of the FRCGW tax is 15%. See section 9.5 for further information.	Section 9.4

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Why should I accept the Offer?	You should accept the Offer for the following reasons: **1** You can receive a cash premium; **2** The REY Board unanimously recommend the Offer, in the absence of a superior offer; **3** The Offer is unconditional and gives you certainty of cash; **4** No alternative offer has been made for REY Shares and the likelihood of a competing offer eventuating to be low; **5** Accepting the Offer removes possible minority shareholder risks of remaining a REY Shareholder; and **6** No stamp duty or brokerage fees in accepting the Offer will be incurred by you. Refer to section 2 for a further fuller explanation as to why you should accept the Offer.	Section 2
Can I withdraw my acceptance?	Once you accept the Offer, you cannot withdraw your acceptance.	Section 11.6
Where do I go for further information about the Offer?	If you require additional assistance, please call the Offer Information Line on 1300 737 760 (for callers within Australia) or +612 92909600 (for callers outside Australia), Monday to Friday between 9:00am and 5:00pm (AEST). 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.	-

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5 Information about Vigorous Resources

5.1 Overview

The bidder under this takeover bid is Vigorous Resources. The Bidder was incorporated as a special purpose vehicle on 22 May 2025, for the purposes of acquiring REY Shares in connection with the Offer.

The Bidder has not traded since its incorporation and does not have any employees. The sole director of the Company is Dongmei Ye (see section 5.4 for further information).

As at the date of this Bidder's Statement, the Bidder is the owner of 34,068,800 REY Shares, representing a holding of 16.10% of the total issued shares in REY. The Bidder does not have board representation on REY.

This Bidder's Statement has been prepared using information included in public documents filed by REY.

5.2 Structure and ownership of Bidder

As of the date of this Bidder's Statement, the following persons are shareholders of Vigorous Resources:

Shareholder	Number of shares	Approximate % of all issued shares
Vigorous Capital Pty Ltd (ACN 629 298 880) (**Vigorous Capital**)	20	20%
Wanyan Liu	80	80%

Ms Wanyan Liu, is a current major lender to Vigorous Resources and REY, and has historically financially supported REY. Ms Wanyan Liu has provided REY with loan facilities totalling $25 million maturing 30 April 2026. Currently Ms Wanyan Liu is owed $22,216,452.61 (inclusive of outstanding interest accrued up to 30 June 2025 at an interest rate of 12% per annum) to be repaid by 30 April 2026 (see section 10.1 for more details). In addition, Ms Wanyan Liu has provided a Loan to the Bidder of $5,000,000 at an interest rate 9% per annum payable in full of the principal and interest accrued upon demand by Ms Wanyan Liu (see section 8.2 for more details).

Vigorous Capital is wholly owned by Dongmei Ye, who is the sole director of Vigorous Resources and Vigorous Capital (see section 5.4 for more details).

5.3 Principal activities of the Bidder

The Bidder is mainly engaged in investment activities across three key sectors: real estate, finance, and mineral resources. In real estate, the Bidder invest in both residential and commercial properties with a focus on long-term value growth. In the financial sector, its investments include asset management, private equity, and related financial services. In the mineral resources industry, it explores opportunities in mining and resource development, aiming to contribute to sustainable and responsible resource utilisation.

5.4 Director of Vigorous Resources

As at the date of this Bidder’s Statement, Vigorous Resources has a sole director and company secretary, Dongmei Ye. Dongmei Ye is a highly accomplished finance and project development professional with over 15 years of experience across taxation, corporate transactions, and resource sector operations. A qualified certified practising accountant (**CPA**) with CPA Australia, she brings deep financial expertise and strategic insight to her role as director in development

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projects. Before her current appointment, Ms. Ye built a strong career as a registered tax agent, where she advised a diverse portfolio of corporate clients on complex tax strategies, cross-border compliance, and regulatory matters. In addition to her tax background, Ms. Ye has spent many years working within the mining and resource development industry. She has played a central role in evaluating and managing large-scale resource projects, overseeing financial modelling, investment assessments, and joint venture arrangements.

5.5 Financial Information on Vigorous Resources

Vigorous Resources was established as a special purpose vehicle for the Offer and therefore has not traded since its incorporation. Information on the funding of the cash consideration of the Offer, including sources of the cash consideration, is set out in section 8.

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6 Information about REY

6.1 Disclaimer

Information in this document about REY has been prepared based on publicly available information. Vigorous Resources has not verified such publicly available information. Accordingly, subject to the Corporations Act, Vigorous Resources does not make any representation or give any express or implied warranty as to the accuracy or completeness of this information.

The information about REY in this Bidder's Statement should not be considered comprehensive.

6.2 Overview

REY is an Australian public company listed on ASX focused on exploring and developing energy resources in Western Australia's Canning Basin.

REY holds 100% interest in EP487 (the “Derby Block”) 40% interest in EP457 and 100% interest in EP458, prospective Canning Basin petroleum exploration permits (together the “Fitzroy Blocks”).

The Duchess Paradise Coal Project (“DP Project”), which is 100% owned by REY and is a proposed bituminous thermal coal operation located in the Canning Basin of Western Australia and is partly contiguous with the Fitzroy Block.

REY also holds 7.5 million fully paid ordinary shares in PZE Limited, representing approximately 5.7% of its issued capital as of 30 June 2024.

REY has an experienced Board and management team and is committed to continuing to develop its energy assets to deliver maximum value to its shareholders.

6.3 Directors of REY and Managing Director

The directors of REY at the date of this Bidder's Statement are:

(a) Min Yang, Non-executive Chairman;

(b) Wei Jin, Managing Director;

(c) Yan Zhao, Executive Director;

(d) Geoff Baker, Non-executive Director;

(e) Qianrui (Stanley) Fu, Non-executive Director.

Particulars of these directors are available from the REY website referred to below in section 6.13.

6.4 Director's interest in REY securities

Director	Shares	Options	Performance Rights
Min Yang	200,000	Nil	Nil
Geoff Baker	200,000	Nil	Nil
Wei Jin	200,000	Nil	Nil
Yan Zhao	Nil	Nil	Nil
Qianrui (Stanley) Fu	Nil	Nil	Nil

6.5 Capital structure of REY

According to 31 December 2024 Half Year Report, REY has the following securities on issue:

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Shares	Options	Performance Rights
211,560,904	Nil	Nil

6.6 **Substantial REY Shareholders**

Based on information disclosed in REY's 2024 Annual Report and any substantial holdings notice lodged subsequent to the date of the 2024 Annual Report, the substantial REY Shareholders are shown in the following table:

Substantial REY Shareholder	Number of securities held	Voting Power[1]
ASF Group Limited	34,666,667	16.38%
Wanyan Liu	34,068,800	16.10%
Neway Energy International Limited	14,450,580	6.83%
Yinxin He	12,970,000	6.13%
Start Grand Global Limited	12,361,500	5.84%
Mei Chi Joyce Lee	12,092,553	5.72%
Start Link Investments Limited	10,959,614	5.18%

Note:
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%.

6.7 **Vigorous Resources' Relevant Interest in REY's Shares and Voting Power**

As at the date of this Bidder's Statement, Vigorous Resources has a Relevant Interest in 16.10% of the REY Shares on issue. Accordingly, Vigorous Resources' Voting Power in REY is 16.10%.

6.8 **Vigorous Resources' Directors' Relevant Interest in REY Shares and Voting Power**

As at the date of this Bidder's Statement, the Director of the Bidder has a Relevant Interest in 32,000 REY Shares, equating to a voting power of 0.016% of the REY Shares on issue.

6.9 **Vigorous Resources dealings in REY's Shares**

In the period beginning four months prior to the date of the Offer, the Bidder acquired, on 29 May 2025, 34,068,800 REY Shares via an off-market share transfer from Ms Wanyan Liu to Vigorous Resources for $0.028 per REY Share.

6.10 **No pre-Offer benefits**

During the period of 4 months before the date of the Offer, neither Vigorous Resources nor any Associate of Vigorous Resources gave, or offered to give a benefit, or agreed to give a benefit to another person and the benefit was likely to induce the other person, or an Associate of the other person to:

(a) accept the Offer; or

(b) dispose of REY Shares,

which is not offered to all holders of REY Shares under the bid.

6.11 **No escalation agreements**

Neither Vigorous Resources nor any Associate of Vigorous Resources has entered into any escalation agreement in respect of REY Shares that is prohibited by section 622 of the Corporations Act.

6.12 **Material contracts**

There is a risk that some material contracts to which REY and its subsidiaries are a party contain change of control or pre-emptive rights provisions that may be triggered if, following completion of

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the Offer, Vigorous Resources acquires a large enough stake in REY. The operation of such provisions may have negative consequences for REY. However, as Vigorous Resources has not been able to conduct any due diligence of non-public information in relation to REY's business at this time, it is unable to provide further details about which consents will be required (if any) or the consequences if such consents are not obtained.

If any change of control provisions within REY's agreements are triggered as a consequence of the Offer, the consent of the relevant counterparty may be required, and/or that counterparty may seek to terminate or renegotiate the agreement on terms less favourable to REY or to exercise rights triggered by the change of control.

6.13 **Other material information about REY**

REY will have the opportunity to disclose in its Target's Statement any information about REY it considers REY Shareholders would reasonably require to make an informed assessment as to whether to accept the Offer.

6.14 **Publicly available information**

REY's 2024 Annual Report for the year financial year ended 30 June 2024 was lodged with the ASX on 28 October 2024 and REY's 31 December 2024 Half Year Report was lodged with the ASX on 13 March 2025.

Further publicly available information about REY, which may include the Target's Statement, is available on REY's website at https://reyresources.com/. Information on the websites referenced in this Bidder's Statement does not constitute part of this Bidder's Statement.

ASX maintains files containing publicly disclosed information about all listed companies, including REY and is available for inspection at ASX online at https://www.asx.com.au/ .

A list of announcements made by REY to ASX since the lodgement of REY's 2024 Annual Report is contained in Annexure A.

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7 Vigorous Resources' intentions for REY

7.1 Introduction

This section 7 sets out Vigorous Resources' intentions for REY, which are based on the information concerning REY and its business known to Vigorous Resources at the time of preparation of this Bidder's Statement, in relation to:

(a) the continued operations of the business of REY;

(b) any major changes to be made to the business of REY and any redeployment of the fixed assets of Target;

(c) the compulsory acquisition of REY Shares; and

(d) the future employment of the present employees of REY.

These intentions are based on the basis of facts, information and circumstances concerning REY, its business operations and the general industry environment, which are known to Vigorous Resources at the time of preparing this Bidder's Statement. This information is limited to publicly available information.

As at the date of this Bidder's Statement, no due diligence has been conducted on REY's non-public information. Therefore, Vigorous Resources does not currently have full knowledge of all material information, facts and circumstances that are necessary to assess the operational, commercial, tax and financial implications of its current intentions. Final decisions regarding these matters will only be made by Vigorous Resources in light of information and circumstances at the relevant time. As there is no minimum acceptance condition to the Offer, Vigorous Resources will not know the extent of its ultimate shareholding in REY until the close of the Offer. This means that the Bidder's ultimate voting power in REY could be anywhere between 16.10% and 100% at the close of the Offer and the precise circumstances surrounding the Vigorous Resources' ability to pursue the outcomes of the strategic review may not necessarily be known until the close of the Offer, and are difficult to predict with any certainty at this stage.

7.2 Intentions upon acquisition of less than 90% of all of the REY Shares

This section sets out the current intentions of Vigorous Resources if it does not acquire a Relevant Interest in at least 90% of the REY Shares pursuant to the Offer.

If Vigorous Resources does not acquire a Relevant Interest in at least 90% of the REY Shares pursuant to the Offer, the current intentions of Vigorous Resources are as follows:

(a) **Corporate matters**

Subject to the size of the interest in REY's Shares held by the Bidder following completion of the Offer:

(i) the Bidder may seek representation on the REY's board and may seek representation that is reasonably proportionate to its interest in REY's Shares; and

(ii) the Bidder may seek to remove REY from the official list of the ASX.

ASX guidance indicates that ASX would approve an application for REY to be removed from the official ASX without the need for shareholder approval if the Bidder owns or controls at least 75% of the REY Shares and the Offer has remained open for at least two weeks after the Bidder obtained that level of ownership or control, and the number of shareholders (not including the Bidder and its Respective Bodies Corporate), that have a holding with a value of at least $500 is fewer than 150.

In addition, ASX guidance indicates that it would approve an application for REY

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to be removed from the official list of ASX with REY Shareholder approval and, where such removal is sought later than 12 months after the close of the offer, the Bidder will be entitled to vote on the resolution approving the removal.

(b) **General operational and structural matters**

To Support REY in its future growth, the Bidder intends to assist with providing sufficient funds to continue the business in substantially the same manner as it is presently conducted.

(c) **Employees**

The Bidder considers REY‘s current employees to be critical to the future success of the business. The Bidder intends to maintain REY's key management employees and the current level of employment in the business.

7.3 **Intentions upon acquisition of 90% or more of all of the REY Shares**

This section sets out the current intentions of the Bidder if it acquires a Relevant Interest in 90% or more of REY Shares and is entitled to proceed to compulsory acquisition of the remaining REY Shares under the Corporations Act. In addition to the matters set out in section 7.2, the Bidder would:

(a) proceed with compulsory acquisition of the outstanding REY Shares in accordance with the provisions of Chapter 6A of the Corporations Act;

(b) if a compulsory acquisition process is completed, procure the removal of REY from the official list of the ASX; and

(c) replace the REY board with the Bidder's nominees (although the Bidder may, in its discretion, seek to retain one or more of the existing REY directors). The Bidder has not made any decision as to who would be nominated for appointment to the REY Board in this case.

7.4 **Other intentions**

Subject to the matters described above in this section 7 and elsewhere in this Bidder's Statement, it is the intention of Vigorous Resources, on the basis of the facts and information concerning REY that are known to it and the existing circumstances affecting the assets and operations of REY at the date of this Bidder's Statement, that:

(a) the business of REY will be conducted in substantially the same manner as at the date of this Bidder's Statement;

(b) no other major changes will be made to the business of REY;

(c) there will be no redeployment of the fixed assets of REY; and

(d) there will be no changes to REY's key management employees and the current level of employment in the business.

7.5 **Limitations of intentions**

The intentions and statements of future conduct set out in this section 7 must be read as being subject to:

(a) REY’s constitution, the law (including the Corporations Act) and the ASX Listing Rules;

(b) the legal obligation of the REY directors at the time, including any candidates for the REY Board nominated by Vigorous Resources, to act in good faith in the best interests of REY and for proper purposes and to have regard to the interests of all REY Shareholders; and

(c) the outcome of future reviews and analysis by Vigorous Resources as referred to in this section 7.

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8 Funding

8.1 Cash Consideration

The consideration for the acquisition of the REY Shares by Vigorous Resources will be satisfied by the payment of $0.028 cash for each REY Share (being the Offer Price). The Offer Price will be reduced by the amount or value of any Rights, which you become entitled to receive on or after the Announcement Date, which Vigorous Resources does not receive.

Accordingly, at the Offer Price, the maximum amount of cash consideration which would be payable by Vigorous Resources under the Offer if acceptances for all the REY Shares existing, except for REY Shares held by Vigorous Resources, at the Record Date are received is $4,969,779.

Vigorous Resources intends to fund this amount through a loan from its shareholder Ms Wanyan Liu, details of which are set out below in section 8.2.

8.2 Funding for the maximum aggregate amount

The necessary funds being made available to the Bidder will be sourced from an unsecured loan provided by Ms Wanyan Liu, a shareholder of the Bidder (**Loan**). The Loan agreement was executed by Vigorous Resources and Ms Wanyan Liu on 1 June 2025. The Loan provides a facility of $5,000,000 to Vigorous Resources at an interest rate of 9% per annum payable in full of the principal and interest accrued upon demand by the lender, Ms Wanyan Liu. The Loan does not have a maturity date.

Ms Wanyan Liu has confirmed that, subject to the terms and conditions of the Loan Agreement, she will make the Loan available throughout the Offer period and will not demand repayment during this time.

As at the date of this Bidder's Statement, the amount borrowed under the Loan is $5,000,000 and exceeds the amount under the Offer if acceptances for all the REY Shares existing at the Record Date are received.

The events of default under the Loan include:

(a) a failure by Vigorous Resources to repay any part of the Loan in accordance with the Loan Agreement;

(b) the occurrence of any event which, in the opinion of the lender, Ms Wanyan Liu, gives rise to a material adverse change in the business or financial condition of Vigorous Resources, or materially and adversely affects its ability to perform its obligations under the Loan Agreement; and

(c) a failure by Vigorous Resources to duly perform or comply with any of its obligations under the Loan Agreement.

Vigorous Resources has no reason to believe that any event of default will occur that would cause the Loan to become repayable prior to completion of the Offer.

Vigorous Resources complies with all terms and conditions of the Loan.

As detailed in section 5.2, Ms Wanyan Liu was a majority shareholder in Vigorous Resources and a long-time REY Shareholder who has historically financially supported REY. As disclosed in the 31 December 2024 Half Year Report, Ms Wanyan Liu has provided REY with loan facilities totalling $25 million maturing 30 April 2025.

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8.3 **Provision of consideration by Vigorous Resources**

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

The Offer is not subject to any financing condition.

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9 Taxation considerations

9.1 Introduction

The following is a general description of the Australian Capital Gains Tax (**CGT**) consequences to REY Shareholders in relation to the disposal of their REY Shares, through acceptance of the Offer, in return for cash consideration. General comments are also provided in relation to Australia income tax, stamp duty and Goods and Services Tax (**GST**).

The following information is based upon taxation law and established practice in effect as at the date of this document. It is not intended to be, nor is it, an authoritative or complete statement of the taxation laws of Australia applicable to the particular circumstances of every REY Shareholder. This summary is necessarily general in nature and therefore should not be relied upon as advice.

The following comments apply only to those REY Shareholders who hold REY Shares on capital account, such that they will be subject to CGT in respect of their dealings in their holdings of REY Shares. This summary does not address the consequences that arise for REY Shareholders:

(a) who hold their REY Shares on revenue account or as trading stock;

(b) who hold their REY Shares as assets used in carrying on a business or as part of a profit making undertaking or scheme;

(c) who acquired their REY Shares through an employee share scheme;

(d) who are Australian tax residents but who hold their REY Shares as part of an enterprise carried on, at or through a permanent establishment in a foreign country;

(e) who are financial institutions, insurance companies, partnerships, tax exempt organisations, trusts (except where expressly stated), superannuation funds (except where expressly stated) or temporary results; or

(f) who are subject to taxation of financial arrangements rules in relation to gains and losses on their REY Shares.

The outline does not take into account or anticipate changes in the law (by legislation or judicial decision) or practice (by ruling or otherwise). The outline is also not exhaustive of all income tax considerations which could apply in the circumstances of any given REY Shareholder.

Similarly, this tax summary does not address income tax implications for all REY Shareholders nor the tax implications arising from the disposal of REY Shares which were acquired before 20 September 1985. Such shareholders should seek specialist tax advice tailored to those circumstances.

All REY Shareholders, and particularly those shareholders not covered by this outline as noted above, should consult their own tax advisers.

REY Shareholders who are not resident in Australia for tax purposes should seek their own independent taxation advice which takes into account the tax consequences under the laws of their country of residence, as well as under Australian law, in relation to the disposal of REY Shares.

9.2 Australian resident REY Shareholders

Acceptance of the Offer will involve the disposal by REY Shareholders of their REY Shares by way of transfer to Vigorous Resources and, as such, the disposal will have Australian CGT implications.

Australian resident REY Shareholders may make a capital gain or capital loss on the sale of their REY Shares. A capital gain will result where the Offer Price is more than the cost base (or in some

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cases indexed cost base, see further below) of those REY Shares. Alternatively, a capital loss will result where the Offer Price is less than the reduced cost base of those REY Shares.

The cost base of a REY Share is generally the cost of acquisition or deemed cost of acquisition. Certain other amounts associated with the acquisition and disposal of the REY Share (such as brokerage or stamp duty) may be added to the cost base.

Capital gains and capital losses of a taxpayer in a year of income are aggregated to determine whether there is a net capital gain. Capital losses from earlier years may be applied to reduce the capital gain. Any remaining net capital gain is included in assessable income and subject to Australian income tax. However, a 'CGT Discount' may be available to reduce the capital gain for certain REY Shareholders (see section 9.3 below).

Capital losses may not be deducted against other income for income tax purposes, but may be carried forward to be offset against future capital gains subject to the satisfaction of certain conditions.

9.3 CGT Discount

The availability of the 'CGT Discount' in calculating the amount of the capital gains included in assessable income depends on the period for which the REY Shares disposed of under the Offer have been held and the classification of each REY Shareholder (e.g. individual, superannuation fund or certain trusts).

The CGT Discount described in this Section is not available where the REY Shares have not been held for 12 months as at the date of acceptance of the Offer. Special rules apply to determine if shares have been held for the requisite period. REY Shareholders should seek their own advice on these matters.

Individuals, complying superannuation entities or trustees that have held REY Shares for 12 months or more before accepting the Offer may be entitled to discount the amount of the capital gain (after application of capital losses) from the disposal of the REY Shares by 50% in the case of individuals and eligible trustees, and by 33.33% in the case of complying superannuation funds. The CGT Discount is not available to companies.

The CGT Discount is not relevant for the purposes of calculating a capital loss.

9.4 Non-Australian resident REY Shareholders

If you are a non-resident of Australia for tax purposes and hold your REY Shares on capital account, you will generally not be subject to CGT in Australia on the disposal of your REY Shares unless:

(a) your REY Shares constitute "indirect Australian real property interests";

(b) you held your REY Shares at any time in carrying on a business through a permanent establishment in Australia; or

(c) you were previously a resident of Australia for tax purposes and chose to disregard a capital gain or loss on your REY Shares on ceasing to be a resident.

Your REY Shares will constitute indirect Australian real property interests if both the following conditions are satisfied:

(a) you (together with your associates, as defined for tax purposes) owned at least 10% of the REY Shares either at the time you sold your REY Shares or for any 12-month period during the 24 months before you sold your REY Shares (in which case, your REY Shares would be a **Non-Portfolio Interest**); and

(b) at the time of the disposal, "taxable Australian real property" assets (which for these purposes includes real property and mining, quarrying or prospecting rights where the minerals, petroleum or quarry materials are located in Australia) comprise more than 50% of the market value of the assets owned directly or indirectly by REY (called the **Principal Asset Test**).

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Foreign resident REY Shareholders who are subject to CGT on the disposal of their REY Shares are not entitled to the CGT Discount.

REY Shareholders who are not resident in Australia for income tax purposes should note that the Australian tax consequences from the disposal of the REY Shares may be affected by any double tax agreement between Australia and their country of residence. Foreign resident REY Shareholders should obtain specific tax advice.

9.5 Foreign resident capital gains withholding tax

If you are a foreign resident REY Shareholder, the amount you receive for the sale of your REY Shares under the Offer may be reduced as the Bidder may have the obligation to withhold an amount of foreign resident capital gains withholding (**FRCGW**) tax from the Offer Price and pay such amount to the Australian Taxation Office on your behalf. The current rate of the FRCGW tax is 15%.

The FRCGW will not apply if you sell your REY Shares on-market on the basis that there is an exclusion from withholding tax for disposals on the ASX.

If you dispose of your REY Shares off-market pursuant to this Offer, the FRCGW generally applies to the disposal of your REY Shares if:

(a) your REY Shares constitute “indirect Australian real property interests” (see Section 9.4 for further information); and

(b) any of the following apply:

  (i) the Bidder knows that you are a foreign resident for Australian tax purposes;

  (ii) the Bidder reasonably believes that you are a foreign resident for Australian tax purposes;

  (iii) the Bidder does not reasonably believe you are an Australian resident for Australian tax purposes and either:

    (A) you have an address outside Australia (according to any record in the Bidder’s possession, or is kept or maintained on the Bidder’s behalf); or

    (B) the Bidder is authorised to provide a financial benefit (e.g., the payment of the Offer Price) to a place outside Australia; or

  (iv) you otherwise have a connection outside Australia of a kind specified in the tax regulations.

If the Bidder determines or reasonably believes that it has an obligation to deduct FRCGW tax, the Bidder will withhold the applicable FRCGW amount from the Offer Price payable to you and pay that amount to the Australian Taxation Office. You will only receive the net proceeds and will be taken to receive the full Offer Price for the purposes of this Offer, such that the Bidder will be discharged of any liability to pay that amount of the Offer Price to you.

Depending on your specific circumstances, you may be entitled to apply to the Australian Taxation Office, before the disposal of your REY Shares, to vary and reduce the rate of the FRCGW tax that applies to you.

As at the date of this Bidder's Statement, the Bidder expects that the Principal Asset Test will be met in respect of the REY Shares. Accordingly, the Bidder expects that your REY Shares will be indirect Australian real property interests if you also satisfy the Non-Portfolio Interest test.

Notwithstanding the above, if you and your associates (as defined for tax purposes) sell an interest of 10% or more in REY as part of the Offer, or the Bidder otherwise determines that the FRCGW tax provisions may be enlivened in respect of you, the Bidder will use reasonable endeavours to contact you so that you have an opportunity to provide a declaration (that the Bidder has no reason to believe is false) to the effect that either:

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(a) You are an Australian resident for Australian tax purposes (**Australian Residency Declaration**); or

(b) Your REY Shares are not Non-Portfolio Interests (see Section 8.4 for further information) and/or are not indirect Australian real property interests (Non-Indirect Australian Real Property Interest Declaration).

This will require you to complete a 'Foreign resident capital gains withholding declaration – vendor declaration' form which is published by the Australian Taxation Office.

If you do not provide a completed Australian Residency Declaration or Non-Indirect Australian Real Property Interest Declaration to the Bidder before the Bidder acquires your REY Shares, the Bidder reserves the right to deduct any applicable FRCGW tax from the Offer Price payable to you.

If you are unsure about how the FRCGW tax applies to you or whether you are entitled to complete an Australian Residency Declaration or a Non-Indirect Australian Real Property Interest Declaration, you should seek independent tax advice.

Any FRCGW tax withheld from the Offer Price is not a final tax. You may be entitled to claim a credit in your Australian income tax return, for the relevant income year, for any FRCGW tax withheld and remitted by the Bidder in respect of the disposal of your REY Shares. To the extent the FRCGW tax exceeds your final Australian tax liability for the disposal of your REY Shares, you may be entitled to a refund of the difference.

9.6 Stamp Duty

Vigorous Resources will pay the stamp duty (if any) payable in Australia on the transfer of the REY Shares under the Offer.

9.7 GST

No GST in Australia will be payable on such transfers, except that GST may be payable on any fees or charges that a Broker, bank, custodian, or other nominee (in respect of REY Shares held for a separate beneficial owner) may charge in connection with acceptance of the Offer (see section 11.14).

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10 Other material information

10.1 Financial Support by Ms Wanyan Liu

Both REY and Vigorous Resources have obtained significant loan funding from Ms Wanyan Liu. As outlined in section 5.2 and disclosed in the 31 December 2024 Half Year Report, Ms Wanyan Liu has provided REY with loan facilities totalling $25 million, maturing on 30 April 2026, with an interest rate of 12% per annum. Of this facility, $22,216,452.16 (inclusive of outstanding interest accrued up to 30 June 2025) is outstanding and repayable.

The loan agreements entered into between REY and Ms Liu are summarised as follows:

(a) on 3 July 2017, it was announced that Ms Wanyan Liu provided an unsecured loan of $500,000 with a 12 month term. This was subsequently extended to 31 December 2019, then further extended to 31 March 2021 and again to 31 October 2022;

(b) on 18 April 2019, it was announced that Ms Wanyan Liu entered into a loan agreement to provide an additional $3 million, with a maturity date of 31 December 2020. On 25 June 2020, this facility was increased to $5 million, and the maturity date was extended to 31 October 2021;

(c) on 17 July 2019, it was announced that Ms Wanyan Liu entered into another loan agreement to provide a further $3 million, with a maturity date of 31 December 2021,

(together the **Previous Loan Facilities**).

On 30 April 2021, it was announced that the Previous Loan Facilities had been fully drawn down, and Ms Wanyan Liu had agreed to consolidate them into a single facility and increase the total amount by $4 million to $12.5 million (the **Consolidated Loan Facility**). The Consolidated Loan Facility was intended for general working capital and future development of the Company. It carried an interest rate of 12% per annum (payable quarterly in cash) and has a maturity date of 31 October 2022. Of the $12.5 million, $8.5 million had already been drawn under the Previous Loan Facilities.

The Consolidated Loan Facility was subsequently amended on the following occasions:

(a) on 22 June 2022, increased by $4.5 million to $17 million and extended to 31 October 2023;

(b) on 30 May 2023, increased by a further $3 million to $20 million and extended to 31 October 2024;

(c) on 17 June 2024, increased by a further $5 million to $25 million and extended to a maturity date of 30 April 2026;

(d) on 17 June 2024, the interest payment date was amended from a quarterly basis to payable on the maturity date.

In the event of a breach of the terms of the Consolidated Loan Facility agreement resulting in accelerated repayment, the Company would not be in a position to repay the full amount owing (including accrued interest), as its available cash balance was only $52,000 as disclosed in the quarterly cash flow report released on 29 April 2025.

Similarly, if the Consolidated Loan Facility reaches maturity and the Company is required to repay the entire principal and interest, it is unlikely to be able to do so from existing cash reserves or operating cash flows. As a result, the Company may be forced to undertake a significant equity capital raise, which would likely be highly dilutive to existing shareholders. Even then, there is no assurance that the capital raise would be successful or sufficient to fully repay the amounts owed under the Consolidated Loan Facility.

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Additionally, funding for the necessary funds for the Offer by Vigorous Resources is sourced from a loan provided by Ms Wanyan Liu, further details is set out in section 8.2.

10.2 **Issues regarding the disposal of Gulliver Productions Pty Ltd**

The Bidder has been advised that there have been issues raised in relation to the disposal of REY's wholly owned subsidiary, Gulliver Productions Pty Ltd (**Gulliver**), to China Guoxin Investment Holdings Co., Limited (**Guoxin**) for a total consideration of $400,000, under a binding cooperation framework agreement announced on 1 August 2024 (the **Disposal**).

REY has confirmed that 100% of its interest in the Gulliver Tenure was transferred to Guoxin via the sale of all issued shares in Gulliver. The Company further advised that:

(a) REY has provided limited transitional support at no cost following completion of the Disposal;

(b) REY is no longer the operator of the Gulliver Tenure;

(c) Guoxin has assumed full operational responsibility for the Gulliver Tenure;

(d) REY has not been engaged by Guoxin to act as operator;

(e) REY is not responsible for any care, maintenance, or clean-up obligations in respect of the Gulliver Tenure;

(f) REY remains in compliance with the ASX Listing Rules, including ASX Listing Rule 3.1.

10.3 **ASIC modifications to and exemptions from the Corporations Act**

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

10.4 **Date for determining holders of REY 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 (AEST) on 8 July 2025, being the Record Date.

10.5 **Public announcements**

Public announcement(s) on or after the date of this Bidder's Statement in relation to the Offer should be available on REY's announcements page on the ASX website referred to earlier in this Bidder's Statement.

10.6 **Consent to early dispatch**

The REY Board have consented to Vigorous Resources sending this Bidder's Statement to REY Shareholders earlier than would otherwise be permitted under the Corporations Act.

10.7 **Certain REY Shareholders**

If, at the time you accept the Offer, any authority or clearance by a government authority is required for you to receive consideration under the Offer or you are resident in or a resident of a place to which, or you are a person to whom or to whose assets the following apply:

- the *Autonomous Sanctions Regulations 2011* (Cth);
- the *Banking (Foreign Exchange) Regulations 1959* (Cth);
- Part 4 of the *Charter of the United Nations Act 1945* (Cth);
- the *Charter of the United Nations (Dealing with Assets) Regulations 2008* (Cth);
- the *Charter of the United Nations (Sanctions – Al-Qaida and the Taliban) Regulations 2008* (Cth);

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- the *Charter of the United Nations (Sanctions – Cote d'Ivoire) Regulations 2008* (Cth);
- the *Charter of the United Nations (Sanctions – Democratic People's Republic of Korea) Regulations 2008* (Cth);
- the *Charter of the United Nations (Sanctions – Democratic People's Republic of the Congo) Regulations 2008* (Cth);
- the *Charter of the United Nations (Sanctions –Eritrea) Regulations 2010* (Cth);
- the *Charter of the United Nations (Sanctions –Iran) Regulations 2008* (Cth);
- the *Charter of the United Nations (Sanctions – Iraq) Regulations 2008* (Cth);
- the *Charter of the United Nations (Sanctions – Lebanon) Regulations 2008* (Cth);
- the *Charter of the United Nations (Sanctions – Liberia) Regulations 2008* (Cth);
- the *Charter of the United Nations (Sanctions –Libyan Arab Jamahiriya) Regulations* 2011 (Cth);
- the *Charter of the United Nations (Sanctions – Somalia) Regulations 2008* (Cth);
- the *Charter of the United Nations (Sanctions – Sudan) Regulations 2008* (Cth); or
- any other law of Australia that would make it unlawful for Vigorous Resources to provide consideration for your REY Shares,

then you will not be entitled to receive payment under the Offer until all requisite authorities and clearances have been obtained.

10.8 **Withholding payment**

If any amount (the withholding amount) is required under any Australia law or by any public authority to be:

(a) withheld from any consideration otherwise payable to you under this Offer and paid to a public authority; or

(b) retained by Vigorous Resources out of any consideration otherwise payable to you under this Offer,

the payment, provision or retention by Vigorous Resources of the withholding amount (as applicable) will constitute full discharge of Vigorous Resources' obligations to provide the consideration to you to the extent of the withholding amount.

10.9 **Consents**

Boardroom Pty Ltd, REY and Ms Wanyan Liu (each a **Relevant Person**) has consented to being named in this Bidder's Statement in the form and context in which it is named and has not withdrawn that consent as at the date of this Bidder's Statement. Vigorous Resources has retained a copy of each Relevant Person's consent. None of the Relevant Persons has caused or authorised the issue of this Bidder's Statement or has been in any way involved in making the Offer. Each of the Relevant Persons to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this 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. REY Shareholders may obtain copies of these documents (free of charge) during the Offer Period by calling the Offer Information Line on 1300 737 760 (within Australia) or +612 92909600 (outside Australia).[1] REY Shareholders should note that Vigorous Resources 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 Vigorous Resources nor its Director 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.

[1] Calls to these numbers may be recorded.

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As permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72, this Bidder's Statement may, without consent, include or be accompanied by certain trading data references and certain statements which fairly represent a statement by an official person or which come from a public official document or published book, journal or complete publication.

As permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72, this Bidder's Statement contains share price trading data sourced from Bloomberg who has not consented to the use of such information in the Bidder's Statement.

10.10 **Regulatory approvals**

Vigorous Resources has obtained all necessary regulatory approvals required in connection with the Offer. As such, this Offer is not subject to any regulatory conditions.

10.11 **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 REY Shareholder whether or not to accept the Offer; and

(b) known to Vigorous Resources,

which has not previously been disclosed to REY Shareholders.

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11 Terms and conditions of the Offer

11.1 Offer

Vigorous Resources offers to acquire all of your REY Shares on issue at the Record Date together with all Rights attached to them, for the Offer Price and on the terms set out in this Bidder's Statement.

This Offer relates to all REY Shares that exist on the Record Date. If the Bidder acquires your REY Shares under the Offer, it will also be entitled to all Rights in respect of your REY Shares.

This Offer is being made to:

(a) each person registered as the holder of REY Shares in the register of REY Shareholders on the Record Date; and

(b) any person who becomes registered, or entitled to be registered, as the holder of your REY Shares during the Offer Period.

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

(a) 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 REY Shares;

(b) 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 REY Shares you hold to which the Offer relates; and

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

If at any time during the Offer Period you are registered or entitled to be registered as the holder of one or more parcels of REY 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 parcels and any 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 737 760 (within Australia) or +612 92909600 (from outside Australia) to request those additional copies.

If your REY 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.

The consideration offered is $0.028 cash for each of your REY Shares. Where the calculation of the consideration to be paid to a REY Shareholder would result in the REY Shareholder becoming entitled to a fraction of a cent, the fractional entitlement will be rounded down to the nearest whole cent.

By accepting this Offer, you undertake to transfer to Vigorous Resources not only Your Accepted REY Shares, but also all Rights attached to those REY Shares.

The Offer is dated 8 July 2025.

11.2 Offer Period

The Offer opens on Wednesday, 9 July 2025.

The Offer will remain open for acceptance from the date of this Offer and ending at 7:00pm (AEST) on 11 August 2025, unless withdrawn or extended by Vigorous Resources in its sole and absolute discretion, in accordance with the Corporations Act.

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

(a) the Offer Price is increased; or

(b) Vigorous Resources' Voting Power in REY increases to more than 50%,

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

In addition, Vigorous Resources expressly reserves its rights under section 650C of the Corporation Act, exercisable in its sole discretion, to extend the period during which the Offer remains open for acceptance.

11.3 **How to accept the Offer**

(a) **General**

(i) You may accept the Offer in respect of all of your REY Shares.

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

(iii) If you accept the Offer, you will be taken to have accepted the Offer for all your REY Shares (despite any difference between that number and the number of REY Shares specified on your Acceptance Form).

(b) **Issuer Sponsored Holdings**

If you hold your REY Shares in an Issuer Sponsored Holding (your SRN starts with "I"), to accept the Offer you must:

(i) complete and sign the enclosed Acceptance Form in accordance with the instructions on it. You can accept the Offer in respect of all of your REY Shares. If you sign and return the Acceptance Form, you will be deemed to have accepted the Offer in respect of all of your REY 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 before the end of the Offer Period at the address shown on the Acceptance Form.

(c) **CHESS Holdings**

If your REY Shares are in a CHESS Holding, you do not need to complete and return the Acceptance Form to accept the Offer. You can contact your Controlling Participant (normally your Broker) and instruct them to accept the Offer on your behalf. If you decide to use the Acceptance Form to authorise us to contact your Controlling Participant on your behalf, follow the instructions below:

(i) It is the responsibility of the REY Shareholder to allow sufficient time for their Controlling Participant to initiate acceptance of the Offer on their behalf in accordance with ASX Settlement Operating Rule 14.14. You must ensure that the Acceptance Form is received in sufficient time before the end of the Offer Period to enable the Bidder to instruct your Controlling Participant to effect acceptance on CHESS during business hours.

(ii) If your holding is CHESS sponsored and you send your Acceptance Form to Boardroom Pty Limited, we will send the relevant acceptance message to CHESS for forwarding to your Controlling Participant for acknowledgement. Neither the Bidder or Boardroom Pty Limited will be responsible for any delays incurred by this process.

(iii) If you sign and return the Acceptance Form to one of the below addresses either in respect of an Issuer Sponsored Holding or so that contact may be made with your Controlling Participant on your behalf, you warrant to the Bidder (and

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authorise the Bidder to warrant on your behalf) that you have full legal and beneficial ownership of the REY Shares and that the Bidder will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer and free from any third party rights.

You must comply with any other applicable ASX Settlement Operating Rules and the terms of the sponsorship agreement between you and the Controlling Participant.

If you are a Controlling Participant, you must initiate acceptance of this Offer in accordance with rule 14.14 of the ASX Settlement Operating Rules before the Offer closes for the acceptance to be effective before the Offer closes.

11.4 **Acceptance Form and other documents**

The Acceptance Form forms part of the Offer and the instructions on the Acceptance Form must be followed in using it to accept the Offer.

If your Acceptance Form (together with all documents required by the instructions on the Acceptance Form) is returned by post, for your acceptance to be valid you must ensure that they are posted and delivered in sufficient time for them to be received by Vigorous Resources at the address shown on the Acceptance Form before the end of the Offer Period.

When using the Acceptance Form to accept this offer in respect of REY Shares, you must ensure that the Acceptance Form (together with all documents required by the instructions on the Acceptance Form) is received by Vigorous Resources in time for Vigorous Resources to instruct your Broker to initiate acceptance of the Offer on your behalf in accordance with rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.

When accepting this Offer, you should also forward for inspection:

(a) if the Acceptance Form is executed by an attorney, a certified copy of the power of attorney; and

(b) if the Acceptance Form is executed by the executor of a will or the administrator of the estate of a deceased REY Shareholder, a certificate copy of the relevant grant of probate or letters of administrations.

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

11.5 **Validity of acceptances**

Subject to this section 11.5, your acceptance of the Offer will not be valid unless it is made in accordance with the procedures set out in section 11.3 and section 11.4.

Vigorous Resources 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. Vigorous Resources is not required to communicate with you prior to or after making this determination. The determination of Vigorous Resources will be final and binding on all parties.

Notwithstanding section 11.3 and section 11.4, Vigorous Resources 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 Accepted REY Shares, even if a requirement for acceptance has not been complied with. In respect of each such Acceptance Form deemed valid by Vigorous Resources, 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 have been received by Vigorous Resources.

Where the requirements of section 11.3 and section 11.4 have been complied with in respect of some but not all of your REY Shares. Vigorous Resources may, in its sole discretion, deem your acceptance of this Offer valid in respect of those REY Shares for which the requirements have been complied but not in respect of the remainder (unless Vigorous Resources waives those requirements in accordance with this section 11.3).

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Vigorous Resources will provide the consideration to you in accordance with section 11.7, in respect of any part of an acceptance determined by Vigorous Resources to be valid.

11.6 **Effect of acceptance**

Once you have accepted the Offer, you will not be able to revoke your acceptance and the contract resulting from your acceptance will be binding on you and you will be unable to withdraw Your Accepted REY Shares from the Offer, or otherwise dispose of Your Accepted REY Shares.

By completing, signing and returning the Acceptance Form, or otherwise accepting this Offer pursuant to section 11.3, you will be deemed to have:

(a) irrevocably accepted this Offer (and any variation of it) in respect of, and, subject to Section 11.1;

(b) represented and warranted to Vigorous Resources, 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 Accepted REY Shares (including any Rights) to Vigorous Resources is registered, that all Your Accepted REY 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 Accepted REY Shares (including any Rights) to Vigorous Resources, and that you have paid to REY all amounts which at the time of acceptance have fallen due for payment to REY in respect of Your Accepted REY Shares;

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

(d) if you signed the Acceptance Form in respect of REY Shares, irrevocably authorised Vigorous Resources (or any director, secretary, nominee or agent of Vigorous Resources) to instruct your Broker to initiate acceptance of this Offer in respect of Your Accepted REY Shares in accordance with Rule 14.14 of the ASX Settlement Operating Rules;

(e) if you signed the Acceptance Form in respect of REY Shares, irrevocably authorised Vigorous Resources (or any director, secretary, nominee or agent of Vigorous Resources) to give any other instructions in relation to Your Accepted REY Shares to your Broker, as determined by Vigorous Resources acting in its own interests as a beneficial owner and intended registered holder of those REY Shares;

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

(g) irrevocably authorised Vigorous Resources to notify REY on your behalf that your place of address for the purpose of serving notices upon you in respect of Your Accepted REY Shares is the address specified by Vigorous Resources in the notification;

(h) irrevocably appointed Vigorous Resources (and any director, secretary or nominee of Vigorous Resources) severally from time to time as your true and lawful attorney to exercise all your powers and rights in relation to Your Accepted REY 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 REY and to request REY to register, in the name of Vigorous Resources or its nominee, Your Accepted REY Shares, as appropriate, with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable);

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(i) 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 REY or to exercise or purport to exercise any of the powers and rights conferred on Vigorous Resources (and its directors, secretaries and nominees) in section 11.6(h);

(j) agreed that in exercising the powers and rights conferred by the powers of attorney granted under section 11.6(h), the attorney will be entitled to act in the interests of Vigorous Resources as the beneficial owner and intended registered holder of Your Accepted REY Shares;

(k) agreed to do all such acts, matters and things that Vigorous Resources may require to give effect to the matters the subject of this section 11 (including the execution of a written form of proxy to the same effect as this section 11 which complies in all respects with the requirements of the constitution of REY) if requested by Vigorous Resources;

(l) represented and warranted to Vigorous Resources that Your Accepted REY Shares do not consist of separate parcels of REY Shares;

(m) irrevocably authorised Vigorous Resources (and any nominee) to transmit a message in accordance with Rule 14.17 of the ASX Settlement Operating Rules to transfer Your Accepted REY Shares to the Takeover Transferee Holding of Vigorous Resources, regardless of whether it has paid the consideration due to you under this Offer; and

(n) agreed to execute all such documents, transfers and assurances, and do all such acts, matters and things that Vigorous Resources may consider necessary or desirable to convey Your Accepted REY Shares registered in your name and Rights to Vigorous Resources.

The undertakings and authorities referred to in section 11 will remain in force after you receive the consideration for Your Accepted REY Shares and after Vigorous Resources becomes registered as the holder of Your Accepted REY Shares.

11.7 **Payment of consideration**

(a) Subject to the Corporations Act, Vigorous Resources will provide the consideration due to you for Your Accepted REY Shares on or before the earlier of:

(i) one month after the date of your acceptance; 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, Vigorous Resources will provide the consideration in accordance with section 11.7(a);

(ii) if that document is given after you provided Vigorous Resources with your Acceptance Form and before the end of the Offer Period, Vigorous Resources will provide the consideration due to you within one month after that document is given to Vigorous Resources;

(iii) if that document is given after your Acceptance Form and after the end of the Offer Period, Vigorous Resources will provide the consideration within 21 days after that document is given.

(c) If you accept this Offer, Vigorous Resources is entitled to all Rights in respect of Your Accepted REY Shares. Vigorous Resources may require you to provide all documents necessary to vest title to those Rights in Vigorous Resources, or otherwise to give it the benefit or value of those Rights. If you do not give those documents to Vigorous Resources, or if you have received the benefit of those Rights, Vigorous Resources will deduct from the consideration otherwise due to you the amount (or value, as reasonably assessed by Vigorous Resources) of those Rights.

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(d) 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 shown either, at the discretion of Vigorous Resources, on your Acceptance Form or the REY Register supplied by REY from time to time. Payment will be deemed to have been made at the time the cheque is delivered by or on behalf of Vigorous Resources to the post for delivery.

(e) 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.

(f) If any amount (the withholding amount) is required, under any Australian law or by any Governmental Agency, to be:

(i) withheld from any consideration otherwise payable to you under this Offer and paid to a Governmental Agency; or

(ii) retained by Vigorous Resources out of any consideration otherwise payable to you under this Offer,

the payment or retention by Vigorous Resources of the withholding amount (as applicable) will constitute full discharge of Vigorous Resources' obligation to pay the consideration to you to the extent of the withholding amount.

(g) If at the time you accept the Offer any of the following:

(i) Banking (Foreign) Exchange Regulations 1959 (Cth);

(ii) Charter of the United Nations (Dealing with Assets) Regulations 2008 (Cth);

(iii) (Autonomous Sanctions Act 2011 (Cth); or

(iv) any other law of Australia,

require that an authority, clearance or approval of the Reserve Bank of Australia, the Department of Foreign Affairs and Trade, the ATO or any other government authority be obtained before you receive any consideration for Your Accepted REY Shares, or would make it unlawful for Vigorous Resources to provide any consideration to you for Your Accepted REY Shares, you will not be entitled to receive any consideration for Your Accepted REY Shares until all requisite authorities, clearances or approvals have been received by Vigorous Resources.

(h) The Offer Price you are paid will be reduced by the amount or value of any Rights attaching to your REY Shares, on or after the Announcement Date, which Vigorous Resources does not receive.

11.8 **The Offerees**

(a) The Offer is being made to each person registered as the holder of REY Shares in the register of REY Shareholders as at 7:00pm (AEST) on the Record Date.

(b) If, at the time the Offer is made to you, or at any time during the Offer Period, another person is, or is entitled to be, registered as the holder of your REY Shares on issue as at the Record Date, a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to:

(i) that other person in respect of those REY Shares; and

(ii) you in respect of any other REY Shares you hold to which the Offer relates.

(c) If your REY 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.

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11.9 **Trustees and nominees**

(a) If at any time during the Offer Period, and before you accept this Offer, you are registered or entitled to be registered as the holder of one or more parcels of REY Shares as trustee or nominee for, or otherwise on account of, another person, section 653B of the Corporations Act will apply so that Vigorous Resources is taken to have made a separate and distinct offer to you for each distinct parcel of REY Shares including any distinct parcel held in your own right. Acceptance by you of the Offer for any distinct parcel of REY Shares is ineffective unless:

(i) you give Vigorous Resources notice in accordance with section 11.9(b) stating that your REY Shares consist of distinct parcels; and

(ii) your acceptance specifies the number of REY Shares in each distinct parcel to which the acceptance relates.

(b) The notice required under section 11.9(a):

(i) must be signed by you as the holder of the REY Shares;

(ii) where the parcel of REY Shares is held by you as trustee or nominee for, or otherwise on account of one or more beneficiaries, the notice specifies:

(A) the name and address of each beneficiary;

(B) the date you reasonably believe each beneficiary acquired a beneficial interest in the parcel; and

(C) where that date is when the Offer opens – the time of day you reasonably believe each beneficiary acquired a beneficial interest in the parcel;

(iii) where the parcel of REY Shares is held by you in your own right – the notice specifies:

(A) that you hold the parcel in your own right;

(B) the date you acquired a legal interest in the parcel; and

(C) where that date is when the Offer opens, the time of day you acquired a legal interest in the parcel; and

(iv) must be in writing.

11.10 **Rights**

(a) Vigorous Resources will be entitled to, and you must pay, transfer or assign to Vigorous Resources, all Rights which you (or a previous holder of Your Accepted REY Shares) become entitled to on or after the date of this Bidder's Statement in respect of Your Accepted REY Shares that Vigorous Resources acquires from you pursuant to this Offer, other than to the extent the Offer Price is reduced in accordance with the terms of the Offer.

(b) If holders of REY Shares which have been acquired by Vigorous Resources become entitled to receive any cash Rights after the date of this Bidder's Statement, Vigorous Resources will be entitled to reduce the offer Price payable by it to holders of the acquired REY Shares by an amount equal to the value of any such Rights.

(c) If holders of REY Shares which have been acquired by Vigorous Resources become entitled to receive any non-cash Rights after the date of this Bidder's Statement, Vigorous Resources will be entitled to reduce the Offer Price payable by it to holders of the acquired REY Shares by an amount equal to the value (as reasonable assessed by the Chairman of the ASX or his or her nominee) of such non-cash Rights.

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11.11 **Conditions of Offer**

This Offer is unconditional which means that it is not subject to any defeating conditions.

11.12 **Withdrawal of Offer**

Vigorous Resources may withdraw the Offers in accordance with the Corporations Act.

11.13 **Variation of Offer**

Vigorous Resources reserves the right to vary the Offer in accordance with the Corporations Act.

11.14 **No stamp duty or GST or brokerage**

(a) There will be no stamp duty or GST payable by you on the transfer of Your Accepted REY Shares to Vigorous Resources (other than GST payable to your Broker in respect of brokerage charged to you).

(b) As long as Your Accepted REY Shares are registered in an Issuer Sponsored Holding in your name and you deliver them directly to Vigorous Resources, you will not incur brokerage in connection with your acceptance of the Offer.

(c) If you are a beneficial owner whose REY Shares are registered in the name of a Broker, bank, custodian or other nominee, you should ask your Broker or that nominee whether it will charge any transactional fees or services charges in connection with the acceptance of the Offer.

11.15 **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.

11.16 **Power of attorney**

If the Acceptance Form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power and is empowered to delegate powers under the powers of attorney and authorities under section 11.

11.17 **Governing law**

This Offer and any contract that results from your acceptance of the Offer are governed by the laws in force in New South Wales, Australia.

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12 Definitions and interpretation

12.1 Definitions

In this Bidder's Statement:

Term	Meaning
31 December 2024 Half Year Report	means REY's half year report for the half year ended 31 December 2024 that was given to the ASX on 13 March 2025.
2024 Annual Report	means REY's annual report for the year ended 30 June 2024 that was given to ASX on 28 October 2024.
AEST	means Australian Eastern Standard Time.
Acceptance Form	means the acceptance form that accompanies the Offer.
Affiliate	in relation to a person means: (a) an entity Controlled by a person; and (b) any officers, employee, professional adviser or other representative of a person.
Announcement Date	means 8 July 2025, being the date the Offer was announced to ASX.
Associate	has the meaning given in Division 2 of Part 1.2 of the Corporations Act.
ASIC	means the Australian Securities & Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the Australian Securities Exchange operated by it, as the context requires.
ASX Listing Rules	means the listing rules of ASX.
ASX Settlement	means ASX Settlement Pty Ltd ACN 008 504 532.
ASX Settlement Operating Rules	means the operating rules of the settlement facility provided by ASX Settlement as amended or varied from time to time.
Bidder	means Vigorous Resources.
Bidder's Statement	means this document and each schedule and annexure to it.
Broker	means a person who is a share broker.
business day	means a day that is not a Saturday, Sunday or public holiday or bank holiday in the place concerned.
CGT	means capital gains tax.
CGT Discount	means capital gains tax in Australia.
CGT Discount	has the meaning given in Section 9.3.
CHESS	means Clearing House Electronic Subregister System established and operated by ASX Settlement for clearing, settlement, transfer and registration of approved securities.
CHESS Holding	means a holding of REY Shares on the CHESS subregister of REY.
Control	has the meaning given in section 50AA of the Corporations Act.
Controlling Participant	means the Participant who is designated as the controlling participant for REY Shares in a CHESS Holding in accordance with the ASX Settlement Operating Rules.
Corporations Act	means the *Corporations Act 2001* (Cth).
Directors	means the directors of Vigorous Resources or REY, as the context requires.

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Term	Meaning
GST	means Goods and Services Tax.
Gulliver Tenure	Means the Lennard Shelf Blocks comprising exploration permit EP104, a retention lease (R1), and production licence L15.
HIN	means holder identification number for the purpose of a CHESS Holding.
Insolvency Event	means for a person, being in liquidation or provisional liquidation or bankruptcy or provisional bankruptcy or under administration, having a controller, receiver, receiver and manager or analogous person appointed to it or any of its property, being taken under section 459F(1) of the Corporations Act (or its statutory equivalent in any other jurisdiction) to have failed to comply with a statutory demand, being unable to pay its debts or otherwise insolvent, dying, ceasing to be of full legal capacity or otherwise becoming incapable of managing its own affairs for any reason, becoming an insolvent under administration (as defined in section 9 of the Corporations Act (or its statutory equivalent in any other jurisdiction)), entering into a compromise or arrangement with, or assignment for the benefit of, any of its members or creditors or any analogous event, the making of an order by a court for the winding up of a person, or a person resolving that it be wound up.
Issuer Sponsored Holding	means a holding of REY Shares on REY's issuer sponsored subregister.
Loan	means the loan agreement entered into by Ms Wanyan Liu to Vigorous Resources on 1 June 2025.
Marketable Parcel	has the meaning given to that term in ASX Listing Rule 19.
Offer	means the offer by Vigorous Resources to acquire all of the REY Shares on issue as at the Record Date, the terms and conditions of which are set out in section 11.
Offer Information Line	1300 737 760 (for callers within Australia) or +612 92909600 (for callers outside Australia).
Offer Period	means the period during which the Offer will remain open for acceptance in accordance with section 11.2.
Offer Price	means $0.028 cash per REY Share.
Record Date	means the date for determining REY Shareholders under section 633(2) of the Corporations Act, being 7:00pm (AEST) on Tuesday, 8 July 2025.
Related Body Corporate	has the meaning given in section 9 of the Corporations Act.
Relevant Interest	has the meaning given in sections 608 to 609B of the Corporations Act.
Representative	of a person means: (a) an employee, consultant, officer, agent, auditor or partner of the person or its Related Body Corporate; or (b) a financial, tax, accounting, legal or other expert adviser or financier of the person or its Related Body Corporate.
REY	means Rey Resources Limited ACN 108 003 890.
REY Board	means the board of Directors of REY.
REY Group	means REY and each of its Subsidiaries.
REY Shareholder	means a holder of REY Shares.
REY Shares	means fully paid ordinary shares in REY.

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Term	Meaning
Rights	means all accreditations, rights or benefits of whatever kind attaching or arising from REY Shares directly or indirectly on or after the Announcement Date (including, but not limited to, all dividends and all rights to receive them or receive or subscribe for shares, notes, bonds, options or other securities declared, paid or issued by REY or any of its Subsidiaries).
SRN	means a Security Holder Reference Number for the purposes of an Issuer Sponsored Holding.
Subsidiary	has the meaning given in section 9 of the Corporations Act.
Takeover Bid	means the off-market takeover bid under Chapter 6 of the Corporations Act and pursuant to which Vigorous Resources makes the Offer.
Target	means REY.
Target's Statement	means the target's statement to be issued by REY in response to this Bidder's Statement in accordance with section 633(1) of the Corporations Act.
Takeover Transferee Holding	means the CHESS Holding to which REY Shares are to be transferred pursuant to acceptances of the Offer as provided for in the ASX Settlement Rules.
Third Party	means any of the following: (a) a person other than Vigorous Resources or its Related Bodies Corporate; or (b) a consortium, partnership, limited partnership, syndicate or other group howsoever formed in which neither Vigorous Resources nor its Related Bodies Corporate have agreed in writing to be a participant.
Vigorous Resources	means Vigorous Resources Pty Ltd ACN 687 341 680.
Voting Power	has the meaning given in section 610 of the Corporations Act.
VWAP	means volume weighted average market price as defined in the ASX Listing Rules.
Your Accepted REY Shares	means, if you validly accept the Offer, all of your REY Shares (even if the number pre-printed on your Acceptance Form as the total number of your REY Shares is not correct).

12.2 **Interpretation**

(a) Reference to:

(i) words and phrases given a particular meaning in Chapter 6 of the Corporations Act have the same meaning in this Bidder's Statement, unless the context otherwise requires;

(ii) one gender includes the others;

(iii) the singular includes the plural and the plural includes the singular;

(iv) a person includes a body corporate;

(v) a party includes the party's executors, administrators, successors and permitted assigns;

(vi) a statute, regulation or provision of a statute or regulation (**Statutory Provision**) includes:

(A) that Statutory Provision as amended or re-enacted;

(B) a statute, regulation or provision enacted in replacement of that Statutory Provision; and

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(C) another regulation or other statutory instrument made or issued under that Statutory Provision; and

(vii) money is to Australian dollars, unless otherwise stated.

(b) "**Including**" and similar expressions are not words of limitation.

(c) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.

(d) Headings and any table of contents or index are for convenience only and do not affect the interpretation of this Bidder's Statement.

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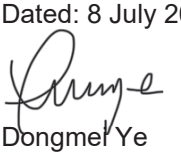
13 Approval of this Bidder's Statement

This Bidder's Statement has been approved by a resolution passed by the Director of Vigorous Resources.

Dated: 8 July 2025



Dongmei Ye
Director
Vigorous Resources Pty Ltd

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Corporate Directory

Vigorous Resources
Head office

Unit 5, Level 6 321 Pitt Street,
Sydney NSW 2000

Share registry

Boardroom Pty Ltd
Level 8, 210 George Street,
Sydney NSW 2000
Offer Information Line*

Within Australia: 1300 737 760

Outside Australia: +61-2-92909600

** Calls to the above numbers may be recorded.*

Director & Company Secretary

Dongmei Ye

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Annexure A

List of REY announcements lodged with ASX since the date of REY's 2024 Annual Report.

Date	Announcement
24 June 2025	Update - Notification of buy-back - REY
4 June 2025	Becoming a substantial holder
4 June 2025	Ceasing to be a substantial holder
29 April 2025	Quarterly Activities/Appendix 5B Cash Flow Report
11 April 2025	Becoming a substantial holder
11 April 2025	Ceasing to be a substantial holder
13 March 2025	Half Yearly Report and Accounts
30 January 2025	Quarterly Activities/Appendix 5B Cash Flow Repor
28 November 2024	Results of Meeting
29 October 2024	Quarterly Activities/Appendix 5B Cash Flow Report
28 October 2024	Letter to Shareholders
28 October 2024	Annual Report to shareholders

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Target's Statement

in relation to the off-market bid by

Vigorous Resources Pty Ltd
(ACN 687 341 680)

to acquire all of your ordinary shares in

Rey Resources Limited
(ACN 108 003 890)

for $0.028 per ordinary share in cash

The Directors of Rey Resources Limited unanimously recommend that you

ACCEPT

the cash Offer by Vigorous Resources Pty Ltd of $0.028 per ordinary share for all of your ordinary shares in Rey Resources Limited, in the absence of a Superior Proposal.

This Target's Statement has been issued in response to the off-market takeover bid made by Vigorous Resources Pty Ltd (**Vigorous Resources**).

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 require additional assistance, please call the Offer Information Line on 1300 737 760 (for callers within Australia) or +61-2-92909600 (for callers outside Australia), Monday to Friday between 9:00am and 5:00pm (Sydney time).

Important Notices

Target's Statement

This document is a Target's Statement issued by Rey Resources Limited (ACN 108 003 890) (**Company** or **REY**) under Part 6.5 of the Corporations Act, in response to the Bidder's Statement dated 8 July 2025 issued by Vigorous Resources Pty Ltd ACN 687 341 680 (**Vigorous Resources**) for 100% of your REY Shares in the Company (**Offer**). This Target's Statement sets out the terms and conditions of the Offer and other important information relating to the Offer.

This Target's Statement was lodged with ASIC on 8 July 2025 and given to the ASX on 8 July 2025. Neither ASIC, ASX or any of their respective officers takes any responsibility for the content of this Target's Statement.

This Target's Statement includes certain disclosure required by the Corporations Act.

Investment decisions

You should read this document in its entirety before deciding whether to accept the Offer. The information provided in this document is not investment advice.

This Target's Statement does not take into account your individual investment objectives, financial situation or particular needs. Before deciding whether to accept the Offer under this Target's Statement, you should consider the contents of the Target's Statement in light of your personal circumstances (including financial and taxation issues) and seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser. A general summary of certain Australian taxation considerations is detailed in section 11 of this Target's Statement.

Risk factors

REY Shareholders should note that there are a number of risk factors attached to their investment in REY and other risks which apply in the event the Offer is accepted. Section 8 of this Target's Statement sets out further information regarding those risks.

Foreign shareholders

The release, publication or distribution of this Target's Statement to jurisdictions other than Australia may be restricted by law or regulation. Accordingly, persons who come into possession of it should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations. This Target's Statement may not be the same as that which would have been disclosed if this Target's Statement had been prepared in accordance with the laws and regulations outside Australia.

No Independent Expert's Report

REY has not commissioned an independent expert report with this Target's Statement. REY is not required under section 650 of the Corporations Act to commission an independent expert's report in connection with the Offer. In deciding not to engage an independent expert to assess the merits of the Offer, the Directors considered a range of factors and concluded that they have the requisite skills and experience and are able to provide Shareholders with sufficient information to make an informed decision about the Offer. Please refer to section 12.4 for more detail.

Disclaimer as to forward looking statements

This Target's Statement includes certain statements that may be considered in the nature of forward looking statements. Forward looking statements are not based on historical facts but are based on current expectations of future results or events. These forward looking statements are subject to risks, uncertainties and assumptions which could cause actual results or events to differ materially from the expectations described in such forward looking statements. Whilst the Company believes that the expectations reflected in the forward looking statements in this document are reasonable, no assurance can be can be given that such expectations will prove to be correct. Matters not yet known by the Company or not currently considered material by the Company, may cause actual results or events to be materially different from those expressed, implied or projected in any forward looking statements. Any forward looking statements contained in this document is qualified by this cautionary statement.

None of the officers or employees of the Company, any persons named in this Target's Statement or any persons involved in the preparation of this Target's Statement make any representation or warranty (express or implied) as to the accuracy or likelihood or 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 or the ASX Listing Rules. You are cautioned not to place undue reliance on any forward looking statement.

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Websites

Information on the websites referenced in this Target's Statement does not constitute part of this Target's Statement.

Information on Vigorous Resources

All information on Vigorous Resources contained in this Target's Statement has been prepared by the Company based on publicly available information (including information contained in the Bidder's Statement). None of the information in the Target's Statement concerning Vigorous Resources' business has been verified by Vigorous Resources or independently verified by the Company for the purpose of this Target's Statement. Accordingly, subject to the Corporations Act, the Company does not make any representation or warranty, express or implied, as to the accuracy or completeness of the information. The information on Vigorous Resources in this Target's Statement should not be deemed to be comprehensive.

Privacy and personal information

The Company has collected personal information relating to your shareholding in the Company in accordance with its rights under the Corporations Act. The Company will share this information on a confidential basis with its related bodies corporate, advisors, agents and regulators (such as ASIC, ASX and the ATO), solely for the purposes relating to the Offer and if accepted, administrating your holding of REY Shares. Without this information, the Company would be hindered in its ability to issue this Target's Statement. The Corporations Act requires the name and address of REY Shareholders to be held in a public register. REY Shareholders have certain rights to access personal information that has been collected. REY Shareholders should contact the Share Registry in the first instance, if they wish to access their personal information. REY Shareholders who appoint a named person to act as their proxy, attorney or corporate representative should ensure that they inform that person of these matters.

Effect of rounding

Certain amounts or figures in this Target's Statement are subject to the effect of rounding. Accordingly, the actual calculation of these amounts or figures may differ from the amounts or figures set out in this Target's Statement.

Diagrams and data in charts, graphs and tables

Unless otherwise indicated, all data contained in charts, graphs and tables in this Target's Statement is based on current information as at the date of this Target's Statement.

Reference to currency

Unless otherwise indicated, all references to $, A$, dollars or cents in this Target's Statement are to Australian Currency.

References to time

Unless otherwise indicated, all references to time in this Target's Statement are to the time in Sydney, Australia.

Defined terms

A number of defined terms are used in this Target's Statement. These terms are explained in section 13 of this Target's Statement. In addition, unless the contrary intention appears or the context otherwise requires, words and phrases used in the Corporations Act have the same meaning and interpretation as in the Corporations Act.

Further information and questions

If you have any questions in relation to this document, the Offer or how to accept the Offer, please call the Offer If you require additional assistance, please call the Offer Information Line on 1300 737 760 (for callers within Australia) or +61-2-92909600 (for callers outside Australia), Monday to Friday between 9:00am and 5:00pm (Sydney time). Calls to these numbers may be recorded.

The Directors will keep you informed via the ASX market announcements platform if there are any material developments in relation to the Offer and through the investor centre section of the Company's website at https://reyresources.com/investors/.

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Key Dates and how to Accept

KEY DATES:

Date of Target's Statement, Bidder's Statement and lodgement with ASIC	Tuesday, 8 July 2025
Opening date of Offer	Wednesday, 9 July 2025
Closing date of Offer (unless extended or withdrawn*)	7.00pm (AEST) on Monday, 11 August 2025

* The Offer may be extended to the extent permitted under the Corporations Act

KEY CONTACTS:

Share registry	**Offer Information Line*** **Monday to Friday between 9:00am and 5:00pm (Sydney time)**
Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia	Within Australia: 1300 737 760 Outside Australia: +61-2-92909600

** Calls to the above numbers may be recorded.*

HOW TO ACCEPT THE OFFER:

The Directors unanimously recommend that, in the absence of a Superior Proposal, you **ACCEPT** the Offer. You may accept the Offer for 100% of your REY Shares (but for no more or less) for a price of $0.028 per REY Share.

Acceptance Forms must be received before the Offer closes at 7:00pm (AEST) on Monday, 11 August 2025 (unless the Offer is extended or withdrawn) as follows:

If your REY Shares are in an Issuer Sponsored Holding (your SRN begins with an "I"):	Return a completed and signed Acceptance Form to the address indicated on the form so that it is received before the end of the Offer Period.
If your REY Shares are in a CHESS Holding (you HIN begins with an "X"):	Contacting your Controlling Participant (usually your Broker) and instruct your Controlling Participant to accept the Offer on your behalf before the end of the Offer Period, or by signing and returning the enclosed Acceptance Form to the address indicated on the form so that it is received before the end of the Offer Period.

Further information on how to accept the Offer is set out in section 11.3 of the Bidder's Statement.

If you are in any doubt as to what to do in relation to the Offer, you should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser as soon as possible.

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1 Chairman’s Letter

8 July 2025

Dear Shareholder,

As you may be aware, on 8 July 2025, Vigorous Resources announced an off-market offer to acquire 100% of the ordinary shares in the Company for a cash price of $0.028 per Share. The Offer is expected to open on Wednesday, 9 July 2025.

This Target's Statement is made in response to Vigorous Resources' Bidder's Statement dated Tuesday, 8 July 2025.

The Directors of the Company have carefully considered the Offer in all the current circumstances (including the prospects for the Company in the absence of the Offer) and recommend that, in the absence of a Superior Proposal, you should **ACCEPT** the Offer for the following reasons:

1 you can receive a cash premium compared to REY's long-term historic trading price;

2 it is a full cash Offer;

3 the REY Board unanimously recommend the Offer;

4 the Offer is unconditional and provides certainty of value and liquidity in contrast to the risks of remaining a REY Shareholder;

5 no Superior Proposal has emerged and the likelihood of a Competing Proposal eventuating is low;

6 you risk becoming a minority REY Shareholder if the Offer does not proceed;

7 Vigorous Resources may be able to compulsorily acquire your REY Shares even if you do not accept the Offer; and

8 no stamp duty or brokerage fees in accepting the Offer.

For further information on the above reasons to accept the Offer please see section 3 of this Target's Statement.

Each Director who holds or controls REY Shares intends to accept the Offer.

When assessing whether to accept the Offer, you should consider the risks associated with accepting the Offer, which are set out in section 8 of this Target Statement, and the taxation implications of the Offer, which are set out in section 11 of this Target's Statement.

Next Steps

I encourage you to read this document in its entirety and to **ACCEPT** the Offer promptly to realise immediate value for your REY Shares.

To accept the Offer, please carefully follow the instructions outlined in the Bidder's Statement and on the accompanying Acceptance Form. The Offer is due to close at 5:00pm (Sydney time) on Monday, 11 August 2025. No action is required if you decide not to accept the Offer.

If you require additional assistance, please call the Offer Information Line on 1300 737 760 (for callers within Australia) or +61-2-92909600 (for callers outside Australia), Monday to Friday between 9:00am and 5:00pm (Sydney time). Calls to these numbers may be recorded.

Yours sincerely,

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Min Yang
Chairman
Rey Resources Limited

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2 Frequently asked questions

The information in this section 2 is a summary only. It should be read in conjunction with the information in the remainder of this Target's Statement and the Bidder's Statement. You should read this Target's Statement and the Bidder's Statement carefully and in their entirety before deciding whether to accept the Offer.

Question	Answer	Reference
What is the Target's Statement?	This document is the Target's Statement and sets out information relevant to your decision as to whether to accept the Offer, including the recommendation of the Directors. This Target's Statement is an important document and should be read in its entirety and together with the Bidder's Statement. If you are in any doubt as to how to deal with this document, please consult your legal, financial or other professional adviser as soon as possible.	-
What is the Bidder's Statement?	The Bidder's Statement was prepared by Vigorous Resources and describes the terms and conditions of the Offer and sets out information relevant to your decision as to whether to accept the Offer. Vigorous Resources lodged the Bidder's Statement with ASIC on 8 July 2025.	-
What is the Offer?	Vigorous Resources is offering to acquire all of your REY Shares on issue as at the Record Date on the terms set out in section 11 of the Bidder's Statement. The Offer Price is $0.028 per REY Share.	Section 11 of the Bidder's Statement
What choices do I have in respect of the Offer?	As a Shareholder, you have three choices in respect of your REY Shares: • you can **ACCEPT** the Offer, in which case you should follow the instructions in the Bidder's Statement; • you can reject the Offer by doing nothing; or • you can sell your REY Shares, unless you have previously accepted the Offer. There are several implications in relation to each of the above choices. A summary of those implications is set out in sections 4, 5, 8 and 11 of this Target's Statement. 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.	Sections 4, 5, 8 and 11 of this Target's Statement
What are the Directors recommending ?	The Directors unanimously recommend that you **ACCEPT** the Offer, in the absence of a Superior Proposal, for the reasons set out in section 3 of this Target's Statement.	Section 3 of this Target's Statement

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What do the Directors intend to do with their own REY Shares?	Mr Geoffrey Robert Baker directly holds or controls 200,000 REY Shares in total and intends to **ACCEPT** the Offer in relation to those REY Shares, in the absence of a Superior Proposal. Ms Min Yang directly holds or controls 200,000 REY Shares in total and intends to **ACCEPT** the Offer in relation to those REY Shares, in the absence of a Superior Proposal. Mr Wei Jin directly holds or controls 200,000 REY Shares in total in and intends to **ACCEPT** the Offer in relation to those REY Shares, in the absence of a Superior Proposal. In addition, two Directors of REY, Mr Geoffrey Robert Baker and Ms Min Yang, are also directors of ASF Group Limited. ASF Group Limited is the largest shareholder in REY holding 34,666,667 REY Shares (representing 16.386% of all REY Shares) has indicated its intention to support the Offer. Mr Yan Zhao and Mr Stanley (Qianrui) Fu do not hold or control REY Shares.	Section 5 of this Target's Statement
Why might I not accept the Offer?	There are a number of reasons why you may choose not to accept the Offer, some of which are set out in section 4 of this Target's Statement.	Section 4 of this Target's Statement
When does the Offer open?	The Offer opens on Wednesday, 9 July 2025.	Section 11.2 of the Bidder's Statement
When does the Offer close?	Unless the Offer is extended of withdrawn, acceptances for the Offer close at 7:00pm (AEST) on Monday, 11 August 2025.	Section 11.2 of the Bidder's Statement
Is there any possibility that the Offer Period will be extended?	The Offer Period can be extended at Vigorous Resources' election, subject to the Corporations Act. The Bidder will give written notice of the extension of the Offer Period in accordance with the Corporations Act.	Section 11.2 of the Bidder's Statement
Who is making the Offer?	Vigorous Resources Pty Ltd ACN 687 341 680 (**Vigorous Resources**) is a company incorporated in Australia. Vigorous Resources is controlled by Ms Wanyan Liu, who holds 80% of the total issued shares of the Bidder. Ms Wanyan Liu is a citizen of the People's Republic of China. The shares currently held by the Bidder in the Target, were previously owned by Ms Wanyan Liu, who transferred those shares to the Bidder on or about 29 May 2025. Refer to section 10 for further information about Vigorous Resources.	Section 10 of this Target's Statement Section 5 of the Bidder's Statement
Other than being a REY Shareholder, is there any other relationship between the Bidder and REY?	Yes, Ms Wanyan Liu, as stated immediately above, has a controlling interest in the Bidder, and is also a current major lender to REY. Ms Wanyan Liu and REY have entered into a substantial loan agreement (**Liu Loan Agreement)** in this Target's Statement, details of which are summarised in section 12.5 of this Target's Statement with some associated risks outlined in section 8.2(a)(iii) of this Target's Statement.	Section 10, 8.2(a)(iii), and 12.5 of this Target's Statement

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To which securities does the Offer relate?	The Offer is made in respect of REY Shares that exist or will exist as at 7:00pm (Sydney time) on the Record Date (other than those currently held by Vigorous Resources).	Section 11.1 of the Bidder's Statement
Can I accept the Offer for less than all of my REY Shares?	No, you can only accept the Offer in respect of all your REY Shares. You cannot accept the Offer for part of your holding.	Section 11.3 of the Bidder's Statement
What is the expected date of payment to Shareholders who accept the Offer?	If you accept the Offer, the cash consideration will generally be provided on or before the earlier of: • 21 days after the end of the Offer Period; and • 1 month after the Offer is accepted by you.	Section 11.7 of the Bidder's Statement Section 6 of this Target's Statement
Are there conditions to the Offer?	No. The Offer is unconditional.	Section 11.11 of the Bidder's Statement
Does Vigorous Resources currently have a Relevant Interest in REY?	Yes, Vigorous Resources currently has a Relevant Interest in 34,068,800 REY Shares which represents 16.104% of the total REY Shares on issue as at the date of this Target's Statement.	Section 5.1 and 6.7 of the Bidder's Statement Section 9.7 and 10.1 and of this Target's Statement
What will happen if I accept the Offer?	If you accept the Offer, you will be paid the Offer Price of $0.028 cash for each of Your Accepted REY Shares. Once you accept the Offer, you will not be able to sell your REY Shares or deal with the Rights attaching to your REY Shares.	Section 11.6 and 11.7 of the Bidder's Statement
Can I withdraw my acceptance?	Once you accept the Offer, you cannot withdraw your acceptance.	Section 11.6 of the Bidder's Statement Section 8.1(d) of this Target's Statement
Can Vigorous Resources withdraw the Offer once I have accepted?	Vigorous Resources may be able to withdraw the Offer in accordance with the Corporations Act.	Section 11.12 of the Bidder's Statement
What will happen if I do not accept the Offer?	If you do not accept the Offer, you will remain a REY Shareholder and will not receive the consideration offered by Vigorous Resources. Refer to section 7 of the Bidder's Statement for more information on Vigorous Resource's intentions for REY, and section 8 of this Target's Statement for more information on risks associated with different outcomes of the Offer.	Section 7 of the Bidder's Statement Section 8 of this Target's Statement

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What if I accept the Offer and Vigorous Resources increases the Offer Price?	In accordance with the Corporations Act, if Vigorous Resources increases the Offer Price, you will be paid the higher price irrespective of when you accepted the Offer. If you have already received payment in respect of the Offer, you will be paid the difference between the amount you have already received for your REY Shares and the higher price.	-
Can I be forced to sell my REY Shares?	You can be forced to sell your REY Shares if Vigorous Resources receives acceptances giving it (or otherwise acquires) a Relevant Interest in at least 90% (by number) of REY Shares. If your REY Shares are compulsorily acquired, you will receive the same consideration for your REY Shares that you would have received under the Offer, as if you had accepted the Offer; however, it will take you longer to receive your consideration than if you accept the Offer before the expiry of the Offer Period. If you do not wish to have your REY Shares compulsorily acquired, you may make an application to the court to prevent compulsory acquisition; however, the court may only make an order to prevent the compulsory acquisition of your REY Shares if it is satisfied that the consideration for your REY Shares is not fair. If you wish to challenge the compulsory acquisition of your REY Shares, you should seek your own legal advice as to the process for such a challenge.	Sections 3.6, 4.1, 4.2 and 8.1 of this Target's Statement
What will happen if a Competing Proposal emerges?	The Directors will carefully consider any Competing Proposal and will advise you whether the Competing Proposal affects their recommendation that you accept the Offer. However, as at the date of this Target's Statement, the Directors consider it unlikely that a Competing Proposal will emerge. Importantly, if you accept the Offer, you will be unable to withdraw your acceptance and accept a Competing Proposal if one emerges, except in limited circumstances.	Sections 3.5, 4.3 and 8.1 of this Target's Statement
Will I incur a Brokerage fee if I accept the Offer?	If you accept the Offer, you will not be required to pay Brokerage costs if your REY Shares are registered in your name and you deliver them directly to the Company. You should ask your Broker whether it will charge any transaction fees or service charges in connection with your acceptance of the Offer. If your REY Shares are held through a bank, custodian or other nominee, you should ask your Broker, or the bank, custodian or other nominee whether it will charge any transaction fees or service charges in connection with your acceptance of the Offer.	Section 2.6 and 11.14 of the Bidder's Statement
Do I have to pay stamp duty if I accept the Offer?	No. You will not have to pay stamp duty if you accept the Offer.	Section 2.6 and 11.14 of the Bidder's Statement
What are the tax implications if I accept the Offer?	Tax implications for accepting the Offer for your REY Shares will vary for each individual and you are advised to consult your financial, tax or other professional adviser on the tax implications of acceptance. A general summary of the likely Australian taxation implications of accepting the Offer is provided in section 11.	Section 11 of this Target's Statement
What if I am a foreign Shareholder?	Foreign Shareholders who accept the Offer will be paid the same cash consideration under the Offer as an Australian resident Shareholder. However, the tax implications under the Offer for foreign shareholders may be different to those relating to Australian resident shareholders, and you should seek your own professional advice in these circumstances.	Section 11 of this Target's Statement Section 9.4 of the Bidder's Statement

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Will the Company pay a dividend as part of the Offer?	No dividend is intended to be paid by the Company in connection with the Offer.	-
Did REY engage an independent expert to evaluate the Offer?	REY is not required under the Corporations Act to commission an independent expert report in connection with the Offer. In deciding not to engage an independent expert to assess the merits of the Offer, the Directors considered a range of factors including: • the information in this Target's Statement, the Bidder's Statement and publicly available information is sufficient for Shareholders to determine whether or not to accept the Offer; • in the considerable experience of the REY Board the Offer was fair and reasonable for an otherwise illiquid ASX listed micro-cap stock, particularly at a time of global economic and market volatility and uncertainty; • the Company has been constantly engaged in assessing the need to raise funds, and has gained a reasonable and practical understanding of the value that investors are willing to pay for a REY Share; • the costs of obtaining an independent expert's report to assist in assessing the Offer were prohibitive, particularly when considering the size of the transaction and costs associated with the Offer; and • the time to prepare the independent expert's report could potentially delay the completion of the Offer. Given these factors, the Directors decided not to engage an independent expert to assist them in assessing the Offer and have recommended that Shareholders accept the Offer in the absence of a Superior Proposal for the reasons set out in section 3 of this Target's Statement.	Section 12.4 of this Target's Statement
Where do I go for further information about the Offer?	If you require additional assistance, please call the Offer Information Line on 1300 737 760 (for callers within Australia) or +61-2-92909600 (for callers outside Australia), Monday to Friday between 9:00am and 5:00pm (Sydney time). 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.	Section 6 of this Target's Statement

The information in this section 2 is a summary only. You should read this Target's Statement and the Bidder's Statement carefully and in their entirety before deciding whether to accept the Offer.

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3 Reasons to accept the Offer

The Bidder is offering to acquire 100% of your REY Shares for $0.028 in cash per Share (**Offer Price**) subject to the terms of the Bidder's Statement. There are a number of reasons why the Company considers you should accept the Offer, these include:

WHY YOU SHOULD ACCEPT THE OFFER
1. You can receive a cash premium compared to REY's long-term historic trading price
2. It is a full cash Offer
3. The REY Board unanimously recommend the Offer
4. The Offer is unconditional and provides certainty of value and liquidity in contrast to the risks of remaining a REY Shareholder
5. No Superior Proposal has emerged and the likelihood of a Competing Proposal eventuating is low
6. You risk becoming a minority REY Shareholder if the Offer does not proceed
7. Vigorous Resources may be able to compulsorily acquire your REY Shares even if you do not accept the Offer
8. No stamp duty or brokerage fees in accepting the Offer

ACCEPT THE OFFER

In considering whether to accept the Offer, the Directors encourage you to:

- read and carefully consider the whole of the Target's Statement and the Bidder's Statement;
- have regard to your individual risk profile, portfolio strategy, tax position and financial circumstances; and
- obtain independent advice from your investment, financial, tax or other professional adviser on the effect of accepting the Offer.

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3.1 **The Offer Price delivers a cash premium to REY's long-term historic trading price**

The Company considers that the consideration under the Offer of $0.028 per REY Share represents an attractive premium in the context of the long-term historic trading price performance of the REY Shares. The Offer Price represents a:

(a) 154.55% premium to the closing price of REY Shares ($0.011) on 7 July 2025; and

(b) 160.07% premium to the 30-day volume weighted average price (**VWAP**) of REY Shares of $0.0108 up to and including 7 July 2025 .

3.2 **It is a full cash Offer**

The Offer by Vigorous Resources to acquire REY Shares is for 100% cash consideration. If you accept the Offer, you will be paid $0.028 for each Share you hold. You will not be issued any securities or receive other non-cash consideration for your REY Shares. The cash price is not subject to any adjustments. The risks and uncertainties associated with any non-cash consideration will not apply to the Offer. As such, you have certainty as to the value you will receive for your REY Shares.

3.3 **The REY Board unanimously recommends the Offer**

The REY Board unanimously recommend that the REY Shareholders accept the Offer, in the absence of a superior offer. The Directors of the Company who own REY Shares have indicated their intention to accept the Offer and sell all of their REY Shares to the Bidder on the terms of the Offer.

In addition, two Directors of REY, Mr Geoffrey Robert Baker and Ms Min Yang, are also directors of ASF Group Limited. ASF Group Limited is the largest shareholder in REY holding 34,666,667 REY Shares (representing 16.386% of all REY Shares and has indicated its intention to support the Offer.

3.4 **The Offer is unconditional and provides certainty of value and liquidity in contrast to the risks of remaining a REY Shareholder**

The Offer is unconditional and provides certainty to Shareholders. Unlike the guaranteed cash value and liquidity you will receive under the Offer, the future performance of REY's Share price is uncertain. There are ongoing risks associated with remaining a REY Shareholder in an otherwise highly illiquid ASX listed micro-cap, particularly at a time of global economic and market volatility and uncertainty.

If the Offer is unsuccessful and no Competing Proposal emerges, REY Shareholders will be exposed to ongoing risks associated with an investment in REY, including the risks associated with the Company's need to raise funds to meet its exploration and working capital needs.

REY currently operates at a loss. The Company has low levels of liquidity and is highly indebted. The current major lender is Ms Wanyan Liu who is owed $22,264,758.36 (inclusive of outstanding interest accrued up to 7 July 2025 at an interest rate of 12% per annum) to be repaid by 30 April 2026. Risks associated with the Liu Loan Agreement are set out in section 8.2(a)(iii) of this Target's Statement.

Given the low levels of liquidity, you may have difficulty identifying a buyer who is willing to purchase your REY Shares at the Offer Price. The Offer creates opportunity for REY Shareholders to exit the Company with cash. Therefore, unless you choose to sell your REY Shares on ASX, you can choose, in effect, between the:

(a) all-cash Offer, which is of certain value; or

(b) future uncertain value by retaining your REY Shares.

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3.5 **No Superior Proposal has emerged and the likelihood of a Competing Proposal eventuating is low**

As at the date of this Target's Statement, no Competing Proposal to the Offer have been put to the Company or are currently under consideration by the Company and no Director is aware of any other Competing Proposal.

The Offer is currently the highest consideration available for the REY Shares. Accepting the Offer provides Shareholders with certainty and a premium over the historical trading price of REY Shares, rather than waiting for an alternative offer to emerge, which may never eventuate.

3.6 **You may risk becoming a minority REY Shareholder**

If Vigorous Resources gains a majority shareholding in REY (but is not entitled to compulsorily acquire REY), those REY Shareholders who do not accept the Offer will become minority REY Shareholders with possibly less influence over the future direction and control of the Company.

With Vigorous Resources as the major shareholder of the Company, liquidity in REY Shares may be very limited. As a result, minority REY Shareholders could find it more difficult to buy and sell their Shares. Trading volume of REY Shares on the ASX is already low and may decline further if the Bidder increases its controlling interest. The Directors believe that small shareholders should take the opportunity to exit, rather than remain minority shareholders in a company with a dominant or controlling shareholder.

The Bidder may acquire a sufficient number of shares to pass an ordinary resolution of the REY Shareholders (including resolutions relating to the composition of REY's Board). While there has been no indication from the Bidder about its intentions for movement or replacement to the REY Board, we note that any resolution to appoint or remove directors requires 50% of all votes cast.

Lastly, the Company's cash balance is low, and if this Offer is not accepted, then the Company will be required to conduct an equity raise in the very near future which will dilute the current Shareholders.

3.7 **Vigorous Resources may be able to compulsorily acquire your REY Shares even if you do not accept the Offer**

If Vigorous Resources acquires a Relevant Interest of 90% or more of the REY Shares, it may proceed to compulsorily acquire the REY Shares not held by it after the expiry of the Offer Period. If so, unless you successfully challenge the compulsorily acquisition process, your REY Shares will be compulsorily acquired and you will receive the same consideration that you would have received under the Offer, however, you will receive the consideration later than those Shareholders who accept the Offer.

3.8 **No stamp duty or brokerage fees in accepting the Offer**

You will not be obliged to pay stamp duty if you accept the Offer.

If your REY Shares are registered in an Issuer Sponsored Holding in your name and you deliver them directly to Vigorous Resources, you will not incur any brokerage fees in connection with your acceptance of the Offer.

If your REY Shares are registered in a CHESS Holding, or if you are a beneficial owner whose REY 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 transaction fees or service charges in connection with acceptance of the Offer.

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4 Reasons why you may decide not to accept the Offer

4.1 You may wish to apply to the court to prevent the compulsorily acquisition of your REY Shares

If Vigorous Resources becomes entitled to compulsorily acquire your REY Shares, you may try to prevent it by applying to the court under Part 6A.1 of the Corporations Act.

The court will only order the REY Shares not to be compulsorily acquired if it is satisfied that the consideration offered by Vigorous Resources is not fair value for the REY Shares. If you wish to challenge the compulsorily acquisition of your REY Shares, you should seek your own legal advice as to the process for such a challenge.

4.2 You may receive higher consideration if you successfully challenge the compulsorily acquisition in court

If the court finds the consideration offered by Vigorous Resources is not fair value, and your REY Shares are therefore not compulsorily acquired, Vigorous Resources may initiate a subsequent compulsorily acquisition process in respect of any remaining REY Shares, and that may be at a revised consideration. If you have already accepted the Offer, or if you did not challenge the compulsory acquisition process, you will not receive any revised consideration under any subsequent process.

4.3 You may consider that there is potential for a Superior Proposal to emerge

You may believe that a Superior Proposal for all REY Shares could emerge in the future. If a Competing Proposal is announced, Shareholders who have accepted the Offer will not be able to withdraw their acceptance in order to accept a Competing Proposal, unless the Offer is withdrawn by the end of the Offer Period. However, if Vigorous Resources varies the Offer to increase the consideration it is offering for your REY Shares, you will be entitled to receive the increased consideration even if you have already accepted the Offer.

At the date of this Target's Statement, no Competing Proposal has been received.

4.4 You may wish to sell your REY Shares on the ASX and receive the proceeds of that sale sooner than the consideration under the Offer

During the Offer Period, you may wish to sell your REY Shares on the ASX to provide you with the proceeds of that sale sooner than Vigorous Resources offers to pay you your cash consideration under the Offer. However, if you accept the Offer, you will give up your right to sell your REY Shares on the ASX or otherwise deal with your REY Shares while the Offer remains open.

4.5 The potential tax consequences of the Offer may not suit your current financial position or tax circumstances

If you accept the Offer, there may be potential tax consequences that do not suit your personal current financial position or tax circumstances. A general summary of the likely Australian taxation implications of accepting the Offer is provided in section 11. Tax implications for accepting the Offer for your REY Shares will vary for each individual and you are advised to consult your financial, tax or other professional advisor on the tax implications of acceptance.

4.6 You will cease to enjoy the benefits of being a REY Shareholder

If you accept the Offer, you will cease to have any interests in the Company in your capacity as a REY Shareholder. This means that you will not participate in any potential upside that may result from remaining as a REY Shareholder, including any increase in the value of REY Shares, any future entitles or dividends or any other benefits that may ultimately be realised by the Company.

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5 Recommendation of Directors

5.1 Recommendation of Directors

Each Director recommends that you **ACCEPT** the Offer in respect of your REY Shares, in the absence of a Superior Proposal. The reasons for each Director's recommendations are set out in section 3 of this Target's Statement, after having considered the advantages and disadvantages of the Offer (including the matters set out in sections 4, 8, and 11 of this Target's Statement).

5.2 Directors' intentions in relation to personal holdings

Mr Geoffrey Robert Baker directly holds or controls 200,000 REY Shares in total and intends to **ACCEPT** the Offer in relation to those REY Shares, in the absence of a Superior Proposal.

Ms Min Yang directly holds or controls 200,000 REY Shares in total and intends to **ACCEPT** the Offer in relation to those REY Shares, in the absence of a Superior Proposal.

Mr Wei Jin directly holds or controls 200,000 REY Shares in total and intends to **ACCEPT** the Offer in relation to those REY Shares, in the absence of a Superior Proposal.

In addition, two Directors of REY, Mr Geoffrey Robert Baker and Ms Min Yang, are also directors of ASF Group Limited. ASF Group Limited is the largest shareholder in REY holding 34,666,667 REY Shares (representing 16.386% of all REY Shares) has indicated its intention to support the Offer.

Mr Yan Zhao and Mr Stanley (Qianrui) Fu do not hold or control REY Shares.

5.3 Directors' recommendation to consider information

In considering whether to accept the Offer, you are encouraged to:

(a) read this Target's Statement and the Bidder's Statement in their entirety;

(b) carefully consider the details and conditions of the Offer as set out in section 2 and 6 of this Target's Statement;

(c) carefully consider your alternatives, as outlined in section 4 of this Target's Statement;

(d) carefully consider the risks applicable to the Offer, as outlined in section 8 of this Target's Statement;

(e) have regard to your individual risk profile, portfolio strategy, tax considerations and financial circumstances; and

(f) obtain your own independent advice regarding the Offer.

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6 Summary of the Offer and how to accept

The information in this section 6 is a summary only. The full terms of the Offer are contained in section 11 of the Bidder's Statement. You should read this Target's Statement and the Bidder's Statement carefully and in their entirety before deciding whether to accept the Offer.

<table>
<tr><td>Offer</td><td>Vigorous Resources is offering to acquire all of your REY Shares on issue as at the Record Date by way of an unconditional off-market cash takeover offer on the terms set out in section 11 of the Bidder's Statement.</td></tr>
<tr><td>Offer Price</td><td>The Offer Price is $0.028 per REY Share in cash. The Offer Price will be reduced by the amount of any Rights, which you become entitled to receive on or after the date of this Target's Statement and which Vigorous Resources does not receive.</td></tr>
<tr><td>Bidder</td><td>The Bidder is Vigorous Resources.</td></tr>
<tr><td>REY Shares to which the Offer relates</td><td>The Offer is made in respect of all REY Shares that exist or will exist as at 7:00pm (AEST) on 8 July 2025, being the Record Date (other than those currently held by Vigorous Resources).</td></tr>
<tr><td>Offer Period</td><td>The Offer is open for acceptance between Wednesday, 9 July 2025 and 7:00pm (AEST) on Monday, 11 August 2025, unless it is extended or withdrawn by Vigorous Resources.</td></tr>
<tr><td>Expected date of payment to REY Shareholders who accept the Offer</td><td>If you accept the Offer, the cash consideration will generally be provided on or before the earlier of:
21 days after the end of the Offer Period; and
1 month after the Offer is accepted by you.</td></tr>
<tr><td>How to accept the Offer</td><td>Depending on the nature of your holding, you may accept the Offer in the following ways:<table><tr><td>If your REY Shares are in an Issuer Sponsored Holding (your SRN begins with an “I”):</td><td>Return a completed and signed Acceptance Form to the address indicated on the form so that it is received before the end of the Offer Period.</td></tr><tr><td>If your REY Shares are in a CHESS Holding (you HIN begins with an "X"):</td><td>Contacting your Controlling Participant (usually your Broker) and instruct your Controlling Participant to accept the Offer on your behalf before the end of the Offer Period, or by signing and returning the enclosed Acceptance Form to the address indicated on the form so that it is received before the end of the Offer Period.</td></tr></table>Further information is set out in section 11.3 of the Bidder's Statement.</td></tr>
<tr><td>Appointment of Vigorous Resources as proxy</td><td>By accepting this Offer, you will appoint Vigorous Resources as your proxy in respect of your REY Shares.</td></tr>
<tr><td>Address for completed Acceptance Forms</td><td>Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001</td></tr>
<tr><td>Further information on how to accept the Offer</td><td>Full details on how to accept the Offer are set out in section 11.3 of the Bidder's Statement. If you have any further questions on how to accept the Offer, please call the Offer Information Line on 1300 737 760 (within Australia) or +61-2-92909600 (from outside Australia), Monday to Friday between 9:00 am and 5:00 pm (Sydney time).</td></tr>
</table>

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7 Your choices as a REY Shareholder

The REY Directors unanimously recommend that REY Shareholders **ACCEPT** the Offer, in the absence of a Superior Proposal. However, as a REY Shareholder, you have the following choices available to you.

7.1 Accept the Offer

REY Directors unanimously recommend that REY Shareholders **ACCEPT** the Offer, in the absence of a Superior Proposal.

To accept the Offer, follow the instructions detailed in section 11.3 of the Bidder's Statement and on the Acceptance Form accompanying the Bidder's Statement. A summary of the Offer is outlined in section 6 of this Target's Statement with full terms and conditions of the Offer outlined in section 11 of the Bidder's Statement.

REY encourages you to consider your personal risk profile, investment strategy, tax position and financial circumstances before making any decision in relation to your REY Shares.

7.2 Sell some or all of your REY Shares on-market

During the Offer Period, if you have not accepted the Offer, you can sell some or all of your REY Shares on market. If you choose to sell, settlement will occur on a normal "T+2" basis and the purchaser of those REY Shares may accept the Offer in respect of those REY Shares. There is no guarantee of the price at which the REY Shares will trade from time to time, whether before or after the end of the Offer Period. The latest price for the REY Shares may be obtained from the ASX website. If you sell any of your REY Shares on market you may incur a brokerage charge.

REY Shareholders who wish to sell their REY Shares on-market should contact their broker for information on how to effect the sale. You should seek your own personal advice regarding the taxation consequences for you of selling the REY Shares on ASX.

7.3 Do nothing

If you do not wish to accept the Offer or sell your REY Shares on-market, you can choose to do nothing.

By doing nothing you will continue to remain a REY Shareholder. REY Shareholders should note that if Vigorous Resources acquires a Relevant Interest in at least 90% of all the REY Shares and Vigorous Resources have acquired at least 75% of the REY Shares for which the offers are made under the Offer during, or at the end of the Offer Period, Vigorous Resources will be entitled to compulsorily acquire the REY Shares it does not already own (refer to section 8.3(b) of this Target's Statement for more details). REY Shareholders should also note that there are risks associated with remaining a REY Shareholder (see section 8.2 of this Target's Statement for more details).

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8 Risk factors

This information in this section is a summary only. It should be read in conjunction with the information in the remainder of this Target's Statement and the Bidder's Statement.

This section describes the material risks associated with the Offer. The risk factors set out below are not exhaustive. Additional risk of which the Company is not aware or that the Company currently considers to be immaterial also have the potential to have a material adverse effect on the business, financial condition and operating and financial performance of the Company.

This section does not take into account your individual investment objectives, financial situation or particular needs. Before deciding whether to accept the Offer under this Target's Statement, you should consider the contents of the Target's Statement in light of your personal circumstances (including financial and taxation issues) and seek professional advice from a licensed financial advisor, accountant, stockbroker, lawyer or other professional advisor.

8.1 Risks associated with accepting the Offer

(a) **If a Competing Proposal is announced you will not be able to withdraw acceptance of the Offer**

If a Competing Proposal is announced, Shareholders who accept the Offer will not be able to withdraw their acceptance of the Offer and accept a Competing Proposal.

As at the date of this Target's Statement, the Directors are not aware of any Competing Proposal and there can be no assurance that any Competing Proposal will emerge.

(b) **You will not be able to challenge the compulsory acquisition process**

If Vigorous Resources becomes entitled to compulsorily acquire your REY Shares, you are entitled to apply to the court under Part 6A.1 of the Corporations Act for an order that your REY Shares will not be compulsorily acquired and, if successful, you will not be required to sell your REY Shares.

However, if you accept the Offer, you will not be eligible to make an application to the court to challenge any compulsory acquisition process and, if such process is successful, you will not benefit in any possible revised offer for, or compulsory acquisition process in respect of, your REY Shares which Vigorous Resources may undertake.

(c) **You may experience adverse tax consequences**

A general overview of the tax implications of accepting the Offer for Australian resident Shareholders is set out in section 11 of this Target's Statement.

Shareholders should not rely on the taxation considerations set out in section 11 of this Target's Statement as being advice on their own affairs. Shareholders should consult with their own independent taxation advisers regarding the taxation implications of accepting the Offer given their particular circumstances. You will cease to enjoy the benefits of being a REY Shareholder.

(d) **No withdrawal rights**

Once you accept the Offer, you will be unable to withdraw your acceptance even if the value of your REY Shares varies significantly from the date of your acceptance of the Offer or a Competing Offer is otherwise announced.

(e) **You will no longer be able to sell your REY Shares on-market**

If you accept the Offer, you will no longer be able to trade your REY Shares on the market and will lose the benefits of being a Shareholder, including the potential to benefit from any future increase in the value of your REY Shares. There is a possibility that the REY

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Share price may exceed the Offer Price during part of the Offer Period (although REY can give no assurances and makes no forecasts of whether this will occur). Refer to section 11.6 of the Bidder's Statement in relation to the effect of accepting the Offer.

(f) **REY has not independently verified information released by Vigorous Resources**

REY has relied on publicly available information released by Vigorous Resources or set out in the Bidder's Statement. REY has not independent verified the accuracy, reliability or completeness of all of the information which was disclosed by Vigorous Resources.

8.2 **Risks associated with holding REY Shares**

If you do not accept the Offer, or successfully oppose any compulsory acquisition process, you could remain a REY Shareholder and continue to be exposed to the risks associated with holding Shares in the Company. There are various risks associated with continuing to hold REY Sharers if the Offer is unsuccessful. Some of these risks are specific to REY or the industry in which REY operates, while others are of a more general nature that can apply to an investment.

In considering the Offer, REY Shareholders should be aware of the risks related to the Company and its business. REY is subject to a number of risk factors which may affect the operating and financial performance of the Company and the value of REY Shares. Many of the risks are outside the control of the Company and the Directors, and there can be no certainty that the Company's objectives or anticipated outcomes will be achieved.

(a) **Company Specific risks**

(i) **Currently operating at a loss**

REY currently operates at a loss. The Consolidated Statement of Profit or Loss for the six months ended 31 December 2024 (and lodged with the ASX on 13 March 2025) disclosed a loss before income tax expenses of $1,615,468.

(ii) **Low cash balance**

REY has low levels of cash. REY's Quarterly Cash Flow Report for the quarter ended 31 March 2025 (and lodged with the ASX on 29 April 2025) disclosed a cash holding of $52,000. As at the date of this Target's Statement, REY's cash balance is $125,730.82.

(iii) **Substantial debt**

As stated above, Ms Wanyan Liu controls the Bidder. Under the Liu Loan Agreement, Ms Liu is owed $22,264,758.36 (inclusive of outstanding interest accrued up to 7 July 2025 at an interest rate of 12% per annum) to be repaid by 30 April 2026.

The Liu Loan Agreement is summarised in section 12.5 of this Target's Statement. As stated in section 12.5, the Liu Loan Agreement does not refer to any express events of default or grounds for early repayment. However, in the absence of express grounds for accelerating the repayment of the loan, such as concepts similar to events of default, REY Shareholders should recognise that circumstances may arise where Ms Wanyan Liu may demand an earlier repayment (because of implied terms or other legal considerations). It is also possible that the Company, even in the absence of a demand of early repayment, there is no guarantee that the Company will have sufficient funds to repay the loan by 30 April 2026.

(iv) **Future capital and funding requirements**

REY Shareholders will be exposed to ongoing risks associated with an investment in REY, including the risks associated with the Company's need to raise funds to meet its exploration and working capital needs.

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The future capital requirements of the Company will depend on many factors including its level of exploration activities and operational requirements. REY may require additional funding in the future in order to fund its activities and other Company objectives. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

No assurance can be given that additional capital will be available when needed, on terms favourable to REY, or at all. If REY is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

(v) **Future share performance**

The future performance of REY's Share price is uncertain. There are ongoing risks associated with remaining a REY Shareholder in an otherwise highly illiquid ASX listed micro-cap, particularly at a time of global economic and market volatility and uncertainty.

(b) **Industry specific risks**

(i) **Obtaining and renewing necessary approvals**

The Company may be unable to obtain and renew the approvals and licences necessary for its operations, which would reduce its production, cash flow and profitability.

Mining companies must obtain and renew numerous approvals, licences and operating permits that impose strict regulations on various environmental and safety matters in connection with coal mining. These include approvals and licences issued by various local agencies and regulatory bodies. The approving rules are complex and may change over time, making its ability to comply with the applicable requirements more difficult or even impossible, thereby precluding continuing or future mining operations. Private individuals and the public have certain rights to comment upon, submit objections to, and otherwise engage in the approval process, including through court intervention. Accordingly, the approvals and licences the Company need may not be issued, maintained or renewed, or may not be issued or renewed in a timely fashion, or may involve requirements that restrict its ability to conduct its mining operations. Additionally, these approvals, licences and operating permits may be amended, or additional approvals, licences and operating permits may be required imposing costly compliance conditions. An inability to conduct mining operations pursuant to applicable approvals would reduce the Company's production, cash flow and profitability.

(ii) **Exploration, development, mining and processing risks**

Mineral exploration is highly speculative in nature, generally involves a high degree of risk and frequently is non-productive.

The tenements of the Company are at various stages of exploration, and investors should understand that exploration and development are high-risk undertakings.

There can be no assurance that the exploration of the tenements of the Company, or any other tenements that may be acquired in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited or will result in a profitable mining operation. REY may not receive an adequate return on its invested capital, and no assurance can be given that any exploration program of REY will result in the establishment or expansion of resources or reserves.

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Resource acquisition, exploration, development and operation involve significant financial and other risks over an extended period of time. Significant expenses are required to locate and establish economically viable mineral deposits, to acquire equipment, and to fund construction, exploration and related operations, and few mining properties that are explored are ultimately developed into producing mines.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(iii) **Operating costs**

REY's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of resources, including:

(A) unanticipated changes in grade and tonnage of ore to be mined and processed;

(B) incorrect data on which engineering assumptions are made;

(C) equipment delays;

(D) labour negotiations;

(E) changes in government regulation (including regulations regarding prices, costs of consumables, royalties, duties, taxes, and restrictions on product quotas on exploration of minerals); and

(F) title claims.

These factors, among other events and uncertainties described in this Target's Statement, could affect the accuracy of estimates of any operating costs and result in an increase in actual operating costs incurred.

(iv) **Estimation of mineralisation, resources and reserves risk**

The Company's mineral resource estimates for its projects are based on a number of assumptions. There can be no assurance that the mineral resource estimates will be recovered in the quantities, qualities or yields as contained in its announcements made to the ASX. Mineral resource estimates are inherently prone to variability. They involve expressions of judgment with regard to the presence and quality of mineralisation and the ability to extract and process the mineralisation economically based on a variety of factors, such as knowledge, experience and industry practice. The accuracy of these estimates may be affected by many factors, including the quality of the results of drilling and sampling of deposits and analysis of samples and the procedures adopted and experience of the person(s) making the estimates. There are risks associated with such estimates, including that the minerals mined may be of a different or inferior quality, volume, overburden strip ratio or stripping cost from the resource estimates. Such estimates may also be revised following further exploration or analysis. Any material reductions in estimates of mineralisation, or of the Company's ability to extract this mineralisation, including estimates made in its announcements to the ASX, could have a material adverse effect on the Company's results of operations or financial condition.

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(v) **Commodity price risk and exchange rate risk**

REY will be vulnerable to fluctuations in commodity prices including the price of petroleum, gas and coal. The prices of relevant energy resources are subject to change and a substantial or decline in energy resource prices could reduce the Company's revenues or value of its projects.

REY's performance may also be affected by fluctuations in exchange rates, including the AUD denominated prices, input prices and the AUD/USD exchange rate. These prices can fluctuate rapidly and widely and are affected by numerous factors beyond the control of REY. The marketability of production of energy resources depends, in large part, upon the demand from the international marketplace. The prices the Company receives for its energy resources depends upon factors beyond the Company's control, including:

(A) the supply of and demand for domestic and foreign products;

(B) uncertainty of development of projects and exploration results;

(C) domestic and foreign economic slowdowns;

(D) the relative strength of the Australian dollar;

(E) the proximity to, capacity of and cost of transportation facilities;

(F) domestic and foreign government regulations and taxes;

(G) the quantity and quality of coal available from its competitors;

(H) regulatory, administrative and judicial decisions;

(I) the price and availability of alternative fuels, including the effects of technological developments;

(J) weather conditions; and

(K) the effect of worldwide energy conservations measures.

The occurrence of any of these risks could materially and adversely affect the development of a project or the operations of a facility, which could have a material adverse impact on REY. Declines in the prices the Company receives for its products could adversely affect its operating results and its ability to generate the cash flows it requires to improve its productivity and invest in its operations.

If the price of these energy resources should fall below or remain below REY's estimated or actual costs of production for any sustained period due to these or other factors and events, REY's exploration, development or mining could be delayed or even abandoned. A delay in exploration or development or mining or the abandonment of one or more of REY's projects may require REY to write-down any mineral resources or reserves and may have a material adverse effect on REY's production, earnings and financial position.

If REY achieves exploration/development success which leads to viable mining production, its financial performance will be highly dependent on the prevailing commodity prices and exchange rates. These factors can affect the value of REY's assets and the supply and demand characteristics of gold and base metals may have an adverse effect on the viability of REY's exploration, development and production activities, its ability to fund those activities and the value of its assets.

(vi) **Native title**

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to have access to land in Australia.

It is also possible that, in relation to tenements or permits which REY has an interest in or will in the future acquire such an interest, there may be areas over which legitimate rights of traditional owners or surface rights holders exist. In this case, the ability of REY to gain access to tenements or permits (through obtaining consent of any relevant traditional owner body or landowner), or to progress from the project development phase to the mining phase of operations may be adversely affected. REY's mineral titles may also be subject to access by third parties including, but not limited to, the area's traditional owners. This access could potentially impact REY's activities and may involve payment of compensation to parties whose existing access to the land may be affected by REY's activities.

(vii) **Aboriginal heritage**

The ability of REY to conduct activities on exploration permits or mining tenements is subject to compliance with laws protecting Aboriginal heritage. Conduct of site surveys to ensure compliance can be expensive and subject to delays. If any Aboriginal sites are located within areas of proposed exploration, mining or other activities, the ability of REY to conduct those activities may be dependent on REY obtaining further regulatory consents or approvals.

(viii) **Climate change risk**

Climate change risks particularly attributable to the Company include 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 Company 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 Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences.

In addition, climate change may cause certain physical and environmental risks that cannot be predicted by the Company, 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 Company operates.

(ix) **Environmental and health and safety risks**

The Company's mining operations are subject to extensive Australian health and safety and environmental laws and regulations which could impose significant costs and burdens on the Company (the extent of which cannot be predicted).

As with most development projects and mining operations, REY's activities are expected to have an impact on the environment. The social and legal framework governing this area is complex and constantly developing. There is a risk that the environmental regulations may become more onerous, making REY's operations more expensive or cause delays. The cost of compliance with these laws and regulations may impact the cost of exploration, development, construction, operation of the production facilities and mine closure costs.

Environmental and health and safety laws and regulations provide for penalties and other liabilities for violation of such standards. Significant liabilities could also be imposed on REY for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or noncompliance with environmental laws or regulations. Permission to operate could be withdrawn temporarily, or permanently in extreme cases, where there is evidence of serious breaches of health and safety and environmental laws and regulations.

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(x) **Key personnel**

REY's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. The loss of the services of one or more of such key management personnel could have an adverse effect on REY. REY's ability to manage its exploration and development activities, and hence its success, will depend in large part on the efforts of these individuals.

REY will need to employ and retain appropriately motivated, skilled and experienced staff. Difficulties in attracting and retaining such staff may have an adverse effect on the performance of REY.

(xi) **Insurance**

The Company intends to insure its operations in accordance with industry practical and applicable regulations. No assurance can be given that REY will be able to obtain insurance cover for all risks faced by REY at reasonable rates or that the insurance cover it arranges will be adequate and available to cover all possible claims. These are a number of factors which may affect the future viability of REY such as pandemic risks, cyber security risks, industrial disputation, litigation, natural disasters and extreme weather conditions and acts of war and terrorism or the outbreak or escalation of international hostilities and tensions. 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 REY. Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

(xii) **Access and third-party interests**

REY may be required to obtain the consent from the holders of third-party interests which overlay areas within its tenements or permits, prior to accessing or commencing any exploration or mining activities on the affected areas. No assurance can be given that necessary access will be obtained when required or on acceptable terms

(xiii) **Joint venture parties, agents and contractors**

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which REY is or may become party to, or the insolvency or managerial failure by any of the contractors or other service providers used by REY, which may adversely affect REY's activities.

(xiv) **Litigation risk**

REY will be exposed to possible litigation risks including Native Title claims, tenure disputes, disputes in relation to the interpretation of royalty agreements or other contractual entitlements, environmental claims, occupational health and safety claims and employee claims. Further, REY may be involved in disputes with other parties now or in the future which may result in litigation or other forms of dispute resolution procedure. Any such claim or dispute if proven, may impact adversely on REY's operations, financial performance and financial position.

(xv) **Change in law and regulation**

REY's activities may be impacted by regulatory or other changes implemented by the Commonwealth or Western Australian Governments. A change in laws that impact on REY's operations, such as land access, Native Title, environmental protection, carbon emissions, labour, mining, taxation and royalties, could have an adverse impact on REY's operations. Mining industry activities are subject to discretionary regulations and approvals, the exercise of which cannot always be predicted.

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(c) **General risks**

In addition to the specific risks outlined above, there are general risks associated with the Company's existing and proposed business operations and risks associated with the Offer.

The value of the Company's REY Shares is affected by a number of general factors which are beyond the Company's or the REY Board's control.

Factors such as inflation, currency fluctuation, interest rates, supply and demand and industrial disruption have an impact on operating costs, local and international economic conditions and general investor sentiment.

(i) **General equity market risk**

There are risks associated with any investment in securities. Investments in equity markets are generally speculative in nature and investors should carefully consider the risk.

The value of REY Shares may fluctuate. In recent times, the extent of the volatility in the price of REY Shares and the wider market has been significant. Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. There is no guarantee that the REY Shares will be able to be sold at or above the price offered pursuant to the Offer. Investors should also note that past performance of the REY Shares provides no guidance as to the future performance of these REY Shares.

Many factors will affect the price of securities including movements in interest rates, economic conditions and investor sentiment generally. In addition, the commencement of, or escalation in, any war, armed conflict, hostilities between nations, civil unrest or terrorist activities may affect the price of REY Shares.

(ii) **General economic conditions**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption in Australia, the rate of growth of Australia's gross domestic product, interest rates and the rate of inflation.

(iii) **Unforeseen expenses**

REY 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.

(iv) **Additional requirement for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(v) **Competition risk**

The industry in which the Company is involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions

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may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(vi) **Current political landscape**

There remains a high level of uncertainty around the Chinese economic outlook and the implications of several global conflicts impacting global markets, including the ongoing Russia and Ukraine conflict and conflicts in the Middle East. The nature and extent of the effect of these uncertainties on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by it. The Company is monitoring the situations and considers the impact of the conflicts on the Company's business and financial performance to, at this stage, be limited. Given the situation is continually evolving, the outcomes and consequences are inevitably uncertain.

(vii) **Pandemics and infectious diseases**

The global COVID-19 (Novel Coronavirus) pandemic demonstrated that pandemics can have a significant impact on global capital markets, commodity prices and foreign exchange rates. Should any Company personnel or contractors be infected by a similar pandemic involving a new COVID-19 variant or other infectious disease, it could result in the Company’s operations being suspended or otherwise disrupted for an unknown period of time, which may have an adverse impact on the Company’s operations as well as an adverse impact on the financial condition of the Company. Supply chain disruptions resulting from a pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans and quarantining) may, in addition to the general level of economic uncertainty caused by a pandemic, continue to adversely impact REY's operations, financial position and prospects.

(viii) **Cyber risks**

REY, as with all organisations, is reliant on information technology for the operation of its business. Any failure, unauthorised or erroneous use of REY's information and/or information systems may result in financial loss, disruption or damage to the reputation of REY.

(ix) **Force majeure**

REY's projects now or in the future may be adversely affected by risks outside the control of REY's, including fires, labour unrest, civil disorder, war, subversive activities or sabotage, floods, pandemics, explosions or other catastrophes, epidemics or quarantine restrictions.

8.3 **Risks associated with certain outcomes of the Offer**

(a) **Vigorous Resources obtains a controlling interest in REY**

If Vigorous Resources acquires a Relevant Interest in at least 50.1% but less than 90% of the REY Shares on issue, it will be able to control the outcome of ordinary resolutions of the REY Shareholders (including resolutions relating to the composition of REY's Board). Any resolution to appoint or remove directors would only require 50% of all votes cast, and does necessarily require the Bidder to hold 50% of all REY Shares.

If effective control of REY passes to Vigorous Resources, but Vigorous Resources does not meet the conditions to allow compulsory acquisition of the remaining REY Shares, the remaining REY Shareholders (who have not accepted the Offer) will become minority shareholders in REY. If this occurs, there may be additional factors that need to be considered alongside the REY Board's recommendation, including:

(i) Vigorous Resources will be in a position to cast the majority of votes at a general meeting of REY. This will enable Vigorous Resources to control the composition

of the REY Board and senior management and control the strategic direction of REY's business;

(ii) if Vigorous Resources acquired 75% or more of REY Shares, it will be able to pass a special resolution of REY Shareholders. This will enable Vigorous Resources to seek to have REY removed from the official list of the ASX or have the REY Shares delisted from the ASX;

(iii) liquidity of REY Shares may be lower than present;

(iv) the Share price may fall immediately following the end of the Offer Period; and

(v) Vigorous Resources may not be able to implement its stated intentions in section 7 of the Bidder's Statement.

The ability of Vigorous Resources to obtain a Relevant Interest in at least 90% of the REY Shares will depend upon the level of acceptance of the Offer by REY Shareholders. There is no guarantee that Vigorous Resources will obtain a Relevant Interest in at least 90% of the REY Shares.

(b) **Vigorous Resources meets the 90% compulsory acquisition threshold**

Vigorous Resources has indicated in section 7.3 of the Bidder's Statement that if it acquired a Relevant Interest in 90% it would:

(i) proceed with compulsory acquisition of the outstanding REY Shares in accordance with the provisions of Chapter 6A of the Corporations Act. If such compulsory acquisition occurs, REY Shareholders who have their REY Shares compulsorily acquired will not receive their Offer Consideration until after the compulsory acquisition notices are dispatched to them;

(ii) if the compulsory acquisition process is completed, procure the removal of REY from the official list of the ASX; and

(iii) considering replacing the board of REY with the Bidder's nominees (although the Bidder may, in its discretion, seek to retain one or more of the existing directors of REY). The Bidder has not indicated its intentions regarding movement or replacement to the REY Board.

Additional risks and uncertainties not currently known to REY may also have a material adverse effect on REY's financial and operational performance. The information set out in section 8 does not purport to be, nor should it be construed as, an exhaustive overview of the risks which may affect the Company.

This information in this section 8 is a summary only. It should be read in conjunction with the information in the remainder of this Target's Statement and the Bidder's Statement.

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9 Information on the Company

9.1 Overview

REY is an Australian public company listed on ASX focused on exploring and developing energy resources in Western Australia's Canning Basin.

REY holds 100% interest in EP487 (**Derby Block**), 40% interest in EP457 and 100% interest in EP458, prospective Canning Basin petroleum exploration permits (together the **Fitzroy Blocks**).

REY completed a series of exploration works on these permits, including more than 60km of new seismic line acquisition, 2300+km vintage seismic line reprocessing and multiple regional geology and geophysics studies. REY also participated two deep conventional oil wells in EP458 and EP457 with JV. REY is aiming to have an extensive exploration activity for future Canning Basin developments.

REY also holds two well-explored coal tenements in the Canning Basin which consists of the Duchess Paradise Coal Project. The Duchess Paradise Coal Project (**DP Project**), which is 100% owned by REY, is a proposed bituminous thermal coal operation located in the Canning Basin of Western Australia and is partly continuous with the Fitzroy Block.

Through early investment, REY holds 7.5 million fully paid ordinary shares in PZE Limited, representing approximately 5.7% of the issued capital of PZE Limited as at 1 June 2025, which is one of the two shareholders of the Surat production asset (**Surat Assets**) located at Surat Basin, Queensland.

9.2 Business activities

(a) Canning Basin – the Fitzroy Blocks (EP457 and EP458)

REY owns 100% interests in EP458 and 40% interest in EP457, combined as Fitzroy Blocks.

The Fitzroy Blocks (comprising a combined area in excess of 5,000 km2) are located over parts of the southern flank of the Fitzroy Graben. The Fitzroy Blocks straddle three major trends:

- the Ungani conventional oil trend (**Ungani Trend**);
- the Laurel Basin-Centred Gas Accumulation, conventional and unconventional gas; and
- the Goldwyer oil and gas unconventional shale.

The Ungani Trend includes identified leads and prospects in an area of prospectivity of at least 120 kilometres by 40 kilometres (over one million acres or 4,800 km2). This extends diagonally, north-west to south-east, across the Fitzroy Blocks. The conventional dolomite reservoir oil discovery by Buru in 2011 at Ungani (located 15 kilometres north-west of EP457) on the trend running through the Fitzroy Blocks is a significant regional discovery event. Commercial production was established by Buru at Ungani in mid-2015.

Although Prospective (recoverable) Resources of the Laurel Formation within the Fitzroy Blocks have not been assessed by drilling to date, the formation extends across part of the Fitzroy Blocks. A wet gas accumulation has been identified immediately east of the Fitzroy Blocks which has the characteristics of a Basin-Centred Gas Accumulation.

The Goldwyer Shale Formation is characterised as a thick, regionally extensive organic rich “Bakken” shale analogue. The play type is regarded as highly prospective and clearly extends across part of the Fitzroy Blocks, although is believed to be at considerable depth.

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The newly discovered Rafael gas field at north edge of EP457 proves the conventional resources potential in Canning Basin.

REY commits to drill new wells in the permit area targeting Rafael like prospects. Other work program includes new seismic is necessary for the derisk of new well drilling which is currently under consideration by REY.

(b) **Canning Basin – the Derby Block (EP487)**

The Derby Block (EP487) is a large petroleum exploration permit of approximately 5,000 km2. It occurs to the north-west of REY's interests in the Fitzroy Blocks. The Derby Block is considered to be predominantly a Wet Laurel Basin Centred Gas play which is regionally extensive throughout the Canning Basin and has been the subject of exploration in the Canning Basin by other parties in 2015, resulting in encouraging flow tests by Buru Energy at Valhalla and Asgard (please refer various BRU ASX releases including releases dated 20 January 2016 and 18 April 2016). REY is holding 100% of the equity interest in the Derby Block through two 100% owned subsidiaries.

REY is planning the 3D seismic survey at middle north area of EP458. The target is Butler oil prospects. Significant amount of preparation works has been carried out by REY including heritage survey, environmental plan, seismic tendering and seismic design.

(c) **Surat Assets**

REY holds indirect interest in Surat Assets via investment in PZE Ltd.

Surat Assets includes 7 petroleum production licences, 1 LPG production facility and 2 gas processing facilities. Surat Assets is currently under production from its storage facility and out gas field. The production rate is sufficient to support to operation of all facilities. New well drilling has been planned in the area of Surat Assets for production enhancement. PZE Ltd holds 30% interests in Surat Assets.

(d) **Duchess Paradise Coal Project**

The DP Project is a proposed bituminous thermal coal operation of up to 3 million tonnes per annum in the Canning Basin, north Western Australia. A Definitive Feasibility Study ("**DFS**") of the DP Project was completed in June 2011 and the first phase update of the DFS has been completed in 2018.

The DP Project include 2 exploration tenements, E04/1519 and E04/1770, and 1 mining licence, covers all the 2 tenements, which is under application. REY is negotiating with Native Title holders for the co-existing agreement to support the DP Project development. The grant of the mining licence will be subject to the execution of the co-existing agreement.

9.3 **Capital structure**

As at the date of this Target's Statement, there are 211,560,904 REY Shares on issue:

Type	Number	Terms of securities which are not ordinary shares	Percentage (fully diluted)
Fully paid ordinary shares	211,560,904	-	100.00%

As at the date of this target's Statement, the substantial Shareholders of the Company are:

Substantial Shareholder	Number	Type	Percentage (fully diluted)

ASF Group Limited	34,666,667	Ordinary	16.386%
Vigorous Resources Pty Ltd	34,068,800	Ordinary	16.104%
Dongming Ye	25,264,286	Ordinary	11.942%
Neway Energy International Limited	14,450,580	Ordinary	6.830%
Yinxin He	12,970,000	Ordinary	6.131%
Start Grand Global Limited	12,361,500	Ordinary	5.843%
Mei Chi Joyce Lee	12,092,553	Ordinary	5.716%
Start Link Investments Limited	10,959,614	Ordinary	5.180%

9.4 **Directors and secretary of REY**

The Directors and secretary of the Company at the date of this Target's Statement are:

(a) Min Yang, Non-executive Chairman;

(b) Wei Jin, Managing Director;

(c) Yan Zhao, Executive Director;

(d) Geoff Baker, Non-executive Director;

(e) Qianrui (Stanley) Fu, Non-executive Director; and

(f) William Kuan, Company Secretary.

Particulars of these Directors and secretary are available from the Company website referred to below in section 9.10.

9.5 **Director's interest in Company securities**

As at the date of this Target's Statement, the Director's interests in the Company's securities are:

Director	REY Shares	Options	Performance Rights
Min Yang	200,000	Nil	Nil
Geoff Baker	200,000	Nil	Nil
Wei Jin	200,000	Nil	Nil
Yan Zhao	Nil	Nil	Nil
Qianrui (Stanley) Fu	Nil	Nil	Nil

In addition, two Directors of REY, Mr Geoffrey Robert Baker and Ms Min Yang, are also shareholders of ASF Group Limited. ASF Group Limited is the largest shareholder in REY holding 34,666,667 REY Shares representing 16.386% of all REY Shares. Mr Geoffrey Robert Baker and Ms Min Yang are shareholders of ASF Group Limited but do not hold a Relevant Interest.

9.6 **Debt**

As at 30 June 2025, the Company's debt consists of:

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Lender	Loan amount, inclusive of interest (AUD)	Maturity Date
ASF Group Limited	$1,007,963.01	30 April 2026
Ms Wanyan Liu	$22,216,452.61	30 April 2026

On 17 June 2024, the Company announced that both ASF Group Limited and Ms Wanyan Liu had agreed to extend the maturity date of the loan facilities granted to REY to 30 April 2026. Ms Liu also agreed to increase the loan facility provided to REY by $5 million to a total of $25 million. Please see section 12.5 for further details about the Liu Loan Arrangement.

9.7 **Relevant Interest of Vigorous Resources in REY Shares and Voting Power**

As at the date of this Target's Statement, Vigorous Resources has a Relevant Interest in 16.104% of the Company. Accordingly, Vigorous Resources' Voting Power in REY is 16.104%.

9.8 **Relevant Interest of the directors of Vigorous Resources in REY Shares and Voting Power**

As at the date of this Target's Statement, the Bidder's sole director does not have a Relevant Interest in REY.

9.9 **Financial results**

Set out below is an extract of the Company's consolidated statement of financial position as at full year ended 30 June 2024, 30 June 2023 and 30 June 2022. An electronic copy of these reports can be obtained from REY's website or the ASX website.

The financial information presented in this section does not represent complete financial statements and should therefore be read in conjunction with the Company's financial statements available on its website and its accompanying notes.

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In thousands of dollars	30 June 2022	30 June 2023	30 June 2024
ASSETS			
Current assets			
Cash and cash equivalents	172	240	268
Trade and other receivables	9	4	3
Prepayments	3	3	3
Total current assets	184	247	274
Non-current assets			
Property, plant and equipment	2	2	2
Financial assets	767	767	767
Exploration and evaluation expenditure	38,353	39,161	33,061
Total non-current assets	39,122	39,930	33,830
Total assets	39,306	40,177	34,104
LIABILITIES			
Current liabilities			
Loans and borrowings	63	441	537
Trade and other payables	403	92	288
Employee benefits	14	6	12
Total current liabilities	480	539	837
Non-current liabilities			
Loans and borrowings	12,878	15,923	19,350
Provisions	3,535	3,565	3,177
Total non-current liabilities	16,413	19,488	22,527
Total liabilities	16,893	20,027	23,364
Net assets	22,413	20,150	10,740
EQUITY			
Share capital	86,537	86,506	86,497
Accumulated losses	(64,124)	(66,356)	(75,757)
Total equity attributable to equity holders of the Company	22,413	20,150	10,740

9.10 Publicly available information

The Company's most recent Annual Report for the year ended 30 June 2024 was lodged with ASX and uploaded to its website on 28 October 2024, and the Company's Half Year Report for the half year ended 31 December 2024 was lodged with ASX on 13 March 2025.

REY 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, REY is subject to the ASX Listing Rules which require continuous disclosure of any information REY has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

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In addition, REY is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by REY may be obtained from, or inspected at, an ASIC office.

Further publicly available information about the Company is available in electronic form on the Company's website at www.reyresources.com. Information on the websites referenced in this Target's Statement does not constitute part of this Target's Statement.

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10 Information on Vigorous Resources

10.1 Overview

The Bidder under this takeover bid is Vigorous Resources. The Bidder was established as a special purpose vehicle for the purposes of acquiring REY Shares in connection with the Offer.

The Bidder has not traded since its incorporation and does not have any employees. The sole director of the Company is Dongmei Ye (see section 5.4 of the Bidder's Statement for further information).

As at the date of this Target's Statement, the Bidder is the owner of 34,068,800 REY Shares, representing a holding of 16.104% of the total issued REY Shares. The Bidder does not have a nominated director on the REY Board.

The information in this section 10 has been prepared using public information including the Bidder's Statement.

10.2 Shareholders of the Bidder

The Bidder has two shareholders being:

(a) Ms Wanyan Liu, holding 80 shares which represents 80% of the total issued shares in the Bidder; and

(b) Vigorous Capital Pty Ltd, holding 20 shares which represents 20% of the total issued shares in the Bidder.

The largest shareholder of the Bidder, Ms Wanyan Liu is also a current major lender to REY under the Liu Loan Agreement. Please refer to section 12.5 of this Target's Statement for further details about this loan and section 8.2(a)(iii) of this Target's Statement for an outline of some risks relating to this loan.

10.3 Bidder's Statement

Refer to section 4, 5 and 7 of the Bidder's Statement for further information about Vigorous Resources.

The Directors recommend that Shareholders read the Bidder’s Statement in full and speak to their professional advisors if they have any questions in relation to their decision whether or not to accept the Offer.

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11 Taxation considerations

11.1 Introduction

The following is a general description of the Australian Capital Gains Tax (**CGT**) consequences to REY Shareholders in relation to the disposal of their REY Shares, through acceptance of the Offer, in return for cash consideration. General comments are also provided in relation to Australia income tax, stamp duty and Goods and Services Tax (**GST**).

The following information is based upon taxation law and established practice of the Australian Taxation Office (**ATO**) in effect as at the date of this document. It is not intended to be, nor is it, an authoritative or complete statement of the taxation laws of Australia applicable to the particular circumstances of every REY Shareholder. This summary is necessarily general in nature and therefore should not be relied upon as advice.

The following comments apply only to those REY Shareholders who hold REY Shares on capital account, such that they will be subject to CGT in respect of their dealings in their holdings of REY Shares. This summary does not address the consequences that arise for REY Shareholders:

(a) who hold their REY Shares on revenue account or as trading stock;

(b) who hold their REY Shares as assets used in carrying on a business or as part of a profit making undertaking or scheme;

(c) who acquired their REY Shares through an employee share scheme;

(d) who are Australian tax residents but who hold their REY Shares as part of an enterprise carried on, at or through a permanent establishment in a foreign country;

(e) are foreign residents who hold their REY Shares in carrying on a business through a permanent establishment in Australia;

(f) who are financial institutions, insurance companies, partnerships, tax exempt organisations, trusts (except where expressly stated), superannuation funds (except where expressly stated) or temporary results;

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

(h) are temporary residents as that term is defined in section 995-1(1) of the Tax Act;

(i) hold their share as trustee or nominee for another entity; or

(j) have changed, or change, their residence while holding REY Shares.

The outline does not take into account or anticipate changes in the law (by legislation or judicial decision) or practice (by ruling or otherwise). The outline is also not exhaustive of all income tax considerations which could apply in the circumstances of any given REY Shareholder.

Similarly, this tax summary does not address income tax implications for all REY Shareholders nor the tax implications arising from the disposal of REY Shares which were acquired before 20 September 1985. Such shareholders should seek specialist tax advice tailored to those circumstances.

All REY Shareholders, and particularly those shareholders not covered by this outline as noted above, should consult their own tax advisers.

REY Shareholders who are not resident in Australia for tax purposes should seek their own independent taxation advice which takes into account the tax consequences under the laws of

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their country of residence, as well as under Australian law, in relation to the disposal of REY Shares.

11.2 Australian resident REY Shareholders

Acceptance of the Offer will involve the disposal by REY Shareholders of their REY Shares by way of transfer to Vigorous Resources and, as such, the disposal will have Australian CGT implications.

REY Shareholders who are Australian residents may make a capital gain or capital loss on the sale of their REY Shares. A capital gain will result where the capital proceeds (i.e., Offer Price) is more than the cost base (or in some cases indexed cost base, see further below) of those REY Shares. Alternatively, a capital loss will result where the capital proceeds is less than the reduced cost base of those REY Shares.

The capital proceeds should generally be the total cash consideration you receive for your REY Shares.

The cost base of a REY Share is generally the cost of acquisition or deemed cost of acquisition. Certain other amounts associated with the acquisition and disposal of the REY Share (such as brokerage or stamp duty) may be added to the cost base. Any return of capital and non-assessable distributions received by REY Shareholders during the ownership period of the REY Shares will reduce the cost base of those REY Shares.

Capital gains and capital losses of a taxpayer in a year of income are aggregated to determine whether there is a capital gain. Capital losses from earlier years may be applied to reduce the capital gain. A 'CGT Discount' may be available to reduce the capital gain for certain REY Shareholders (see section 11.3 below). Any remaining capital gain is the net capital gain included in assessable income and subject to Australian income tax.

Net capital losses may not be deducted against other income for income tax purposes, but may be carried forward to be offset against future capital gains subject to the satisfaction of any applicable loss utilisation rules.

11.3 CGT Discount

The availability of the 'CGT Discount' in calculating the amount of the net capital gains included in assessable income depends on the period for which the REY Shares disposed of under the Offer have been held and the classification of each REY Shareholder (e.g. individual, superannuation fund or certain trusts).

The CGT Discount described in this Section is not available where the REY Shares have not been held for 12 months as at the date of acceptance of the Offer. Special rules apply to determine if shares have been held for the requisite period. REY Shareholders should seek their own advice on these matters.

Individuals, complying superannuation entities or trustees that have held REY Shares for 12 months or more before accepting the Offer may be entitled to discount the amount of the capital gain (after application of capital losses) from the disposal of the REY Shares by 50% in the case of individuals and eligible trustees, and by 33.33% in the case of complying superannuation funds. The CGT Discount is not available to companies.

The CGT Discount is not relevant for the purposes of calculating a capital loss.

11.4 Non-Australian resident REY Shareholders

If you are a non-resident of Australia for tax purposes and hold your REY Shares on capital account, you will generally not be subject to CGT in Australia on the disposal of your REY Shares, unless:

(a) your REY Shares constitute "indirect Australian real property interests";

(b) you held your REY Shares at any time in carrying on a business through a permanent establishment in Australia; or

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(c) you were previously a resident of Australia for tax purposes and chose to disregard a capital gain or loss on your REY Shares on ceasing to be a resident.

Your REY Shares will constitute indirect Australian real property interests if both the following conditions are satisfied:

(a) you (together with your associates, as defined for tax purposes) owned at least 10% of the REY Shares either at the time you sold your REY Shares or for any 12-month period during the 24 months before you sold your REY Shares (in which case, your REY Shares would be a **Non-Portfolio Interest**); and

(b) at the time of the disposal, "taxable Australian real property" assets (as defined in the Tax Act) (which for these purposes includes real property and mining, quarrying or prospecting rights where the minerals, petroleum or quarry materials are located in Australia) comprise more than 50% of the market value of the assets owned directly or indirectly by REY (called the **Principal Asset Test**).

Foreign resident REY Shareholders who are subject to CGT on the disposal of their REY Shares are not entitled to the CGT Discount.

REY Shareholders who are not resident in Australia for income tax purposes should note that the Australian tax consequences from the disposal of the REY Shares may be affected by any double tax agreement between Australia and their country of residence. Foreign resident REY Shareholders should obtain specific tax advice.

11.5 Foreign resident capital gains withholding tax

If you are a foreign resident REY Shareholder, the amount you receive for the sale of your REY Shares under the Offer may be reduced as the Bidder may have the obligation to withhold an amount of foreign resident capital gains withholding (**FRCGW**) tax from the Offer Price and pay such amount to the ATO on your behalf. The current rate of the FRCGW tax is 15%.

The FRCGW will not apply if you sell your REY Shares on-market on the basis that there is an exclusion from withholding tax for disposals on the ASX.

If you dispose of your REY Shares off-market pursuant to this Offer, the FRCGW generally applies to the disposal of your REY Shares if:

(a) your REY Shares constitute "indirect Australian real property interests" (see Section 11.4 for further information); and

(b) any of the following apply:

(i) the Bidder knows that you are a foreign resident for Australian tax purposes;

(ii) the Bidder reasonably believes that you are a foreign resident for Australian tax purposes;

(iii) the Bidder does not reasonably believe you are an Australian resident for Australian tax purposes and either:

(A) you have an address outside Australia (according to any record in the Bidder's possession, or is kept or maintained on the Bidder's behalf); or

(B) the Bidder is authorised to provide a financial benefit (e.g., the payment of the Offer Price) to a place outside Australia; or

(iv) you otherwise have a connection outside Australia of a kind specified in the tax regulations.

If the Bidder determines or reasonably believes that it has an obligation to deduct FRCGW tax, the Bidder will withhold the applicable FRCGW amount from the Offer Price payable to you and pay that amount to the ATO. You will only receive the net proceeds and will be taken to receive the full

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Offer Price for the purposes of this Offer, such that the Bidder will be discharged of any liability to pay that amount of the Offer Price to you.

Depending on your specific circumstances, you may be entitled to apply to the ATO, before the disposal of your REY Shares, to vary and reduce the rate of the FRCGW tax that applies to you.

As at the date of this Target's Statement, the Target expects that the Principal Asset Test will be met in respect of the REY Shares. Accordingly, the Target expects that your REY Shares will be indirect Australian real property interests if you also satisfy the Non-Portfolio Interest test.

Notwithstanding the above, if you and your associates (as defined for tax purposes) sell an interest of 10% or more in REY as part of the Offer, or the Bidder otherwise determines that the FRCGW tax provisions may be enlivened in respect of you, the Bidder will use reasonable endeavours to contact you so that you have an opportunity to provide a declaration (that the Bidder has no reason to believe is false) to the effect that either:

(a) You are an Australian resident for Australian tax purposes (**Australian Residency Declaration**); or

(b) Your REY Shares are not Non-Portfolio Interests (see section 11.4 for further information) and/or are not indirect Australian real property interests (Non-Indirect Australian Real Property Interest Declaration).

This will require you to complete a 'Foreign resident capital gains withholding declaration – vendor declaration' form which is published by the ATO.

If you do not provide a completed Australian Residency Declaration or Non-Indirect Australian Real Property Interest Declaration to the Bidder before the Bidder acquires your REY Shares, the Bidder reserves the right to deduct any applicable FRCGW tax from the Offer Price payable to you.

If you are unsure about how the FRCGW tax applies to you or whether you are entitled to complete an Australian Residency Declaration or a Non-Indirect Australian Real Property Interest Declaration, you should seek independent tax advice.

Any FRCGW tax withheld from the Offer Price is not a final tax. You may be entitled to claim a credit in your Australian income tax return, for the relevant income year, for any FRCGW tax withheld and remitted by the Bidder in respect of the disposal of your REY Shares. To the extent the FRCGW tax exceeds your final Australian tax liability for the disposal of your REY Shares, you may be entitled to a refund of the difference.

11.6 Stamp Duty

Vigorous Resources will pay the stamp duty (if any) payable in Australia on the transfer of the REY Shares under the Offer.

11.7 GST

No GST in Australia will be payable on such transfers, except that GST may be payable on any fees or charges that a Broker, bank, custodian, or other nominee (in respect of REY Shares held for a separate beneficial owner) may charge in connection with acceptance of the Offer (see section 11.14 of the Bidder's Statement).

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12 Other material information

12.1 Benefits and agreements

Except as set out below:

(a) no Director has any interest in any contract entered into by them with Vigorous Resources;

(b) as a result of the Offer, no benefit (other than a benefit which may be given without shareholder approval under the Corporations Act) will or may be given to a person in connection with their retirement from a board or managerial position of the Company or a Related Body Corporate of the Company;

(c) as a result of the Offer, no person will be given any benefit on transfer of the whole or any part of any undertaking or property currently owned by the Company; and

(d) no Director has agreed to receive, or is entitled to receive, any benefit from Vigorous Resources which is conditional on, or is related to, the Offer, other than in his or her capacity as a holder of REY Shares.

12.2 Material contracts

To the extent any of REY's material contracts have a change in control provision that is triggered as a consequence of the Offer, REY will take all necessary steps to procure the consent of the relevant counterparty. However, the counterparty may seek to terminate or renegotiate the agreement on terms less favourable to REY or to exercise rights triggered by the change of control.

12.3 Material litigation

The Company is not aware of any litigation or disputes which it is involved in which are material in the context of the takeover Offer.

12.4 Independent expert's report

REY has not commissioned an independent expert report with this Target's Statement. REY is not required under section 650 of the Corporations Act to commission an independent expert's report in connection with the Offer. In deciding not to engage an independent expert to assess the merits of the Offer, the Directors considered a range of factors including:

(a) the information in this Target's Statement, the Bidder's Statement and publicly available information is sufficient for Shareholders to determine whether or not to accept the Offer;

(b) in the considerable experience of the Board the Offer was fair and reasonable for an illiquid ASX listed micro-cap stock, particularly at a time of global economic and market volatility and uncertainty;

(c) the Company has been constantly engaged in assessing the need to raise funds, and has gained a reasonable and practical understanding of the value that investors are willing to pay for a REY Share;

(d) the costs of obtaining an independent expert's report to assist in assessing the Offer were prohibitive, particularly when considering the size of the transaction and costs associated with the Offer; and

(e) and the time to prepare the independent expert’s report could potentially delay the completion of the offer.

Given these factors, the Directors decided not to engage an independent expert to assist them in assessing the Offer and have recommended that Shareholders accept the Offer in the absence of a Superior Proposal for the reasons set out in section 3 of the Target's Statement.

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12.5 **Liu Loan Agreement**

REY and Ms Wanyan Liu (who, as stated previously, controls the Bidder) are parties to the Liu Loan Agreement. Under this agreement, the loan amount is $25,000,000, the maturity date is 30 April 2026 and the interest rate is 12% per annum payable on the maturity date.

Under the Liu Loan Agreement, Ms Wanyan Liu is owed an outstanding amount of $22,264,758.36 (inclusive of outstanding interest accrued up to 7 July 2025).

By way of background, the Liu Loan Agreement had previously undergone a loan consolidation in 2021 and several amendments by deed since, as summarised below:

(a) On 30 April 2021, Ms Wanyan Liu and REY entered into an agreement to consolidate the following three loans:

(i) a loan agreement entered into on 27 June 2017 for the lending of $500,000 and with an amended maturity date extended to 31 October 2022;

(ii) a loan agreement entered into on 12 April 2019 for $3,000,000 which was amended and increased to $5,000,000 with a maturity date extended to 31 October 2021; and

(iii) a loan agreement entered into 17 July 2019 for $3,000,000 with a maturity date of 31 December 2021,

In addition, under this consolidated loan agreement, Ms Wanyan Liu lent an additional advance of $4,000,000 bringing the total amount advanced under this consolidated loan agreement to $12,500,000. There was an interest rate of 12% per annum payable quarterly and a maturity date of 31 October 2022. This consolidated loan agreement superseded the previous loan agreements which have no further force and effect.

(b) The consolidated loan agreement described in paragraph 12.5(a) above has been subject to the following amendments by deed:

(i) the first amendment on 22 June 2022 to increase the loan amount to $17,000,000 and extend the maturity date to 31 October 2023;

(ii) the second amendment on 30 May 2023 to increase the loan amount to $20,000,000 and extend the maturity date to 31 October 2024;

(iii) the third amendment on 17 June 2024 to increase the loan amount to $25,000,000 and extend the maturity date to 30 April 2026; and

(iv) the fourth amendment on 17 June 2025 to amend the interest payment date from a quarterly basis to payable on the maturity date,

Please refer to section 8.2(a)(iii) of this Target's Statement for an outline of the risks relating to the Liu Loan Agreement in light of the Company's low cash balance. The Liu Loan Agreement does not refer to any events of default. In the absence of express grounds for accelerating the loan, such as concepts similar to events of default, REY Shareholders should recognise that circumstances may arise where Ms Wanyan Liu may demand an earlier repayment (whether because of implied terms or other legal considerations).

12.6 **Disposal of Gulliver Productions Pty Ltd**

REY disposed its wholly owned, Gulliver Products Pty Ltd (**Gulliver**) to China Guoxin Investment Holdings Co., Limited (**Guoxin**) for a total considering of $400,000, under a binding cooperation framework agreement announced on 1 August 2024 (the **Gulliver Disposal**).

REY has confirmed that 100% of its interest in the Gulliver Tenure was transferred to Guoxin via the sale of all issued shares in Gulliver. REY further advises that:

(a) REY has provided limited transitional support at no cost following completion of the Gulliver Disposal;

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(b) REY is no longer the operator of the Gulliver Tenure;

(c) Guoxin has assumed full operational responsibility for the Gulliver Tenure;

(d) REY has not been engaged by Guoxin to act as operator;

(e) REY is not responsible for any care, maintenance, or clean-up obligations in respect of the Gulliver Tenure; and

(f) REY remains in compliance with the ASX Listing Rules, including ASX Listing Rule 3.1.

12.7 **Consents**

Each of Boardroom Pty Limited and SW Accountants & Advisors (each a **Relevant Person**) has consented to being named in this Target's Statement in the form and context in which it is named and has not withdrawn that consent as at the date of this Target's Statement. REY has retained a copy of each Relevant Person's consent. None of the Relevant Persons has caused or authorised the issue of this Target's Statement or has been in any way involved in making the Offer. Each of the Relevant Persons to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Target's Statement.

Each of the REY Directors and Company secretary have given and not withdrawn their consent to be named in this Target's Statement in the form and context in which they are named, and statements attributable to them being included in this Target's Statement in the form and context in which they appear.

This Target's Statement contains statements made or based on statements made in documents lodged with ASIC or ASX. Under the terms of ASIC Corporations (Takeover Bids) Instrument 2023/683, the persons making those statements are not required to consent, and have not consented, to the inclusion of those statements or of statements based on those statements, in this Target's Statement. REY Shareholders may obtain copies of these documents (free of charge) during the Offer Period by calling the Offer Information Line on 1300 737 760 (for callers within Australia) or +61-2-92909600 (for callers outside Australia), Monday to Friday between 9:00am and 5:00pm (Sydney time). Please note calls to these numbers may be recorded. REY Shareholders should note that REY has assumed, for the purpose of preparing this Target's Statement, that the information contained in the documents lodged with ASIC or ASX is accurate. However, neither REY 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 Target's Statement may, without consent, include or be accompanied by certain trading data references and certain statements which fairly represent a statement by an official person or which come from a public official document or published book, journal or complete publication.

As permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72, this Target's Statement contains share price trading data sourced from Bell Potter Securities Limited who has not consented to the use of such information in the Target's Statement.

12.8 **Regulatory approvals**

Vigorous Resources has obtained all necessary regulatory approvals required in connection with the Offer. As such, this Offer is not subject to any regulatory conditions.

12.9 **Date for determining holders of REY 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 (AEST) on 8 July 2025, being the Record Date.

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12.10 Public announcements

Public announcement(s) on or after the date of this Target's Statement in relation to the Offer should be available on REY's announcements page on the ASX website (https://www.asx.com.au/markets/company/REY).

12.11 Other material information

This Target's Statement is required to include all the information that REY Shareholders and their professional advisers would reasonably require to make an informed assessment whether or not to accept the Offer but:

(a) only to the extent to which it is reasonable for investors and their professional advisers to expect to find this information in the Target's Statement; and

(b) only if the information is known to any Director.

The Directors are of the opinion that the only information that REY Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offer is the information contained in:

(a) the Bidder's Statement (to the extent that the information is not inconsistent or superseded by information in this Target's Statement);

(b) the Company's annual reports and public announcements before the date of this Target's Statement;

(c) documents lodged by the Company to ASX before the date of this Target's Statement; and

(d) this Target's Statement.

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

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

(b) known to the Company,

which has not previously been disclosed to Shareholders in this Target's Statement or the Bidder's Statement.

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13 Definitions and interpretation

13.1 Definitions

In this Target's Statement:

Term	Meaning
Acceptance Form	means the acceptance form that accompanies the Offer.
Announcement Date	means 8 July 2025, being the date the Offer was announced to ASX.
Associate	has the meaning given in Division 2 of Part 1.2 of the Corporations Act.
ASIC	means the Australian Securities & Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the Australian Securities Exchange operated by it, as the context requires.
ASX Listing Rules	means the listing rules of ASX.
ATO	means the Australian Taxation Office.
Bidder's Statement	means the Bidder's Statement of Vigorous Resources lodged with ASX on 8 July 2025.
Broker	means a person who is a share broker.
Brokerage	means a fee or commission charged by a Broker.
CGT	means capital gains tax.
CGT Discount	has the meaning given to it in section 11.
CHESS	means Clearing House Electronic Subregister System established and operated by ASX Settlement for clearing, settlement, transfer and registration of approved securities.
CHESS Holding	means a holding of REY Shares on the CHESS subregister of REY.
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 REY; 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 REY; c) acquire Control of any member of REY; d) otherwise acquire or merge with any member of REY; or e) require REY 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.

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Term	Meaning
Control	has the meaning given in section 50AA of the Corporations Act.
Controlling Participant	means the Participant who is designated as the controlling participant for REY Shares in a CHESS Holding in accordance with the ASX Settlement Operating Rules.
Corporations Act	means the *Corporations Act 2001* (Cth).
Derby Block	has the meaning given to it in section 9 of this Target's Statement.
Director	means the directors of REY.
DP Project	has the meaning given to it in section 9 of this Target's Statement.
Fitzroy Blocks	has the meaning given to it in section 9 of this Target's Statement.
FRCGW	means foreign resident capital gains withholding.
GST	means Goods and Services Tax.
Gulliver	means Gulliver Products Pty Ltd.
Gulliver Disposal	has the meaning given to it in section 12.6 of this Target's Statement.
Gulliver Tenure	means the Lennard Shelf Blocks comprising exploration permit EP104, a retention lease (R1), and production licence L15.
Guoxin	means China Guoxin Investment Holdings Co., Limited.
HIN	means holder identification number for the purpose of a CHESS Holding.
Issuer Sponsored Holding	means a holding of REY Shares on REY's issuer sponsored sub-register.
Liu Loan Agreement	means the loan agreement between Ms Wanyan Liu and REY with the details set out in section 12.5 of this Target's Statement.
Offer	means the offer by Vigorous Resources to acquire all of the REY Shares on issue as at the Record Date, the terms and conditions of which are set out in section 6 of this Target's Statement and section 11 of the Bidder's Statement.
Offer Consideration	means the consideration payable to Shareholders who accept the Offer, being the number of REY Shares held by the Shareholder multiplied by the Offer Price.
Offer Information Line	1300 737 760 (for callers within Australia) or +61-02-92515088 (for callers outside Australia).
Offer Period	means the period during which the Offer will remain open for acceptance in accordance with section 6 of this Target's Statement.
Offer Price	means $0.028 cash per REY Share.
Record Date	means the date for determining REY Shareholders under section 633(2) of the Corporations Act, being 7:00pm (AEST) on 8 July 2025.
Related Body Corporate	has the meaning given in section 9 of the Corporations Act.
Relevant Interest	has the meaning given in sections 608 and 609 of the Corporations Act.
REY (or Company)	means Rey Resources Limited ACN 108 003 890.
REY Board	means the board of directors of REY
REY Shareholder (or you)	means a holder of REY Shares.
REY Shares (or Shares)	means fully paid shares in REY.

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Term	Meaning
Rights	means all accreditations, rights or benefits of whatever kind attaching or arising from REY Shares directly or indirectly on or after the Announcement Date (including, but not limited to, all dividends and all rights to receive them or receive or subscribe for shares, notes, bonds, options or other securities declared, paid or issued by REY or any of its Subsidiaries).
Share Registry	means Boardroom Pty Limited
SRN	means a Security Holder Reference Number for the purposes of an Issuer Sponsored Holding.
Superior Proposal	means a bona fide Competing Proposal, which the REY 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 REY Shareholders (as a whole) than the Offer, taking into account all terms and conditions of the Competing Proposal.
Surat Assets	has the meaning given to it in section 9 of this Target's Statement.
Takeover Bid	means the off-market takeover bid under Chapter 6 of the Corporations Act and pursuant to which Vigorous Resources makes the Offer.
Target's Statement	means this document and each schedule and annexure to it.
Tax Act	means the *Income Tax Assessment Act 1936* (Cth) and/or *Income Tax Assessment Act 1997* (Cth), as the context requires.
Third Party	Means a party other than REY, Vigorous Resources and and their respective Associates.
Ungani Trend	has the meaning given to it in section 9 of this Target's Statement.
Voting Power	has the meaning given in section 610 of the Corporations Act.
Vigorous Resources (or Bidder)	means Vigorous Resources Pty Ltd ACN 687 341 680.
VWAP	means volume weighted average trading price on ASX.
Your Accepted REY Shares	means, if you validly accept the Offer, all of your REY Shares (even if the number pre-printed on your Acceptance Form as the total number of your REY Shares is not correct).

13.2 **Interpretation**

(a) Reference to:

(i) words and phrases given a particular meaning in Chapter 6 of the Corporations Act have the same meaning in this Target's Statement, unless the context otherwise requires;

(ii) one gender includes the others;

(iii) the singular includes the plural and the plural includes the singular;

(iv) a person includes a body corporate;

(v) a party includes the party's executors, administrators, successors and permitted assigns;

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(vi) a statute, regulation or provision of a statute or regulation (**Statutory Provision**) includes:

(A) that Statutory Provision as amended or re-enacted;

(B) a statute, regulation or provision enacted in replacement of that Statutory Provision; and

(C) another regulation or other statutory instrument made or issued under that Statutory Provision; and

(vii) money is to Australian dollars, unless otherwise stated.

(b) "**Including**" and similar expressions are not words of limitation.

(c) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.

(d) Headings and any table of contents or index are for convenience only and do not affect the interpretation of this Target's Statement.

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14 Approval of this Target's Statement

This Target's Statement has been approved by a resolution passed by the Directors.

Dated: 8 July 2025



Min Yang
Chairman
Rey Resources Limited

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Corporate Directory

Rey Resources Limited

Head office

Suite 2, 3B Macquarie Street
Sydney NSW 2000
Australia

Share registry

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000
Australia

Offer Information Line*

Within Australia: 1300 737 760

Outside Australia: +61-2-92909600

** Calls to the above numbers may be recorded.*

Directors

Geoff Baker
Min Yang
Wei Jin
Yan Zhao
Stanley Fu

Company secretary

William Kuan

Tax adviser

SW Accountants & Advisors
Level 7, 88 Phillip Street
Sydney NSW 2000
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