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Corner Hunter and Phillip Streets
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Sydney NSW 2001 Australia

ABN 47 702 595 758

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14 August 2025

Market Announcements Office
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
Sydney NSW 2000

Online lodgement

Dear Sir / Madam

Takeover Offer by Kinterra Capital GP Corp. II in its capacity as general partner of the Kinterra Critical Materials & Infrastructure Opportunities Fund II, LP in relation to New World Resources Limited (ASX:NWC) – Notice of Compulsory Acquisition

We act for Kinterra Capital GP Corp. II in its capacity as general partner of the Kinterra Critical Materials & Infrastructure Opportunities Fund II, LP (***Kinterra***). We refer to the off-market takeover bid by Kinterra under Chapter 6 of the *Corporations Act 2001* (Cth) (***Corporations Act***) for all of the ordinary shares in the capital of New World Resources Limited (ACN 108 456 444) (ASX:NWC) (***NWR***) (the ***Offer***).

On behalf of Kinterra, we enclose:

(a) by way of service pursuant to section 661B(1)(d) of the Corporations Act, an ASIC Form 6021: Notice of Compulsory Acquisition Following Takeover Bid (***Compulsory Acquisition Notice***), which is in the form lodged with the Australian Securities and Investments Commission today; and

(b) sample copies of the correspondence which will be sent together with the Compulsory Acquisition Notice to the relevant NWR shareholders (being those who have not yet accepted the Offer) by email and by post (as applicable) to effect the compulsory acquisition of their NWR shares.

Please contact us if you have any queries in relation to the above.

Yours sincerely

Guy Alexander
Partner
Allens
Guy.Alexander@allens.com.au
T +61 2 9230 4874

Charles Ashton
Partner
Allens
Charles.Ashton@allens.com.au
T +61 2 9230 5631

Encl

In alliance with Linklaters

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Australian Securities & Investments Commission

Form 6021
Corporations Act 2001
661B(1)(a)

Notice of compulsory acquisition following takeover bid

Notice

To each holder of:

Description of class of securities to which the bid relates

Ordinary shares

('Bid Class Securities')

in

Name of target company or body

Name ('the Company')

New World Resources Limited

ACN/ARBN/ARSN

ACN 108 456 444

Tick applicable box(es)

☐ and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.

☐ and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

1. Under a takeover bid offers were made by

Name of bidder

Kinterra Capital GP Corp. II in its capacity as general partner of the Kinterra Critical Materials & Infrastructure Opportunities Fund II, LP

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

☐ closed

☒ are scheduled to close

Date offers closed or are scheduled to close

on

Date

2	2	/	0	8	/	2	5
[D	D]	[M	M]	[Y		Y]	

2. You are, as at the date of this notice, the holder of one or more of the following

Tick applicable box(es).
(see subsection 661A(4) and (4A))

☒ securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)

☐ securities to which the bid related issued after the end of the offer period and before the date of this notice

☐ securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related

☐ securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

☐ the following securities in the bid class in which the bidder has a relevant interest

Description of securities

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

☒ 661A(1)

☐ 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

1	4	/	0	8	/	2	5
[D	D]		[M	M]		[Y	Y]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- ☒ this notice was given.
- ☐ the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

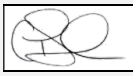
Name of person signing

Cheryl Brandon

Capacity

Director, Kinterra Capital GP Corp. II

Signature



Date signed

1	4	/	0	8	/	2	5
[D	D]		[M	M]		[Y	Y]

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KINTERRA

[NWCTKO]
[Name]
[Address Line #1]
[Address Line #2]
[Address Line #3]

All Registry communications to:
C/- Boardroom Pty Limited
NWR Takeover Offer
GPO BOX 3993
SYDNEY NSW 2000
Australia
Telephone
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600
Email: corporateactions@boardroomlimited.com.au

Offer Information Line
(within Australia) 1300 367 804
(outside Australia) +61 2 9066 6162

For personal use only

14 August 2025

Dear New World Resources Shareholder,

OFF-MARKET TAKEOVER OFFER BY KINTERRA – NOTICE OF COMPULSORY ACQUISITION

We refer to the off-market bid by Kinterra Capital GP Corp. II in its capacity as general partner of the Kinterra Critical Materials & Infrastructure Opportunities Fund II, LP (***Kinterra***) under Chapter 6 of the *Corporations Act 2001* (Cth) (***Corporations Act***) to acquire all of the ordinary shares in New World Resources Limited ACN 108 456 444 (ASX: NWC) (***NWR***) (the ***Offer***).

As you may be aware, as of 8 August 2025, Kinterra has acquired a relevant interest in more than 90% of the ordinary shares in NWR (***NWR Shares***), and has acquired more than 75% of the NWR Shares that it offered to acquire under the Offer.

Accordingly, Kinterra will now exercise its right to compulsorily acquire the remaining NWR Shares in which Kinterra does not have a relevant interest under the compulsory acquisition provisions of the Corporations Act.

NWR shareholders who have not accepted the Offer may still do so by the scheduled Offer closing time of 7:00pm (Sydney time) on Friday, 22 August 2025. NWR shareholders who accept the Offer by this closing date will receive the consideration for their NWR Shares earlier, instead of having to wait for them to be acquired under the compulsory acquisition process.

Kinterra will acquire any NWR Shares remaining after the close of the Offer, under the compulsory acquisition provisions of the Corporations Act. The compulsory acquisition of NWR Shares will be on the same terms as the Offer applying at such time (i.e. the consideration of A$0.067 per NWR Share).

If you do not accept the Offer before the scheduled closing time for the Offer, on completion of the compulsory acquisition procedure, Kinterra will pay to NWR the consideration for the NWR Shares that it compulsorily acquires. You will then be entitled to claim the consideration from NWR.

NWR will give notice to shareholders once it has received the consideration and will advise how you may claim the consideration. Subject to the Corporations Act, this is expected to occur five to six weeks after the date of this letter.

See also the enclosed copy of ASIC Form 6021: Notice of Compulsory Acquisition Following Takeover Bid (***Compulsory Acquisition Notice***), which sets out the compulsory acquisition process and your rights in relation to the same.

Under ASX Listing Rule 17.4, the Australian Securities Exchange (***ASX***) will suspend quotation of NWR Shares five business days after the date of the Compulsory Acquisition Notice. Once suspended, the ASX will remove NWR from the official list of the ASX at the close of trading on a date to be determined.

If you have any questions:

- about the Offer or the compulsory acquisition process, please contact the Offer Information Line on 1300 367 804 (within Australia) or +61 2 9066 6162 (within Australia); or
- about how to accept the Offer or this communication, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), Monday to Friday between 8:30am to 5:00pm (Sydney Time).

Yours sincerely,

The Directors
Kinterra Capital GP Corp. II

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From: Do not reply <do_not_reply@boardroomlimited.net.au>
Sent: Thursday, 14 August 2025
To: Sample, John Smith
Subject: Off-Market Takeover by Kinterra - Notice of Compulsory Acquisition

KINTERRA

OFF-MARKET TAKEOVER OFFER BY KINTERRA - NOTICE OF COMPULSORY ACQUISITION

Account name: MR JOHN SMITH SAMPLE

14 August 2025

Dear New World Resources Shareholder,

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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.

BoardRoom