For personal use only

13 August 2026 – Toronto, Canada and Perth, Western Australia

Scheme Booklet Registered by ASIC

Cygnus Metals Limited (ASX:CY5, TSXV:CYG, OTCQB:CYGGF) (**Cygnus** or the **Company**) refers to the proposed transaction under which Central Asia Metals PLC (AIM: CAML) (**CAML**) will acquire 100% of the shares in Cygnus pursuant to a scheme of arrangement under Part 5.1 of the *Corporations Act 2001* (Cth) (**Corporations Act**) (**Scheme**).

Scheme Booklet

Cygnus confirms that the explanatory statement providing information about the Scheme (**Scheme Booklet**) has today been registered with the Australian Securities and Investments Commission (**ASIC**). A copy of the Scheme Booklet is attached to this announcement and will also be made available on Cygnus' website at https://www.cygnusmetals.com/investors and on Cygnus' ASX market announcements platform at www.asx.com.au. Details of how you will receive your Scheme Booklet are set out in Cygnus' announcement of 13 August 2026 relating to the results of the first court hearing.

Capitalised terms in this announcement that are not otherwise defined have the meaning given to them in the Scheme Booklet.

Cygnus Shareholders should carefully read and consider the Scheme Booklet in its entirety before deciding how to vote at the Scheme Meeting.

If after reading the Scheme Booklet you have any questions about the Scheme Booklet or the Scheme, please contact Cygnus' Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) between Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST). If you are in any doubt about what action you should take, please consult your broker or financial, taxation, legal or other professional adviser immediately.

Independent Expert's Report

The Scheme Booklet includes a copy of the Independent Expert's Report prepared by Grant Thornton Corporate Finance Pty Ltd (**Independent Expert**). The Independent Expert has concluded that the Scheme is fair and reasonable and hence in the best interests of Cygnus Shareholders in the absence of a Superior Proposal emerging.

The Independent Expert's conclusion should be read in context with the full Independent Expert's Report and the Scheme Booklet.

Recommendation of the Cygnus Directors

Each of the Cygnus directors recommends that Cygnus shareholders vote, and intends to vote any shares they own or control, in favour of the Scheme at the Scheme meeting, each in the absence of a superior proposal and subject to the independent expert continuing to conclude that the Scheme is in the best interests of Cygnus shareholders.

For personal use only

Scheme Meeting

The Scheme Meeting is scheduled to be held at the offices of Hamilton Locke at Level 39, 152-158 St Georges Terrace, Perth WA 6000 at 2.00pm (AWST) on 18 September 2026. All Cygnus Shareholders registered on the Cygnus Register at 5.00pm (AWST) on 16 September 2026 will be entitled to vote at the Scheme Meeting. Further information on how to participate in and vote at the Scheme Meeting is set out in the Scheme Booklet.

This announcement has been authorised for release by the board of directors of Cygnus Metals Limited.

David Southam
Executive Chairman
T: +61 8 6118 1627
E: info@cygnusmetals.com

Media:
Paul Armstrong
Read Corporate
+61 8 9388 1474

About Cygnus Metals

Cygnus Metals Limited (ASX:CY5, TSXV:CYG, OTCQB:CYGGF) is a diversified critical minerals exploration and development company with projects in Quebec, Canada and Western Australia. The Company is dedicated to advancing its Chibougamau Copper-Gold Project in Quebec with an aggressive exploration program to drive resource growth and develop a hub-and-spoke operation model with its centralised processing facility. In addition, Cygnus has quality lithium assets with significant exploration upside in the world-class James Bay district in Quebec, and REE and base metal projects in Western Australia. The Cygnus team has a proven track record of turning exploration success into production enterprises and creating shareholder value.

For personal use only

Cygnus Metals Limited
ACN 609 094 653

Scheme Booklet

For the recommended scheme of arrangement between Cygnus Metals Limited (**Cygnus**) and its shareholders in relation to the proposed acquisition by Central Asia Metals PLC (**CAML**).

VOTE IN FAVOUR

The Cygnus Directors unanimously recommend that you **vote in favour** of the Scheme in the absence of a Superior Proposal and subject to the qualifications set out in this Scheme Booklet.[1]

The Independent Expert has concluded that the Scheme is fair and reasonable and hence in the best interests of Cygnus Shareholders in the absence of a superior alternative proposal.

This is an important document and requires your immediate attention. You should read it in its entirety before deciding whether or not to vote in favour of the Scheme. If you are in any doubt about how to deal with this document, you should contact your broker or financial, tax, legal, or other suitably qualified professional adviser immediately.

If you have any questions about this Scheme Booklet or the Scheme, please contact Cygnus' Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST).

This Scheme Booklet has been sent to you because you are shown in the Cygnus Register as holding Cygnus Shares. If you have recently sold all of your Cygnus Shares, please disregard this Scheme Booklet.

[1] In considering the unanimous recommendation and intentions of the Cygnus Directors to vote in favour of the Scheme, Cygnus Shareholders should have regard to the interests of the Cygnus Directors in the outcome of the Scheme and to certain payments to be made to a number of the Cygnus Directors. For further details refer to footnote 3 in the Cygnus Chairman's Letter.

Financial Advisor

Legal Advisor

Table of Contents

Important Notices 2
Recommended Next Steps 9
Cygnus Chairman's Letter 11
CAML Chairman's Letter 15
1. Relevant Voting Considerations 17
2. Frequently Asked Questions 27
3. Key Scheme Information 43
4. Cygnus Information 65
5. CAML Information 82
6. Combined Group Information 126
7. Risk Factors 147
8. Scheme Implementation Information 177
9. Taxation Considerations 192
10. Additional information 197
11. Glossary 214
Annexure A − Independent Expert's Report 224
Annexure B − Scheme of Arrangement 504
Annexure C − Deed Poll 532
Annexure D − Notice of Scheme meeting 533
Annexure E – Comparison of Australian, Canadian and United Kingdom corporate and securities laws 539
Annexure F – Canadian specific disclosures for CAML 564
Annexure G – Canadian specific disclosures for Cygnus 628
Corporate Directory 644

For personal use only

For personal use only

Important Notices

General

This Scheme Booklet dated Thursday, 13 August 2026 is important. Cygnus Shareholders should carefully read this Scheme Booklet in full before deciding whether or not to vote in favour of the Scheme Resolution required to implement the Scheme.

Defined terms

Capitalised terms used in this Scheme Booklet are defined in Section 11, which also sets out some rules of interpretation which apply to this Scheme Booklet.

Unless otherwise stated, all references to: (a) $ or A$ are references to Australian Dollars; (b) US$ are references to United States Dollars; (c) £ are references to British pound sterling; and (d) C$ are references to Canadian Dollars.

Purpose of this document

The purpose of this Scheme Booklet is to explain the terms of the proposed scheme of arrangement between Cygnus and Cygnus Shareholders under Part 5.1 of the Corporations Act and the manner in which they will be implemented (if approved by the Requisite Majorities of Cygnus Shareholders and the Court).

This Scheme Booklet includes the explanatory statement required to be sent to Cygnus Shareholders in relation to the Scheme pursuant to section 412(1) of the Corporations Act.

This Scheme Booklet is not a disclosure document under Chapter 6D of the Corporations Act.

If you no longer hold any Cygnus Shares please disregard this Scheme Booklet.

ASIC and ASX

A copy of this Scheme Booklet has been provided to ASIC in accordance with section 411(2) of the Corporations Act and registered with ASIC under section 412(6) of the Corporations Act. ASIC has been requested to provide a statement, in accordance with section 411(17)(b) of the Corporations Act, that ASIC has no objection to the Scheme. If ASIC provides that statement, it will be produced to the Court at the Second Court Date.

A copy of this Scheme Booklet has also been lodged with ASX. Neither ASIC nor ASX nor any of their officers take any responsibility for the contents of this Scheme Booklet.

Court

The fact that, under section 411(1) of the Corporations Act, the Court has ordered that the Scheme Meeting be convened and has approved this Scheme Booklet does not mean that the Court:

- has formed any view as to the merits of the proposed Scheme or as to how Scheme Shareholders should vote; or
- has prepared or is responsible for the contents of the Scheme Booklet.

The order of the Court that the Scheme Meeting be convened is not, and should not be treated as, an endorsement by the Court of, or any other expression of opinion by the Court on, the Scheme.

Notice of Scheme Meeting

The Notice of Scheme Meeting is set out in Annexure D to this Scheme Booklet.

Notice of Second Court Date

At the Second Court Date, the Court will consider whether to approve the Scheme following the votes at the Scheme Meeting.

Any Cygnus Shareholder may appear at the Second Court Date, which is expected to be held not before 2:15pm (AWST) on Wednesday, 23 September 2026 at the Supreme Court of Western Australia (David Malcolm Justice Centre, 28 Barrack St, Perth WA 6000).

Any Cygnus Shareholder who wishes to oppose approval of the Scheme at the Second Court Date may do so by filing with the Court and serving on Cygnus a notice of appearance

For personal use only

in the prescribed form, together with any affidavit on which the Cygnus Shareholder proposes to rely.

The notice of appearance and affidavit must be served on Cygnus at least one day before the Second Court Date.

The address for service is:

Level 39, 152-158 St Georges Terrace, Perth WA 6000 (Attention: James Nicholls)

Implied value

The Scheme Consideration consists of New CAML Shares. Any reference to the implied value of the Scheme Consideration should not be taken as an indication that the implied value is fixed. The implied value of the Scheme Consideration will vary with the market price of CAML Shares.

If you are a Sale Facility Participant, this also applies to the New CAML Shares which will be issued to the Sale Agent and sold on AIM by the Sale Agent. Any cash remitted to you from the net proceeds of such sales will depend on the market price of CAML Shares at the time of sale by the Sale Agent. Refer to Section 3.19 for further information.

Investment decisions

The Scheme Booklet should be read in its entirety before making a decision as to whether or not to vote in favour of the Scheme. This Scheme Booklet is provided for the benefit of all Cygnus Shareholders collectively and does not take into account the investment objectives, financial situation and particular needs of each individual Cygnus Shareholder or any other particular person. This Scheme Booklet should not be relied upon as the sole basis for any investment decision in relation to the Scheme or Cygnus Shares. Before making any investment decision in relation to these matters you should consider, preferably with the assistance of a suitably qualified professional adviser, whether that decision is appropriate in light of your particular investment needs, objectives and financial circumstances. If you are in any doubt about what you should do, you should seek independent financial, taxation and/or legal advice before making any decision in relation to the Scheme or your Cygnus Shares.

Responsibility for information

Cygnus has prepared, and is solely responsible for, the Cygnus Information and the information regarding the Cygnus Group contained, or used in, the preparation of the Combined Group Information. Neither CAML nor any of its respective Related Bodies Corporate, directors, officers, employees or advisers assumes any responsibility for the accuracy or completeness of such information.

CAML has prepared and is solely responsible for the CAML Information and the information regarding the CAML Group contained, or used, in the preparation of the Combined Group Information. Neither Cygnus nor any of its respective Related Bodies Corporate, directors, officers, employees or advisers assume or accept any responsibility for the accuracy or completeness of such information.

Both Cygnus and CAML have prepared, and are jointly responsible for, the Combined Group Information and both Cygnus and CAML assume responsibility for the accuracy and completeness of that information, except that in relation to the pro forma financial information relating to the Combined Group:

- Cygnus has provided, and is responsible for, the financial information relating to the Cygnus Group included in the Combined Group Information, or upon which such information is based; and
- CAML has provided, and is responsible for, the financial information relating to the CAML Group included in the CAML Group Information, or upon which such information is based.

Grant Thornton Corporate Finance Pty Ltd has prepared the Independent Expert's Report (as set out in Annexure A to this Scheme Booklet) and takes responsibility for that report. None of Cygnus or CAML, nor any of their respective Related Bodies Corporate, directors, officers, employees or advisers assumes any responsibility for the accuracy or completeness of the information contained in the Independent Expert's Report, except in relation to the respective information that each has provided to the Independent Expert.

AMC Consultants Pty Ltd has prepared, and is responsible for, the Independent Technical

For personal use only

Specialist's Report contained in Appendix J to the Independent Expert's Report. None of Cygnus or CAML, nor any of their respective Related Bodies Corporate, directors, officers, employees or advisers assumes any responsibility for the accuracy or completeness of the information contained in the Independent Technical Specialist's Report, except in relation to the respective information that each has provided to AMC Consultants Pty Ltd.

Foreign Jurisdictions

The release, publication or distribution of this Scheme Booklet in jurisdictions other than Australia may be restricted by law or regulation in such other jurisdictions and persons who come into possession of this Scheme Booklet should observe any such restrictions. Any failure to comply with such restrictions could constitute a violation of applicable laws or regulations.

The Scheme Booklet has been prepared in accordance with Australian law and is subject to Australian disclosure requirements. The information contained in this Scheme Booklet may not be the same as that which would have been disclosed if this Scheme Booklet had been prepared in accordance with the laws and regulations of a jurisdiction outside of Australia. Financial information in this Scheme Booklet is presented in an abbreviated form and does not contain all the disclosures that are usually provided in an annual report prepared in accordance with the Corporations Act.

Restrictions in jurisdictions outside of Australia may make it impractical or unlawful for New CAML Shares to be issued under the Scheme or be received under the Scheme by Cygnus Shareholders in those jurisdictions. Cygnus Shareholders whose registered addresses in the Share Register are outside Australia, Canada, New Zealand, Singapore, the United Kingdom and the United States should refer to Section 3.19 for more information as to how the New CAML Shares to which they would otherwise be entitled will be dealt with.

Cygnus Shareholders resident outside Australia for tax purposes should also seek specific taxation advice in relation to the Australian and overseas taxation implications of their participation in the Scheme.

No action has been taken to register or qualify the New CAML Shares or otherwise permit a public offer of such securities in any jurisdiction outside Australia.

Based on the information available, Cygnus Shareholders whose addresses are shown in the register on the Record Date for the Scheme as being in the following jurisdictions will be entitled to receive the Scheme Booklet and have New CAML Shares issued to them under the Scheme, subject to any qualifications set out below in respect of that jurisdiction:

- Australia;
- Canada;
- New Zealand;
- Singapore;
- the United Kingdom; and
- the United States.

CAML may determine that Cygnus Shareholders in certain additional jurisdictions will be entitled to receive the Scheme Booklet and have New CAML Shares issued to them under the Scheme.

Nominees and custodians who hold Cygnus Shares on behalf of a beneficial owner resident outside Australia, Canada, New Zealand, Singapore, the United Kingdom and the United States may not forward this Scheme Booklet (or any accompanying document) to anyone outside these countries without the consent of Cygnus.

Canada

The New CAML Shares will be issued by CAML in reliance upon exemptions from the prospectus requirements of the applicable Canadian securities laws in each province and territory of Canada.

No securities commission in Canada has reviewed or in any way passed upon this document or the merits of the Scheme.

New Zealand

This Scheme Booklet is not a New Zealand disclosure document and has not been registered, filed with or approved by any New

For personal use only

Zealand regulatory authority under or in accordance with the *Financial Markets Conduct Act 2013* or any other New Zealand law. The offer of New CAML Shares under the Scheme is being made to existing Cygnus Shareholders in reliance upon the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* and, accordingly, this Scheme Booklet may not contain all the information that a disclosure document is required to contain under New Zealand law.

Singapore

This Scheme Booklet and any other document relating to the Scheme have not been, and will not be, registered as a prospectus with the Monetary Authority of Singapore and the Scheme is not regulated by any financial supervisory authority in Singapore. Accordingly, statutory liabilities in connection with the contents of prospectuses under the Securities and Futures Act 2001 (**SFA**) will not apply.

This Scheme Booklet and any other document relating to the Scheme may not be made the subject of an invitation for subscription, purchase or receipt, whether directly or indirectly, to persons in Singapore except pursuant to exemptions in Subdivision (4) Division 1, Part 13 of the SFA, including the exemption under section 273(1)(c) of the SFA, or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

Any offer is not made to you with a view to New CAML Shares being subsequently offered for sale to any other party in Singapore. You are advised to acquaint yourself with the SFA provisions relating to on-sale restrictions in Singapore and comply accordingly.

This Scheme Booklet is being furnished to you on a confidential basis and solely for your information and may not be reproduced, disclosed, or distributed to any other person. Any investment referred to in this Scheme Booklet may not be suitable for you and it is recommended that you consult an independent investment advisor if you are in doubt about such investment.

Neither Cygnus nor CAML is in the business of dealing in securities or holds itself out, or purports to hold itself out, to be doing so. As such, Cygnus and CAML are neither licensed nor exempted from dealing in securities or carrying out any other regulated activities under the SFA or any other applicable legislation in Singapore.

The United Kingdom

This document does not comprise a prospectus or a prospectus-equivalent document or an exempted document in the United Kingdom.

Neither this Scheme Booklet nor any other document relating to the Scheme has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus has been published or is intended to be published in respect of the New CAML Shares.

This Scheme Booklet does not constitute an offer of relevant securities to the public in the United Kingdom within the meaning of the UK Public Offers and Admissions to Trading Regulations 2023 (the "**POAT Regulations**"). Accordingly, this Scheme Booklet does not constitute a prospectus for the purposes of the POAT Regulations.

Any invitation or inducement to engage in investment activity in the United Kingdom (within the meaning of section 21 FSMA) received in connection with the issue or sale of the New CAML Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) FSMA does not apply to CAML.

The United States

Cygnus and CAML intend to rely on an exemption from the registration requirements of the US Securities Act of 1933 provided by Section 3(a)(10) thereof in connection with the consummation of the Scheme and the issuance of New CAML Shares. Approval of the Scheme by an Australian court will be relied upon by Cygnus and CAML for purposes of qualifying for the Section 3(a)(10) exemption.

US shareholders of Cygnus should note that the Scheme is made for the securities of an Australian company in accordance with the laws of Australia and the listing rules of AIM. The Scheme is subject to disclosure

For personal use only

requirements of Australia that are different from those of the United States.

It may be difficult for you to enforce your rights and any claim you may have arising under US federal securities laws since Cygnus and CAML are located outside the United States and most of their respective officers and directors reside outside the United States. You may not be able to sue Cygnus, CAML or their respective officers or directors in Australia or the United Kingdom for violations of the US securities laws. It may be difficult to compel Cygnus and its affiliates to subject themselves to a US court's judgment.

You should be aware that CAML may purchase securities otherwise than under the Scheme, such as in open market or privately negotiated purchases.

The Scheme Booklet has not been filed with or reviewed by the US Securities and Exchange Commission or any state securities authority and none of them has passed upon or endorsed the merits of the Scheme or the accuracy, adequacy or completeness of the Scheme Booklet. Any representation to the contrary is a criminal offence.

The New CAML Shares to be issued pursuant to the Scheme have not been, and will not be, registered under the US Securities Act or the securities laws of any US state or other jurisdiction. The Scheme is not being made in any US state or other jurisdiction where it is not legally permitted to do so.

Ore Reserves and Mineral Resources

CAML prepares reserve and resource estimates using the JORC Code. Cygnus' disclosure of Ore Reserve and Mineral Resource information to ASX is based on the reporting requirements of the JORC Code, and in respect to the TSXV, the Canadian Institute of Mining, Metallurgy and Petroleum's Definition Standards on Mineral Resources and Mineral Reserves.

With the exception of slight differences in the terminology used, there are no material differences between statements of the Ore Reserves and Mineral Resources prepared in accordance with the JORC Code, and CIM Mineral Resources and CIM Mineral Reserves prepared in accordance with the CIM Standards applicable under NI 43-101 and statements of Mineral Resources. Refer to Section 10.14 for an explanation of the interchangeability of these terms between the JORC Code and NI 43-101.

There can be no assurance that those portions of Mineral Resources or CIM Mineral Resources (as applicable) that are not Ore Reserves or CIM Mineral Reserves (as applicable) will ultimately be converted into Ore Reserves or CIM Mineral Reserves (as applicable). Mineral Resources or CIM Mineral Resources (as applicable) which are not Ore Reserves or CIM Mineral Reserves (as applicable) do not have demonstrated economic viability.

Forward looking statements

Certain statements in this Scheme Booklet relate to the future. Such forward looking statements are not based solely on historical facts but rather reflect the current expectations of Cygnus (in relation to the Cygnus Information) and CAML (in relation to the CAML Information). Statements that describe the objectives, plans, goals or expectations, estimates of reserves and resources, timelines for development and production and future costs of Cygnus, CAML or the Combined Group, are or may be forward looking statements. Forward looking statements or statements of intent in relation to future events in this Scheme Booklet (including in the Independent Expert's Report) should not be taken to be forecasts or predictions that those events will occur. Forward looking statements generally may be identified by the use of forward looking words such as 'believe', 'aim', 'expect', 'anticipate', 'intending', 'foreseeing', 'likely', 'should', 'planned', 'may', 'estimate', 'potential', or other similar words. Forward looking statements involve known and unknown risks, uncertainties and assumptions and are subject to a variety of other factors that could cause the actual results or performance of Cygnus to be materially different from what is expressed by such statements. Some of the risks that Scheme Shareholders may be exposed to are set out in Section 7. Forward looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which Cygnus, CAML and/or the Combined Group will operate in the future. Accordingly,

undue reliance should not be placed on forward looking statements.

Cygnus Shareholders should note that the historical performance of Cygnus is no assurance of its future performance. Other than what is required by law, none of Cygnus or CAML, or their respective Related Bodies Corporate, directors, officers or advisers, represents that, or gives any assurance or guarantees that, the occurrence of events expressed or implied in any forward looking statements will actually occur.

The forward looking statements in this Scheme Booklet reflect the views held only at the date of this Scheme Booklet. Subject to any continuing obligations under the ASX Listing Rules, the Corporations Act or other applicable securities laws, Cygnus and CAML, and their respective Related Bodies Corporate, officers, directors and advisers, disclaim any obligation or undertaking to distribute after the date of this Scheme Booklet any updates or revisions to any forward looking statements to reflect any change in expectations in relation to such statements or any change in events, conditions or circumstances on which any such statement is based.

Charts, maps and diagrams

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

Privacy and entitlement to inspect Cygnus registers

Cygnus may collect personal information in the process of implementing the Scheme. This information may include the names, contact details and security holdings of Cygnus Shareholders and the names of persons appointed by Cygnus Shareholders to act as proxy, corporate representative or attorney at the Scheme Meeting. The primary purpose of collecting this information is to assist Cygnus in conducting the Scheme Meeting and to enable the Scheme to be implemented by Cygnus and CAML in the manner described in this Scheme Booklet. Personal information may be disclosed to CAML, ASX, the Registry, print and mail service providers, authorised securities brokers, securities authorities and to Related Bodies Corporate of Cygnus and CAML.

Cygnus Shareholders who are individuals, and other individuals in respect of whom personal information is collected, have certain rights under section 173 of the Corporations Act to access personal information that has been collected. For Cygnus Shareholders, these rights include the right to inspect, without charge, the Share Register or any other document that grants an option over unissued shares or interests. Cygnus must provide a copy of any of these documents to a person within seven days should they lodge a valid application and pay any fee (up to the prescribed amount) required by Cygnus. A Cygnus Shareholder may contact the Registry if they wish to exercise these rights.

Cygnus Shareholders who appoint a named person to act as their proxy, corporate representative or attorney at the Scheme Meeting should inform that person of the matters outlined above.

Taxation implications

If the Scheme becomes Effective and is implemented, there will be tax consequences for Scheme Shareholders which may include tax being payable. For further detail about the general Australian tax consequences of the Scheme, refer to Section 9. The tax consequences may vary depending on the nature and characteristics of each Cygnus Shareholder and their specific circumstances. Accordingly, Cygnus Shareholders should seek professional tax advice in relation to their particular circumstances.

Effect of rounding

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Scheme Booklet are subject to the effect of rounding. Accordingly, the actual calculation of figures, amounts, percentages, prices, estimates, calculations of value and fractions may differ from the figures, amounts, percentages, prices, estimates, calculations of value and fractions set out in this Scheme Booklet. Any discrepancies between totals in tables or financial information, or in calculations, graphs or charts are due to rounding.

For personal use only

Times and dates

All times referred to in this Scheme Booklet are references to times in Australian Western Standard Time (**AWST**), unless otherwise stated. All dates following the Scheme Meeting referred to in this Scheme Booklet are indicative only and, among other things, are subject to the satisfaction or (if permitted) waiver of the Conditions Precedent to the Scheme.

Websites

Unless expressly stated otherwise, the content of the websites of Cygnus and CAML do not form part of this Scheme Booklet and Cygnus Shareholders should not rely on any such content.

For personal use only

For personal use only

Recommended Next Steps

Indicative timetable

Event	Date and time (2026)
Date of this Scheme Booklet	Thursday, 13 August
Canadian Beneficial Holder Record Date: Date for determining eligibility of Canadian beneficial holders to: (i) receive notice of the Scheme Meeting; and (ii) provide instructions to vote at the Scheme Meeting	Thursday, 13 August
CAML Shareholder meeting to vote on the Scheme	Friday, 4 September
Proxy Forms deadline: Latest date and time by which Proxy Forms for the Scheme Meeting must be received	2.00pm (AWST), Wednesday, 16 September
Voting eligibility date: Date and time for determining eligibility to vote at the Scheme Meeting	5.00pm (AWST), Wednesday, 16 September
Cygnus Scheme meeting to vote on the Scheme	2.00pm (AWST), Friday, 18 September
If the Scheme is approved by the Requisite Majorities of Cygnus Shareholders	
Second Court Date: Court hearing for approval of the Scheme	2:15pm (AWST), Wednesday, 23 September
Effective Date • Court Order lodged with ASIC and announced to ASX and TSXV • Cygnus Shares suspended from trading on ASX and TSXV at close of trading • Last day for cross-border repositioning of Cygnus Shares between the Australian and Canadian share registers.	Thursday, 24 September
Election forms deadline: Latest date and time by which the Sale Election Forms and CREST Election Forms must be received or to withdraw a previous election made.	5.00pm (AWST) / 5.00am (EDT), Thursday, 24 September
Record Date: Cut-off date for determining entitlements to Scheme Consideration	5.00pm (AWST), Monday, 28 September
Implementation Date: Scheme Consideration issued and the Scheme Shares transferred to CAML	Monday, 5 October 2026
New CAML Shares are admitted to trading on AIM	Monday, 5 October 2026

All stated dates and times are indicative only. The actual timetable will depend on many factors outside the control of Cygnus and CAML, including the Court approval process and the satisfaction or waiver of the conditions precedent to the completion of the Scheme. Due to the time zone differences between Canada and Australia, certain actions relating to the implementation of the Scheme may occur on Friday, 2 October 2026 during Canadian business hours so as to enable implementation to occur on Monday, 5 October 2026 during Australian business hours.

Any changes to the above timetable will be announced to ASX and available under Cygnus' profile at **www.asx.com.au**.

Read the remainder of this booklet

You should read and carefully consider the information included in this booklet to help you make an informed decision.

Cygnus Shareholders should refer to Section 1 for further guidance on the reasons to vote in favour of or against the Scheme and Section 7 for the risk factors associated with the Scheme.

If you have any doubts as to what action you should take, please contact your legal, financial, taxation or other suitably qualified professional adviser.

In accordance with its reporting timetable, CAML expects to release its unaudited interim results for the six months ended 30 June 2026 (the "**Q2 Filings**") on or around 26 August 2026. A copy of the results will be available on CAML's website at: https://www.centralasiametals.com/investors/reports-and-presentations/) and the London Stock Exchange website at: https://www.londonstockexchange.com/stock/CAML/central-asia-metals-plc/company-page.

The Q2 Filings will also be publicly available under Cygnus' corporate profile on SEDAR+ at www.sedarplus.ca. Shareholders may register with SEDAR+'s notification service to receive email alerts when the Q2 Filings have been filed and become available on SEDAR+. Such Q2 Filings will be accessible to Cygnus Shareholders at least 21 days prior to the Scheme Meeting. Cygnus Shareholders may also obtain, on request and at no cost, a paper or electronic copy of the Q2 filings by contacting CAML's Investor Relations Manager, Richard Morgan: Richard.morgan@centralasiametals.com or by contacting CAML on Te: +44 (0) 207898 9001. See Section 5.12(g).

Vote on the Scheme

The Scheme Meeting is to be held in-person at the offices of Hamilton Locke, Level 39, 152-158 St Georges Terrace Perth 6000 on Friday, 18 September 2026 at 2.00pm (AWST). Cygnus Shareholders have a right to vote on whether the Scheme should proceed.

Further details with respect to the conduct of the Scheme Meeting are set out in the Notice of Meeting for the Scheme Meeting (refer to Annexure D) and summarised in Section 3.

In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (**NI 54-101**), Canadian beneficial shareholders as of Thursday, 13 August 2026 (the **Canadian Beneficial Holder Record Date**) are entitled to receive notice of the Scheme Meeting and to provide instructions to vote at the Scheme Meeting. Please see Section 3.18 for further voting information for Canadian beneficial shareholders.

Participating in the Scheme

If you are eligible and wish to participate in the Scheme, you will need to ensure that you do not sell your Cygnus Shares prior to 5.00pm (AWST) on Monday, 28 September 2026, being the expected Record Date. Otherwise, and assuming the Scheme is approved by the Requisite Majorities and the Court, you do not need to do anything to participate in the Scheme.

Further information

If you require any further information, please call Cygnus' Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST). For more specific advice pertinent to your own circumstances please contact your legal, investment or other suitably qualified professional adviser.

For personal use only

For personal use only

Cygnus Chairman's Letter

Dear Cygnus Shareholder

On behalf of the Cygnus Board, I am pleased to provide you with this Scheme Booklet, which contains important information for your consideration about the proposed acquisition of Cygnus Metals Limited by Central Asia Metals PLC by way of a scheme of arrangement as announced on 2 June 2026.

This Scheme Booklet will assist you in making an informed decision about how to vote and contains important information, including the reasons to vote in favour of, or against, the Scheme (refer to Sections 1.3 and 1.4) and certain risks related to holding Cygnus Shares, and the Scheme (refer to Section 7).

Overview of the Scheme

On 2 June 2026, Cygnus entered into the Scheme Implementation Deed with CAML. If the Scheme is implemented, Scheme Shareholders (other than Sale Facility Participants) will be entitled to receive Scheme Consideration of 0.06 New CAML Shares for each Scheme Share held on the Record Date.

Under the Scheme, each Cygnus Share is valued at approximately A$0.176 based on the closing price of £1.56 per CAML Share and a A$:£ exchange rate of A$1:£0.53 on 1 June 2026, which represents an attractive premium to the trading price of Cygnus Shares prior to the announcement of the Scheme, including as set out as follows:

- 60% premium to Cygnus' last closing price on 1 June 2026 of A$0.11 per Cygnus Share; and
- 49% premium to Cygnus' 20-day volume weighted average price (**VWAP**) to 1 June 2026 of A$0.12 per Cygnus Share.

The Scheme provides Scheme Shareholders with an attractive premium while retaining upside exposure to exploration and development success at the Chibougamau Project. Immediately following implementation of the Scheme, it is expected existing Cygnus Shareholders will own approximately 31% of the Combined Group.[2]

This Scheme Booklet contains important information regarding your options to elect how you receive your Scheme Consideration (which are different depending upon how your Cygnus Shares are held). Refer to Sections 3.6, 3.8, 3.9, 3.10 and 3.11 for more information.

New CAML Shares that would have otherwise been issued to Sale Facility Participants will be issued to the Sale Agent and on-sold through the Sale Facility, with the Sale Proceeds of such sale to be remitted to those shareholders. Refer to Section 3.19 for further information on the treatment of such shareholders and refer to Section 3.8 for further information on the operation of the Sale Facility.

Unanimous Board recommendation

The Cygnus Directors have carefully considered the advantages and disadvantages of the Scheme for Cygnus Shareholders. The Cygnus Directors unanimously recommend that Cygnus Shareholders vote in favour of the Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders.

---

[2] Based on ~79 million New CAML Shares being issued to Cygnus Shareholders under the terms of the proposed Scheme. For the purposes of calculating the fully diluted issued share capital, all Cygnus Performance Rights and Cygnus Share Rights are assumed to convert into Cygnus Shares and all outstanding in-the-money Cygnus Options are assumed to be exercised prior to the Record Date.

For personal use only

Subject to those same qualifications, each Cygnus Director intends to vote, or cause to be voted, all Cygnus Shares they own or control in favour of the Scheme. The interests of the Cygnus Directors in Cygnus Shares are set out in Section 10.1.

In reaching their unanimous recommendation, the Cygnus Directors have considered various strategic alternatives for the future of Cygnus, including funding and developing the Chibougamau Project on a standalone basis. In considering these alternatives, the Cygnus Directors have had regard to the costs (including future equity dilution risks) and risks associated with continuing to explore, convert resources, develop reserves, complete multiple studies, seek local and government approvals, procure, develop and fully fund the Chibougamau Project on a standalone basis. This consideration is in contrast to CAML's proven experience in developing and operating base metal projects, together with its strong balance sheet and free cashflow generation. After considering these alternatives, the Cygnus Directors formed the view that the combination of value and certainty offered by CAML is likely to deliver a superior outcome for Cygnus Shareholders compared to what would otherwise be available, on a future risk adjusted basis, if Cygnus continued to operate as a standalone entity.

In considering the unanimous recommendation and intentions of the Cygnus Directors to vote in favour of the Scheme, Cygnus Shareholders should have regard to the interests of the Cygnus Directors in the outcome of the Scheme and to certain payments to be made to a number of the Cygnus Directors outlined in Section 10.[3]

Independent Expert's conclusion

The Cygnus Directors appointed Grant Thornton Corporate Finance Pty Ltd as the Independent Expert.

The Independent Expert has concluded that the Scheme is fair and reasonable and hence in the best interests of Cygnus Shareholders in the absence of a superior alternative proposal emerging.

The Independent Expert's Report is included as Annexure A to this Scheme Booklet. You are encouraged to read the Independent Expert's Report in its entirety.

Reasons to vote in favour of the Scheme

In reaching their recommendation in respect of the Scheme, the Cygnus Directors had regard to the following factors:

---

[3] These interests and payments are outlined in Section 10 and summarised below:

- The Cygnus Directors each hold Cygnus Performance Rights. The majority of Cygnus Performance Rights each Cygnus Director holds have vested (not in relation to the Scheme) pursuant to prior shareholder approved terms and are exercisable in accordance with their terms, irrespective of whether the Scheme proceeds (refer to Section 10.1(b)). References to holdings of Cygnus Performance Rights in this footnote refer to total holdings (both vested and unvested). Mr Southam holds 28,119,206 Cygnus Performance Rights (valued at $4,948,980 based on the implied value of the Scheme Consideration of $0.176 per Cygnus Share as at 1 June 2026, being the last trading day prior to the Announcement Date). Mr Tomlinson holds 5,700,000 Cygnus Performance Rights (valued at $1,003,200 based on the implied value of the Scheme Consideration). Mr Mast holds 6,000,000 Cygnus Performance Rights (valued at $1,056,000 based on the implied value of the Scheme Consideration). Mr Shorrocks, Mr Stifano and Mr Omland each hold 3,000,000 Cygnus Performance Rights (valued at $528,000 based on the implied value of the Scheme Consideration). All Cygnus Performance Rights will vest and be exercised prior to the Record Date.
- Mr Stifano holds 1,921,185 Cygnus Options and Mr Mast holds 4,345,537 Cygnus Options. Refer Section 8.7 for arrangements with Cygnus Optionholders in relation to the Scheme.
- Subject to Cygnus Shareholders approving the Scheme Resolution, Mr David Southam (Executive Chairman) and Mr Duncan Grieve (Vice President of Exploration and Corporate Development) will receive bonus payments of $455,000 and $122,500 respectively.
- It should be noted that Mr Southam voluntarily elected not to exercise his contractual right to trigger the issue of certain entitlements for the 2026 calendar year, the aggregate value of which is approximately $891,800 (refer to Section 10.1(f)).
- If the Scheme is implemented, it is anticipated that Mr Ernest Mast (current Cygnus Director) will be appointed as Non-Executive Director of CAML and accordingly will receive non-executive director fees of £75,000 per annum.

For personal use only

- ✓ The Independent Expert has concluded that the Scheme is fair and reasonable and hence in the best interests of Cygnus Shareholders in the absence of a superior alternative proposal.
- ✓ The Scheme allows Scheme Shareholders to receive value for their Scheme Shares at an attractive premium.
- ✓ Implementation of the Scheme provides immediate exposure to a strong balance sheet and cash generating business that has a long continuous track record of paying dividends and reduces exposure to the risks associated with a single exploration / development project.
- ✓ The Scheme Consideration provides Eligible Scheme Shareholders[4] with ongoing participation in the upside potential of the Chibougamau Project and Cygnus' other assets while providing commodity and project diversification.
- ✓ The Scheme provides Eligible Scheme Shareholders the opportunity to become shareholders in a diversified AIM50 quoted vehicle with increased market presence, greater liquidity and enhanced scale.
- ✓ The Combined Group will be run by a management team with extensive project development and operational experience.
- ✓ Cygnus Shares might trade at a lower price if the Scheme is not implemented and no equivalent or Superior Proposal emerges.
- ✓ Since the Scheme was announced on 2 June 2026 and as at the Last Practicable Date, no Superior Proposal has emerged.

Reasons to vote against the Scheme

In forming their unanimous decision to recommend the Scheme to Cygnus Shareholders, subject to the qualifications described above, the Cygnus Directors also considered the potential disadvantages of the Scheme, including:

- × You may disagree with the Cygnus Directors' unanimous recommendation and/or the Independent Expert's conclusion and consider that the Scheme is not in your best interests.
- × You may prefer to participate in the future performance of the standalone Cygnus business.
- × You may wish to maintain your investment profile.
- × You may consider that there is the potential for a Superior Proposal to emerge.
- × The exact value of the Scheme Consideration upon implementation of the Scheme is not certain.
- × The tax implications of the Scheme may not suit your current financial position or tax circumstances.
- × There are additional steps and processes to trade your New CAML Shares as compared to ready tradeability of Cygnus Shares you currently hold.

Cygnus major shareholder support

The Scheme has the support of a number of major Cygnus Shareholders. Cygnus Shareholders, including Ocean Partners Holdings Limited, Equinox Partners Investment Management LLC, Symorgh Investments Pty Ltd and Gold Leaf Corporate Pty Ltd (together with their respective associates),

---

[4] Other than Electing Selling Scheme Shareholders.

holding, as at the Last Practicable Date, approximately 28% of Cygnus Shares on issue, have confirmed their intention to vote all Cygnus Shares they hold directly or indirectly as at the date of the Scheme Meeting, up to a maximum of 349,524,449 Cygnus Shares the subject of their respective voting intention statements, in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal emerging and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders.[5]

Additionally, Ocean Partners Holdings Limited (together with its associates) in respect of its 156,201,460 Cygnus Shares, and Equinox Partners Investment Management LLC (together with its associates) in respect of 150,829,997 Cygnus Shares, have also confirmed that they will not dispose, or cause the disposal, of those Cygnus Shares until the earlier of, the date of the Scheme Meeting, or, the date that is four months from the date of their respective intention statement.

These confirmations provide an additional level of certainty to the proposed transaction and reflect the confidence of key shareholders in the value, structure and strategic rationale of the Scheme. These Cygnus Shareholders are globally experienced and have insights into many resource projects.

CAML has also entered into the Call Option Deed with Ocean Partners in respect of Cygnus Shares held by Ocean Partners representing, as at the Last Practicable Date, 9.85% of Cygnus Shares on issue. The Call Option Deed may be exercised in the event of a Superior Proposal, with further details set out in Section 5.16(a).

Your vote is important

Your vote is important and I encourage you to vote at the Scheme Meeting (either in person or by proxy, corporate representative or attorney) which will be held at Level 39, 152-158 St Georges Terrace Perth 6000 on Friday, 18 September at 2.00pm (AWST).

Further information

I encourage you to read this Scheme Booklet carefully and in its entirety as it will assist you in making an informed decision on how to vote. You should also seek independent legal, financial, tax or other professional advice before making any investment decision in relation to your Cygnus Shares.

If you require any further information, please call Cygnus' Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST).

On behalf of the Cygnus Board, I would like to thank you for your support of Cygnus. We believe our shareholders can look forward to an exciting future as a CAML Shareholder.



[5] The Cygnus shareholders who have given voting intention statements comprise: (1) Ocean Partners Holdings Limited (156,201,460 Cygnus Shares representing 12.72% of all Cygnus Shares); (2) Equinox Partners Investment Management LLC on behalf of itself and Equinox Partners LP, Mason Hill Partners LP, Equinox Partners Precious Metals Master Fund LP, and Stichting LGP (150,829,997 Cygnus Shares representing 12.29% of all Cygnus Shares); (3) Symorgh Investments Pty Ltd (22,873,414 Cygnus Shares) and Symorgh Super Pty Ltd (188,310 Cygnus Shares) (collectively, 23,061,724 Cygnus Shares representing 1.88% of all Cygnus Shares); and (4) Gold Leaf Corporate Pty Ltd (10,064,679 Cygnus Shares), Blue Leaf AC (1,000,000 Cygnus Shares), M D & S J Super Fund (2,133,912 Cygnus Shares) and Ms Sarah June Naylor (173,478 Cygnus Shares) (collectively, 13,372,069 Cygnus Shares representing 1.09% of all Cygnus Shares). Each of the aforementioned Cygnus Shareholders has consented to the inclusion of these voting intention statements in this document.

For personal use only

For personal use only

David Southam
Executive Chair
Cygnus Metals Limited

CAML Chairman's Letter

Dear Cygnus Shareholder

I write to you on behalf of the Board of Central Asia Metals (**CAML**). We are very excited to be offering you the opportunity to participate in this transformative combination, and we look forward to welcoming you as shareholders in CAML as we advance the Chibougamau copper-gold project towards a final investment decision.

We also look ahead to working with Cygnus' Canada-based management team, and to engaging with the host communities and other key stakeholders, including the Oujé-Bougoumou Cree Nation, the City of Chibougamau and the Government of Québec.

CAML is a UK-headquartered base metals producer, with a copper operation in Kazakhstan and a zinc-lead mine in North Macedonia, which has a consistent record of returning capital to shareholders. CAML is a proven project-builder and operator, successfully delivering the Kounrad copper project from inception to production, along with major capital projects at both operations.

Under the Scheme, Cygnus Shareholders will be offered 0.06 New CAML Shares for each share held in Cygnus. The combination of CAML and Cygnus will result in the Cygnus Shareholders receiving a collective ~31% stake in the Combined Group, which will have assets including CAML's cash balance (net cash of US$96.3 million at 30 June 2026) and its existing strong cash flow generation. The combination also allows Cygnus Shareholders to retain an effective ~31% collective interest in the Cygnus assets.

We believe the terms proposed offer Cygnus Shareholders an attractive and immediate premium to the value of their shares just prior to the announcement of the transaction, whilst allowing them to benefit from the likely faster and more certain progression of the Chibougamau Project. You will become a shareholder in a larger, more diversified company (by commodity and geography), with a strong balance sheet, greater financial resilience, and significantly enhanced trading liquidity.

CAML is extremely well placed to expedite development of the Chibougamau Project, using its substantial financial resources, and established skills and experience in underground mining, base metals processing, tailings storage, environmental management and community relations. Completion of the transaction would thus represent an immediate and significant derisking of the Chibougamau Project, with a consequent uplift in its value on a risk-weighted basis.

The Board of Cygnus has unanimously recommended that Cygnus Shareholders vote in favour of the Scheme,[6] and in addition shareholders together representing approximately 28% of Cygnus' issued shares as at the Last Practicable Date have confirmed their intention to vote in favour of the Scheme at the Scheme Meeting.[7]

I urge you to read this Scheme Booklet carefully, as it provides full details of the benefits of the transaction that I have outlined above, along with the potential risks. Together with the rest of the

---

[6] In the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus' Shareholders.

[7] In the absence of a Superior Proposal emerging (as determined and announced by the Cygnus Board in accordance with the Scheme Implementation Deed) and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders.

CAML Board, I look forward to completion of this value-creating transaction to the benefit of both sets of shareholders.

Yours sincerely



Nick Clarke
Non-Executive Chair
Central Asia Metals PLC

For personal use only

1. Relevant Voting Considerations

1.1 Summary of relevant voting considerations

The Scheme has a number of advantages and disadvantages which may affect Scheme Shareholders in different ways depending on their individual circumstances. Cygnus Shareholders should seek independent professional advice on their particular circumstances, as appropriate, before voting on the Scheme. Section 1.3 provides a summary of some of the reasons why the Cygnus Board unanimously recommends Scheme Shareholders vote in favour of the Scheme, including:

- ✓ The Cygnus Directors unanimously recommend that you vote in favour of the Scheme subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders and there being no Superior Proposal.
- ✓ The Independent Expert has concluded that, in the absence of a Superior Proposal, the Scheme is fair and reasonable and is in the best interests of Cygnus Shareholders.
- ✓ The Scheme allows Scheme Shareholders to receive value for their Scheme Shares at an attractive premium.
- ✓ Implementation of the Scheme provides immediate exposure to a strong balance sheet and cash generating business that has a long continuous track record of paying dividends and reduces exposure to the risks associated with a single exploration / development project.
- ✓ The Scheme Consideration provides Eligible Scheme Shareholders[8] ongoing participation in the upside potential of the Chibougamau Project and Cygnus' other assets while providing commodity and project diversification.
- ✓ The Scheme provides Eligible Scheme Shareholders the opportunity to become shareholders in a diversified AIM50 quoted vehicle with increased market presence, greater liquidity and enhanced scale.
- ✓ The Combined Group will be run by a management team with extensive project development and operational experience.
- ✓ Cygnus Shares might trade at a lower price if the Scheme is not implemented and no equivalent or Superior Proposal emerges.
- ✓ Since the Scheme was announced on 2 June 2026 and as at the Last Practicable Date, no Superior Proposal has emerged.

Section 1.3 should be read in conjunction with Section 1.4, which sets out some of the reasons why Cygnus Shareholders may wish to vote against the Scheme, including:

- × You may disagree with the Cygnus Directors' unanimous recommendation and/or the Independent Expert's conclusion and consider that the Scheme is not in your best interests.
- × You may prefer to participate in the future performance of the standalone Cygnus business.

[8] Other than Electing Selling Scheme Shareholders.

For personal use only

- You may wish to maintain your investment profile.
- You may consider that there is the potential for a Superior Proposal to emerge.
- The exact value of the Scheme Consideration upon implementation of the Scheme is not certain.
- The tax implications of the Scheme may not suit your current financial position or tax circumstances.
- There are additional steps and processes to trade your New CAML Shares as compared to ready tradeability of Cygnus Shares you currently hold.

You should read this Scheme Booklet in full, including the Independent Expert's Report, before deciding how to vote in relation to the Scheme. While the Cygnus Directors acknowledge the reasons to vote against the Scheme, they believe the advantages of the Scheme outweigh the disadvantages.

1.2 Cygnus Board's recommendation

The Cygnus Board unanimously recommends that you vote in favour of the Scheme at the Scheme Meeting in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders. Subject to those qualifications, each Cygnus Director intends to vote, or cause to be voted, all Scheme Shares held by or controlled by them in favour of the Scheme.

In making this recommendation, the Cygnus Board has, among other things, considered:

(a) the reasons Scheme Shareholders should vote in favour of the Scheme as set out in Section 1.3;

(b) the reasons Scheme Shareholders may wish to vote against the Scheme as set out in Section 1.4;

(c) the risks outlined in Section 7; and

(d) the Independent Expert's Report.

In considering whether to vote in favour of the Scheme, the Cygnus Board encourages you to:

(a) read the whole of this Scheme Booklet (including the Independent Expert's Report);

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

(c) obtain financial advice from your legal, investment or other suitably qualified professional adviser on the Scheme and obtain taxation advice on the effect of the Scheme becoming Effective.

As at the Last Practicable Date, the Cygnus Directors have a Relevant Interest in an aggregate 30,169,842 Cygnus Shares equating to approximately 2.46% of Cygnus Shares. When considering how to vote on the Scheme Resolution, Cygnus Shareholders should have regard to the interests of all of the Cygnus Directors, including certain contractual and other benefits that Executive Chairman David Southam will receive in connection with the Scheme, as set out in Section 10. Also outlined in Section 10 are contractual benefits that Mr Southam made the decision to voluntarily forgo before the Scheme Implementation Deed was announced on 2 June 2026.

For personal use only

If the Scheme is implemented, it is anticipated that Mr Ernest Mast (a current Cygnus Director) will be appointed as a Non-Executive Director of CAML which will entitle Mr Mast to non-executive director fees from CAML.

1.3 Reasons to vote in favour of the Scheme

The Scheme may affect Cygnus Shareholders in different ways depending on their individual circumstances. Cygnus Shareholders should consider seeking suitable professional advice on their particular circumstances, as appropriate.

The Cygnus Board believes Scheme Shareholders should vote in favour of the Scheme at the Scheme Meeting for the following reasons:

(a) **The Cygnus Directors unanimously recommend that you vote in favour of the Scheme subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders and there being no Superior Proposal**

In reaching this unanimous recommendation, the Cygnus Directors considered (among other things):

(i) the merits and strategic rationale of the Scheme (which are outlined in this Section 1.3);

(ii) the merits of alternate courses of action available to Cygnus, including continuing to operate Cygnus as a standalone entity; and

(iii) the likelihood of a Superior Proposal emerging in the future.

Whilst the Cygnus Directors acknowledge that there may be reasons to vote against the Scheme, they believe that the advantages of the Scheme significantly outweigh the potential disadvantages (including those outlined in Section 1.4). The Cygnus Directors consider that the Scheme has the potential to realise greater benefits to Cygnus Shareholders than any other alternative currently available.

(b) **The Independent Expert has concluded that the Scheme is fair and reasonable and hence in the best interests of Cygnus Shareholders in the absence of a superior alternative proposal**

Grant Thornton Corporate Finance Pty Ltd, as Independent Expert, has considered the terms of the Scheme and has concluded that the Scheme is fair and reasonable and hence in the best interests of Cygnus Shareholders in the absence of a superior alternative proposal emerging.

The reasons why the Independent Expert reached its conclusion are set out in the Independent Expert's Report, a copy of which is contained in Annexure A to this Scheme Booklet. The Cygnus Directors unanimously recommend that the Cygnus Shareholders read the Independent Expert's Report in full.

(c) **The Scheme allows Scheme Shareholders to receive value for their Scheme Shares at an attractive premium**

The Scheme Consideration of 0.06 New CAML Shares for every 1 Scheme Share held, implies a value of approximately A$0.176 per Cygnus Share (based on the

For personal use only

closing price on AIM of CAML Shares on 1 June 2026, being the last trading day prior to the Announcement Date)[9], compared to:

(i) the closing price on ASX of Cygnus Shares on 1 June 2026 of $0.11, representing a premium of 60%; and

(ii) the 20-day VWAP on ASX of Cygnus Shares up to and including 1 June 2026 of $0.12, representing a premium of 49%.

Based on the closing price of CAML Shares on AIM at the Last Practicable Date of £1.522, this implies a Scheme Consideration of A$0.175 per Cygnus Share.[10] The implied value of the Scheme Consideration will continue to fluctuate depending upon the price at which CAML Shares trade on the AIM.

(d) **Implementation of the Scheme provides immediate exposure to a strong balance sheet and cash generating business that has a long continuous track record of paying dividends and reduces exposure to the risks associated with an exploration / development project**

Cygnus Shareholders who receive CAML Shares will gain immediate exposure to CAML's robust and sustainable cash flows. For the twelve-month period ended 31 December 2025, CAML reported free cash flow of US$56 million, with existing analyst forecasts indicating a substantial improvement in free cash flow in FY2026. As at 30 June 2026, CAML held net cash of US$96.3 million.

On 8 July 2026, CAML released a mid-year trading update for the first six months to 30 June 2026 which further highlighted the operational strength of its business, with copper, zinc and lead production all ahead of the corresponding 2025 period. Average received prices were also well ahead of the 2025 corresponding period, with copper prices up 39% and zinc prices up 25%.[11] The outlook for potential improved cash flow was also bolstered by treatment charges for lead concentrates at historically low levels and now turning negative.

CAML is highly focused on returning capital to shareholders, with FY2025 full year dividends of 12 pence per share declared (US$28 million in total). CAML has a dividend policy of distributing between 30% to 50% of adjusted free cash flow to CAML Shareholders. Since the Company's initial public offering (IPO) in 2010, CAML has returned a total of US$420.3 million in cash to its shareholders, including 200 pence per share in dividends, far exceeding the US$214 million it has raised in equity.

CAML intends to use its future free cash flow in part to fund exploration and advancement of the Chibougamau Project.

If Cygnus were to pursue the Chibougamau Project on a standalone basis, it is currently estimated that would be many years away from a final investment decision (**FID**) that would require additional funding for significant resource conversion drilling, reserve estimation, completion of an updated preliminary economic assessment study, pre-feasibility/feasibility studies, environmental approval, first nations

---

9 The terms of the Scheme value each Cygnus Share at A$0.176 per Cygnus Share based on the closing price of £1.56 per CAML share and a A$:£ exchange rate of A$1:£0.53 on 1 June 2026.

10 Based on the last closing price of CAML on the AIM of £1.522 converted to AUD at 1.9123 GBP:AUD FX rate as at 6 August.

11 CAML entered into derivative contracts to hedge 50% of Sasa's 2026 payable zinc production, at an average price of $3,011.5 per tonne, which is not reflected in the figure above. H1 2026 average received prices for zinc and lead are provisional.

For personal use only

For personal use only

agreements and other regulatory approvals. Following FID, Cygnus would require significant capital expenditure, including refurbishment of the existing processing plant, mining equipment and mine development. Funding such a development would likely require a combination of significant debt and/or equity financing, which may not be available on acceptable terms, or at all. Any equity financing would be expected to result in material dilution to existing Cygnus Shareholders, while additional debt financing would increase financial leverage and place greater pressure on Cygnus' balance sheet.

In addition, Cygnus Shareholders would remain exposed to a range of development stage risks, including potential delays to project timing, cost overruns, changes in market conditions, construction and commissioning risk, and broader commodity price and capital market volatility. These risks could adversely affect Cygnus' ability to fund, develop and ultimately deliver value from the Chibougamau Project, and may impact the future trading price of Cygnus' Shares.

(e) **The Scheme Consideration provides Eligible Scheme Shareholders[12] with ongoing participation in the upside potential of the Chibougamau Project and Cygnus' other assets while providing commodity and project diversification**

Cygnus Shareholders will collectively hold approximately 31% of the Combined Group immediately following implementation of the Scheme.[13]

Cygnus Shareholders that receive CAML Shares will transition from a holding in a copper-gold explorer with development ambitions to a diversified base metals producer, whilst retaining exposure to ongoing development success at the Chibougamau Project. Cygnus Shareholders will gain immediate exposure to copper, zinc and lead production with CAML's 2026 production guidance of 12,000-13,000 tonnes of copper cathode, 18,000-20,000 tonnes of zinc-in-concentrate and 26,000-28,000 tonnes of lead-in-concentrate.[14]

The Combined Group will have the following key producing operations:

(i) **Kounrad:** 100% interest in the Kounrad in-situ dump-leach and solvent extraction and electrowinning (SX-EW) operation in central Kazakhstan. The operation recovers copper from waste dumps created by historical mining activities over many decades. Since production commenced in 2012, more than 178,000 tonnes of copper have been produced at Kounrad. In addition, this operation sits within the first quartile of production costs, demonstrating free cashflow generation.

(ii) **Sasa:** 100% interest in the Sasa zinc-lead mine and associated infrastructure in northeastern North Macedonia. The operation is an underground mine, with a processing plant using froth flotation to produce a zinc concentrate and a lead concentrate also containing silver. In 2025, Sasa produced 17,881 tonnes of zinc-in-concentrate and 25,156 tonnes of lead-in-concentrate.

By receiving New CAML Shares, Scheme Shareholders will also retain ongoing exposure to the development of the Chibougamau Project and Cygnus' broader

---

12 Other than Electing Selling Scheme Shareholders.

13 Refer to footnote 2.

14 Refer to Central Asia Metals PLC, *2025 Operations Update*, dated 8 January 2026 at https://www.centralasiametals.com/investors/regulatory-news/.

project portfolio, including the Auclair, Pontax and Sakami Projects in Canada, under the guidance of CAML's experienced team.

Exposure to CAML's producing assets reduces Cygnus Shareholders' exposure to the risks associated with the potential development of a single asset operation and further diversifies commodity and jurisdictional exposure.

(f) **The Scheme provides Eligible Scheme Shareholders the opportunity to become shareholders in a diversified AIM50 quoted vehicle with increased market presence, greater liquidity and enhanced scale**

If the Scheme proceeds, Cygnus Shareholders will benefit by receiving shares in the Combined Group that are expected to be substantially more liquid than Cygnus Shares on a standalone basis. Over the one month prior to announcement of the Scheme, CAML Shares traded an average value of ~$2.0 million per day compared to Cygnus Shares which traded an average value of ~$0.2 million per day.

CAML Shares are quoted on the AIM market of the LSE and are included in the FTSE AIM UK 50 and 100 indices. CAML has also applied for approval from the Toronto Stock Exchange (TSX) for the listing of CAML Shares (including the New CAML Shares) on the TSX, which if approved will offer expanded access to the North American capital markets, providing improved liquidity and a broader institutional investor base with a significant focus in mining.

The larger market capitalisation of the Combined Group (A$746 million) is expected to enhance the liquidity profile for greater access to institutional investors, compared to Cygnus on a stand-alone basis. Scheme Shareholders can expect to benefit from an enhanced market positioning and trading liquidity profile which is likely to satisfy a greater number of minimum investment thresholds for fund managers and qualify for broader equity research coverage, potentially attracting a larger pool of investors.

(g) **The Combined Group will be run by a management team with extensive project development and operational experience**

The CAML Board, who will continue as the Board of the Combined Group, has decades of experience, with a demonstrated track record in all facets of base metals exploration, development, operations, and project financing. Notable base metals experience enjoyed by the Combined Group's Board and management team includes positions with Anglo American plc, Endeavour Mining plc, Capstone Copper Corp., New Gold Inc., Lundin Gold Inc. and Gold Fields Limited.

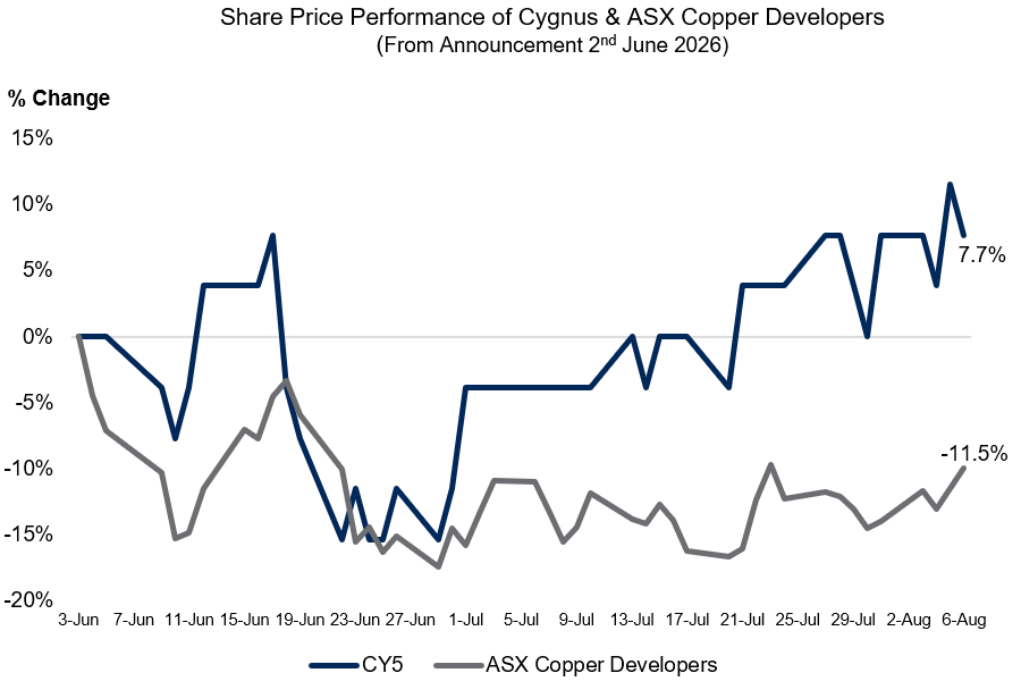
For further information regarding the proposed Combined Group's Board and management, refer to Section 6.

(h) **Cygnus Shares might trade at a lower price if the Scheme is not implemented and no equivalent or Superior Proposal emerges**

The price of Cygnus Shares may fall if the Scheme is not implemented and in the absence of an equivalent or Superior Proposal. Between the Announcement Date and the Last Practicable Date, Cygnus Shares have traded in the range of A$0.10 to $0.15 per Cygnus Share on the ASX.

For personal use only

The graph below shows Cygnus' Share price has outperformed its ASX copper developer peers since announcement of the transaction on 2 June 2026.[15] This indicates that if the Scheme does not proceed, the Cygnus share price may fall in line with its peers.



Source: Capital IQ as at 6 August 2026

Your Cygnus Directors expect that, if the Scheme does not proceed and no equivalent or Superior Proposal emerges, the trading price of your Cygnus Shares may fall, potentially to a price that is below its recent trading price. Furthermore, if the Scheme is not implemented, there is no certainty the existing Cygnus Board and management team will all continue in their current roles, creating further uncertainty as to the future potential standalone performance of Cygnus.

(i) **Since the Scheme was announced on 2 June 2026 and as at the Last Practicable Date, no Superior Proposal has emerged**

Since the Announcement Date and as at the Last Practicable Date, Cygnus has not received any proposal or offer which the Cygnus Board has determined to be, or which could reasonably be expected to lead to, a Superior Proposal.

The Cygnus Board continues to monitor developments and will keep Cygnus Shareholders informed in accordance with its continuous disclosure obligations should any Superior Proposal emerge.

1.4 Why you may wish to vote against the Scheme

The Scheme has a number of potential disadvantages and risks that Scheme Shareholders must consider in deciding whether or not to vote in favour of the Scheme. While the Cygnus Directors are of the opinion that these disadvantages are outweighed by the Scheme's

[15] Calculated as simple average of the share price performance from 3 June 2026 of the following companies: Firefly Metals Limited (ASX:FFM), KGL Resources Limited (ASX:KGL), Cyprium Metals Limited (ASX:CYM), Caravel Minerals Limited (ASX:CVV), Havilah Resources Limited (ASX:HAV), True North Copper Limited (ASX:TNC), Cannindah Resources Limited (ASX:CAE), Coda Minerals Limited (ASX:COD).

For personal use only

advantages, Scheme Shareholders should consider their individual circumstances and make their own determination.

Factors which may lead Scheme Shareholders to consider voting against the Scheme include:

(a) **You may disagree with the Cygnus Directors' unanimous recommendation and/or the Independent Expert's conclusion and consider that the Scheme is not in your best interests**

Despite the unanimous recommendation of the Cygnus Directors and the conclusion of the Independent Expert, you may consider that the Scheme is not in your individual best interests. A copy of the Independent Expert's Report is annexed to this Scheme Booklet at Annexure A.

(b) **You may prefer to participate in the future performance of the standalone Cygnus business**

If the Scheme is implemented, Eligible Scheme Shareholders who receive New CAML Shares as Scheme Consideration will become investors in the Combined Group. As at the Last Practicable Date, upon implementation of the Scheme, Cygnus Shareholders will collectively own approximately 31% of the Combined Group in aggregate.[16] Accordingly, Cygnus Shareholders will have a reduced exposure to Cygnus' existing assets, including the Chibougamau Project.

Notwithstanding the risks associated with Cygnus continuing as a standalone entity, as summarised in Section 7.4, you may wish for Cygnus to remain a standalone entity because you have invested in Cygnus to seek exposure to a company with the specific characteristics of Cygnus and you do not want to have investment exposure to CAML and its assets.

(c) **You may wish to maintain your investment profile**

You may consider that exchanging your Cygnus Shares under the Scheme is inconsistent with your current investment strategy, risk profile or portfolio allocation. In particular, you may prefer to maintain exposure to Cygnus as a standalone listed company rather than realise your investment at this time.

(d) **You may consider that there is the potential for a Superior Proposal to emerge**

You may believe that there is a possibility that a proposal superior to the Scheme could emerge in the future. While no Superior Proposal has emerged as at the Last Practicable Date, there can be no assurance that a Superior Proposal will not arise at a later time prior to implementation of the Scheme.

(e) **The exact value of the Scheme Consideration upon implementation of the Scheme is not certain**

The exact value of the Scheme Consideration that would be realised by individual Scheme Shareholders upon implementation of the Scheme is not certain, as it will depend on the price at which the New CAML Shares trade after the Implementation Date.

The Scheme Consideration is fixed at a ratio of 0.06 New CAML Shares for every 1 Cygnus Share held. This exposes Scheme Shareholders to the risk that the effective

[16] Refer to footnote 2.

For personal use only

value they receive for their Cygnus Shares may move adversely from the market value of the Scheme Consideration on the date of the Scheme Meeting or on the date of this Scheme Booklet. Alternatively, if there is an increase in the relative price of CAML Shares then the effective value Scheme Shareholders receive for their Cygnus Shares may move favourably from the market value of the Scheme Consideration on the date of the Scheme Meeting or on the date of this Scheme Booklet.

In addition, the Sale Agent will be issued the New CAML Shares that would otherwise be issued to Sale Facility Participants and will sell them on-market as soon as reasonably practicable after the Implementation Date (refer to Sections 3.8 and 3.19). Although the quantum of these sales is expected to be limited, it is possible that such sales may exert downward pressure on the Combined Group's share price during the applicable period.

(f) **The tax implications of the Scheme may not suit your current financial position or tax circumstances**

The Scheme may have taxation consequences for Cygnus Shareholders, which will vary depending on individual circumstances. You may consider that the tax implications of the Scheme are not favourable to you and therefore prefer not to vote in favour of the Scheme.

(g) **There are additional steps and processes to trade your New CAML Shares as compared to ready tradeability of Cygnus Shares you currently hold**

As set out in section 3.9, there are additional steps and processes to trade your New CAML Shares, which differ from the ready tradeability of Cygnus Shares you currently hold.

You should consider your own specific circumstances in light of the required steps and processes to trade New CAML Shares.

1.5 What happens if the Scheme does not proceed

If the Scheme is not implemented:

(a) **Cygnus will remain a standalone entity**

If the Scheme is not approved by Scheme Shareholders or does not otherwise become Effective, Cygnus will continue to operate as an independent company listed on the ASX and TSXV and Cygnus Shareholders will retain their shareholdings in Cygnus. In these circumstances, Cygnus intends to continue to conduct its business broadly in line with its existing strategy, subject to prevailing market conditions, funding availability and decisions of the Cygnus Board from time to time. This would include the continued advancement of the Chibougamau Project, including ongoing drilling, project studies and development planning.

Cygnus would also continue to evaluate exploration opportunities across its broader portfolio of tenements and may undertake further exploration, resource definition and technical work where the Cygnus Board considers it appropriate to do so. Notwithstanding these intentions, if the Scheme is not implemented, there is no certainty the existing Cygnus Board and management team will all continue in their current roles, creating uncertainty as to the future potential strategy and performance of Cygnus on a standalone basis.

(b) **Alternative Chibougamau funding requirements**

For personal use only

Cygnus would be required to continue to consider funding and development pathways for the Chibougamau Project on a standalone basis. This may include assessing a range of alternatives, including equity or debt funding, joint venture or strategic partnership arrangements, or other transactions, noting that there is no certainty that any such alternatives would be available on acceptable terms or at all.

(c) **Cygnus Reimbursement Fee may be payable**

In addition, depending on the reasons the Scheme does not proceed, Cygnus may also be liable to pay the Cygnus Reimbursement Fee. Details of the Cygnus Reimbursement Fee and the circumstances in which it may become payable are set out in Section 8.4(b).

1.6 Other relevant considerations

(a) **The Scheme may be implemented even if you vote against the Scheme or you do not vote at all**

You should be aware that if you do not vote, or if you vote against the Scheme, the Scheme may still be implemented if it is approved by the Requisite Majorities of Scheme Shareholders and by the Court, and if all other Conditions Precedent are satisfied or waived (as applicable). If this occurs, your Cygnus Shares will be transferred to CAML and you will receive the Scheme Consideration even though you voted against, or did not vote on, the Scheme Resolution.

(b) **If the Scheme is not implemented, Scheme Shareholders will not receive the Scheme Consideration**

If the Scheme is not approved or all outstanding Conditions Precedent are not satisfied or waived (where capable of waiver), the Scheme will not proceed. In that case, Scheme Shareholders will not receive the Scheme Consideration and, in the absence of another proposal, Cygnus will continue to operate as a stand-alone entity listed on the ASX and TSXV and Cygnus Shareholders will retain their Cygnus Shares and continue to be exposed to risks and opportunities associated with their investment in Cygnus. See Section 7 for a summary of the key risks relating to Cygnus' business.

If the Scheme is not implemented, the advantages to the Scheme described in Section 1.3 will not be realised.

For personal use only

For personal use only

2. Frequently Asked Questions

This Section 2 answers some basic questions that you may have about the Scheme. The information is a summary only which you should read in conjunction with the entire Scheme Booklet (including the recommendation of the Cygnus Directors and the key reasons for those recommendations as set out in Section 1.3) before deciding how to vote on the Scheme. It is not intended to address each Cygnus Shareholder's individual needs or provide specific advice relating to Cygnus Shareholder's legal or financial positions. For more specific advice pertinent to your own circumstances please contact your legal, financial, taxation, or other suitably qualified professional adviser.

Questions	Answers
Overview of the Scheme	
Why have I received this Scheme Booklet?	This Scheme Booklet has been sent to you because you are a Scheme Shareholder and Scheme Shareholders are being asked to vote on a Scheme, which, if approved, will result in CAML acquiring all Cygnus Shares. This Scheme Booklet is intended to help you decide how to vote on the Scheme at the Scheme Meeting to allow the Scheme to proceed.
What is the Scheme?	The Scheme involves a scheme of arrangement between Cygnus and Scheme Shareholders. A scheme of arrangement is a statutory procedure that is commonly used in transactions which may result in a change of ownership or control of a company. On 2 June 2026, Cygnus announced that it had entered into the Scheme Implementation Deed, whereby it was proposed that CAML would acquire all of the Cygnus Shares. If the Scheme is approved and implemented, all Scheme Shares will be transferred to CAML and Cygnus will become a Subsidiary of CAML. Section 3 contains a summary of the Scheme.
What are the benefits of the Scheme?	The Cygnus Board believes that the advantages of the Scheme to Scheme Shareholders outweigh the disadvantages, having regard to a number of factors including the following: • The Independent Expert has concluded that the Scheme is fair and reasonable and hence in the best interests of Cygnus Shareholders in the absence of a superior alternative proposal emerging. • The Scheme allows Scheme Shareholders to receive value for their Scheme Shares at an attractive premium. • Implementation of the Scheme provides immediate exposure to a strong balance sheet and cash generating business that has a long continuous track record of paying dividends and reduces exposure to

For personal use only

Questions	Answers
	the risks associated with a single exploration / development project. • The Scheme Consideration provides Eligible Scheme Shareholders[17] with ongoing participation in the upside potential of the Chibougamau Project and Cygnus' other assets while providing commodity and project diversification. • The Scheme provides Eligible Scheme Shareholders the opportunity to become shareholders in a diversified AIM50 quoted vehicle with increased market presence, greater liquidity and enhanced scale. • The Combined Group will be run by a management team with extensive project development and operational experience. • Cygnus Shares might trade at a lower price if the Scheme is not implemented and no equivalent or Superior Proposal emerges. • Since the Scheme was announced on 2 June 2026 and as at the Last Practicable Date, no Superior Proposal has emerged. Further information regarding the advantages and reasons to vote in favour of the Scheme is set out in Section 1.3. Details regarding CAML and the effect of the Scheme are set out in Sections 5 and 8.1. As at the Last Practicable Date, the Cygnus Directors have an aggregate Relevant Interest in 30,169,842 Cygnus Shares equating to approximately 2.46% of Cygnus Shares. When considering how to vote on the Scheme Resolution, Cygnus Shareholders should have regard to the interests of all of the Cygnus Directors, including certain benefits that Executive Chairman David Southam will receive in connection with the Scheme, as set out in Section 10. If the Scheme is implemented, it is anticipated that Mr Ernest Mast (a current Cygnus Director) will be appointed as a Non-Executive Director of CAML which will entitle Mr Mast to non-executive director fees from CAML.
What are the potential disadvantages of voting in favour of the Scheme?	The Cygnus Board believes the potential disadvantages of the Scheme to Scheme Shareholders are as follows: • You may disagree with the Cygnus Directors' unanimous recommendation and/or the Independent Expert's conclusion and consider that the Scheme is not in your best interests. • You may prefer to participate in the future performance of the standalone Cygnus business.

[17] Other than Electing Selling Scheme Shareholders.

For personal use only

Questions	Answers
	• You may wish to maintain your investment profile. • You may consider that there is the potential for a Superior Proposal to emerge. • The exact value of the Scheme Consideration upon implementation of the Scheme is not certain. • The tax implications of the Scheme may not suit your current financial position or tax circumstances. • There are additional steps and processes to trade your New CAML Shares as compared to ready tradeability of Cygnus Shares you currently hold. Further information regarding the disadvantages and reasons to vote against the Scheme is set out in Section 1.4.
What will I receive if the Scheme is implemented?	If the Scheme is implemented, Eligible Scheme Shareholders will be entitled to 0.06 New CAML Shares for every one (1) Scheme Share held at the Record Date. If you are a Sale Facility Participant, you will not be issued with New CAML Shares. Instead, the New CAML Shares that would otherwise have been issued to you will be sold via the Sale Agent and dealt with in accordance with the procedure set out in Section 3.8. Further details of the Scheme Consideration are set out in Section 3.
Recommendations	
What do the Cygnus Directors recommend and what are their voting intentions?	The Cygnus Board unanimously recommends that all Cygnus Shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders. Section 1.2 sets out the matters which Cygnus Directors have had regard to in making their recommendation that Cygnus Shareholders vote in favour of the Scheme. Each of the Cygnus Directors intends to vote, or cause to be voted, all Cygnus Shares held or controlled by them in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders. The interests of Cygnus Directors are disclosed in Section 10.
What is the opinion of the Independent Expert?	The Independent Expert has considered the Scheme and has concluded that the Scheme Consideration is fair and reasonable and hence in the best interests of Cygnus Shareholders in the absence of a superior alternative proposal emerging.

For personal use only

Questions	Answers
	The Independent Expert's Report is set out in full in Annexure A.
Scheme meeting and implementation	
How will the Scheme be implemented?	The Scheme will be implemented by way of a scheme of arrangement between Cygnus and Scheme Shareholders, pursuant to which CAML will acquire all of the Scheme Shares and provide the Scheme Consideration to Scheme Shareholders. Implementation of the Scheme is subject to the satisfaction or waiver (if applicable) of the Conditions Precedent. Further details on how the Scheme will be implemented and the Conditions Precedent are set out in Sections 3 and 8.4(c).
When and where will the Scheme meeting be held?	The Scheme Meeting will be held in person at Level 39, 152-158 St Georges Terrace Perth 6000 on Friday, 18 September 2026 at 2.00pm (AWST). Cygnus Shareholders and their proxies, attorneys or corporate representatives will be able to attend the Scheme Meeting. Cygnus strongly encourages Scheme Shareholders to consider lodging directed proxy in the event they are not able to attend the Scheme Meeting. For more information see Section 3 and the Notice of Meeting in Annexure D.
Can I attend the Scheme meeting in person?	Yes, Cygnus Shareholders may attend the Scheme Meeting in person.
When will the Scheme become effective and be implemented?	Subject to satisfaction or waiver (if applicable) of any outstanding Conditions Precedent (which includes approval of the Court), it is expected that the Scheme will become Effective on Thursday, 24 September 2026. It is expected that the Scheme will be implemented on Monday, 5 October 2026. Further details about the timetable are set out under the heading "Important dates" at the front of this Scheme Booklet.
Have any Cygnus Shareholders stated an intention to vote in favour of the Scheme?	Yes. Each of Ocean Partners Holdings Limited, Equinox Partners Investment Management LLC, Symorgh Investments Pty Ltd and Gold Leaf Corporate Pty Ltd (together with each of their respective associates), which together, and as at the Last Practicable Date, hold approximately 28% of the Cygnus Shares on issue, have confirmed their intention to vote all Cygnus Shares they hold directly or indirectly as at the date of the Scheme Meeting, up to a maximum of 349,524,449 Cygnus Shares the subject of their respective voting intention statements, in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert concluding (and continuing to conclude) that the Scheme is in the best interests of

For personal use only

Questions	Answers
	Cygnus Shareholders. Ocean Partners Holdings Limited (together with its associates) in respect of its 156,201,460 Cygnus Shares, and Equinox Partners Investment Management LLC (together with its associates) in respect of 150,829,997 Cygnus Shares, have also confirmed that they will not dispose, or cause the disposal, of those Cygnus Shares until the earlier of, the date of the Scheme Meeting, or, the date that is four months from the date of their respective intention statement. In addition, CAML has entered into a call option deed (**Call Option Deed**) with Ocean Partners Holdings Limited and Ocean Partners UK Limited (together, **Ocean Partners**) in respect of their relevant interests in an aggregate 120,906,526 Cygnus Shares, representing as at the Last Practicable Date, approximately 9.85% of Cygnus Shares on issue. The Call Option Deed provides CAML with the right to acquire those Cygnus Shares held by Ocean Partners for 0.06 CAML Shares per Cygnus Share in certain circumstances. A summary of the Call Option Deed is set out in Section 5.16(a).
What happens if the Scheme does not proceed?	If the Scheme is not agreed to at the Scheme Meeting (or is agreed to at the Scheme Meeting but is not approved by the Court or any of the other conditions precedent to the Scheme becoming Effective are not satisfied or waived (if applicable) or the Scheme Implementation Deed is terminated), then the Scheme will not be Effective and will not be implemented. If the Scheme is not approved or does not become Effective, Cygnus will continue to operate as an independent ASX and TSXV listed company and intends to progress its business broadly in line with its existing strategy, including advancement of the Chibougamau Project, including ongoing drilling, project studies and development planning, subject to market conditions, funding availability and Board decisions. In these circumstances, Cygnus would continue to consider funding and development pathways for the Chibougamau Project on a standalone basis, including potential equity or debt funding, joint venture or strategic partnership arrangements, noting that there is no certainty that any such alternatives would be available on acceptable terms or at all. Further details are set out in Section 1.5.
What are the risks associated with an investment in Cygnus if the Scheme does not proceed?	If the Scheme is not approved and implemented, you will continue to be a Cygnus Shareholder and participate in the future financial performance of Cygnus' business and continue to be subject to the specific risks associated with Cygnus' business and other general risks. Details of these risks are set out in Section 7.

For personal use only

Questions	Answers
	Among other things, this will be subject to the performance of Cygnus' business from time to time, general economic conditions and the movement in the share market. The Scheme provides Cygnus Shareholders with the opportunity to avoid these risks and uncertainties and allows Cygnus Shareholders to fully exit their investment in Cygnus and receive value for their Scheme Shares at an attractive premium.
What will be the effect of the Scheme on Cygnus Shareholders?	If the Scheme is implemented: • Scheme Shareholders will transfer all of their Scheme Shares to CAML; • in consideration for the transfer of their Scheme Shares, each Scheme Shareholder (other than Sale Facility Participants) will receive the Scheme Consideration of 0.06 New CAML Shares for every one (1) Scheme Share held at the Record Date; • Cygnus will become a wholly-owned Subsidiary of CAML; and • CAML intends to procure that Cygnus applies to ASX for the removal of Cygnus from the official list of ASX with effect from the business day after the Implementation Date, pursuant to the requirements of the ASX. Cygnus has applied to the TSXV to delist the Cygnus Shares upon the completion of the Scheme. Following the Implementation Date, Cygnus will notify the TSXV of completion of the Scheme, and the TSXV will delist the Cygnus Shares from the TSXV, with effect on and from the close of trading on the business day after the Implementation Date (or such other date agreed in writing between Cygnus and CAML, acting reasonably and following consultation with the TSXV).. Further details are set out in Sections 3 and 8.
What are the legal differences between holding shares in Cygnus and holding shares in CAML?	CAML is incorporated under the laws of England and Wales, is quoted on AIM and may (if the proposed listing is successful) be listed on TSX. Accordingly, CAML is subject to foreign corporations and securities laws. It may be more difficult for shareholders to enforce their legal rights against CAML (which will be organised and managed outside Australia) than if CAML were organised, managed and resident solely in Australia. Additionally, the common law and statutory rights of shareholders under the laws of England and Wales may be more limited or less favourable than corresponding rights available to shareholders under Australian law. Material differences between the Australian and UK legal regimes include: • Cygnus (as an ASX-listed company) must give shareholders at least 28 days' notice of a shareholder meeting, whereas CAML only needs to give 21 clear

For personal use only

Questions	Answers
	days' notice for an annual general meeting and 14 clear days for other meetings; • Australian takeover laws trigger at 20% voting power, whereas the UK Takeover Code sets a higher threshold of 30%; • English law imposes statutory pre-emption rights, meaning existing shareholders must generally be offered new shares first pro-rata to their existing holdings, when a company issues shares for cash unless those rights are disapplied by special resolution; and • in Australia, disclosure of substantial shareholdings is required at 5% ownership. In the UK, the initial threshold is 3%. Annexure F provides a summary of the differences between the relevant laws as applicable to Cygnus and CAML.
What approvals are required at the Scheme meeting?	For the Scheme to be approved, votes in favour of the Scheme Resolution must be received from the following: • a majority in number (more than 50%) of Scheme Shareholders present and voting (either in person or by appointing a proxy, attorney or corporate representative to attend and vote at the Scheme Meeting) at the Scheme Meeting (unless the Court orders otherwise); • at least 75% of the total number of Cygnus Shares voted at the Scheme Meeting by Scheme Shareholders; and • a majority of the votes cast at the Scheme Meeting by Scheme Shareholders present or represented by proxy and entitled to vote at the Scheme Meeting, voting as a single class, on the basis of one vote per Scheme Share held, excluding for this purpose the votes required to be excluded by MI 61-101 (the Minority Approval Vote). To the knowledge of the directors of Cygnus, after reasonable inquiry, as of the Last Practicable Date, the votes attached to approximately 179,260,469 Scheme Shares beneficially owned or controlled or directed by Messrs. David Southam, Raymond Shorrocks, Ernest Mast and Brent Omland and Ocean Partners Holdings Limited, representing approximately 14.60% of the issued and outstanding Scheme Shares, will be excluded from the Minority Approval Vote. The actual number of votes to be excluded from the Minority Approval Vote will be determined on Wednesday, 16 September 2026 at 5.00pm (AWST).
Questions about voting	

For personal use only

Questions	Answers
How do I vote?	The Scheme Meeting will be held in person at Level 39, 152-158 St Georges Terrace Perth 6000 on Friday, 18 September 2026 at 2.00pm (AWST). You may appoint a proxy, corporate representative or attorney to vote at the Scheme Meeting on your behalf. See Section 3 and the Notice of Meeting in Annexure D for more information.
Who is entitled to vote at the Scheme meeting?	Scheme Shareholders on the Cygnus Register at 5.00pm (AWST) on Wednesday, 16 September 2026 will be entitled to vote at the Scheme Meeting. Further details about voting rights and procedures are set out in Section 3 and in the Notice of Meeting in Annexure D. In accordance with NI 54-101, Canadian beneficial shareholders as of the Canadian Beneficial Holder Record Date are entitled to receive notice of the Scheme Meeting and to provide instructions to vote at the Scheme Meeting. Please see Section 3.18 for further voting information for Canadian beneficial shareholders.
Is voting compulsory?	No, voting is not compulsory. However, your vote is important and you are encouraged to exercise your right to vote. Accordingly, the Cygnus Directors urge you to read this Scheme Booklet carefully and to vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders. If you cannot attend the Scheme Meeting, you should lodge your proxy by following the instructions on the proxy form. For further details regarding voting and submitting the proxy form for the Scheme Meeting, see Section 3 and the Notice of Meeting in Annexure D.
Will I be bound by the Scheme even if I vote against the Scheme?	If the Scheme becomes Effective, it will bind all Cygnus Shareholders, including those who voted against it and those who did not vote at all.
When will the result of the Scheme meeting be known?	The result of the Scheme Meeting will be available shortly after the conclusion of the Scheme Meeting and will be announced to the ASX and TSXV once available. Even if the Scheme Resolution is passed at the Scheme Meeting, the Scheme is subject to the approval of the Court.
Questions about CAML	
Who is CAML?	CAML is a base metals producer quoted on the AIM market of the London Stock Exchange, with a market capitalisation of approximately £281 (A$537) million[18] as at the Last Practicable Date.

[18] Based on GBP:AUD exchange rate of £1:A$1.9123.

For personal use only

Questions	Answers
	CAML's principal assets are the wholly-owned Kounrad operation in Kazakhstan and the wholly-owned Sasa zinc-lead mine in North Macedonia. CAML also owns two subsidiaries exploring for base metals in Kazakhstan: 80%-owned CAML Exploration Limited and 100%-owned CAML XD Limited, plus a 32.6% shareholding in Aberdeen Minerals Ltd, a privately-owned company exploring for base metals in northeast Scotland. Both of CAML's operations are in production with a strong production history. In 2025, the CAML Group recorded revenue of US$229.9 million, EBITDA of US$101.8 million at an EBITDA margin of 44% and strong cash flow generation with adjusted free cash flow of US$56.0 million in 2025, compared with US$65.7 million in 2024 (noting that a non-cash impairment charge resulted in an attributable net loss for 2025 of US$75.1 million which compares with an attributable net profit of US$51.2 million in 2024). Further details about CAML are set out in Section 5.
Why does CAML wish to acquire Cygnus?	The acquisition of Cygnus, and with it the Chibougamau Project, is consistent with CAML's strategy to strengthen its portfolio and diversify its cash flow beyond Kounrad and Sasa. CAML has confidence that it has the capabilities and financial strength to advance the Chibougamau Project towards a Final Investment Decision. Once in production, the Chibougamau Project has the potential to add meaningfully to CAML's annual copper-equivalent output and cash flows. The acquisition adds material near-term growth to CAML's portfolio, with a flagship development-stage copper-gold asset to complement existing operations, and additional resource upside potential from ongoing exploration at and around the Chibougamau deposits. Further details about CAML are set out in Section 5.
What are the intentions of CAML in relation to the business, assets and employees of Cygnus if the Scheme is implemented?	If the Scheme is implemented, CAML will become the holder of all Cygnus Shares on issue and Cygnus will become a wholly-owned subsidiary of CAML. If the Scheme is implemented, CAML intends to procure that Cygnus applies to ASX for the removal of Cygnus from the official list of ASX with effect from the business day after the Implementation Date, pursuant to the requirements of the ASX. Cygnus has applied to the TSXV to delist the Cygnus Shares upon the completion of the Scheme. Following the Implementation Date, Cygnus will notify the TSXV of completion of the Scheme, and the TSXV will delist the Cygnus Shares from the TSXV, with effect on and from the close of trading on the business day after the Implementation Date (or such other date agreed

For personal use only

Questions	Answers
	in writing between Cygnus and CAML, acting reasonably and following consultation with the TSXV). In connection with the implementation of the Scheme, CAML has applied to have its securities listed on the TSX. Listing is subject to the approval of the TSX in accordance with its original listing requirements. The TSX has not yet conditionally approved CAML's listing application and there is no assurance that the TSX will approve the listing application. The TSX listing is not a condition to the Scheme and the Scheme can proceed even if the TSX listing does not occur. At Chibougamau, CAML intends to complete an updated preliminary economic assessment (PEA). In parallel, CAML intends to continue to invest in the exploration potential of the land package that Cygnus holds and to undertake additional drilling at the Corner Bay, Cedar Bay and Golden Eye projects during the next 12 months. In addition, CAML intends to continue to work on sustainability related projects and initiate new workstreams including, but not limited to, environmental and social impact assessment baseline studies, tailings storage facility (TSF) and dry-stack tailings studies, and hydrogeological studies. If the Scheme is implemented, CAML would appraise Cygnus' Australian tenements and lithium projects in Canada, before deciding whether to retain, relinquish, or to divest, depending on perception of realisable value. Subject to normal regulatory requirements and approvals, it is CAML's intention to appoint Ernest Mast to the CAML Board to support continuity of management of the Chibougamau Project. Further, with the exception of its directors, it is CAML's intention to retain all Canada-based employees of the Cygnus Group related to the Chibougamau Project following implementation of the Scheme. Given CAML intends to relinquish Cygnus' ASX listing and that the Australian tenements would be non-core for the Combined Group, CAML currently does not envisage retaining any of the Australian-based employees of the Cygnus Group. Further details about CAML's intentions concerning Cygnus and its business, assets and employees are set out in Section 5.
Questions about your entitlement	
Who is entitled to receive the Scheme Consideration?	Only Scheme Shareholders, being persons registered as holders of Cygnus Shares on the Record Date (currently 5.00pm (AWST) on Monday, 28 September 2026), will be entitled to receive the Scheme Consideration.
Will I be required to pay broker fees or stamp duty?	No, you will not have to pay brokerage or stamp duty if your Cygnus Shares are acquired under the Scheme.

For personal use only

Questions	Answers
	In relation to the trading of New CAML Shares on AIM, Cygnus Shareholders should be aware that the rates and charges that will be payable by Cygnus Shareholders in relation to the operation of an appropriate securities trading account will vary depending on the stockbroker or platform, and such rates and charges may, or may not be significant in comparison to the value of your shareholding.
When and how will I be paid the Scheme consideration?	If all conditions precedent to the Scheme becoming Effective are satisfied or waived (as applicable), Scheme Shareholders (other than Sale Facility Participants) will be issued New CAML Shares on or about the Implementation Date, which is currently scheduled for Monday, 5 October 2026. Sale Facility Participants will receive their portion of the Sale Proceeds from the New CAML Shares attributable to them as soon as practicable following payment to CAML of the Sale Proceeds by the Sale Agent after the Implementation Date. If the Scheme Meeting is adjourned or the Effective Date is otherwise delayed, the timing of the issue of those New CAML Shares as Scheme Consideration will also be delayed.
Will I receive my New CAML Shares on the CAML Canadian or UK share register?	All New CAML Shares issued under the Scheme will be admitted to trading on AIM and may, subject to the satisfaction of the Canadian Exchange Conditions, be listed on the TSX. There can be no certainty that a listing on the TSX will be achieved, or as to the timing thereof. If CAML obtains final approval for a listing of its ordinary shares on the TSX (expected on or around the Implementation Date): • Eligible Scheme Shareholders (being Scheme Shareholders who are not Ineligible Foreign Shareholders) who are registered on the Australian principal share register or are registered as the direct holder of their Cygnus Shares on the Cygnus Canadian branch share register with a registered address outside Canada, who are not Electing Selling Scheme Shareholders, may, if they have suitable arrangements, submit a valid request to Cygnus Share Registry's Global Transaction team to request to remove transfer their Cygnus Shares from the Australian Register to the Canadian register (if applicable) and deposit these Cygnus Shares into CDS with to a CDS Participant prior to the Effective Date in order to receive their New CAML Shares on the CAML Canadian Register within CDS (tradeable on the TSX subject to the New CAML Shares being granted admission) rather than issued by default in certificated form on the CAML UK Register (tradeable on AIM), by following the instructions set out in

For personal use only

Questions	Answers
	Section 3.9(b), and subject to the satisfaction of Canadian Exchange Conditions. Default Scheme Shareholders (who are not Electing Selling Scheme Shareholders), will receive by default their New CAML Shares in certificated form on the CAML UK Register (tradeable on AIM), unless, if they have suitable broking arrangements, they elect to hold the New CAML Shares within CREST by validly completing a CREST Election Form in accordance with its instructions prior to the Election Cut-Off Date. Further details regarding the CREST Election are set out in Section 3.9. Eligible Scheme Shareholders (other than Electing Selling Scheme Shareholders), who are: (i) CDS Scheme Shareholders, will automatically be issued their New CAML Shares within CDS; or (ii) Canadian Scheme Shareholders, will automatically have their New CAML Shares issued on the CAML Canadian Register in certificated form. These New CAML Shares will be tradeable on the TSX rather than on the AIM, subject to the satisfaction of Canadian Exchange Conditions. New CAML Shares which are issued directly on the CAML Canadian Register, registered in a Canadian Scheme Shareholder's name, in certificated form should note a 1.5% UK Stamp duty will apply if the New CAML Shares are subsequently deposited into CDS. Eligible Scheme Shareholders who are registered on the Cygnus Canadian branch share register but do not have a registered address in Canada as at the Record Date, will receive their New CAML Shares on the CAML UK Register by default, unless prior to the Record Date they deposit their Cygnus Shares into an account within CDS. • CDS Scheme Shareholders may receive their New CAML Shares on the CAML UK Register held within CREST, as opposed to by default within CDS on the CAML Canadian Register by instructing their CDS Participant to withdraw their Cygnus Shares out of CDS onto the Cygnus Canadian branch share register into a directly registered shareholding and by validly completing and returning a CREST Election Form in accordance with its instructions prior to the Election Cut-Off Date. • Canadian Scheme Shareholders with suitable broking relationships may elect to receive their New CAML Shares on the CAML UK Register as opposed to the default CAML Canadian Register by validly completing and returning a CREST Election Form in accordance with its instructions prior to the Election Cut-Off Date.

For personal use only

Questions	Answers
	Further details regarding the CREST Election are set out in Section 3.9. • Scheme Shareholders who are an Ineligible Foreign Shareholder or an Electing Selling Scheme Shareholder are not entitled to make a CREST Election. Further details regarding the CREST Election are set out in Section 3.9. • Notwithstanding the above, Eligible Scheme Shareholders who are Canadian Scheme Shareholders or CDS Scheme Shareholders as at the Record Date, who are not Electing Selling Scheme Shareholders, will be issued by default New CAML Shares on the CAML UK Register, unless CAML obtains final approval for a listing of its ordinary shares on the TSX (expected on or around the Implementation Date).
In order to trade your New CAML Shares electronically on AIM you will need to establish a CREST account. How do I establish a CREST account?	As set out in Sections 3.9(c) and 6.5(d), if you wish to be able to trade your New CAML Shares on AIM electronically, then those New CAML Shares must be credited to a nominated CREST account. CREST is a computerised share transfer and settlement system enabling securities to be held in electronic uncertificated form and forms the basis of transaction settlement for shares listed on UK stock markets. If you wish to trade your New CAML Shares on AIM electronically but those New CAML Shares are not credited to your CREST account on Implementation, then you will need to send your share certificate (issued on implementation of the Scheme, and in the event a CREST Election was made but the CREST participant does not accept the delivery of the New CAML Shares) to your bank or stockbroker with a request that the holding be dematerialised into your bank or stockbroker's CREST account (effectively turning them into an electronic ownership interest capable of participating in CREST). Accordingly, holders of New CAML Shares wishing to sell all or some of their New CAML Shares on AIM electronically and who have not validly completed and returned a CREST Election Form in accordance with the instructions on the form prior to the Election Cut-Off Date, should contact their local bank or stockbroker. Eligible Scheme Shareholders who do not have a CREST account and wish to be able to trade their New CAML Shares on AIM electronically at, or shortly after, implementation of the Scheme, should contact their existing stockbroker for assistance, or if your existing stockbroker is unable to facilitate trades on AIM, you should take appropriate steps to identify and contact stockbrokers and certain share trading platforms that are able to execute AIM trades, and who may be able to provide you with advice and assistance in relation to the process for, and the likely time required in respect of,

For personal use only

	opening a CREST account. Scheme Shareholders should also be aware that the rates and charges that will be payable by Scheme Shareholders in relation to the operation of an appropriate securities trading account will vary depending on the stockbroker or platform, and such rates and charges may, or may not be significant in comparison to the value of your shareholding. If you are contacting stockbrokers or any other stockbroker or share trading platforms, they cannot give you any advice on the merits of the Scheme, nor give any financial, tax, investment or legal advice in connection with the Scheme. CDS Scheme Shareholders who wish to receive their New CAML Shares on the CAML UK Register held within CREST and tradeable on AIM electronically on implementation of the Scheme, as opposed to by default receiving their New CAML Shares within CDS on the CAML Canadian Register tradeable on TSX (subject to the grant of admission), will need to instruct their CDS Participant to withdraw their Cygnus Shares out of CDS onto the Cygnus Canadian branch share register into a directly registered shareholding and validly complete and return a CREST Election Form in accordance with its instructions prior to the Election Cut-Off Date. In the event a CDS Scheme Shareholder does not take these steps by the Election Cut-Off Date they will instead receive their New CAML Shares on the CAML Canadian Register and, in the event that the New CAML Shares are not granted admission to the TSX, they will instead receive their New CAML Shares on the CAML UK Register and will be issued a physical share certificate. Canadian Scheme Shareholders may elect to receive their New CAML Shares on the CAML UK Register as opposed to the default CAML Canadian Register by validly completing and returning a CREST Election Form in accordance with its instructions prior to the Election Cut-Off Date. In the event a Canadian Scheme Shareholder does not take these steps by the Election Cut-Off Date they will instead receive their New CAML Shares on the CAML Canadian Register and, in the event that the New CAML Shares are not granted admission to the TSX, they will instead receive their New CAML Shares on the CAML UK Register and will be issued a physical share certificate. Please note that not all Australian stockbrokers can be used to trade securities on AIM. If your existing stockbroker is unable to execute trades on AIM, you can contact Morgans at https://morgans.com.au/contact-us who may be able to assist in opening a CREST enabled broking account, and the dematerialisation of your holding into CREST. CAML has engaged Morgans to provide this service to Scheme Shareholders and Scheme Shareholders will not incur transaction costs associated with the opening of new accounts or dematerialisation of their CAML holdings into CREST for a period of 12 months from Implementation.

For personal use only

Questions	Answers
	See Section 3.11 for further information.
Can I sell my Cygnus Shares now?	You can sell your Cygnus Shares on-market at any time before the close of trading on the ASX and TSXV on the Effective Date. However, if you do so you will receive the prevailing on-market price set at the time of sale which may not be the same price as the Scheme Consideration and you may also be required to pay brokerage. Cygnus intends to apply to ASX and TSXV for Cygnus Shares to be suspended from official quotation on the ASX and TSXV from close of trading on the Effective Date. You will not be able to sell your Cygnus Shares on-market after that time.
What are the tax implications of the Scheme?	The tax implications of the Scheme for each Scheme Shareholder will depend on their personal circumstances. Section 9 of this Scheme Booklet provides a general description of the Australian tax consequences for Scheme Shareholders. However, as that information is general in nature and as each Scheme Shareholder's circumstances will vary, each Scheme Shareholder should obtain professional tax advice that is relevant to their particular circumstances. If CAML obtains final approval for a listing of its ordinary shares on the TSX, 1.5% UK stamp duty may be payable in certain limited circumstances, being where New CAML Shares are issued on the CAML Canadian Register but then subsequently deposited into CDS (see Section 6.6(i) for more). Please refer to Annexure H for further details with respect to certain Canadian federal income tax considerations.
Questions about conditions to be satisfied to allow the Scheme to proceed	
What are the key conditions to be satisfied before the Scheme can proceed?	As at the Last Practicable Date, there are a number of outstanding Conditions Precedent that will need to be satisfied or waived (if applicable) before the Scheme can become Effective. These conditions include: (a) receipt of specified Kazakhstan regulatory approval; (b) the Independent Expert does not change its conclusion that the Scheme is in the best interests of Cygnus Shareholders or withdraw its Independent Expert's Report before the Delivery Time on the Second Court Date; (c) Scheme Shareholders approving the Scheme at the Scheme Meeting by the Requisite Majorities; (d) Scheme Shareholders approving the Scheme at the Scheme Meeting by the Minority Approval Vote; (e) the Court approving the Scheme; (f) no Cygnus Prescribed Occurrence, Cygnus Regulated Event or Cygnus Material Adverse Change;

For personal use only

Questions	Answers
	(g) no CAML Prescribed Occurrence or CAML Regulated Event or CAML Material Adverse Change; (h) by the Delivery Time on the Second Court Date, the LSE has not indicated to CAML or any of its Representatives that it will not grant approval for the admission to trading on AIM of the New CAML Shares (other than approval being subject to the Scheme becoming Effective and satisfaction of customary admission conditions); (i) each Cygnus Optionholder has either exercised all of their Cygnus Options, entered into an agreement under which all of their Cygnus Options will be automatically exercised upon the Scheme becoming Effective, or entered into an Option Replacement Deed in respect of all of their Cygnus Options; and (j) Cygnus has taken all necessary action as contemplated by the Scheme Implementation Deed in respect of Cygnus Performance Rights and Cygnus Share Rights. These are not the only conditions. All the conditions that must be satisfied or waived are discussed in Section 8.4(c) and set out in full in the Scheme Implementation Deed. As at the Last Practicable Date, the Cygnus Directors are not aware of any reason why these conditions should not be satisfied or waived (where capable of waiver).
What other information is available?	This Scheme Booklet provides detailed information in relation to the Scheme that all Cygnus Shareholders should read. If you have any questions of a general nature or require further information, then you may refer to Cygnus' website at **www.cygnusmetals.com**, email Cygnus at **info@cygnusmetals.com** or call Cygnus' Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST). For more specific advice pertinent to your own circumstances please contact your legal, investment or other suitably qualified professional adviser.

For personal use only

3. Key Scheme Information

3.1 Overview

This outline identifies the key features of the Scheme and must be read in conjunction with the additional detailed information for Cygnus Shareholders set out in this Scheme Booklet and the annexures to it. You are urged to read this Scheme Booklet in its entirety.

On 2 June 2026, Cygnus announced to ASX that it had entered into the Scheme Implementation Deed with CAML under which it is proposed that CAML will acquire all of the issued Cygnus Shares by way of a Court-approved scheme of arrangement under Part 5.1 of the Corporations Act, in consideration for 0.06 New CAML Shares for every one (1) Cygnus Share held at the Record Date.

In accordance with the Scheme Implementation Deed, the Scheme and the Deed Poll, CAML will acquire all of the Scheme Shares in exchange for providing the Scheme Consideration to Scheme Shareholders (other than Sale Facility Participants, whose entitlements will be dealt with in accordance with the Sale Facility as described in Section 3.8). Each of Cygnus and CAML has agreed to the due and punctual performance of all of its respective obligations under or in connection with the Scheme Implementation Deed and the Scheme (in respect of Cygnus) and the Deed Poll (in respect of CAML), including the provision of the Scheme Consideration by CAML pursuant to the Deed Poll.

If the Scheme is implemented, CAML will acquire all of the Scheme Shares held by Cygnus Shareholders and Cygnus will become a wholly-owned subsidiary of CAML. CAML intends to procure that Cygnus applies to ASX for the removal of Cygnus from the official list of ASX with effect from the business day after the Implementation Date, pursuant to the requirements of the ASX. Cygnus has applied to the TSXV to delist the Cygnus Shares upon the completion of the Scheme. Following the Implementation Date, Cygnus will notify the TSXV of completion of the Scheme, and the TSXV will delist the Cygnus Shares from the TSXV, with effect on and from the close of trading on the business day after the Implementation Date (or such other date agreed in writing between Cygnus and CAML, acting reasonably and following consultation with the TSXV).

The Scheme is subject to various Conditions Precedent, including (among other things):

(a) approval by the Requisite Majorities of Cygnus Shareholders at the Scheme Meeting;

(b) approval by the Scheme Shareholders of the Scheme at the Scheme Meeting by the Minority Approval Vote;

(c) approval by the Court of the Scheme pursuant to section 411(4)(b) of the Corporations Act at the Second Court Date;

(d) an ordinary resolution of CAML Shareholders authorising the CAML Board to allot the New CAML Shares pursuant to the Scheme and grant the New CAML Options (as applicable), as required by the Companies Act 2006 of England and Wales;

(e) receipt of specified Kazakhstan regulatory approval;

(f) the Independent Expert concluding and continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders; and

(g) no Cygnus or CAML material adverse change, prescribed occurrence or regulated event arising (each as defined in the Scheme Implementation Deed).

A full description of the Conditions Precedent is set out in Section 8.4(c) and in Schedule 1 of the Scheme Implementation Deed.

As a condition precedent to the Scheme, before the Court hearing to approve the Scheme, each Cygnus Optionholder must have either: (i) exercised their Cygnus Options and received Cygnus Shares; (ii) entered into an agreement under which all of their Cygnus Options will be automatically exercised upon the Scheme becoming Effective; or (iii) agreed, to the extent their Cygnus Options are not exercised before the Record Date, to their Cygnus Options being transferred to CAML or cancelled in exchange for replacement options over the ordinary share capital of CAML on terms substantially equivalent to the Cygnus Option it replaces. Further details regarding the treatment of Cygnus Options are set out in Section 3.15.

Cygnus must also ensure that, prior to the Record Date, all Cygnus Performance Rights and Cygnus Share Rights will vest in accordance with their terms and, if applicable, be exercised, such that there are no Cygnus Performance Rights or Cygnus Share Rights on issue as at the Record Date. Further details regarding the treatment of Cygnus Performance Rights and Cygnus Share Rights are set out in Sections 8.6 and 8.8 respectively.

3.2 Key steps to implement the Scheme

All dates referred to in this Section 3.2 are indicative only. The actual dates on which events referred to in this Section 3.2 will occur will depend upon the time at which the Conditions Precedent are satisfied or, if applicable, waived. Cygnus has the right to vary all dates subject to the approval of CAML, the Court, ASX and TSXV where required. Any variation to the dates referred to in this Section 3.2 will be announced to ASX and TSXV and published on Cygnus' website.

(a) **Preliminary steps**

(i) **Scheme Implementation Deed**

On 2 June 2026, CAML and Cygnus executed the Scheme Implementation Deed under which, among other things, Cygnus agreed to propose the Scheme. A copy of the Scheme Implementation Deed is attached to the Cygnus announcement released to ASX on 2 June 2026 and a summary of its key terms (including the Conditions Precedent, exclusivity, termination rights, and break fees) is set out at Section 8.4.

(ii) **Deed Poll**

CAML has executed the Deed Poll in favour of the Scheme Shareholders. Subject to the Scheme becoming Effective, pursuant to the Deed Poll, CAML covenants in favour of Scheme Shareholders to perform all actions and obligations attributed to CAML under the Scheme and provide, or procure the provision of, the Scheme Consideration to each Scheme Shareholder. A copy of the Deed Poll is reproduced in Annexure C.

(b) **Scheme Meeting**

On Thursday, 13 August 2026, the Court ordered that Cygnus convene the Scheme Meeting to be held in person at Level 39, 152-158 St Georges Terrace Perth 6000 on Friday, 18 September 2026 commencing at 2.00pm (AWST) for the purpose of Scheme Shareholders voting on the Scheme Resolution. Instructions on how to vote at the Scheme Meeting (including how to appoint a proxy, attorney or corporate representative who may attend and vote on your behalf) are set out in the notes for the Notice of Meeting in Annexure D to this Scheme Booklet.

For personal use only

Votes cast in favour of the Scheme Resolution must be approved by the Requisite Majorities, being:

(i) (**Headcount Test**) a majority in number (more than 50%) of Scheme Shareholders present and voting (either in person or by appointing a proxy, attorney or corporate representative to attend and vote at the Scheme Meeting) at the Scheme Meeting (unless the Court orders otherwise); and

(ii) (**Voting Test**) at least 75% of the total number of Scheme Shares voted at the Scheme Meeting by Scheme Shareholders.

The Court has the power to approve the Scheme even if the Headcount Test has not been satisfied. For example, the Court may do so if there is evidence that the result of the vote has been unfairly influenced by activities such as security holding splitting. However, there is no guarantee that the Court will grant such a waiver.

In addition, for the Scheme to proceed, Scheme Shareholders must approve the Scheme at the Scheme Meeting by a simple majority of the votes cast by Scheme Shareholders present or represented by proxy and entitled to vote at the Scheme Meeting, excluding the votes of certain related persons required to be excluded in accordance with MI 61-101.

The passing of the Scheme Resolution is a condition of the Scheme becoming Effective and being implemented.

(c) **Second Court Hearing**

If the Scheme Resolution is approved by the Requisite Majorities of Scheme Shareholders at the Scheme Meeting and all other Conditions Precedent have been satisfied or remain capable of being satisfied, or waived (if applicable), Cygnus will apply to the Court for an order approving the Scheme. Each Cygnus Shareholder has the right to appear at Court at the hearing of the application by Cygnus for orders approving the Scheme. The Court has discretion as to whether to grant the orders approving the Scheme, even if the Scheme is agreed to by the Requisite Majorities of Scheme Shareholders.

(d) **Effective Date**

If the Court Order approving the Scheme is obtained, on or before 5:00pm (AWST) on the first Business Day following approval of the Scheme by the Court in accordance with section 411(4)(b) of the Corporations Act, Cygnus will lodge with ASIC an office copy of the Court Order. The date the office copy of the Court Order is lodged with ASIC will be the Effective Date. Cygnus intends to apply to ASX and TSXV for Cygnus Shares to be suspended from official quotation on the ASX and TSXV from close of trading on the Effective Date.

Once the Scheme becomes Effective:

(i) CAML will become bound to provide the Scheme Consideration in the manner contemplated by Section 3.2(e) below; and

(ii) subject to the provision of the aggregate Scheme Consideration by CAML as referred to in Section 3.2(e) below, Cygnus will become bound to take the steps required for CAML to become the holder of all Scheme Shares.

(e) **Implementation Date**

On the Implementation Date, currently anticipated to be Monday, 5 October 2026, the Scheme will be implemented by Cygnus and CAML undertaking the following steps:

For personal use only

For personal use only

(i) **Issue of New CAML Shares by CAML**

CAML must:

(A) on the Implementation Date, issue the New CAML Shares to the Scheme Shareholders who are entitled under the Scheme to receive New CAML Shares (other than Sale Facility Participants, whose entitlements will be dealt with in accordance with the Sale Facility as described in Section 3.8);

(B) by no later than the Implementation Date, procure that the name and address of each Scheme Shareholder who receives New CAML Shares is entered in the CAML share register; and

As soon as practicable after the Implementation Date, CAML will satisfy its obligations to provide (or procure the provision of) the Scheme Consideration by procuring that:

(A) where a valid CREST Election Form has been received by the Election Cut-Off Date, the relevant CREST accounts are credited with the New CAML Shares;

(B) if CAML is listed on the TSX, New CAML Shares will be issued:

i. for CDS Scheme Shareholders, indirectly through CDSX; or

ii. for Canadian Scheme Shareholders where a valid Sale Election Form or a CREST Election Form has not been received, in the name of that Scheme Shareholder on the CAML Canadian Register, or if a valid CREST Election Form has been received but not a Sale Election Form, the CREST account properly-specified in such form in the name of such Scheme Shareholder and which is recorded in the CAML UK Register as the holder of such New CAML Shares;

(C) in the case of each Sale Facility Participant, the CREST account of the Sale Agent is duly-credited with the number of New CAML Shares which such persons would have been entitled to receive pursuant to this Scheme; and

(D) in the case of all other Scheme Shareholders, including any Scheme Shareholders:

i. who hold their Scheme Shares on the Cygnus Canadian branch share register with a registered address outside of Canada;

ii. who have incorrectly completed, incorrectly submitted or otherwise incorrectly executed a CREST Election Form in accordance with the instructions therein; or

iii. in respect of whom the CREST Participant does not accept the delivery of the New CAML Shares),

a share certificate is sent to the registered address of each such Scheme Shareholder representing the number of New CAML Shares issued to the Scheme Shareholder pursuant to the Scheme – at the Scheme Shareholder's own risk, and the name

of such Scheme Shareholder is recorded in the CAML UK Register as the holder of such New CAML Shares.

(ii) **Transfer of all Scheme Shares to CAML**

Subject to the provision of the aggregate Scheme Consideration by CAML as referred to in paragraph (i) above, all of the Scheme Shares will be transferred to CAML by Cygnus and Cygnus will enter the name of CAML into the Cygnus Register in respect of all Scheme Shares.

(iii) **Sale Facility and CREST Election**

In respect of Sale Facility Participants, the New CAML Shares to which those persons would otherwise be entitled will be issued to the Sale Agent and dealt with in accordance with the Sale Facility described in Section 3.8.

Eligible Scheme Shareholders registered, on the Australian principal share register, or registered as the direct holder of their Cygnus Shares on the Cygnus Canadian branch share register with a registered address outside Canada, and who are not Electing Selling Scheme Shareholders and who wish to have their New CAML Shares issued on the CAML Canadian Register (which will be tradeable on the TSX subject to the New CAML Shares being granted admission) rather than be issued by default on the CAML UK Register (which will be tradeable on AIM electronically if credited to a CREST account)) may, if they have suitable arrangements, submit a valid request to Cygnus Share Registry's Global Transaction team to request to remove their Cygnus Shares to the Canadian register and deposit these Cygnus Shares into CDS with a CDS Participant prior to the Effective Date in accordance with the instructions set out in Section 3.9(b) and subject to CAML's formal admission to the TSX expected to occur on or around the date of implementation of the Scheme. If the New CAML Shares are not granted admission to the TSX, these holders will by default receive New CAML Shares on the CAML UK Register and will be issued a physical share certificate.

Notwithstanding the foregoing, Eligible Scheme Shareholders who are not Electing Selling Scheme Shareholders and are either Canadian Scheme Shareholders or CDS Scheme Shareholders will automatically, as applicable, have their New CAML Shares recorded within CDS or registered on the CAML Canadian Register (which will be tradeable on the TSX subject to the New CAML Shares being granted admission) rather than on the CAML UK Register (which will be tradeable on the AIM). If the Canadian Exchange Conditions are not satisfied, these holders will receive New CAML Shares on the CAML UK Register and will be issued a physical share certificate.

Eligible Scheme Shareholders, on the Australian principal share register, who wish for their CREST account to be credited with their New CAML Shares on the Implementation Date may do so by validly completing and submitting a duly executed CREST Election Form in accordance with the instructions set out on the form prior to the election closing time on 5.00pm (AWST), Thursday, 24 September. If the CREST participant does not accept the delivery of the New CAML Shares they will be issued in certificated form.

Eligible Scheme Shareholders who are not a CDS Scheme Shareholder, if they wish to, can only submit one of either a Sale Election Form (refer to Section 3.8 for further details) or a CREST Election Form (refer to Sections 3.9(c) and 3.11) (subject to eligibility). CDS Scheme Shareholders

For personal use only

For personal use only

will need to withdraw their Cygnus Shares out of CDS into a directly registered shareholding to submit a valid Sale Election Form or CREST Election Form prior to the Election Cut-Off Date to participate in the Sale Facility (subject to eligibility) or deposit their New CAML Shares with CREST (refer to Section 3.9(c)). The Sale Election Form and CREST Election Form will need to be submitted in accordance with their applicable instructions. Please refer to Section 3.12 for further details.

If an Eligible Scheme Shareholders validly submits a Sale Election Form, the instructions on this election form will be prioritised over any submitted CREST Election Form. A Sale Election Form or CREST Election Form which is submitted by a CDS Scheme Shareholder will be treated as invalid if the CDS Scheme Shareholder has failed to transfer their Cygnus Shares into a registered position prior to the Election Cut-Off Date.

Scheme Shareholders who are entitled to receive New CAML Shares under the proposed Scheme should refer to Sections 3.9 to 3.11 for further details in relation to the CREST Election process, and how they may be able to trade their New CAML Shares electronically on AIM (subject to eligibility), or on the TSX (subject to admission).

A Sale Election Form and CREST Election Form accompany this Scheme Booklet and can be obtained by contacting the Scheme Information line 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST).

3.3 Carefully read and consider this Scheme Booklet

This is an important document. You should read the information in this Scheme Booklet in its entirety before making a decision on how to vote at the Scheme Meeting. If you are in doubt as to what you should do, you should consult your legal, investment or other suitably qualified professional adviser.

3.4 Consider the reasons to vote for or against the Scheme

Refer to Section 1.3 for a discussion of the reasons to vote in favour of the Scheme and Section 1.4 for a discussion of the reasons you may wish to vote against the Scheme.

Answers to various frequently asked questions about the Scheme are set out in Section 2. If you have any additional questions in relation to this Scheme Booklet or the Scheme, please consult your financial, legal or other suitably qualified professional adviser or call the Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST).

3.5 Cygnus Directors' recommendation and opinion of the Independent Expert

The Cygnus Board unanimously recommends that, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders, you vote in favour of the Scheme at the Scheme Meeting. Subject to those qualifications, each Cygnus Director intends to vote or cause to be voted all Scheme Shares held or controlled by them in favour of the Scheme.

The Independent Expert has concluded that the Scheme Consideration is fair and reasonable and hence in the best interests of Cygnus Shareholders in the absence of a superior alternative proposal emerging.

As at the Last Practicable Date, the Cygnus Directors have an aggregate Relevant Interest in 30,169,842 Cygnus Shares equating to approximately 2.46% of Cygnus Shares.

When considering how to vote on the Scheme Resolution, Cygnus Shareholders should have regard to the interests of all of the Cygnus Directors, including certain contractual and other benefits that Executive Chairman David Southam will receive in connection with the Scheme, as set out in Section 10. Also outlined in Section 10 are contractual benefits that Mr Southam made the decision to voluntarily forgo before the Scheme Implementation Deed was announced on 2 June 2026.

If the Scheme is implemented, it is anticipated that Mr Ernest Mast (a current Cygnus Director) will be appointed as a Non-Executive Director of CAML which will entitle Mr Mast to non-executive director fees from CAML.

3.6 Scheme Consideration

If the Scheme becomes Effective and subject to the paragraphs below, Eligible Scheme Shareholders will receive 0.06 New CAML Shares for every one (1) Cygnus Share held on the Record Date.

If you are an Ineligible Foreign Shareholder, you will not be issued any New CAML Shares. Instead, the New CAML Shares that would otherwise have been issued to you will be sold by the Sale Agent and you will receive your portion of the Sale Proceeds (refer to Section 3.8 for further information).

If you are a Selling Scheme Shareholder (being a Scheme Shareholder, other than an Ineligible Foreign Shareholder, who holds equal to or less than 85,176 Cygnus Shares as at the Record Date), you may elect to have the New CAML Shares to which you would otherwise be entitled sold by the Sale Agent on your behalf, and you will receive your portion of the Sale Proceeds (refer to Section 3.8 for further information). Any Selling Scheme Shareholder who is a CDS Scheme Shareholder and who wishes to be treated as an Electing Selling Scheme Shareholder will need to withdraw such Cygnus Shares out of CDS into a registered shareholding prior to the Election Cut-Off Date in order to make an election to be treated as an Electing Selling Scheme Shareholder by validly completing and returning a Sale Election Form prior to the Election Cut-Off Date.

If a Selling Scheme Shareholder on the Australian principal share register holds one or more parcels of Cygnus Shares as trustee or nominee for, or otherwise on account of, another person, that Selling Scheme Shareholder may not make separate sale elections in respect of those parcels. If some of the underlying beneficiaries prefer to receive New CAML Shares, while others prefer to participate in the Sale Facility, the trustee or nominee must, prior to a Sale Election Form being submitted, establish separate and distinct holdings on the Cygnus Australian principal share register in respect of each parcel of Cygnus Shares in order to allow the trustee or nominee to make separate elections in respect of each parcel of Cygnus Shares. Accordingly, trustees and nominees should only provide one election form for each registered shareholding of Cygnus Shares.

A Sale Election Form previously submitted to the Cygnus Share Registry may be withdrawn by an Electing Selling Scheme Shareholder by returning a Sale Election Withdrawal Form in accordance with the instruction on the form so that it is received by the Election Cut-Off Date. If your valid withdrawal instructions are not received by the Election Cut-Off Date, your registered holding will be treated in accordance with your last valid Sale Election Form, the terms of the Sale Facility and the Scheme. A Sale Election Withdrawal Form can be requested by contacting the Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST).

For personal use only

For personal use only

All items and documents sent to, from, by or on behalf of Eligible Scheme Shareholders are sent entirely at the Eligible Scheme Shareholders' risk. Cygnus will determine in its sole discretion, all questions as to the correct completion of election forms, and time of receipt of such forms. Cygnus or the Cygnus Share Registry is not required to communicate with any Eligible Scheme Shareholder prior to making this determination. The determination of Cygnus will be final and binding on the Eligible Scheme Shareholder.

If you are a FRCGW Holder then the number of New CAML Shares that you would have received on implementation of the Scheme had you not been a FRCGW Holder will be reduced by the number of FRCGW Consideration Shares. The FRCGW Consideration Shares that would otherwise have been issued to you will be sold by the Sale Agent and you will receive your portion of the Sale Proceeds (refer to Section 3.8 for further information).

Where the calculation of the Scheme Consideration to be provided to a particular Scheme Shareholder would result in the Scheme Shareholder becoming entitled to a fraction of a New CAML Share, the fractional entitlement will be rounded as follows:

(a) if the fractional entitlement is less than 0.5, it will be rounded down to the nearest whole number of New CAML Shares; and

(b) if the fractional entitlement is 0.5 or more, it will be rounded up to the nearest whole number of New CAML Shares.

The details regarding fractional entitlements are set out in full in clause 7.4 of the Scheme (refer to Annexure B).

All New CAML Shares issued to Eligible Scheme Shareholders under the Scheme will rank equally in all respects with all existing CAML Shares on issue as at the Implementation Date. Refer to Section 5 for more information regarding the rights attaching to the New CAML Shares.

The implied value of the Scheme Consideration is A$0.176 per Cygnus Share, based on the closing price of £1.56 per CAML Share and an A$:£ exchange rate of A$1:£0.53 on 1 June 2026. The implied value of the Scheme Consideration will vary with fluctuations in the CAML Share price and the A$:£ exchange rate. Based on the closing price of CAML Shares on 6 August 2026 (being the Last Practicable Date), the implied value of the Scheme Consideration is A$0.175 per Cygnus Share.

3.7 Existing instructions to the Cygnus Share Registry

If not prohibited by law (and including where permitted or facilitated by relief granted by a Government Agency) and to the extent applicable, all instructions, notifications or elections by a Scheme Shareholder to Cygnus that are binding or deemed binding between the Scheme Shareholder and Cygnus relating to Cygnus or relevant Cygnus Shares will be deemed from the Implementation Date (except to the extent determined otherwise by CAML in its sole discretion), by reason of the Scheme, to be made by that Scheme Shareholder to CAML and to be a binding instruction, notification or election to, and accepted by, CAML in respect of the New CAML Shares issued to or for the benefit of that Scheme Shareholder until that instruction, notification or election is revoked or amended in writing addressed to the CAML Registry (as applicable). This includes instructions, notifications or elections relating to notices or other communications from Cygnus (including by email).

Eligible Scheme Shareholders who receive New CAML Shares should note that certain instructions, notifications and elections (including payment instructions) may not be carried over to the CAML share register, and such persons may be required to notify the CAML share registry of such preferences.

3.8 Sale Facility election

The New CAML Shares that would have been issued to Sale Facility Participants as Scheme Consideration (**Relevant CAML Shares**), will be issued by CAML to the Sale Agent.

Sale Facility Participants include Ineligible Foreign Shareholders, Electing Selling Scheme Shareholders and (in respect of the FRCGW Consideration Shares) FRCGW Holders.

Any Selling Scheme Shareholder who is a CDS Scheme Shareholder and who wishes to be treated as an Electing Selling Scheme Shareholder will need to withdraw such Cygnus Shares from CDS into a registered shareholding prior to the Election Cut-Off Date in order to make an election to be treated as an Electing Selling Scheme Shareholder by validly completing and returning a Sale Election Form prior to the Election Cut-Off Date.

Subject to compliance with all applicable laws, CAML will procure that, as soon as reasonably practicable and in any event not more than 30 trading days (on which the Relevant CAML Shares are capable of being traded on the AIM) after the Implementation Date, the Sale Agent:

(a) sells all the Relevant CAML Shares issued to the Sale Agent in such manner, or such financial market, at such price and on such other terms as the Sale Agent determines in good faith; and

(b) as soon as reasonably practicable and in any event no more than 10 Business Days after settlement of all the sales of Relevant CAML Shares by the Sale Agent, remits to CAML, or at CAML's direction, the total proceeds of those sales after deduction of any applicable commissions, fees, foreign exchange, currency conversion, stamp duty, brokerage, commission and other selling costs, taxes and charges of the Sale Agent incurred in connection with the sale of such Relevant CAML Shares (such net proceeds being the **Sale Proceeds**).

CAML will, promptly, and in any event within 10 Business Days, after the Sale Proceeds have been remitted by the Sale Agent, procure the payment, to each Sale Facility Participant such proportion of the Sale Proceeds (after deducting any applicable foreign exchange or currency conversion fees) to which that Sale Facility Participant is entitled, to be determined in accordance with the following formula:

$$A = \left(\frac{B}{C}\right) * D$$

A *is the amount of the Sale Proceeds to which the Sale Facility Participant is to be paid (rounded down to the nearest cent);*

B *is either: (i) the number of CAML Shares to which the Ineligible Foreign Shareholder or the Electing Selling Scheme Shareholder (as applicable) would otherwise have been entitled if they had not been an Ineligible Foreign Shareholder or an Electing Selling Scheme Shareholder; or (ii) for a FRCGW Holder, the number of FRCGW Consideration Shares, which in either case were issued to the Sale Agent for sale;*

C *is the total number of Relevant CAML Shares which were instead issued to the Sale Agent; and*

D *is the Sale Proceeds, provided that if the amount is to be paid to a FRCGW Holder, 'D' will be reduced by any amount remitted or required to be remitted to the Australian Federal Commissioner of Taxation.*

CAML will:

For personal use only

(a) if a Scheme Shareholder has, before the Record Date, made a valid election in accordance with the requirements of the Cygnus Share Registry to receive dividend payments from Cygnus by electronic funds transfer to a bank account nominated by the Scheme Shareholder, pay or procure the payment of, the relevant amount in Australian currency by electronic means in accordance with that election;

(b) pay or procure the payment of, the relevant amount in Australian currency by electronic means to a bank account nominated before the Record Date by the Scheme Shareholder before the Record Date by an appropriate authority from the Scheme Shareholder to Cygnus;

(c) if the Scheme Shareholder has, before the Record Date, validly elected to receive payments electronically in their local currency using the Cygnus Share Registry's Global Wire Payment Service, pay, or procure the payment of, the relevant amount in the relevant currency by the Global Wire Payment Service; or

(d) dispatch, or procure the dispatch of, a cheque for the relevant amount in Australian currency (or Canadian currency in respect of a Canadian Scheme Shareholder) to the Scheme Shareholder by prepaid post to their registered address as at the Record Date (provided that the Scheme Shareholder's registered address is not in a country where cheques are not accepted, in which case the payment may be held, without interest, until a valid bank account has been provided), such cheque being drawn in the name of the Scheme Shareholder,

in each case after deducting any applicable foreign exchange or currency conversion fees.

Interest will not be paid on the pro rata cash amount paid to Sale Facility Participants. The payment of the pro rata cash amount will be in full satisfaction of the rights of Sale Facility Participants under the Scheme. None of CAML, Cygnus or the Sale Agent give any assurances or representations as to the price that will be achieved for the sale of Relevant CAML Shares under the Sale Facility or the amount to be received by Sale Facility Participants. The proceeds received by Sale Facility Participants will depend on the price at which each Relevant CAML Share can be sold by the Sale Agent at the relevant time and the amount of any applicable commissions, fees, foreign exchange, currency conversion, stamp duty, brokerage, commission and other selling costs, taxes and charges incurred in connection with the sales under the Sale Facility.

Accordingly, the cash amount received by the Sale Facility Participants may be different (either more or less) than the value of the Scheme Consideration that they would have received if they were not a Sale Facility Participant.

The following information is also provided, as relevant to certain relief provided by ASIC (detailed in Section 10.7(c)):

(a) the Sale Facility is open for lodgement of duly completed Sale Election Forms by Selling Scheme Shareholders until 5:00pm (AWST) on Thursday, 24 September (or such other date and time as agreed to by CAML and Cygnus);

(b) the market price of New CAML Shares is subject to change from time to time;

(c) up-to-date information on AIM market price of CAML Shares can be obtained at https://www.londonstockexchange.com/stock/CAML/central-asia-metals-plc/company-page;

(d) please refer to the information above in this Section 3.8 (and in clause 7.8 of the Scheme attached at Annexure B) about other significant characteristics and features of the Sale Facility and of the rights and obligations of Sale Facility Participants, such as:

For personal use only

(i) the deduction of applicable commissions, fees, foreign exchange, currency conversion, stamp duty, brokerage, commission and other selling costs, taxes and charges incurred in connection with the sales under the Sale Facility; and

(ii) how the net proceeds of sale of New CAML Shares disposed of through the Sale Facility will be allocated between Sale Facility Participants;

(e) the cash amount received by the Sale Facility Participants will likely be less than the actual price that is received by the Sale Agent for the New CAML Shares (due to the deduction of commissions, currency conversion and other selling costs, taxes and charges incurred in connection with the sales under the Sale Facility);

(f) Ineligible Foreign Shareholders are not able to opt-out of participating in the Sale Facility (as all of their allocation of New CAML Shares will be issued to the Sale Agent – to be sold pursuant to the Sale Facility);

(g) FRCGW Holders are not able to opt-out of participating in the Sale Facility (as all of their applicable FRCGW Consideration Shares will be issued to the Sale Agent – to be sold pursuant to the Sale Facility); and

(h) Selling Scheme Shareholders can choose whether or not they participate in the Sale Facility (but if they participate, then all of their allocation of New CAML Shares will be issued to the Sale Agent - to be sold pursuant to the Sale Facility). Please refer to Section 3.6 for further information.

3.9 Register Determination and Election (UK or Canada)

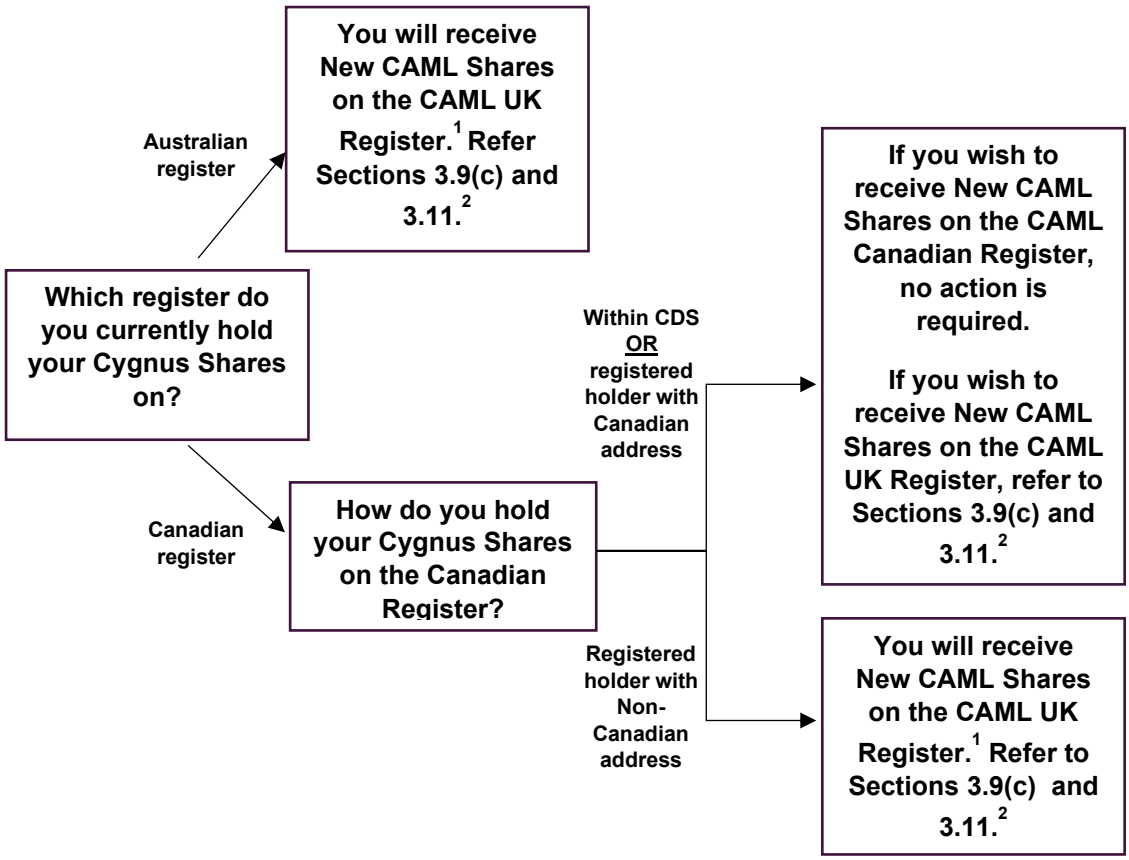
(a) **General**

Whether you intend to vote in favour of, or against, the Scheme, if you are an Eligible Scheme Shareholder, you should consider whether, subject to eligibility, you would like to hold any New CAML Shares you receive as Scheme Consideration at implementation of the Scheme on the CAML Canadian Register (which will be tradeable on the TSX subject to the New CAML Shares being granted admission) or on the CAML UK Register (which will be tradeable on AIM).

How you hold your Scheme Shares on the Record Date will determine whether you will receive New CAML Shares on the CAML Canadian Register (which will be tradeable on the TSX subject to the New CAML Shares being granted admission) or on the CAML UK Register (which will be tradeable on AIM).

Please see the below diagram to assist in determining eligibility and the relevant steps which should be undertaken to receive your New CAML Shares on the CAML UK Register, or the CAML Canadian Register (subject to New CAML Shares being granted admission to the TSX).

For personal use only



1. If you wish to receive New CAML Shares on the CAML Canadian Register, refer to Section 3.9(b).

2. If you do not complete a CREST Election Form, you will receive a share certificate registered in your name which evidences your new holding of New CAML Shares.

If you hold your Scheme Shares on the Cygnus Canadian branch share register at the Record Date:

(i) indirectly through a CDS Participant (effectively a broker with Canadian securities exchange trading ability, who will be able to facilitate trading in New CAML Shares on the TSX) (**CDS Scheme Shareholder**); or

(ii) directly as a registered holder with a Canadian registered address (**Canadian Scheme Shareholder**),

subject to you being an Eligible Scheme Shareholder who is to receive New CAML Shares under the Scheme, you will receive your New CAML Shares on the CAML Canadian Register (which will be tradeable on the TSX subject to the New CAML Shares being granted admission). If the New CAML Shares are not granted admission on TSX you will by default receive New CAML Shares on the CAML UK Register and will be issued a physical share certificate. For further information on how Eligible Scheme Shareholders can receive their New CAML Shares on the CAML Canadian Register (subject to the New CAML Shares being granted admission to the TSX), please refer to Sections 3.9(b) and 3.10 below.

All other Eligible Scheme Shareholders who are to receive New CAML Shares under the Scheme (including those who hold their Scheme Shares on the Australian principal register or as a registered holder on the Cygnus Canadian branch share register with a registered address outside Canada) will by default receive New CAML Shares on the CAML UK Register, which will be tradeable on AIM. For further

For personal use only

For personal use only

information on how Eligible Scheme Shareholders can receive their New CAML Shares traded on AIM, please refer to Sections 3.9(c) and 3.11 below.

Please note that, in order to trade your New CAML Shares on AIM electronically (which is by far the most common position) on or after Implementation, you will need to hold your New CAML Shares in a CREST account. Please refer to Sections 3.11 and 6.5(d) for further details.

Eligible Scheme Shareholders who are not a CDS Scheme Shareholder, if they wish to, can only submit one of either a Sale Election Form (refer to Section 3.8 for further details) or a CREST Election Form (refer to Sections 3.9(c) and 3.11) (subject to eligibility).

If you are a CDS Scheme Shareholder and wish to participate in the Sale Facility (subject to eligibility) or deposit your New CAML Shares within CREST you will need to withdraw your Cygnus Shares from CDS into a directly registered shareholding (refer to Section 3.9(c)) and validly complete and submit a Sale Election Form (subject to eligibility) or CREST Election Form prior to the Election Cut-Off Date in accordance with their applicable instructions. Please refer to Section 3.12 for further details.

If after reading Sections 3.9, 3.10, 3.11, 3.12 the CREST Election Form and this Scheme Booklet you still have any questions about the CAML UK Register and CAML Canadian Register determination process, or would like to request an additional CREST Election Form, please contact Cygnus' Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST).

(b) **CAML Canadian Register Determination Steps**

If you do not already fall into either of the categories set out in Section 3.9(a)(i) (CDS Scheme Shareholder) or 3.9(a)(ii) (Canadian Scheme Shareholder) above, and will accordingly by default receive New CAML Shares in certificated form on the CAML UK Register (which will be tradeable on AIM) but would instead like to be issued New CAML Shares listed on the CAML Canadian Register (which will be tradeable on the TSX subject to the New CAML Shares being granted admission) with a CDS Participant, you will need to, if you have suitable arrangements, prior to the Effective Date, submit a valid request to Cygnus Share Registry's Global Transaction team to request to move your Cygnus Shares from the Australian Register to the Canadian register (if applicable) and deposit these Cygnus shares into CDS with a CDS Participant.

Unless you follow the process above to transfer your existing Cygnus Shares with a CDS Participant prior to the Record Date, if you are an Eligible Scheme Shareholder who will be, as at the Record Date, the registered holder of Scheme Shares on the Cygnus Canadian branch share Register with a registered address outside Canada, you will receive your New CAML Shares on the CAML UK Register by default.

Subject to Implementation of the Scheme, and the New CAML Shares being granted admission to the TSX, CDS Scheme Shareholders and Canadian Scheme Shareholders are not required to do anything in order to receive their New CAML Shares on the CAML Canadian Register.

IMPORTANT: IF YOU ARE AN ELIGIBLE SCHEME SHAREHOLDER WHO BY DEFAULT WILL RECEIVE NEW CAML SHARES ON THE CAML UK REGISTER AT IMPLEMENTATION AND WOULD INSTEAD LIKE TO TRADE YOUR NEW CAML SHARES ON OR SHORTLY AFTER AND SUBJECT TO THE LISTING OF

CAML ON THE TSX, YOU SHOULD TAKE THE STEPS SET OUT ABOVE IN THIS SECTION 3.9(b) (AS APPLICABLE).

If the New CAML Shares are not granted admission on TSX and you are entitled to receive New CAML Shares, you will by default receive your New CAML Shares on the CAML UK Register and will be issued a physical share certificate regardless of how you hold your Scheme Shares or if you have submitted a CREST Election Form.

(c) **CAML UK Register Determination Steps**

Eligible Scheme Shareholders who are not a CDS Scheme Shareholder or a Canadian Scheme Shareholder (**Default Scheme Shareholder**) will by default be issued New CAML Shares on the CAML UK Register with a share certificate registered in their name which evidences their new holding of New CAML Shares.

If a Default Scheme Shareholder wishes to be able to trade their New CAML Shares on AIM electronically on or after Implementation, they will need to hold their New CAML Shares in a CREST account which will require:

(i) validly completing and returning a CREST Election Form, in respect of all the New CAML Shares issued under the Scheme, in accordance with the instructions on the form prior to the Election Cut-Off Date; or

(ii) sending their share certificate (following receipt) in respect to their New CAML Shares to their bank or stockbroker with a request that the holding be dematerialised into their bank or stockbroker's CREST account (effectively turning them into an electronic ownership interest capable of participating in CREST).

Default Scheme Shareholders who validly complete and return a CREST Election Form prior to the Election Cut-Off Date will not be issued with a share certificate in respect of their New CAML Shares unless the CREST participant fails to accept the delivery of your New CAML Shares to CREST, in which case you will be issued with a share certificate in respect of your New CAML Shares registered on the CAML UK Register.

If you are a CDS Scheme Shareholder or a Canadian Scheme Shareholder and would like to instead receive your New CAML Shares on the CAML UK Register, which will be tradeable on AIM, you will need to take the following steps prior to the Election Cut-Off Date:

(i) if you are a CDS Scheme Shareholder, you will need to contact your CDS Participant and instruct them to withdraw your Cygnus Shares our of CDS onto the Cygnus Canadian share register into a directly registered position; and

(ii) you will need to validly complete and return a CREST Election Form in accordance with the instructions set out on the form.

IMPORTANT: IF YOU ARE A CDS SCHEME SHAREHOLDER OR A CANADIAN SCHEME SHAREHOLDER WHO BY DEFAULT WILL RECEIVE NEW CAML SHARES ON THE CAML CANADIAN REGISTER ON OR AROUND IMPLEMENTATION (SUBJECT TO THE LISTING OF CAML ON THE TSX) AND WOULD INSTEAD LIKE TO TRADE YOUR NEW CAML SHARES ON AIM, YOU SHOULD TAKE THE STEPS SET OUT ABOVE IN SECTION 3.9(c) (AS APPLICABLE).

For personal use only

For personal use only

If a Default Scheme Shareholder holds one or more parcels of Cygnus Shares as trustee or nominee for, or otherwise on account of, another person, that Default Scheme Shareholder may not make separate CREST elections in respect of those parcels. If some of the underlying beneficiaries prefer to receive New CAML Shares in certificated form on the CAML UK Register, while others prefer to receive them in CREST, the trustee or nominee must, prior to a CREST Election Form being submitted, establish separate and distinct holdings on the Cygnus Australian principal share register in respect of each parcel of Cygnus Shares in order to allow the trustee or nominee to make separate elections in respect of each parcel of Cygnus Shares. Accordingly, trustees and nominees should only provide one CREST Election Form for each registered shareholding of Cygnus Shares.

A CREST Election Form has been provided to you with this Scheme Booklet. A CREST Election Form can also be obtained by contacting the Scheme Information line 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST).

A CREST Election Form previously submitted to the Cygnus Share Registry may be withdrawn by an Eligible Scheme Shareholder (other than a CDS Scheme Shareholder) by returning a CREST Election Withdrawal Form in accordance with the instruction on the form so that it is received by the Election Cut-Off Date. If your valid withdrawal instructions are not received by the Election Cut-Off Date, your registered holding will be treated in accordance with your last valid CREST Election Form, the terms of the CREST Election process and the Scheme. A CREST Election Withdrawal Form can be requested by contacting the Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST).

For further details on how Eligible Scheme Shareholders can open a CREST account and dematerialise their New CAML Shares to facilitate their sale on AIM, please refer to Sections 3.11 and 6.5(d) below.

3.10 Holding and trading New CAML Shares on the TSX

(a) Canadian Depository for Securities

The Canadian Depository for Securities (**CDS**) operates the clearing and settlement system (**CDS Settlement System**) which facilitates the settlement of trades in shares of companies listed on the TSX, which subject to the New CAML Shares being listed on the TSX on or around Implementation, will be the case with CAML. This is similar to the Clearing House Electronic Subregister System (**CHESS**) operated in Australia by ASX Settlement, which is the system through which brokers (who are CHESS participating organisations) can give effect to trading orders of their clients in relation to shares in ASX listed companies.

CDS Participants are brokers or other financial institutions who participate in the CDS Settlement System (**CDS Participants**). Some brokers who are CHESS participants may also be CDS Participants, or may have associations with CDS Participants, through which the broker can facilitate custody and trading services in respect of TSX listed shares on behalf of their clients. If Eligible Scheme Shareholders wish to hold New CAML Shares through a CDS Participant, either from Implementation or after Implementation and subject to the TSX granting admission to the New CAML Shares on the TSX, they will need to ensure they have correctly followed the steps set out in Section 3.9(b) above.

If your existing broker is unable to participate in the CDS Settlement System, i.e. they are not a CDS Participant, you can contact Morgans at

For personal use only

https://morgans.com.au/contact-us who may be able to assist in facilitating custody and trading services in respect of your New CAML Shares listed on the TSX (subject to the TSX granting admission to the New CAML Shares). CAML has engaged Morgans to provide this service to Scheme Shareholders and Scheme Shareholders will not incur transaction costs associated with the opening of new accounts for the facilitation of custody and trading services on the TSX for a period of 12 months from Implementation.

A 1.5% UK Stamp duty will apply if the New CAML shares held in certificated form are subsequently deposited into CDS. For further details on UK stamp duty please refer to Section 6.6(i).

CDS Participants may charge brokerage fees, commissions and other costs. Scheme Shareholders should undertake their own enquiries, with their existing broker or otherwise, to identify a CDS Participant who is suitable for them if they have not done so already.

Unlike CHESS, where (in most instances) shareholders in ASX listed companies hold legal title to their shares and have their details directly entered into the register of shareholders of the relevant company, in connection with the CDS Settlement System:

(i) all shares which are held through CDS and available for trading on the TSX are legally registered in the name of CDS & Co, as nominee for CDS; and

(ii) CDS creates and issues “book-entry” interests in respect of those shares held by CDS & Co to a CDS Participant, and each CDS Participant will create further records of the “book-entry” interests held by them for their underlying clients.

Whilst it is possible to hold shares directly in a company listed on a Canadian exchange and not through the CDS Settlement System, this has a number of consequences including:

(iii) it may be very difficult to transfer the shares, with Canadian operational processes including a requirement for transfers outside of the CDS Settlement System to be accompanied by a medallion signature guarantee from an authorised bank or broker, and costs are likely to be incurred in obtaining a medallion signature guarantee; and

(iv) there may be negative tax and stamp duty consequences associated with holding and transferring the shares.

For further details, see Section 3.10(c) below.

(b) **CDS Application to New CAML Shares**

In accordance with the arrangements described above, which is customary practice for companies listed on a Canadian securities exchange including the TSX, all New CAML Shares issued under the Scheme on the CAML Canadian Register will be, in respect of an Eligible Scheme Shareholder who is not an Electing Selling Scheme Shareholder:

(i) holding their Scheme Shares on the Cygnus Canadian branch share register via a CDS Participant and who has followed the steps set out in Section 3.9(b) (if applicable), initially registered in the name of CDS & Co in respect of their New CAML Shares, as nominee for CDS; or

(ii) who is the registered holder of their Scheme Shares on the Cygnus Canadian branch share register with a Canadian registered address, issued directly and will be sent a share certificate (or a direct registration system statement, as applicable) in the name of the Eligible Scheme Shareholder in respect of their New CAML Shares.

The above CDS arrangements will allow Eligible Scheme Shareholders the opportunity to have a CDS Participant hold TSX listed New CAML Shares on their behalf on and from Implementation as opposed to, holding TSX listed New CAML Shares outside of the CDS Settlement System, i.e. directly (for further details on the consequences of holding TSX listed New CAML Shares directly, see Section 3.10(a) above). In any event, as CAML is a UK incorporated company subject to UK law, only Canadian Scheme Shareholders will be allowed to directly hold their New CAML Shares on the CAML Canadian Register.

Furthermore, in respect of New CAML Shares held through CDS Participants, these arrangements will enable New CAML Shares to be easily traded on the TSX to be settled through the CDS Settlement System (subject to available liquidity).

(c) **Canadian Scheme Shareholders**

If as at the Record Date you are a Canadian Scheme Shareholder, subject to the New CAML Shares being granted admission to the TSX, you will be issued New CAML Shares on the CAML Canadian Register (tradeable on the TSX), or, in the event the New CAML Shares are not granted admission to the TSX, on the CAML UK Register (tradeable on AIM).

If you are Canadian Scheme Shareholder as at the Record Date and you do not elect to receive your New CAML Shares on the CAML UK Register in accordance with Section 3.9(c) above, you will be issued a share certificate (or direct registration system statement, if applicable) in respect to your New CAML Shares registered in your name on the CAML Canadian Register. If you are a Canadian Scheme Shareholder as at the Record Date and you elect to receive your New CAML Shares on the CAML UK Register in accordance with Section 3.9(c) above, unless you have validly submitted a CREST Election Form in accordance with the terms of the form prior to the Election Cut-Off Date and your CREST participant accepts your New CAML Shares on your behalf, you will be issued a share certificate in respect to your New CAML Shares registered in your name on the CAML UK Register.

3.11 Establishing a CREST account

As set out in Sections 3.9(c) and 6.5(d), if you wish to be able to trade your New CAML Shares on AIM electronically, then those shares must be credited to a nominated CREST account. CREST is a computerised share transfer and settlement system enabling securities to be held in electronic uncertificated form and forms the basis of transaction settlement for shares listed on UK stock markets.

If you wish to trade your New CAML Shares on AIM electronically but those shares are not credited to your CREST account on Implementation, then you will need to send your share certificate (issued on Implementation) to your bank or stockbroker with a request that the holding be dematerialised into your bank or stockbroker's CREST account (effectively turning them into an electronic ownership interest capable of participating in CREST). Accordingly, holders of New CAML Shares wishing to sell all or some of their shares on AIM and who have not validly completed and returned a CREST Election Form in accordance with the instructions on the form prior to the Election Cut-Off Date, should contact their local bank or stockbroker.

For personal use only

For personal use only

Eligible Scheme Shareholders who do not have a CREST account and wish to be able to trade their New CAML Shares on AIM electronically at, or shortly after, implementation of the Scheme, should contact their existing stockbroker for assistance, or if your existing stockbroker is unable to facilitate trades on AIM, you should take appropriate steps to identify and contact stockbrokers and certain share trading platforms that are able to execute AIM trades, and who may be able to provide you with advice and assistance in relation to the process for, and the likely time required in respect of, opening a CREST account. Scheme Shareholders should also be aware that the rates and charges that will be payable by Scheme Shareholders in relation to the operation of an appropriate securities trading account will vary depending on the stockbroker or platform, and such rates and charges may, or may not be significant in comparison to the value of your shareholding. If you are contacting stockbrokers or any other stockbroker or share trading platforms, they cannot give you any advice on the merits of the Scheme, nor give any financial, tax, investment or legal advice in connection with the Scheme.

Please note that not all Australian stockbrokers can be used to trade securities on AIM. If your existing stockbroker is unable to execute trades on AIM, you can contact Morgans at https://morgans.com.au/contact-us who may be able to assist in opening a CREST enabled broking account, and the dematerialisation of your holding into CREST. CAML has engaged Morgans to provide this service to Scheme Shareholders and Scheme Shareholders will not incur transaction costs associated with the opening of new accounts or dematerialisation of their CAML holdings into CREST for a period of 12 months from Implementation.

Eligible Scheme Shareholders (who are not CDS Scheme Shareholders) who wish to receive their New CAML Shares tradeable on AIM electronically as at or shortly after the Implementation Date and who currently have, or will have prior to the Election Cut-Off Date, a CREST account, should ensure they validly complete and return a CREST Election Form in accordance with the instructions on the form, prior to the Election Cut-Off Date.

CDS Scheme Shareholders who wish to receive their New CAML Shares tradeable on AIM electronically as at or shortly after the Implementation Date will, prior to the Election Cut-Off Date need to contact their CDS Participant to arrange for the transfer of their Cygnus Shares to a directly registered position and ensure they validly complete and return a CREST Election Form in accordance with the instructions on the form.

Scheme Shareholders should consider these arrangements carefully and, to avoid or minimise any delay between the Implementation Date and the date on which the New CAML Shares may be capable of being traded on AIM, Scheme Shareholders may wish to ensure those arrangements are put in place as soon as possible (i.e. before the Implementation Date).

Holders of New CAML Shares are urged to consult their legal and financial advisors to ensure that the resale of their securities complies with applicable securities legislation.

3.12 Election Form Priority

Eligible Scheme Shareholders, if they wish to, can only submit one of either a Sale Election Form or a CREST Election Form (subject to eligibility).

The Sale Election Form or CREST Election Form will need to be completed and submitted (as applicable) in accordance with their instructions.

CDS Scheme Shareholders need to move their Cygnus Shares from CDS into a registered position prior to the Election Cut-Off Date if they intend to submit a Sale Election Form or CREST Election Form.

If an Eligible Scheme Shareholders validly submits a Sale Election Form, the instructions on this election form will be prioritised over any submitted CREST Election Form (subject to eligibility).

3.13 Foreign Resident Capital Gains Withholding Tax

In broad terms, in respect of any Scheme Shareholders who are FRCGW Holders, CAML shall be entitled to withhold from the Scheme Consideration due to that shareholder the relevant amount on account of Australia's Foreign Resident Capital Gains Withholding Tax regime. To achieve this, CAML will be permitted by the terms of the Scheme to deduct from the Scheme Consideration due to the shareholder that number of New CAML Shares required to be sold in order to satisfy the FRCGW Amount (taking into account potential fluctuations in the price of CAML Shares) and issuing those New CAML Shares to the Sale Agent for sale under the Sale Facility.

Further information regarding the current FRCGW law can be found in Section 9, which contains a general summary of the Australian tax consequences of the Scheme for certain Australian and foreign resident Cygnus Shareholders (also see the references to FRCGW Holders in Section 3.8).

3.14 Cygnus Performance Rights

As at the Last Practicable Date, there are 78,221,706 Cygnus Performance Rights on issue.

Vesting of a Cygnus Performance Right is subject to the satisfaction of the relevant vesting conditions during the prescribed performance period. As at the Last Practicable Date, 49,435,873 Cygnus Performance Rights have already vested due to shareholder approved performance criteria being satisfied and 28,785,833 Cygnus Performance Rights remain unvested.

Under the Scheme Implementation Deed it is a condition to implementation of the Scheme that Cygnus must ensure that, prior to the Record Date, all Cygnus Performance Rights either (a) vest and if applicable are exercised and the resulting Cygnus Shares issued prior to the Record Date; or (b) are cancelled pursuant to a deed (on terms approved in writing by CAML, acting reasonably). For details of the treatment of Cygnus Performance Rights under the Scheme see Section 8.6.

3.15 Cygnus Options

As at the Last Practicable Date, there are 10,866,073 Cygnus Options on issue.

For the purposes of satisfying the relevant condition to implementation of the Scheme under the Scheme Implementation Deed, Cygnus intends to enter option replacement deeds with CAML and each Cygnus Optionholder on or prior to 5.00pm (AWST) on the Business Day prior to the Second Court Date, under which the Cygnus Optionholder will agree to cancel or transfer all of their Cygnus Options, subject to the Scheme becoming Effective and taking effect on the Implementation Date (**Option Replacement Deeds**). For details of the treatment of Cygnus Options under the Scheme see Section 8.7.

3.16 Cygnus Share Rights

As at the Last Practicable Date, there are 3,146,535 Cygnus Share Rights on issue.

The Cygnus Share Rights were issued under the Previous Cygnus Plan between July 2024 and January 2025 to directors, employees and consultants of Cygnus in lieu of director fees, salary and consultancy fees in an effort to conserve cash funds. The Cygnus Share Rights vested immediately upon issue and expire on 31 July 2029. Each Cygnus Share Right carries

For personal use only

an entitlement to one fully paid Cygnus Share upon exercise. No amount is payable by a holder of the Cygnus Share Rights in respect of the Cygnus Shares allocated upon exercise.

Under the Scheme Implementation Deed it is a condition to implementation of the Scheme that Cygnus must ensure that, subject to the Scheme becoming Effective, all Cygnus Share Rights either: (a) vest and if applicable are exercised and the resulting Cygnus Shares issued prior to the Record Date; or (b) are cancelled pursuant to a deed (on terms approved in writing by CAML, acting reasonably). For details of the treatment of Cygnus Share Rights under the Scheme see Section 8.8.

3.17 How to vote

Cygnus Shareholders and their proxies, corporate representatives and attorneys will be able to vote on the Scheme Resolution at the Scheme Meeting directly between the commencement of the Scheme Meeting at 2.00pm (AWST) on Friday, 18 September 2026 and the closure of voting as announced by the Chair during the Scheme Meeting.

Participants will be able to register to vote at the Scheme Meeting. Once registered, participants will be able to vote on the Scheme Resolution using the voting card.

The Chair will announce when voting will close during the Scheme Meeting.

3.18 Eligibility to vote

The time for determining eligibility to vote at the Scheme Meeting is 5.00pm (AWST) on Wednesday, 16 September 2026. Only those Scheme Shareholders entered on the Cygnus Register at that time will be entitled to attend and vote at the Scheme Meeting.

In accordance with NI 54-101, Canadian beneficial shareholders as of the Canadian Beneficial Holder Record Date are entitled to receive notice of the Scheme Meeting and to provide instructions to vote at the Scheme Meeting. For further information regarding Canadian Non-Registered Owners, beneficial owners or beneficial shareholders, please see Annexure D.

3.19 Entitlement to participate in the Scheme

The way in which a Scheme Shareholder participates in the Scheme will depend on whether that Scheme Shareholder is classified as an Ineligible Foreign Shareholder, an Electing Selling Scheme Shareholder or a FRCGW Holder, or does not fall into any of these categories. Further details of the elections which are able to be made by various categories of Scheme Shareholders are set out in Sections 3.8 and 3.9.

Ineligible Foreign Shareholders are not entitled to receive New CAML Shares directly. Instead, the New CAML Shares to which an Ineligible Foreign Shareholder would otherwise be entitled will be issued to the Sale Agent and sold in accordance with the Sale Facility described in Section 3.8. Ineligible Foreign Shareholders are not entitled to make a Sale Facility election or CREST Election under Sections 3.8 and 3.9.

Eligible Scheme Shareholders who hold equal to or less than 85,176 Cygnus Shares as at the Record Date (being Selling Scheme Shareholders) may elect to have the New CAML Shares to which they would otherwise be entitled sold by the Sale Agent on their behalf in accordance with the Sale Facility described in Section 3.8. A Selling Scheme Shareholder who does not make a valid election to participate in the Sale Facility will receive their New CAML Shares in the same manner as all other Scheme Shareholders.

For personal use only

Notwithstanding the foregoing, any Selling Scheme Shareholder who is a CDS Scheme Shareholder and who wishes to be treated as an Electing Selling Scheme Shareholder will need to move such Cygnus Shares from CDS into a registered position prior to the Election Cut-Off Date in order to make an election to be treated as an Electing Selling Scheme Shareholder by validly completing and returning a Sale Election Form prior to the Election Cut-Off Date.

FRCGW Holders are not entitled to receive their FRCGW Consideration Shares directly. Instead, the FRCGW Consideration Shares to which a FRCGW Holder would otherwise be entitled will be issued to the Sale Agent and sold in accordance with the Sale Facility described in Section 3.8. FRCGW Holders are not entitled to make a CREST Election under Section 3.9.

All other Scheme Shareholders will receive New CAML Shares as Scheme Consideration, subject to the terms of the Scheme. Scheme Shareholders who will receive New CAML Shares on the CAML UK Register (which will be tradeable on AIM) by default who would instead like to be issued New CAML Shares on the CAML Canadian Register (which will be tradeable on the TSX subject to the New CAML Shares being granted admission) will need to deposit their Cygnus Shares into CDS with a CDS Participant prior to the Effective Date in accordance with the instructions outlined in Section 3.9(b).

3.20 Scheme Meeting

The Scheme Meeting will be in-person at 152-158 St Georges Terrace Perth 6000 on Friday, 18 September 2026 at 2.00pm (AWST) and will allow Cygnus Shareholders to participate.

For the Scheme to proceed, votes in favour of the Scheme Resolution must be received from both:

(a) a majority in number (more than 50%) of Scheme Shareholders present and voting (whether by appointing a proxy, attorney or corporate representative to attend and vote at the Scheme Meeting) at the Scheme Meeting; and

(b) at least 75% of the total number of Scheme Shares voted at the Scheme Meeting by Cygnus Shareholders,

(the **Requisite Majorities**).

The Court has the discretion to waive the first of these two requirements if it considers appropriate to do so.

Votes cast in favour of the Scheme Resolution must also pass the Minority Approval Vote, being the majority of the votes cast at the Scheme Meeting by Scheme Shareholders present or represented by proxy and entitled to vote at the Scheme Meeting, voting as a single class, on the basis of one vote per Scheme Share held, excluding for this purpose the votes required to be excluded by MI 61-101. To the knowledge of the directors of Cygnus, after reasonable inquiry, as of the Last Practicable Date, the votes attached to approximately 179,260,469 Scheme Shares beneficially owned or controlled or directed by Messrs. David Southam, Raymond Shorrocks, Ernest Mast and Brent Omland and Ocean Partners Holdings Limited, representing approximately 14.60% of the issued and outstanding Scheme Shares, will be excluded from the Minority Approval Vote. The actual number of votes to be excluded from the Minority Approval Vote will be determined on Wednesday, 16 September 2026 at 5pm (AWST).

The passing of the Scheme Resolution is a condition of the Scheme becoming Effective and being implemented.

For personal use only

The Notice convening the Scheme Meeting is contained in Annexure D.

3.21 Appointing proxies

If you wish to appoint a proxy or you are unable to attend the Scheme Meeting you may appoint one or two proxies to attend and vote at the Scheme Meeting on your behalf. You may do this online at www.investorvote.com.au (Control Number: 138927) or, if you received a hardcopy proxy form, by following the instructions on the proxy form.

Proxy instructions must be received by the Cygnus Share Registry by no later than 2.00pm (AWST) on Wednesday, 16 September 2026.

Cygnus Shareholders may contact the Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST) in relation to proxy voting.

In accordance with NI 54-101, Canadian beneficial shareholders as of the Canadian Beneficial Holder Record Date are entitled to receive notice of the Scheme Meeting and to provide instructions to vote at the Scheme Meeting. For further information regarding Canadian Non-Registered Owners, beneficial owners or beneficial shareholders, please see Annexure D.

3.22 Participating at the Scheme Meeting

Cygnus Shareholders who would like to ask questions at the Scheme Meeting are encouraged to do so in advance of the Scheme Meeting by emailing their questions to **info@cygnusmetals.com** by at least 5 business days before the Scheme Meeting.

Alternatively, Cygnus Shareholders will have an opportunity to ask questions at the Scheme Meeting.

3.23 Further information

Further details with respect to the conduct of the Scheme Meeting, including more specific instructions relating to joining the Scheme Meeting, voting at the Scheme Meeting and raising questions at the Scheme Meeting are set out in the Notice of Meeting in Annexure D.

If you have any questions in relation to the Scheme, the Scheme or the Scheme Meeting after reading this Scheme Booklet, please contact your legal, investment or other professional adviser.

If you have any questions of a general nature or require further information about Cygnus, then you may refer to Cygnus' website at **www.cygnusmetals.com**, email Cygnus at **info@cygnusmetals.com** or call Cygnus' Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST).

If you would like more information about CAML, you can visit the CAML website at **https://www.centralasiametals.com/**.

For personal use only

For personal use only

4. Cygnus Information

The information contained in this Section 4 has been prepared by Cygnus. The information concerning Cygnus and its group companies and the intentions, views and opinions contained in this Section 4 are the responsibility of Cygnus. CAML, its Related Bodies Corporate and their respective directors, employees, officers and advisers do not assume any responsibility for the accuracy or completeness of this information.

4.1 History and background

Cygnus Metals Limited (previously called Cygnus Gold Limited, Craton Gold Pty Ltd and DA Exploration Pty Ltd) was incorporated under the laws of Western Australia on 3 November 2015. Cygnus' registered office and principal place of business is located at Level 2, 8 Richardson Street, West Perth, Western Australia 6005.

On 11 January 2018, Cygnus commenced trading on the ASX under the symbol "CY5".

On 15 October 2024, Cygnus announced that it had entered into a definitive arrangement agreement, pursuant to which it would acquire all of the issued and outstanding common shares of Doré Copper Mining Corp. (TSXV:DCMC; OTCQB:DRCMF; FRA:DCM) (**Doré** or **Doré Copper**) by way of a Canadian statutory plan of arrangement.

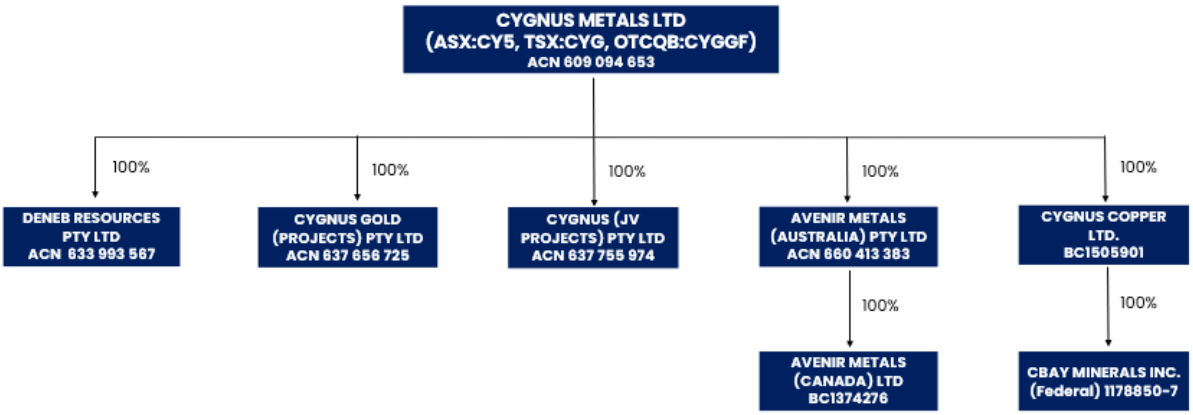
On 20 December 2024, Cygnus announced that the Ontario Superior Court of Justice had granted final approval for its merger with Doré and that it had received conditional approval to list on the TSXV.

On 3 January 2025, Cygnus commenced trading on the TSXV under the symbol "CYG" following completion of the acquisition of Doré on 31 December 2024.

On 14 February 2025, Cygnus commenced trading on the OTCQB Venture Market under the symbol "CYGGF".

4.2 Corporate structure

Cygnus is an Australian public company listed on the ASX and TSXV. It was incorporated on 3 November 2015, and its head office is in West Perth, Western Australia. The Cygnus Group comprises the parent company and seven 100% owned subsidiaries. The corporate structure of Cygnus Group is set out below:



For personal use only

4.3 Overview of Cygnus Projects

Cygnus is a diversified critical minerals exploration and development company with key assets located in Tier 1 mining jurisdictions of Quebec, Canada and Western Australia. Cygnus acquired the Chibougamau Project as part of its merger with Doré Copper completed on 31 December 2024. The Chibougamau Project, located in central Quebec approximately 480km due north of Montreal, has excellent infrastructure with a 900,000tpa processing plant facility (Figure 1). The Company's primary focus is to advance the Chibougamau Project with an aggressive exploration program to drive resource growth and develop a hub-and-spoke operation model with its centralised processing facility. In addition, Cygnus has quality lithium assets with significant exploration upside in the world-class James Bay district in Quebec, and rare earth element and base metal projects in Western Australia.

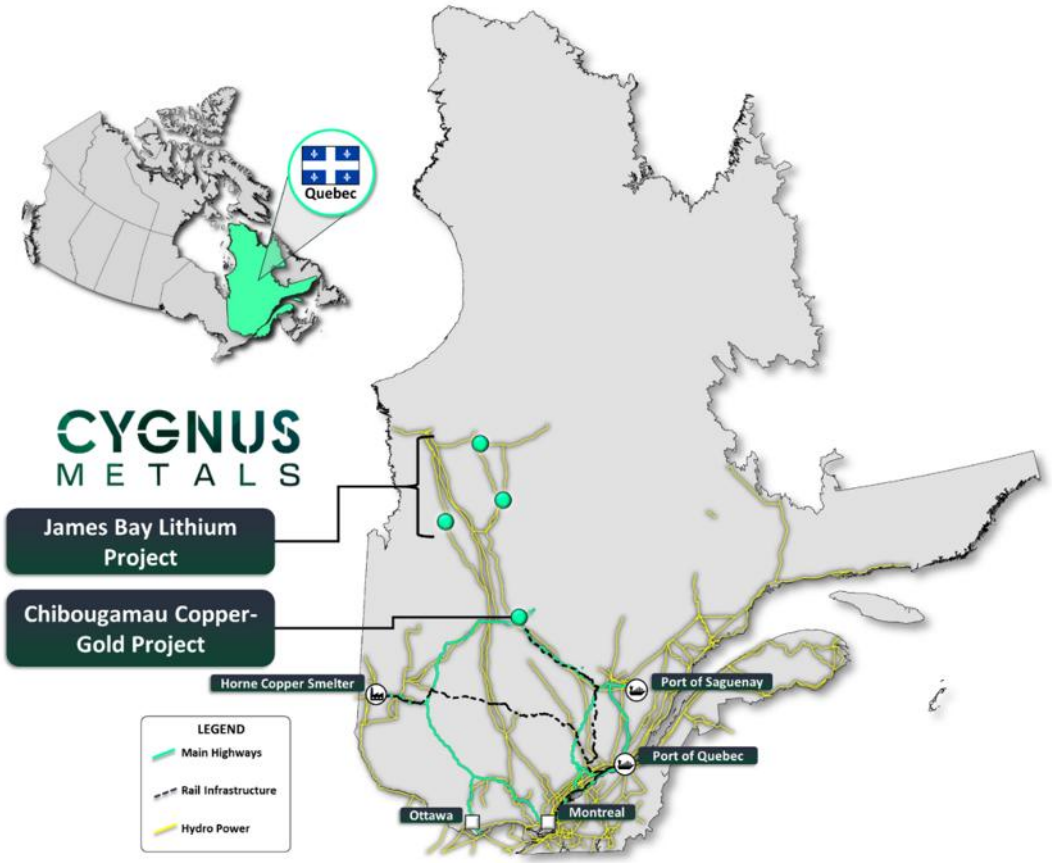


Figure 1: Assets located in Quebec close to major hydropower and rail infrastructure.

(a) Chibougamau Project, Quebec

Cygnus has consolidated a large land package of over 281km^2 in the prolific Chibougamau mining district that has produced over 945,000t of copper and 3.5Moz of gold from 16 former producing mines between the early 1900s and 2008.[19]

[19] Historic production statistics for the Chibougamau area are recorded in Leclerc. F, Harris. L. B, Bedard. J. H, Van Breeman. O and Goulet. N. 2012, Structural and Stratigraphic Controls on Magmatic, Volcanogenic, and Shear ZoneHosted Mineralization in the Chapais-Chibougamau Mining Camp, Northeastern Abitibi, Canada. Society of Economic Geologists, Inc. Economic Geology, v. 107, pp. 963–989.

For personal use only

The Chibougamau Project has excellent infrastructure with a local mining town, sealed highway, airport, regional rail infrastructure and access to hydro power via installed powerlines. The infrastructure includes a processing facility of 900,000tpa consisting of a conventional circuit that produced a high-quality clean concentrate. The processing facility is located 10km from the town of Chibougamau and was last operated in 2008. It is the only remaining processing plant within the Chibougamau district and the only base metal processing facility within a 250km radius that hosts a number of other advanced copper and gold projects.

The Chibougamau Project has a high-grade Mineral Resource estimate of 6.4Mt at 3.0% CuEq for 193kt CuEq in the Measured Mineral Resource and Indicated Mineral Resource categories and 8.5Mt at 3.5% CuEq for 295kt CuEq in the Inferred Mineral Resource category, reported in accordance with the JORC Code 2012 and the CIM Definition Standards (CIM, 2014) (see Table 1). The resource base is comprised of five deposits – Corner Bay (main asset), Devlin, Cedar Bay, Golden Eye and Joe Mann – all located within a 60km radius of the centralized processing facility (Figure 2).

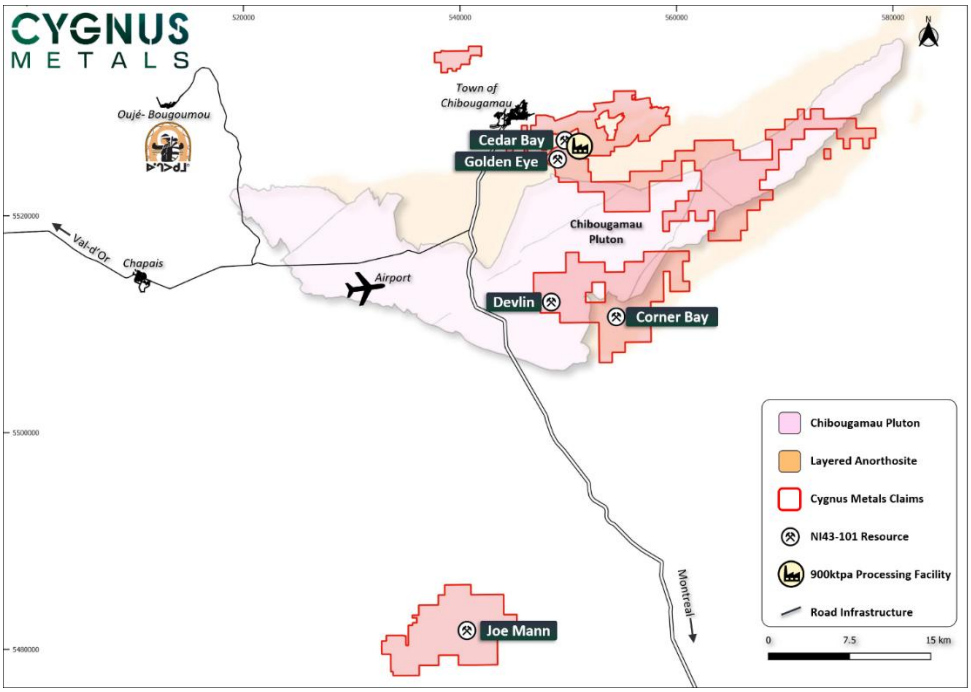


Figure 2: Chibougamau Project is comprised of the Corner Bay, Devlin, Cedar Bay, Golden Eye and Joe Mann deposits, and the 900,000t per annum processing facility.

Table 1: Mineral Resource Estimate for the Chibougamau Project as at 17 September 2025

Cu Project	Classification	COG CuEq	Tonnage	Average Grade					Contained Metal				
				Cu	Au	Ag	CuEq	AuEq	Cu	Au	Ag	CuEq	AuEq
		%	Mt	%	g/t	g/t	%	g/t	kt	koz	koz	kt	koz
Corner Bay	Indicated	1.2	4.9	2.5	0.3	8.4	2.8	4.1	124	43	1,316	137	638
	Inferred		5.4	2.7	0.2	8.9	3.0	4.3	146	41	1,543	159	744
Devlin	Measured	1.5	0.1	2.7	0.3	0.5	2.9	4.7	4	1	2	4	19
	Indicated		0.6	2.0	0.2	0.2	2.1	3.4	13	4	5	13	69
	M&I		0.8	2.1	0.2	0.3	2.3	3.6	16	5	7	17	88
	Inferred		0.3	2.0	0.2	0.3	2.1	3.4	7	2	3	7	36
Total	Measured	1.2-1.5	0.1	2.7	0.3	0.5	2.9	4.7	4	1	2	4	19
	Indicated		5.5	2.5	0.3	7.5	2.7	4.0	137	47	1,321	150	707
	M&I		**5.6**	**2.5**	**0.3**	**7.3**	**2.7**	**4.0**	**140**	**48**	**1,323**	**154**	**726**
	Inferred		**5.7**	**2.7**	**0.2**	**8.4**	**2.9**	**4.2**	**153**	**43**	**1,546**	**166**	**780**

Au Project	Classification	COG AuEq	Tonnage	Average Grade					Contained Metal				
				Cu	Au	Ag	CuEq	AuEq	Cu	Au	Ag	CuEq	AuEq
		g/t	Mt	%	g/t	g/t	%	g/t	kt	koz	koz	kt	koz
Joe Mann	Inferred	2.0	0.7	0.2	6.0	-	4.6	6.3	2	143	-	34	151
Cedar Bay	Indicated	1.8	0.3	1.6	6.0	9.9	6.4	8.1	4	50	82	16	67
	Inferred		0.8	2.0	5.1	11.8	6.1	7.8	17	134	309	50	205
Golden Eye	Indicated		0.5	1.0	4.3	9.9	4.4	5.6	5	69	161	22	91
	Inferred		1.2	0.9	3.4	7.9	3.6	4.6	11	134	313	45	182
Total	**Indicated**	1.8-2.0	**0.8**	**1.2**	**4.9**	**9.9**	**5.1**	**6.5**	**9**	**119**	**243**	**39**	**158**
	Inferred		**2.8**	**1.0**	**4.6**	**6.9**	**4.6**	**6.0**	**29**	**411**	**622**	**129**	**538**

Project	Classification	Tonnage	Average Grade					Contained Metal				
			Cu	Au	Ag	CuEq	AuEq	Cu	Au	Ag	CuEq	AuEq
		Mt	%	g/t	g/t	%	g/t	kt	koz	koz	kt	koz
Hub and Spoke	Measured	0.1	2.7	0.3	0.5	2.9	4.7	4	1	2	4	19
	Indicated	6.3	2.3	0.8	7.8	3.0	4.3	146	166	1,563	189	865
	M&I	**6.4**	**2.3**	**0.8**	**7.6**	**3.0**	**4.3**	**149**	**167**	**1,565**	**193**	**884**
	Inferred	**8.5**	**2.1**	**1.7**	**7.9**	**3.5**	**4.8**	**182**	**454**	**2,168**	**295**	**1,318**

Notes:

1. Cygnus' Mineral Resource Estimate for the Chibougamau Project, incorporating the Corner Bay, Devlin, Joe Mann, Cedar Bay, and Golden Eye deposits, is reported in accordance with the JORC Code and the CIM Standards.
2. Mineral Resources are estimated using a long-term copper price of US$9,370/t, gold price of US$2,400/oz, and silver price of US$30/oz, and a US$/C$ exchange rate of 1:1.35.
3. Mineral Resources are estimated at a CuEq cut-off grade of 1.2% for Corner Bay and 1.5% CuEq for Devlin. A cut-off grade of 1.8 g/t AuEq was used for Cedar Bay and Golden Eye; and 2.0 g/t AuEq for Joe Mann.
4. Corner Bay bulk density varies from 2.85 tonnes per cubic metre (t/m^3) to 3.02t/m^3 for the estimation domains and 2.0 t/m^3 for the overburden. At Devlin, bulk density varies from 2.85 t/m^3 to 2.90 t/m^3. Cedar Bay, Golden Eye, and Joe Mann use a bulk density of 2.90 t/m^3 for the estimation domains.
5. Assumed metallurgical recoveries are as follows: Corner Bay copper is 93%, gold is 78%, and silver is 80%;

For personal use only

Devlin copper is 96%, gold is 73%, and silver is 80%; Joe Mann copper is 95%, gold is 84%, and silver is 80%; and Cedar Bay and Golden Eye copper is 91%, gold is 87%, and silver is 80%.

6. Assumptions for CuEq and AuEq calculations (set out below) are as follows: Individual metal grades are set out in the table. Commodity prices used: copper price of US$9,370/t, gold price of US$2,400/oz and silver price of US$30/oz. Assumed metallurgical recovery factors: set out above. It is the Company's view that all elements in the metal equivalent calculations have a reasonable potential to be recovered and sold.
7. CuEq Calculations are as follows:
   a. Corner Bay = grade Cu (%) + 0.68919 * grade Au (g/t) + 0.00884 * grade Ag (g/t).
   b. Devlin = grade Cu (%) + 0.62517 * grade Au (g/t) + 0.00862 * grade Ag (g/t).
   c. Joe Mann = grade Cu (%) + 0.72774* grade Au (g/t).
   d. Golden Eye and Cedar Bay = grade Cu (%) + 0.78730* grade Au (g/t) + 0.00905 * grade Ag (g/t).
8. AuEq Calculations are as follows:
   a. Corner Bay = grade Au (g/t) + 1.45097* grade Cu(%)+0.01282* grade Ag (g/t).
   b. Devlin = grade Au (g/t) + 1.59957* grade Cu(%)+0.01379* grade Ag (g/t).
   c. Joe Mann = grade Au (g/t) + 1.37411* grade Cu (%).
   d. Cedar Bay and Golden Eye = grade Au (g/t) + 1.27016 * grade Cu (%) + 0.01149 * grade Ag (g/t).
9. Wireframes were built using an approximate minimum thickness of 2 m at Corner Bay, 1.8 m at Devlin, 1.2 m at Joe Mann, and 1.5 m at Cedar Bay and Golden Eye.
10. Mineral Resources are constrained by underground reporting shapes.
11. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
12. Totals may vary due to rounding.

Scoping Study / Preliminary Economic Assessment

With Cygnus' 2025 Mineral Resource estimate update resulting in a 78% increase in the Measured and Indicated Mineral Resources, Cygnus also sees significant value in continuing to advance the project with an updated scoping study/preliminary economic assessment (Doré Copper had previously completed a preliminary economic assessment in May 2022 utilising a mining inventory on 38% Indicated Mineral Resources and 62% Inferred Mineral Resources (the **May 2022 PEA**)).[20]Cygnus previously outlined that it was planning to release an updated scoping study/preliminary economic assessment in the first half of calendar year 2026. However, given recent events, plus several other factors listed below, the updated study has been delayed. For clarity, and for the reasons detailed below, an updated study will not be completed prior to the Scheme Meeting. The material factors influencing the above include:

(i) Cygnus has been advised that in order to issue an updated scoping study/preliminary economic assessment, the minimum threshold of Indicated Mineral Resources used as mining inventory needs to be at least 70%. As noted above, the split of resource categories for mining inventories in the May 2022 PEA completed by Doré Copper was 38% Indicated Mineral Resource and 62% Inferred Mineral Resource, and excluded Golden Eye (as it was not a Mineral Resource back then);

[20] Cygnus cautions that the May 2022 PEA is a preliminary technical, conceptual and economic study undertaken by Doré of the initial evaluation and potential development of the Chibougamau Project. It is at scoping study level only, which is based on a lower level of technical assessment that is not sufficient to support the estimation of Ore Reserves and is inherently uncertain. The production targets and forecast financial information disclosed in the May 2022 PEA are underpinned by Measured Mineral Resources (approximately 1.17%), Indicated Mineral Resources (approximately 32.10%) and Inferred Mineral Resources (approximately 66.73%). However, Cygnus is not able to disclose the outcomes of the May 2022 PEA as the significant proportion of Inferred Resources included in the life of mine means that pursuant to ASX and ASIC guidance there is not considered to be sufficiently reasonable grounds for the production targets and forecast financial information disclosed in the May 2022 PEA. Accordingly, Cygnus is not disclosing the production targets and forecast financial information reported in the May 2022 PEA and cautions investors against making investment decisions based on such targets and forecasts.

For personal use only

(ii) as a result of the above, and to increase the amount of Indicated Mineral Resources into an optimised study, the recent Golden Eye drilling program was focussed on converting Inferred Mineral Resources into the Indicated Mineral Resource category (rather than overall resource growth itself), with this program being finalised in the current quarter. An updated Mineral Resource estimate is scheduled to occur before the end of 2026, allowing for a new mine plan for Golden Eye to be completed for study purposes. In addition, there is a drill rig currently at Corner Bay also focussed on resource conversion drilling;

(iii) the amount of time required by third party service providers and equipment suppliers to provide critical information for study work has blown out due to industry demands and the sheer number of project studies in Canada. As a consequence, project schedules and timelines have been unavoidably impacted; and

(iv) following an approach by CAML, which ultimately resulted in the proposed Scheme announced on 2 June 2026, Cygnus' senior management time was focussed on the significant amount of work associated with the proposed transaction, including negotiation, substantial due diligence activities and the required documentation. As a result, this meant that study work could not be advanced at the same pace previously undertaken.

The Company will complete an updated Mineral Resources Estimate by the end of 2026 and should the Indicated Mineral Resource category increase (particularly at Golden Eye) then this will assist in optimising a new mine plan with Indicated Mineral Resources having to make up 70% of mining inventory for an updated study to be released on the ASX.

(b) **James Bay Lithium Projects, Quebec**

Cygnus has three key lithium projects for a total of 390km^2 in the world-class James Bay lithium region of Quebec:

(i) Pontax Project (51% interest) – Inferred Mineral Resource of 10.1Mt at 1.04% Li2O reported in accordance with the JORC Code (Inferred Mineral Resource of 8.27Mt at 1.02% Li2O reported in accordance with NI 43-101).

(ii) Auclair Project – Significant drill intersection of 43.7m at 1.15% Li2O (refer to Cygnus' ASX release dated 8 April 2024); and

(iii) Sakami Project – Early-stage lithium exploration project in the La Grande greenstone belt which hosts the substantial Shaakichiuwaanaan lithium deposit.

The James Bay region is one of the most endowed lithium terranes in the world with significant discoveries and exploration activity over the last couple of years.

(c) **Exploration Projects, Australia**

Cygnus has approximately 816km^2 (100% Cygnus) of granted tenements in the Southwest Terrane, an underexplored region of highly prospective geology, within the prolific Yilgarn Craton in Western Australia. The projects cover interpreted and known greenstone belts where previous explorers identified numerous prospects with widespread high grade, near surface gold and/or base metals mineralisation. Cygnus is exploring key prospective tenure for lithium as well as REEs, nickel, copper, gold and platinum group elements.

For personal use only

4.4 Cygnus Board and Senior Management

As at the Last Practicable Date, the Cygnus Board and Cygnus senior management is comprised of the following:

David Southam Executive Chair	Mr. Southam is a FCPA with more than 30 years' experience in accounting, operations, capital markets and finance across the resources and industrial sectors. He was previously Managing Director of Mincor Resources NL. During Mr. Southam's tenure to August 2022, the market capitalisation of Mincor Resources NL increased from A$70 million to over A$1 billion. Prior to Mincor Resources NL, Mr. Southam was Executive Director of an ASX 200 nickel company, Western Areas Limited, and has held senior executive roles within Brambles Limited, ANZ Investment Bank and WMC Resources Limited. Mr Southam was also a non-executive director of Kidman Resources which was ultimately acquired by Wesfarmers for the Mt Holland Lithium Project. Mr. Southam is currently Non-Executive Chairman of Andean Silver Limited (ASX:ASL) and is the longest serving Non-Executive Director of ASX 100 gold producer Ramelius Resources Ltd (ASX:RMS).
Kevin Tomlinson Lead Independent Non-Executive Director	Mr. Tomlinson has more than three decades' experience in major discoveries, exploration and resource growth, mine development and financing of mining projects globally. He has also played leading roles in many successful mergers and acquisitions in multiple jurisdictions including Canada, Australia, Africa and the UK. Mr. Tomlinson was previously Managing Director of Investment Banking at Westwind Partners and Stifel Nicolaus (2006-2012), raising significant equity and providing mergers and acquisitions corporate advice. Mr. Tomlinson is the former Chair of ASX/TSX-listed Cardinal Resources Ltd., leading its C$587,000,000 sale to Shandong Gold. He was also a Non-Executive Director at Churchill Resources Inc. and Centamin PLC, which discovered and built a significant gold mine in Egypt. Mr. Tomlinson is a Fellow of the Chartered Institute of Securities and Investment, a Fellow of the Institute of Directors and a Liveryman of the Worshipful Company of International Bankers (UK). He is currently Lead Independent Non-Executive Chairman of FireFly Metals Ltd (ASX:FFM) and ASX 200 company, Bellevue Gold Limited (ASX:BGL).
Ernest Mast Non-Executive Director	Mr Mast has over 30 years of experience in various technical and executive roles in the mining industry, across a wide range of commodities, geographies and development stages. He is the former Managing Director of Cygnus and former President, CEO and director of Doré Copper Mining Corp. and currently the President and CEO of PPX Mining. He sits on the board of directors of Scottie Resources Corp., Libero Copper Corp., and PPX Mining Corp. Prior roles include President and Chief Executive Officer at Primero Mining Corp., Vice President of Corporate Development at Copper Mountain Mining Corporation, Vice President of Operations at New Gold Inc. and President and CEO of Minera Panama S.A., Inmet Mining Corporation’s subsidiary, developing the $6B Cobre Panama project.

For personal use only

For personal use only

	Mr Mast is a member of l'Ordre des ingénieurs du Québec and has Bachelor's and Master's degrees in metallurgical engineering from McGill University. Mr Mast also received post-secondary business training at Henley College in the UK and at the Universidad Catolica in Chile.
Raymond Shorrocks Non-Executive Director	Mr. Shorrocks has over 30 years' experience working in corporate finance in the mining sector and has advised a diverse range of resources companies during his career at one of Australia's largest investment banking and stockbroking/ financial services firms. He is highly conversant and experienced in all areas of mergers and acquisitions and equity capital markets, including a significant track record of transactions in the metals and mining sectors. He was previously Non-Executive Chair of ASX-listed Bellevue Gold Limited (ASX:BGL), Republic Gold Limited and FireFly Metals Limited (ASX:FFM), former Non-Executive Director of Galilee Energy Limited (ASX:GLL), and is former Director and head of the Corporate Finance department of a major Australian investment services company based in Sydney. Mr. Shorrocks also holds directorships with Hydrocarbon Dynamics Limited (ASX:HCD), Sinclair Gold Ltd (ASX:SGC) and Andean Silver Limited (ASX:ASL).
Brent Omland Non-Executive Director	Mr Omland is a Chartered Professional Accountant with 20 years of experience in the mining, metals and trading business. He is a former director of Doré Copper Mining Corp. and has served as the Chief Financial Officer and as a director of Ocean Partners Holdings Ltd, an international base and precious metals trader, since 2013. In 2023, Mr Omland was appointed to the role of Co-CEO of Ocean Partners Holdings Ltd. Before joining Ocean Partners, Mr Omland was the Chief Financial Officer for Ivernia Inc. and Enirgi Metals Group, companies focused on lead mining and secondary lead smelting in Australia. Mr Omland is currently a director of Galantas Gold Corp, Nicola Mining Inc, Canadian Copper Inc and DynaResource Inc.
Mario Stifano Non-Executive Director	Mr Stifano is a seasoned mining executive and Certified Public Accountant with over 20 years of experience working with exploration, development and producing mining companies. Mr Stifano is the former Executive Chairman of Doré Copper Mining Corp. and is currently the Chief Executive Officer and a director of Galantas Gold Corp, Chief Financial Officer of Lake Shore Gold and a director of Bell Copper Corp and Lupaka Gold Corp. Mr Stifano has previously held a number of senior executive positions including Chief Executive Officer of Cordoba Minerals Corp. and Executive Chairman with Mega Precious Metals Inc.
Nicholas Kwong President & CEO	Mr Kwong has more than 20 years of corporate, technical and operational experience in the mining industry, predominantly in gold and base metals in North America, Australia, Latin America and Saudi Arabia. Most recently, Mr Kwong was General Manager at Ma'aden Gold's Sukhaybarat and Bulghah gold mines in Saudi Arabia. There he completed the mine and mill expansion and modernization which resulted in a significant increase in production and decrease in unit costs, all while controlling capital costs during the COVID 19 pandemic.
Duncan Grieve	Mr Grieve is a geologist with experience in precious and base metals exploration throughout Africa, Australia and Canada. He previously worked with Bellevue Gold Ltd (ASX:BGL) during the

VP of Exploration & Corporate Development	discovery of 3Moz at their namesake Bellevue Gold Project in Western Australia and Randgold Resources (now Barrick Gold) at the Loulo Gold Mine in West Africa. He is currently a Non-Executive Director of Sinclair Gold Ltd (ASX:SGC).
Carl Travaglini CFO & Joint Company Secretary	Mr Travaglini is a Chartered Accountant, Chartered Company Secretary and a Graduate of the Australian Institute of Company Directors, with over 18 years' experience in the resources sector having served in various finance and company secretarial roles in Australia, Canada and Africa. Mr Travaglini is currently also Chief Financial Officer of Midas Minerals Ltd (ASX:MM1) and Non-Executive Director of Andean Silver Ltd (ASX:ASL).
Maddison Cramer Joint Company Secretary	Maddison Cramer is a co-founder and managing director of boutique corporate services business Belltree Corporate and has over 10 years' experience as a corporate lawyer and company secretary to ASX-listed companies. Ms Cramer is a corporate lawyer and currently a company secretary of a number of ASX-listed mining and resources companies. Ms Cramer is a former company secretary of ASX300 company Bellevue Gold Limited (ASX:BGL) and prior to this was an associate at Bellanhouse Legal and HWL Ebsworth Lawyers.

4.5 Cygnus Securities and capital structure

(a) **Cygnus Securities on issue**

As at the Last Practicable Date, Cygnus has the following securities on issue:

ASX Code	Security Description	Number
Quoted Cygnus Securities		
CY5	Ordinary fully paid Shares	1,227,592,052
Unquoted Cygnus Securities		
CY5AJ	Performance Rights	78,221,706
CY5AK	Share Rights expiring 31-Jul-2029	3,146,535
CY5AS	Options expiring 26-Sep-2026 and exercisable at C$0.0574	34,252
CY5AU	Options expiring 12-May-2027 and exercisable at C$0.3225	1,024,631
CY5AV	Options expiring 13-Jun-2027 and exercisable at C$0.3006	109,782
CY5AW	Options expiring 19-Aug-2027 and exercisable at C$0.2241	1,829,700
CY5AX	Options expiring 12-May-2028 and exercisable at C$0.1093	1,189,305
CY5AY	Options expiring 19-Apr-2029 and exercisable at C$0.0547	6,541,176
CY5AZ	Options expiring 16-Sep-2029 and exercisable at C$0.0574	137,227

See Sections 8.6, 8.7 and 8.8 for further information about the arrangements in respect of the Cygnus Performance Rights, Cygnus Share Rights, and Cygnus Options, respectively.

(b) **Substantial Cygnus Shareholders**

For personal use only

For personal use only

Based on publicly available information, as at the Last Practicable Date, Cygnus has the following substantial shareholders (together with their associates):

Substantial Cygnus Shareholder	Relevant Interest in Cygnus Shares	Voting power in Cygnus (%)[1]
Ocean Partners Holdings Limited	156,201,460	12.72
Equinox Partners Investment Management LLC[2]	150,832,997	12.29

Notes:

1. Subject to rounding.
2. Sean Fieler exercises control or direction over the investment decisions of Equinox Partners Investment Management LLC.

By virtue of the Call Option Deed, CAML has a relevant interest in 120,906,526 of the 156,201,460 Cygnus Shares noted in the table above as being held by Ocean Partners Holdings Limited, giving CAML voting power in Cygnus of approximately 9.85% as at the Last Practicable Date. A summary of the Call Option Deed is set out in Section 5.16(a).

The shareholdings stated in this Section 4.5 are as disclosed to Cygnus by the shareholders in substantial holding notices. Information in regard to substantial holdings arising, changing or ceasing after this time or in respect of which the relevant announcement is not available on ASX's and the SEDI website is not included above.

4.6 Summary of historical financial information

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements issued by the Australian Accounting Standards Board and the Corporations Act.

The financial statements of Cygnus also comply with International Financial Reporting Standards (**IFRS**) and International Accounting Standards as issued by the International Accounting Standards Board (**IASB**) and Interpretations (collectively, **IFRS Accounting Standards**).

(b) Historical consolidated statement of profit and loss

Set out below is Cygnus' consolidated statements of profit and loss for the years ended 31 December 2025, 31 December 2024 and 31 December 2023.

	2025	2024	2023
Other income	**592,401**	**2,536,814**	**2,875,304**
Expenses			
Audit & accounting	(105,672)	(107,010)	(86,297)
Care & maintenance expense	(338,888)	-	-
Compliance expenses	(295,695)	(98,711)	(130,884)
Consultants & contractors	(1,397,673)	(480,916)	(486,979)
Corporate costs	(972,286)	(369,154)	(561,864)

For personal use only

Depreciation expense	(133,067)	(42,105)	(51,482)
Employee benefits expense	(1,236,862)	(828,655)	(1,628,154)
Exploration expenditure written off	(267,603)	(630,056)	(634,937)
Exploration expensed	(34,077)	(351,536)	(62,041)
Interest expense	(23,058)	(40,384)	-
Office rent & outgoings	(93,029)	(136,183)	(155,479)
Share-based payments	(2,496,733)	(2,016,732)	(10,185,535)
Site administration expense	(903,496)	-	-
Travel & accommodation	(275,389)	(136,263)	(249,301)
Foreign exchange (loss)/gain	(7,629)	49,303	(242,633)
Total expenses	**(8,581,157)**	**(5,188,402)**	**(14,475,586)**
Results from operating activities	**(7,988,756)**	**(2,651,588)**	**(11,600,282)**
Finance income	449,874	227,905	118,519
Loss before income tax	**(7,538,882)**	**(2,423,683)**	**(11,481,763)**
Deferred tax expense	-	(1,348,886)	(2,018,533)
Loss after income tax	**(7,538,882)**	**(3,772,569)**	**(13,500,296)**
Other comprehensive loss			
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation	(411,718)	130,301	(113,473)
Items that will not be reclassified subsequently to profit or loss:			
Changes in fair value of financial assets	688,539	(123,183)	(196,198)
Total comprehensive loss for the year	**(7,262,061)**	**(3,765,451)**	**(13,809,967)**

(c) **Historical consolidated statement of financial position**

Set out below is Cygnus' consolidated statements of financial position for the years ended 31 December 2025, 31 December 2024 and 31 December 2023.

	31-Dec-2025	31-Dec-2024	31-Dec-2023
Assets			
Current assets			
Cash & cash equivalents	13,351,264	14,869,835	9,316,782
Other receivables	1,591,172	1,255,260	1,507,476
Total current assets	**14,942,436**	**16,125,095**	**10,824,258**
Non-current assets			
Exploration & evaluation	73,828,269	61,309,265	23,926,379
Property, plant & equipment	1,265,258	1,362,577	132,847
Investments	767,054	78,515	201,698
Total non-current assets	**75,860,581**	**62,750,357**	**24,260,924**
Total assets	**90,803,017**	**78,875,452**	**35,085,182**
Liabilities			
Current liabilities			
Trade & other payables	2,696,913	3,458,792	5,528,242
Provisions	261,996	141,111	120,238
Total current liabilities	**2,958,909**	**3,599,903**	**5,648,480**
Non-current liabilities			
Deferred tax liabilities	3,808,192	3,808,192	2,459,306

Total non-current liabilities	**3,808,192**	**3,808,192**	**2,459,306**
Total liabilities	**6,767,101**	**7,408,095**	**8,107,786**
Net assets	**84,035,916**	**71,467,357**	**26,977,395**
Equity			
Contributed equity	110,301,681	92,739,029	47,607,870
Reserves	12,980,531	10,435,742	7,779,313
Accumulated losses	(39,246,296)	(31,707,414)	(28,409,787)
Total equity	**84,035,916**	**71,467,357**	**26,977,396**

(d) **Historical consolidated statement of cash flows**

Set out below is Cygnus' consolidated statements of cash flows for the years ended 31 December 2025, 31 December 2024 and 31 December 2023.

	2025	2024	2023
Operating activities			
Payments to suppliers & employees	(5,613,092)	(1,867,205)	(3,188,633)
Payments for exploration expenditure	(533,107)	(327,583)	(63,155)
Interest received	449,874	169,700	57,094
Other income	-	-	33,000
Net refundable sales tax payments made	15,580	142,376	(392,507)
Net cash used in operating activities	**(5,680,745)**	**(1,882,712)**	**(3,554,201)**
Investing activities			
Payments for acquisitions of mining tenements	(167,000)	(272,629)	(1,848,054)
Payments for capitalised acquisition costs	(898,265)	-	-
Payments for capitalised exploration expenditure	(12,812,424)	(8,097,891)	(10,998,818)
Payments for the purchase of property, plant and equipment	(24,409)	(7,662)	(28,779)
Proceeds received from the sale of property, plant and equipment	500	-	-
Payments to establish security deposits	(54,135)	-	(128,950)
Government incentives received	967,625	46,216	-
Interest payments	(22,783)	(40,384)	-
Cash received on completion of Doré acquisition	-	2,457,306	-
Net cash used in investing activities	**(13,010,891)**	**(5,874,660)**	**(13,004,601)**
Financing activities			
Proceeds from shares issued	18,300,000	13,996,000	11,022,700
Proceeds from exercise of options	-	-	2,192,000
Share issue costs	(1,111,212)	(673,776)	(710,620)
Net cash provided by financing activities	**17,188,788**	**13,322,224**	**12,504,080**
Net change in cash & cash equivalents	(1,502,848)	5,524,468	(4,054,722)
Effect of movement in exchange rates on cash held	(15,723)	28,585	(159,174)
Cash & cash equivalents, beginning of year	14,869,835	9,316,782	13,530,678
Cash & cash equivalents, end of year	**13,351,264**	**14,869,835**	**9,316,782**

(e) **Material changes in Cygnus' financial position since 31 December 2025**

For personal use only

On 13 March 2026, Cygnus announced the successful completion of a single tranche share placement to institutional and sophisticated investors totalling $25 million before costs, priced at $0.16 per share.

Other than as set out in this Section 4.6(e), the Cygnus Directors are not aware of any material changes to Cygnus' financial position since 31 December 2025.

Cygnus will release unaudited interim results for the half-year ended 30 June 2026 on Cygnus' website (**www.cygnusmetals.com**), the ASX's website (**www.asx.com.au**) and under Cygnus' profile on SEDAR+ (at **www.sedarplus.ca**) in accordance with the timeframes detailed in the Corporations Act, ASX Listing Rules and TSXV Policies.

Following the release of these interim results, the Cygnus Board will obtain the Independent Expert's confirmation of whether the results change the Independent Expert's opinion that the Scheme is fair and reasonable and therefore, is in the best interest of Cygnus Shareholders in the absence of a Superior Proposal. This confirmation will be announced to the ASX in advance of the Scheme Meeting.

Cygnus Shareholders are encouraged to read Cygnus' interim results for the half-year ended 30 June 2026 (and the confirmation of whether the Independent Expert's opinion changes) before deciding how to vote on the Scheme at the Scheme Meeting.

4.7 Other material contracts

Cygnus is not, after due inquiry, aware of any contract or other arrangement entered into by Cygnus that it considers to be material to Cygnus and that contains a change of control provision which may be triggered as a result of CAML acquiring Cygnus Shares under the Scheme.

4.8 Intentions regarding the continuation of Cygnus' business

If the Scheme is implemented, the existing Cygnus Board will be reconstituted in accordance with the instructions of CAML as the only shareholder in Cygnus. Accordingly, it is not possible for the Cygnus Directors to provide a statement of their intentions regarding:

(a) the continuation of the business of Cygnus or how Cygnus' business will be conducted after the Scheme is implemented;

(b) any major changes to be made to the business of Cygnus, including any redeployment of the fixed assets of Cygnus; or

(c) the future employment of the present employees of Cygnus,

in each case, after the Scheme is implemented.

If the Scheme is implemented, CAML will have 100% ownership of the issued Cygnus Shares and will control Cygnus. Cygnus Shareholders should refer to Section 6 as to the intentions of CAML.

If the Scheme is not implemented, the current intentions of the Cygnus Board are to continue to operate in the ordinary course of business.

4.9 Cygnus' constitution

At Cygnus' annual general meeting held on 1 May 2026, Cygnus Shareholders approved the insertion of proportional takeover bid approval provisions into the Cygnus Constitution

For personal use only

(Resolution 8), which are set out in rule 4.4 of the Cygnus Constitution and will cease to have effect on the day three years after their adoption.

The terms of the Cygnus Constitution are publicly available on the ASX website at **www.asx.com.au**.

The Cygnus Constitution does not contain any provisions that would prevent the Scheme from being put to Cygnus Shareholders, the Scheme Meeting from being convened, or the Court from approving the Scheme. The proportional takeover bid approval provisions in rule 4.4 of the Cygnus Constitution are not triggered by the Scheme, as the Scheme is not a proportional takeover bid for the purposes of the Corporations Act.

4.10 Litigation

A proceeding commenced on or about 30 December 2003 by the Crees of Oujé-Bougoumou, the Oujé-Bougoumou Cree Nation and Matthew Wapachee (the **Plaintiffs**) against Campbell Resources Inc. (**Campbell**), 6479499 Canada Inc. (dba Ressources MSV 2007 Inc.), Meston Resources Inc. and Corporation Copper Rand Inc., the proceedings (**Proceedings**) of which are currently suspended.

CBay Minerals Inc. (now a wholly owned subsidiary of the Company) acquired certain assets from Campbell in 2011 but is not currently a party to the Proceedings. Cygnus understands that the Court has periodically suspended the Proceedings, including in 2022 at the request of the Plaintiffs until 30 June 2026.

On 8 June 2026, the Oujé-Bougoumou Cree Nation provided Cygnus notice of their application to the Supreme Court of Quebec to stay the Proceedings for an additional period of six years.

Cygnus continues to have a positive and collaborative relationship with the Oujé-Bougoumou Cree Nation building on the strong foundations established by Doré Copper. The relationship is based on mutual respect and involves collaboration, social interaction, employment opportunities and consultation on activities involving operations in Chibougamau.

As at the Last Practicable Date, Cygnus has not received confirmation of the Court decision regarding the application to stay the Proceedings. As far as the Cygnus Directors are aware, Cygnus is not subject to any other material legal disputes and is not party to any other material litigation proceedings.

4.11 Dividends

Cygnus has not previously and currently does not pay dividends.

4.12 Recent Cygnus share price performance

Cygnus Shares are listed on the ASX under the trading code “CY5”, and on the TSXV under the trading code “CYG”.

The closing price of Cygnus Shares on ASX on:

(a) 1 June 2026 (being the last trading day prior to the announcement of the Scheme Implementation Deed) was A$0.11; and

(b) Thursday, 6 August 2026 (being the Last Practicable Date) was A$0.140.

The closing price of Cygnus Shares on TSXV on:

For personal use only

(c) 1 June 2026 (being the last trading day prior to the announcement of the Scheme Implementation Deed) was C$0.115; and

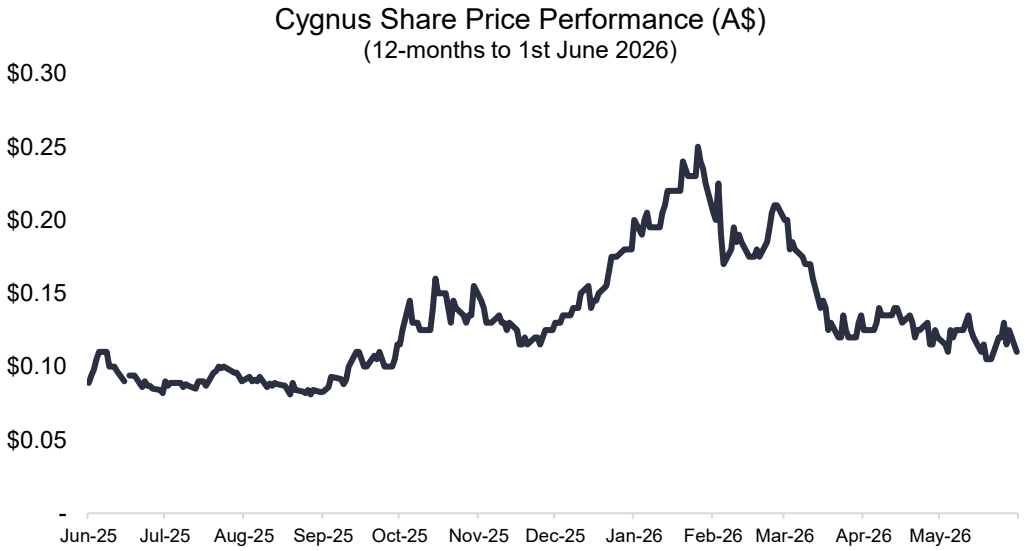
(d) Thursday, 6 August 2026 (being the Last Practicable Date) was C$0.14.

During the 3 months ended on the Last Practicable Date:

(e) the highest recorded daily closing share price for Cygnus Shares was A$0.145 on 5 August 2026; and

(f) the lowest recorded daily closing share price for Cygnus Shares was A$0.105 on 22 May 2026.

The graph below shows Cygnus' share price performance over the last 12-month period ended 1 June 2026 (the last trading day prior to the announcement of the entry into the Scheme Implementation Deed):[21]



4.13 Risks relating to Cygnus' business

There are existing risks relating to Cygnus' business and an investment in Cygnus. If the Scheme does not become Effective, those risks continue to be relevant to Cygnus Shareholders. A summary of the key risks relating to Cygnus' business and an investment in Cygnus is set out in Section 7.

4.14 Publicly available information

(a) **Australia**

Cygnus 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 company listed on the ASX, Cygnus is subject to the ASX Listing Rules which require (subject to some exceptions) immediate disclosure of any information of which Cygnus becomes aware that a reasonable person would expect to have a material effect on the price or value of Cygnus Shares.

[21] Represents the 12 months to 1 June 2026.

For personal use only

For personal use only

ASX maintains files containing publicly disclosed information about all companies listed on the ASX. Information disclosed to ASX by Cygnus is available on ASX's website at **www.asx.com.au**.

In addition, Cygnus is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Cygnus may be obtained using search services provided by ASIC, information in respect of which can be found on the ASIC website at **www.asic.gov.au/**. Please note, ASIC may charge a fee in respect of these services.

Cygnus Shareholders may obtain a copy of:

(i) Cygnus' constitution;

(ii) Cygnus' 2025 Annual Report (being the last full financial statements given to ASX); and

(iii) any other document or financial statements lodged by Cygnus with ASIC or ASX under the continuous disclosure reporting requirements in the period after the lodgement of the annual financial statements for the year ended 31 December 2025 and before the lodgement of this Scheme Booklet with ASIC,

free of charge, by calling the Cygnus Share Registry on 1300 850 505 (within Australia) and +61 (0)3 9415 4000 (overseas) between 9:00am and 5:00pm (Perth time) on Business Days, or from ASX's website at **www.asx.com.au.**

Cygnus' annual and interim reports and ASX announcements are also available free of charge from Cygnus' website at **www.cygnusmetals.com/**.

(b) **Canada**

As at the date of this Scheme Booklet, Cygnus is subject to continuous disclosure reporting requirements of the TSXV and the various provincial securities regulatory authorities in the Canadian jurisdictions where it is a reporting issuer.

In addition to information that is available on Cygnus' website at **www.cygnusmetals.com/**, Cygnus' continuous disclosure filings are available on the websites listed below using the CYG trading code. Information available on Cygnus' website or at the websites below does not constitute part of this Scheme Booklet.

Website	Description
www.sedarplus.ca/home/	SEDAR+ is the public website used to electronically file disclosure documents with the Canadian securities regulatory authorities. Information available under Cygnus' SEDAR+ profile includes interim and annual financial statements and corresponding management discussions and analysis, prospectuses, notices of meetings and management information circulars, material change reports and material contracts, news releases, certification of filings, technical reports, business acquisition reports and codes of conduct.

www.sedi.ca/sedi/	Trading reports for certain insiders of Cygnus.

For personal use only

For personal use only

5. CAML Information

The information in this Section 5 of the Scheme Booklet has been prepared by CAML as at the Last Practicable Date (unless otherwise stated). The information concerning the CAML Group and the intentions, views and opinions contained in this Section 5 are the responsibility of CAML. Cygnus, its Related Bodies Corporate and their respective directors, employees, officers and advisers do not assume any responsibility for the accuracy or completeness of this information.

5.1 Overview

Central Asia Metals plc (**CAML**) is a base metals producer quoted on the AIM market of the London Stock Exchange, with a market capitalisation of approximately £281 million (A$537 million)[22] as at the Last Practicable Date.

CAML was incorporated as a private limited company, Central Asia Gold Limited on 9 September 2005 under the Companies Act 1985 (UK). CAML's name was changed to Central Asia Metals on 14 December 2006. It was re-registered as a public limited company, Central Asia Metals plc on 6 September 2010, under the Companies Act 2006 (UK). Its articles of association as a public company were also registered on 6 September 2010, which have not been amended since.

CAML's registered office is at Ground Floor, Heritage House, 2-14 Shortlands, London, W6 8DJ United Kingdom and CAML's principal place of business is Floor 2, 36 Carnaby Street, London, W1F 7DR, United Kingdom. CAML's principal assets are the wholly-owned Kounrad operation in Kazakhstan, held through wholly-owned subsidiaries Sary Kazna LLP (**Sary Kazna**) and Kounrad Copper Company LLP (**KCC**), together (the **Kounrad Project** or **Kounrad**) and the wholly-owned Sasa zinc-lead mine in North Macedonia, held through the wholly-owned Rudnik Sasa DOOEL Makedonska Kamenica, (the **Sasa Project**, **Sasa Mine** or **Sasa**).

CAML also owns two subsidiaries exploring for base metals in Kazakhstan: 80%-owned CAML Exploration Limited (**CAML X**) and 100%-owned CAML XD Limited, plus a 32.6% shareholding in Aberdeen Minerals Ltd (**Aberdeen Minerals**), a privately-owned company exploring for base metals in northeast Scotland.

CAML's focus is on safe, efficient and profitable production, underpinned by its values.

See Section 5.7 (CAML Group corporate structure) for a diagram illustrating the intercorporate subsidiary relationships, including those entities functioning as holding companies for the CAML Group.

5.2 History

CAML, which is the UK parent company of the CAML Group, acquired a 60% interest in the Kounrad Project in 2007 and, in May 2014, CAML completed the acquisition of the remaining 40% of the project for a total consideration of 20% of CAML's shares in issue at the time of the acquisition.

The CAML Group employs approximately 356 people in Kazakhstan, almost all of whom have been recruited locally, and approximately 683 people in North Macedonia. These operational teams are supported by the London-based headquarters.

---

[22] Based on GBP:AUD exchange rate of £1:A$1.9123.

For personal use only

In 2010, CAML raised US$60 million at its initial public offering. The proceeds were used to construct a nominal 10,000 tonne per annum SX-EW plant at Kounrad in order to leach copper and produce cathode from the dumps on the eastern and western sides of the historical Kounrad copper mine located near Balkhash, central Kazakhstan. This construction process was completed ahead of schedule and US$8 million below budget, and LME quality copper cathode was first produced in Q2 2012.

CAML has been producing copper from Kounrad for 14 years and, to 30 June 2026, has produced approximately 185,000 tonnes of copper cathode. When CAML's shares were admitted to trading on AIM in 2010, CAML was active in both Kazakhstan and Mongolia. However, in 2013 a strategic decision was taken to exit Mongolia and, to that end, all assets in that jurisdiction have been divested.

In November 2017, CAML completed the acquisition of the Sasa zinc and lead mine in North Macedonia for a total consideration of US$402.5 million. Since then, the CAML Group has made substantial investments into the mine through sustaining capital and its Capital Projects. The latter programme, totalling approximately US$43 million, has included a change in mining method involving the use of paste backfill, and switched a significant portion of surface tailings deposition to the dry-stack method, in line with international best practice.

In November 2013, CAML invested US$3.2 million to acquire a 50% interest in a private company, Copper Bay Ltd (**Copper Bay**). CAML subsequently invested a further US$3 million to increase its interest in Copper Bay to 75% in June 2015. The CAML Group completed a definitive feasibility study on its Chañaral Bay tailings retreatment project in northern Chile in December 2016. Following the acquisition of Sasa, CAML decided the size of likely development at Chañaral Bay was small relative to the size of the Combined Group, and the Copper Bay asset was held for sale as of 31 December 2017. On 31 March 2025, CAML completed the sale of its then 76.1% shareholding in Copper Bay to Guardian Metals PLC (since renamed Halo Minerals PLC) for its proportionate share of US$7.5 million in deferred and conditional consideration.

In November 2016, CAML announced that it had signed a framework agreement to acquire an 80% interest in Shuak B.V., the holding company of the Shuak copper exploration project in northern Kazakhstan (**Shuak**) which completed in August 2017. Following exploration work, CAML decided the Shuak prospects were unlikely to yield a project meeting the CAML Group's criteria. In 2020, CAML agreed to a restructure of the Shuak sub-group, thereby retaining a direct 10% interest in Ken Shuak LLP (**Ken Shuak**), the license-holding entity.

Since its initial public offering in 2010, CAML has distributed approximately US$420 million to shareholders in dividends and share buy-backs. It has also self-funded two expansions at Kounrad totalling US$26 million, paid US$338.6 million in taxes in Kazakhstan and US$109.6 million in North Macedonia, and funded a number of social causes in the local communities at both operations.

5.3 Strategy

CAML's immediate strategic objectives of low costs and high margins, prudent capital allocation and sustained resilience, are underpinned by its longer-term objective of delivering growth. CAML targets low-cost, ethical metal production to benefit its employees, local communities, host governments and shareholders. CAML benefits communities close to its operations through employment opportunities and education, as well as other facilities, while focusing on the financial sustainability of its operations.

5.4 Overview of CAML's projects and operations

(a) **Kounrad Operation**

For personal use only

CAML is the sole owner and operator of the solvent extraction and electrowinning (SX-EW) copper recovery plant at the Kounrad site, near the city of Balkhash in central Kazakhstan. CAML has two operating subsidiaries in Kazakhstan, Sary Kazna, which is responsible for leaching activities, and KCC, which operates the SX-EW facility and produces copper cathode. The SX-EW plant and associated infrastructure were commissioned in April 2012.

CAML, via Sary Kazna, possesses subsoil use rights in respect of the waste rock dumps surrounding the Kazakhmys-owned Kounrad open pit. These waste rock dumps were generated through over 70 years of mining activity, predominantly during Soviet times. Over time, waste dumps containing copper oxides and sulphide minerals formed a significant tonnage deposited at the mine site. Technology has advanced, as has the use of SX-EW chemistry in treating copper ores, and CAML has turned these dumps into productive assets.

As at 31 December 2025 there remained approximately 75,400 tonnes of copper that could be extracted from Kounrad, which should ensure a life of operation until expiry of the current licence in 2034.

(i) *Producing Kounrad's copper*

Kounrad's production of copper is considerably less cost intensive than traditional mining, as there is no need to drill, blast or transport ore because the waste dump rocks can be leached in-situ. The leaching process consists of delivering weak sulphuric acid solution (termed 'raffinate') to the top of the waste dumps and irrigating the surface of the dump, through a pump and pipeline system. The solution is distributed evenly and at a controlled rate via an extensive network of dripper pipes.

Copper contained in the rock is dissolved by the raffinate which slowly percolates through the dump until it reaches the natural ground level, and then flows out from under the dump, following the natural bedrock gradient, into a plastic lined collector trench which runs along the edge of the dump.

From the collector trench, the solution (termed 'pregnant leach solution' or 'PLS') is pumped into storage ponds within the plant's perimeter. These ponds not only act as a large buffer store but also assist with settling out any fine clay or rock particles, which can adversely affect the solvent extraction (SX) phase process if not removed.

From the ponds, the copper-bearing PLS is pumped through the SX stage of the process, where it is mixed with an organic reagent to strip the copper from solution, into a copper-rich organic phase and a low-grade acidic aqueous phase. The aqueous solution, or raffinate, is then recycled back to the dumps to dissolve more copper, whilst the organic reagent is treated further to increase the copper content in a high-strength acid solution.

This copper-rich organic phase, known as rich electrolyte, is then pumped to the nearby electrowinning (EW) building where it is plated by electrolysis in cells. Placed inside these cells are lead anode plates and stainless-steel cathode sheets.

As the electric current runs through the electrolyte, the copper molecules attach themselves to the cathodes, and sheets generally equal to 99.99% purity copper are formed. Every three days on a planned schedule a third of the stainless-steel cathodes are lifted from the cells and the copper is stripped from them. Once the copper is removed, the cathodes are returned to the cells and the cycle is repeated.

For personal use only

The leaching, SX and EW processes run simultaneously and continuously, and the copper cathode plates that are harvested are stored in a secure area, prior to being delivered from the Kounrad site by road, rail and sea to end consumers via CAML's offtake partner arrangements. The CAML Group has an offtake agreement with commodities trader Traxys Europe SA, which purchases a minimum of 90% of the copper cathode from Kounrad through an evergreen agreement with CAML which has been renewed multiple times during Kounrad's life and currently runs until the end of 2026, with the ability to extend in the usual way.

Operations commenced on the Eastern Dumps in 2012 and, to 30 June 2026, CAML has produced approximately 93,000 tonnes of copper cathode from that area.

(ii) *Stage 1 and Stage 2 Expansion*

Since the commissioning of the copper production facilities in 2012, CAML has undertaken two self-funded expansions.

The Stage 1 expansion was completed on schedule and under budget in Q2 2015, and involved increasing the throughput and copper plating capacity of the plant to be able to produce 50 tonnes of copper cathode per day.

In 2016, the CAML Group undertook the Stage 2 expansion, which extended the site infrastructure to the Western Dumps to enable the leaching of copper from this larger resource area and, in doing so, extended the life of the operation to beyond 2030. CAML commenced irrigation of the Western Dumps in April 2017.

Kounrad's production in 2025 was 13,311 tonnes. Kounrad recorded one lost time injury (LTI) and two total recordable injuries (TRI) in 2025, resulting in a lost time injury frequency rate (LTIFR) of 1.25 and a total recordable injury frequency rate (TRIFR) of 2.49.

2026 copper production guidance is between 12,000 tonnes and 13,000 tonnes. Production for the six months to 30 June 2026 was 6,304 tonnes of copper cathode. During the period, one LTI was recorded.

(iii) *Kounrad C1 cash costs*

Kounrad's copper is produced at industry leading costs. The global copper industry ranks the C1 costs of individual operations graphically on a cumulative cost curve and, at US$0.82 per pound for 2025, Kounrad's C1 cost was within the lowest cost quartile of the international industry.

This enhances Kounrad's ability to remain in production even in the event of depressed copper prices. Kounrad's average C1 cash cost since production commenced in 2012 is US$0.61 per pound.

Such low costs are aided by the geological characteristics of the Kounrad dumps, as the largely impermeable bedrock has meant that rock does not have to be moved in order to extract the copper, and the material itself is amenable to being irrigated and leached.

Costs have also been aided since Kounrad was commissioned by a devaluation of the local currency, the Kazakh Tenge (**KZT**). In the second half of 2015, the KZT was allowed to float and devalued against the US dollar by 85%.

(iv) *Future Development Strategy of Kounrad*

Approximately US$94 million has been invested at Kounrad in initial capital, expansionary capital and sustaining capital. Aside from an estimated US$2 million to US$3 million sustaining capital annually, CAML does not envisage further major capital expenditure at Kounrad. The result of this is that the future annual production is not expected to increase.

(b) **Sasa Mine**

CAML owns a 100% interest in Sasa, a conventional zinc and lead operation comprising an underground mine, a flotation processing plant and a conventional tailings storage facility (**TSF**); as well as a backfill plant and dry stack tailings plant, constituting more recent additions as part of the Capital Projects in recent years.

The Sasa Mine's deposit was discovered during a period of exploration between 1954 and 1960. Trial mining commenced in 1965 and, in 1966, the mine commenced commercial production as a state-owned entity. Whilst under state-ownership, the mine closed in 2002 and was subsequently placed into bankruptcy. The Solway Group subsequently purchased the mine, invested in new equipment and operations resumed in 2006. The Solway Group sold the mine to Fusion Capital and Orion Mine Finance Group in 2015. In November 2017, CAML completed the acquisition of the Sasa Mine in North Macedonia for a total consideration of US$402.5 million.

The Sasa Mine is located in northeastern Macedonia, approximately 150 kilometres east of the capital city, Skopje, and 10 kilometres north of the local town of Makedonska Kamenica. Geographically, the mine is located within the Osogovo Mountains, at an altitude of between 975 metres and 1,600 metres above sea level, experiencing average annual precipitation of approximately 600mm, some of which is in the form of snow.

The Sasa mine lies within the Serbo-Macedonian Massif, which hosts a large number of lead and zinc deposits and extends through Serbia, Macedonia, Bulgaria, eastern Greece and into Turkey. The Sasa mine Svinja Reka and Golema Reka deposits are located on the eastern flank of a copper molybdenum porphyry deposit at Osogovo.

Sasa's lead-zinc-silver mineralisation occurs as stratiform deposits hosted predominantly by quartz-graphite schist and marbles of Lower Palaeozoic age at Svinja Reka and by gneisses at Golema Reka. Hydrothermal and bedding parallel faulting are responsible for the metasomatism of the host sediments that produce skarn and base metal mineralisation of the Svinja Reka and Golema Reka deposits. The deposits are well defined lenses of lead-zinc-silver mineralisation, which dip at about 35 degrees to the southwest.

Current mining methods include cut-and-fill and long-hole stoping, using paste backfill, plus sub-level caving. Ore is transported to surface by the new Central Decline and by vertical shaft.

Comminution is by crushing and screening, using jaw and cone crushers, followed by milling to 74 microns using rod mills, spiral classifiers and ball mills. The metals are separated from the waste by froth flotation, which produces a zinc concentrate and a lead concentrate also containing silver.

The water content of the tailings is reduced by thickening and filter pressing, with tailings stored underground in paste backfill and, from 2025, in a new dry-stack facility or in TSF4 (a conventional TSF of downstream construction). Saleable concentrate products are stored in sheds prior to loading, and trucked or shipped to smelters.

For personal use only

For personal use only

Sasa production statistics

	Units	2025	2024	2023	2022
Ore mined	t	**796,171**	762,456	805,621	806,069
Plant feed	t	**799,080**	760,514	805,819	806,653
Zinc grade	%	**2.61**	2.87	2.97	3.15
Zinc recovery	%	**85.7**	85.2	85.0	84.6
Lead grade	%	**3.35**	3.71	3.70	3.63
Lead recovery	%	**94.1**	94.4	93.1	93.4
Zinc concentrate	t (dry)	**35,614**	36,967	40,226	42,824
Grade	%	**50.2**	50.2	50.6	50.1
Contained zinc	t	**17,881**	18,572	20,338	21,473
Lead concentrate	t (dry)	**35,643**	37,595	39,136	38,439
Grade	%	**70.6**	70.8	71.0	71.2
Contained lead	t	**25,156**	26,617	27,794	27,354

Sasa typically receives from smelters approximately 84% of the value of its zinc-in-concentrate and 95% of the value of its lead-in-concentrate. Accordingly, payable production in 2025 totalled 15,032 tonnes of zinc and 23,898 tonnes of lead. Payable metal-in-concentrate sales for 2025 were 14,961 tonnes of zinc and 23,898 tonnes of lead respectively.

During 2025, Sasa sold 380,433 ounces of payable silver to the OR Royalties group, in accordance with its streaming agreement.

2025 marked the completion of the Capital Projects programme at Sasa, when the Dry Stack Tailings (DST) Plant entered operation at the end of Q1 2025. Meanwhile, the transition to mining using paste backfill (PBF) has continued to be implemented, consistent with the staged transition from sub-level caving to cut-and-fill and long-hole stoping methods.

For Sasa, transitioning from using conventional tailings storage facilities (**TSF**s) to DST reduces water consumption and the risk of TSF failures, and improves long-term geotechnical stability. In addition, the placement of tailings underground in historical voids and in current mining areas, via backfilling, offers significant environmental benefits, in particular a reduction in the quantity of waste stored on surface. It also enhances ground support, benefiting safety, and maximises ore recovery and reduces surface disturbance. These practices support more sustainable mining, improved community and regulatory acceptance, and better alignment with modern environmental standards and best available technology.

Sasa's conventional TSFs are in conformance with the Global Industry Standard on Tailings Management (GISTM), an internationally accepted set of best practices for the management of TSFs. GISTM covers standards and practices over the entire TSF life cycle.

For personal use only

(i) *Comprehensive improvement programme*

As mining has progressed deeper at Sasa, the geology has presented increasing challenges. In particular, the orebody has become narrower, and the change in mining methods has been designed to provide flexibility and thus control dilution. In addition, the orebody has become more variable in both geometry and grade, impacting head grades and metal production, which adversely affected profitability during 2024 and 2025.

In response, in the second half of 2025 CAML undertook a comprehensive review of Sasa's operations, with the help of leading external consultants, to critically examine the business. These included mine planning and grade control, ore handling and processing plant throughput, productivity and staffing levels, and other cost-control measures.

The changes in geology and the results of the business review also prompted a re-evaluation and reduction of Sasa's life-of-mine to 2034, which now envisages mining up to approximately 830,000 tonnes annually in each of the eight years commencing 2026, with a reduced volume in the final year. This is reflected in the revised Ore Reserve Estimate at 31 December 2025. The revised life-of-mine plan envisages production solely from the Svinja Reka deposit.

The comprehensive business review also resulted in a number of recommendations designed to improve profitability. In the context of mining, these have been aimed at both the long term, by improving understanding of the orebody at depth, and at the short term in better mine planning. Additional exploration drilling is a priority in 2026, and other actions planned or already under way include increasing the density of drilling used in mine planning and grade sampling; boosting the capacity of on-site assaying; and additional training of personnel involved in mine planning.

The drive for improvements in productivity has resulted in a reduction in staffing levels of approximately 11%, and other initiatives include improvements in development drilling, achieving greater advance from each blasting round, and changes in maintenance planning.

Cost control is a key focus, and measures taken include optimisation of inventory management and the re-tendering of large procurement contracts. A project to test the viability of ore sorting is also under way, which may enhance value in lower-grade Mineral Resources, in particular with respect to the Golema Reka deposit.

The Central Decline, a direct haulage completed at the end of 2024, is making a significant contribution to the efficient movement of ore and waste. By the end of 2025, haulage by truck via the Central Decline was accounting for 79% of material moved, with the balance hoisted by vertical shaft.

In 2025, the operation recorded zero lost time injuries (LTIs) and one medical treatment injury (MTI) resulting in a total recordable injury frequency rate (TRIFR) of 0.56.

Production during the six months to 30 June 2026 totalled 9,094 tonnes of zinc-in-concentrate and 13,312 tonnes of lead-in-concentrate. During the period, Sasa recorded one LTI.

(i) *2026 production guidance*

CAML has raised its guidance for ore mined and processed in 2026 year-on-year to between 800,000 and 820,000 tonnes. Expected metal production in 2026 is 18,000 to 20,000 tonnes of zinc-in-concentrate and 26,000 to 28,000 tonnes of lead-in-concentrate.

(c) **Group exploration**

Currently, CAML Group exploration is focused on Kazakhstan, targeting high-grade, predominantly base metals prospects. CAML X (80%-owned) was established in late 2023, with a team of geologists experienced in working in the region. This was followed in 2025 by the formation of the wholly-owned CAML XD to acquire more advanced prospects.

Following target-generation work in 2024, CAML X undertook reconnaissance activity within four licence areas during 2025 and, following this work, two of the areas, Otyar and Yuzhnoe, were recommended for drill testing.

CAML XD has recognised the Tengiz Basin as highly prospective, and in late 2025 was granted a licence in this region. In May 2026, CAML XD signed an option agreement to acquire a 100% interest in another licence area in this basin, which has potential for high-grade sediment-hosted copper mineralisation.

The CAML Group's 2026 exploration programme in Kazakhstan includes up to 5,500 metres of drill testing, over two or three projects, within an overall budget of between US$3.0 million and US$3.5 million, excluding administration costs.

(d) **Aberdeen Minerals**

In 2024, CAML made an initial investment of £3 million for a 28.4% interest in Aberdeen Minerals, an unlisted private company exploring for base metals in Aberdeenshire, northeast Scotland. The CAML investment funded two drilling programmes on Aberdeen Minerals' Arthrath project totalling approximately 5,000 metres. The drilling intersected thick intersections of sulphide-rich intrusive rocks, including classic semi-massive and massive sulphide textures associated with a dynamic conduit-related mineral system. This drilling identified potential for mineralisation to the south west of the area already drilled and, in January 2026, CAML invested an additional £850,000 to test this target zone.

To provide this funding, CAML exercised a portion of the warrants received as part of its initial £3 million investment, increasing CAML's shareholding to 32.6%. The warrants allowed for a total further investment of up to a total of £2 million, and agreement was also reached to extend the expiry of the remaining warrants to allow sufficient time for the exploration work on this southwestern target zone to be evaluated.

5.5 Recent financial and operating performance

In 2025, steady production from Kounrad and recovering output from Sasa, aided by strong product prices, particularly in the final months of the year, resulted in revenue of US$229.9 million. Despite inflationary pressures at both operations, and the impact of the weakening of the US dollar on operating costs at Sasa and at the corporate level, CAML posted EBITDA of US$101.8 million, at an EBITDA margin of 44%.

Kounrad finished 2025 with a strong production performance, resulting in full-year output of 13,311 tonnes of copper, only fractionally below that of 2024 despite the natural limitations imposed by the physical characteristics of a dump-leach operation.

For personal use only

For personal use only

Owing to the site team's constant focus on efficiencies, this production was achieved at a C1 cash operating cost of US$0.82 per pound, which remains in the bottom quartile of cash costs worldwide. This was aided by the control of a portion of energy costs afforded by Kounrad's Solar Power Plant, which supplied approximately 15% of total requirements in 2025, demonstrating the financial benefits of CAML's environmental commitments.

Consistent with the efforts to maintain Kounrad's productive life for as long as possible, the Eastern Dumps, where Kounrad's operations began in 2012, continued to produce copper. According to the initial estimates, the Eastern Dumps were scheduled to cease production in approximately 2024; whereas in 2025, despite no fresh material available at the Eastern Dumps, residual leaching contributed 14% of total production.

Mining volumes at Sasa recovered strongly in 2025, with ore production rising 4% compared with 2024 and returning throughput close to the 800,000 tonnes per annum level. Meanwhile, the transition to new mining methods using underground paste backfill and switching a significant portion of surface storage of tailings to the dry-stack method are both now firmly part of normal operations at Sasa.

However, as mining has progressed deeper, the orebody has typically become narrower. This change was anticipated, and formed a key reason behind the adoption of new, more flexible mining methods over the past two years. In addition, the orebody is proving more variable with depth, both in grade and geometry, with the latter contributing to greater dilution. Head grades were lower in 2025, averaging 9% to 10% less than in 2024.

As part of efforts to improve Sasa's profitability, CAML revised Sasa's life-of-mine plan based on its year-end reserves and resources. The consequent reduction in the life-of-mine to 2034, along with updated assumptions for other factors, resulted in a non-cash impairment charge amounting to US$117.5 million.

The impairment charge resulted in an attributable net loss for 2025, of US$75.1 million, which compares with an attributable net profit of US$51.2 million in 2024. Cash flow generation remained strong, with adjusted free cash flow of US$56.0 million in 2025, compared with US$65.7 million in 2024.

CAML continued to invest in its operations in 2025, with capital expenditure of US$19.0 million, of which US$4.9 million was spent at Kounrad and US$14.1 million at Sasa. The expenditure at Sasa included US$2.8 million on the final element of the Capital Projects, which together have transitioned the operation to paste-fill mining and dry-stack tailings, representing industry best practice.

5.6 Ore Reserves and Mineral Resources

(a) **Kounrad Mineral Resource and Ore Reserve**

(i) *Kounrad Mineral Resource estimate*

A summary of the Mineral Resource estimate for the Kounrad in-situ dump leach operation as at 31 December 2025 is shown in the table below.

Classification	Tonnes (Mt)	Cu (%)	Contained Cu Metal (kt)
Measured	-	-	-
Indicated	595.1	0.07	407.9
Inferred	-	-	-

Notes:

For personal use only

1. Mineral Resources are reported in accordance with the guidelines of the JORC Code (2012).
2. Cu grade is total copper.
3. Mineral Resources are estimated at a cut-off grade of 0% Cu.
4. Mineral Resources are estimated using a copper price of US$11,080 per tonne.
5. Mineral Resources are estimated using a calculated leach recovery of 18.5%.
6. Mineral Resources are estimated using average dry densities ranging from 1.875 to 2.07 t/m^3.
7. Kounrad is an in-situ dump leach operation, and therefore no minimum mining width has been applied.
8. Mineral Resources are inclusive of Ore Reserves.
9. Mineral Resources that are not Ore Reserves do not have demonstrated economic viability based on a pre-feasibility study or feasibility study.
10. Contained metal refers to estimated contained metal in the ground not adjusted for metallurgical recovery.
11. Totals may not represent the sum of the parts due to rounding.

(ii) *Kounrad Ore Reserve estimate*

A summary of the Ore Reserve estimate for the Kounrad in-situ dump leach operation as at 31 December 2025 is shown in the table below.

Classification	Tonnes (Mt)	Cu (%)	Contained Cu Metal (kt)
Proved	-	-	-
Probable	595.1	0.07	407.9

Notes:

1. Ore Reserves are reported in accordance with the guidelines of the JORC Code (2012).
2. Cu grade is total copper.
3. Ore Reserves are estimated at a cut-off grade of 0% Cu.
4. Ore Reserves are estimated using a copper price of US$11,080 per tonne.
5. Ore Reserves are estimated using a calculated leach recovery of 18.5%.
6. Kounrad is an in-situ dump leach operation, and therefore no dilution or mining recovery factors have been applied.
7. Contained metal refers to estimated contained metal in the ground not adjusted for metallurgical recovery.
8. Totals may not represent the sum of the parts due to rounding.

(i) **Sasa Mine Mineral Resource and Ore Reserve**

Sasa Mine Mineral Resource estimate

A summary of the Mineral Resource estimate for the Sasa Mine as at 31 December 2025 is shown in the table below.

Deposit	Classification	Tonnes (Mt)	Pb (%)	Zn (%)	Ag (g/t)
Svinja Reka	Measured	-	-	-	-
	Indicated	9.6	4.2	3.0	32.8
	Inferred	2.3	2.9	2.4	35.5
Golema Reka	Measured	-	-	-	-
	Indicated	1.8	4.1	1.3	13.8
	Inferred	6.8	3.9	1.2	13.2
Total	**Measured**	**-**	**-**	**-**	**-**
	Indicated	**11.4**	**4.2**	**2.8**	**29.8**
	Inferred	**9.1**	**3.6**	**1.5**	**18.9**

Notes:

For personal use only

1. Mineral Resources are reported in accordance with the guidelines of the JORC Code (2012).
2. Mineral Resources are estimated using Net Smelter Return ('NSR') cut-off values of US$53 per tonne for sub-level caving, US$65 per tonne for cut-and-fill stoping and $60 per tonne for long-hole stoping.
3. Mineral Resources are estimated using metal prices of US$3,041 per tonne for zinc, US$2,506 per tonne for lead and US$31 per ounce for silver.
4. Mineral Resources are estimated using metallurgical recoveries of 94% for lead, 82% for zinc and 75% for silver.
5. Mineral Resources are estimated using average dry densities ranging from 2.7 to 4.0 t/m3.
6. A minimum thickness of 1.5 m was used to model the mineralised zones.
7. Mineral Resources are inclusive of Ore Reserves.
8. Mineral Resources that are not Ore Reserves do not have demonstrated economic viability based on a pre-feasibility study or feasibility study.
9. Totals may not represent the sum of the parts due to rounding.

Sasa Mine Ore Reserve estimate

A summary of the Ore Reserve estimate for the Sasa Mine as at 31 December 2025 is shown in the table below. No Ore Reserves are reported for Golema Reka because no prefeasibility study or feasibility study has been undertaken.

Deposit	Classification	Tonnes (Mt)	Pb (%)	Zn (%)	Ag (g/t)
Svinja Reka	Proved	-	-	-	-
	Probable	6.9	3.5	2.5	26.1
Golema Reka	Proved	-	-	-	-
	Probable	-	-	-	-
Total	**Proved**	**-**	**-**	**-**	**-**
	Probable	**6.9**	**3.5**	**2.5**	**26.1**

Notes:

1. Ore Reserves are reported in accordance with the guidelines of the JORC Code (2012).
2. Ore Reserves are estimated using Net Smelter Return ('NSR') cut-off values of US$53 per tonne for sub-level caving, US$65 per tonne for cut-and-fill stoping and $60 per tonne for long-hole stoping.
3. Ore Reserves are estimated using metal prices of US$2,644 per tonne for zinc, US$2,179 per tonne for lead and US$27 per ounce for silver.
4. Ore Reserves are estimated using metallurgical recoveries of 94% for lead, 82% for zinc and 75% for silver.
5. A minimum mining width of 1.8 m, including internal but excluding external dilution, has been used.
6. Totals may not represent the sum of the parts due to rounding.

(b) ASX Listing Rules Chapter 5 disclosures

(i) *Resource and Reserve reporting*

The information in this Scheme Booklet that relates to the Mineral Resource and Ore Reserve estimates for Kounrad and the Sasa Mine (as applicable) is extracted from CAML's AIM announcement titled "Mineral Resource and Ore Reserve Update" released on 5 August 2026, a copy of which announcement is available on CAML's website (www.centralasiametals.com/investors/regulatory-news). CAML is not aware of any new information or data that materially affects the information included in the original announcement and that all material assumptions and technical parameters underpinning the estimates in the original announcement continue to apply and have not materially changed. CAML confirms that the form and context in which the competent person's findings

For personal use only

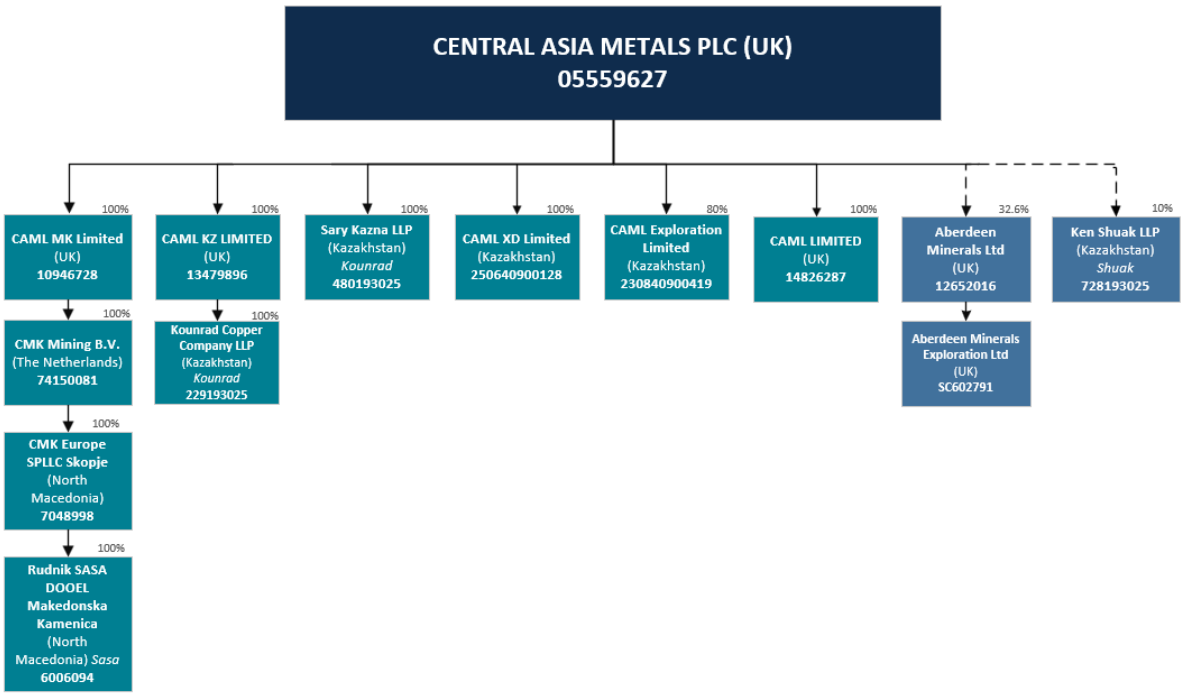
have been presented have not been materially modified from the original announcement.

(ii) *Production targets*

The information in this Scheme Booklet that relates to production targets, or forecast financial information derived from a production target, in respect of Kounrad and the Sasa Mine (as applicable) is extracted from the announcement entitled "Mineral Resource and Ore Reserve Update" released on 5 August 2026, a copy of which is available on CAML's website (www.centralasiametals.com/investors/regulatory-news). CAML confirms that all material assumptions underpinning the production target, or the forecast financial information derived from the production target, in the original announcement continue to apply and have not materially changed.

5.7 CAML Group corporate structure

CAML's corporate structure is outlined in the figure below.



If the Scheme is implemented, Cygnus will become a subsidiary of CAML, and Cygnus' subsidiaries will in turn become part of the CAML Group.

5.8 Dividend framework and history

(a) **Dividend framework**

Disciplined capital allocation supports both shareholder returns and growth, in the interests of all stakeholders. It reflects the CAML Group's objective to extend resource life, add new development options and diversify the portfolio beyond existing operations.

CAML recognises the importance of returning capital to shareholders, and CAML's

For personal use only

dividend policy is to return to shareholders a range of between 30% and 50% of the CAML Group's free cash flow, defined as net cash generated from operating activities less sustaining capital expenditure, plus interest received and cash-settled share-based payments.

The CAML Board reviews the amount of any future dividends to be paid to shareholders having regard to the CAML Group's profits, its financial position and the CAML Board's assessment of the capital required to grow the CAML Group's business. The CAML Board may declare dividends to be paid to CAML Shareholders according to their respective rights and interests in the profits of the CAML. However, no dividend shall exceed the amount recommended by the CAML Board.

The final 2024 dividend of 9 pence per CAML Share was paid on 20 May 2025 and a 2025 interim dividend of 4.5 pence per CAML Share was paid on 22 October 2025.

In conjunction with CAML's 2025 annual results, the Board conditionally proposed a final dividend for 2025 of 7.5 pence per CAML Share. This was subsequently approved by shareholders, bringing total dividends for the year to 12 pence (2024: 18 pence), which represents approximately 50% of annual adjusted free cash flow. The final dividend was paid on 29 June 2026 to shareholders registered on 5 June 2026.

Given that CAML did not have sufficient distributable reserves to fund the recommended dividend at the time it was proposed, the payment of the dividend was conditional upon:

(i) shareholders and the court approving the Capital Reduction (as detailed in CAML's Annual Report and Accounts for the year ended 31 December 2025); and

(ii) as expected thereafter, CAML having at the time the dividend was made sufficient distributable reserves to fund the dividend with reference to relevant accounts and otherwise complying with the requirements of Part 23 of the Companies Act 2006.

Both of the above conditions were duly fulfilled.

There are currently no restrictions in CAML's constating documents, material contracts or otherwise that would prevent CAML from paying dividends.

(b) **Dividend history**

Announcement Date	Payment Date	Type	Amount (£)
13 December 2012	01 February 2013	Dividend	0.033
13 December 2012	01 February 2013	Dividend	0.037
27 March 2013	29 May 2013	Dividend	0.037
26 September 2013	15 November 2013	Dividend	0.040
16 April 2014	20 June 2014	Dividend	0.050
25 September 2014	31 October 2014	Dividend	0.050
30 March 2015	24 June 2015	Dividend	0.075

For personal use only

Announcement Date	Payment Date	Type	Amount (£)
14 September 2015	30 October 2015	Dividend	0.045
11 April 2016	15 June 2016	Final Dividend	0.080
12 September 2016	28 October 2016	Interim Dividend	0.055
04 April 2017	07 June 2017	Final Dividend	0.100
22 September 2017	27 October 2017	Interim Dividend	0.065
12 April 2018	25 May 2018	Final Dividend	0.100
19 September 2018	26 October 2018	Interim Dividend	0.065
10 April 2019	20 May 2019	Final Dividend	0.080
17 September 2019	25 October 2019	Interim Dividend	0.065
11 November 2020	11 December 2020	Interim Dividend	0.060
30 March 2021	25 May 2021	Final Dividend	0.080
15 September 2021	22 October 2021	Interim Dividend	0.080
29 March 2022	30 May 2022	Final Dividend	0.120
14 September 2022	21 October 2022	Interim Dividend	0.100
29 March 2023	23 May 2023	Final Dividend	0.100
13 September 2023	20 October 2023	Interim Dividend	0.090
25 March 2024	22 May 2024	Final Dividend	0.090
10 September 2024	22 October 2024	Interim Dividend	0.090
20 March 2025	20 May 2025	Final Dividend	0.090
10 September 2025	22 October 2025	Interim Dividend	0.045
19 March 2026	29 June 2026	Final Dividend	0.075

5.9 CAML Directors and senior management

(a) Directors

As of the Last Practicable Date, the CAML Board is comprised of the following directors:

Nick Clarke[2,4] *Non-Executive Chairman (from April 2018)* *England, United Kingdom*	Appointed to Board: April 2009 Education/qualifications/memberships: Nick graduated in 1974 from the Camborne School of Mines, ACSM. He is a Chartered Engineer and a member of the Institute of Materials, Minerals and Mining (IOM3). Experience: Nick has over 50 years of mining experience, including 16 years spent within senior management positions in production and technical services in South Africa, Ghana and Saudi Arabia. Nick previously served as managing director of Oriel Resources and was managing director at Wardell Armstrong International, where he managed numerous multidisciplinary consulting projects. He joined CAML in 2009 as Chief Executive Officer and assumed the role of Executive Chairman in June 2016 and assumed the role of Non-Executive Chairman in April 2018. External appointments: Nick was a non-executive director of Caledonia Mining from September 2019 to May 2026.
Gavin Ferrar *Chief Executive Officer (from 1 October 2024)* *England, United Kingdom*	Appointed to Board: June 2016 Education/qualifications/memberships: Gavin holds a BSc (Hons) in geology from the University of the Witwatersrand and an MSc in geology from the University of Natal. He also holds an MBA in finance from Imperial College, London. Experience: Gavin has been involved in the mining sector for over 25 years. Gavin's career began with Anglo American in its New Mining Business Division. He then spent eleven years in the London investment banking sector at Barclays Capital and Investec. After leaving the banking sector, he advised a variety of clients on project development and funding before joining CAML in June 2014 as Business Development Director. He was appointed to the Board in June 2016, and as CFO on 16 April 2018 and held this position for six years. Gavin was appointed as CEO in October 2024. External appointments: None
Louise Wrathall *Chief Financial Officer (from 1 October 2024)* *England, United Kingdom*	Appointed to Board: May 2022 Education/qualifications/memberships: Louise has a BSc (Hons) in geology from the University of Liverpool and a Master's degree in mining geology from the Camborne School of Mines, University of Exeter. Experience: Louise has over 20 years' experience in the mining sector. Following a two-year period working in the UK quarrying industry, she spent almost ten years as a mining sell-side equity analyst focused on London-listed companies, including in the research team at Investec. Louise was a director of Cornish Lithium Ltd from May 2016 to March 2022. Louise joined CAML in December 2015, initially responsible for investor relations, and in 2022 her role expanded to include business development before she was promoted to CFO in October 2024. She is chair of CAML's exploration subsidiary, CAML Exploration (CAML X).

For personal use only

For personal use only

	External appointments: Louise is CAML's representative on the board of Aberdeen Minerals, where she serves as a non-executive director. She is also a trustee of the Camborne School of Mines.
Dr Mike Armitage[1,2,3,4] *Non-Executive Director* *Wales, United Kingdom*	Appointed to Board: January 2022 Education/qualifications/memberships: Mike holds a BSc (Hons) in Mineral Exploitation from the University of Cardiff and a PhD in Mineral Resource Estimation from the University of Bristol. He is also a Chartered Geologist and Fellow of the Geological Society, and a Chartered Engineer and a Member of the Institute of Materials, Minerals and Mining (IOM3) through which he is recognised as being Qualified for Minerals Reporting (QMR). Experience: Mike has over 40 years' experience in the mining industry. He spent his early career working underground as a geologist in South Africa and then completed his PhD on reserve estimation at the Renco mine in Zimbabwe. He joined SRK Consulting in 1991, and held various technical and management roles before leaving in early 2022. These roles included managing director and chairman of SRK's UK practice, and chairman of SRK's Russia and Kazakhstan practices. He also spent five years as SRK's Global Chairman. Since leaving SRK, Mike has founded a private junior exploration company where he remains as CEO and continues to act as a mining industry consultant. External appointments: Mike currently serves as a non-executive director of Atalaya Mining, Tertiary Minerals and Oriole Resources.
Alison Baker[1,4,5,] *Non-Executive Director* *England, United Kingdom*	Appointed to Board: August 2025 Education/qualifications/memberships: Alison holds a Bachelor of Science in Mathematical Sciences from the University of Bath and is a qualified Chartered Accountant of the Institute of Chartered Accountants in England and Wales. Experience: Alison has over 25 years' experience in audits, capital markets, advisory and assurance services across the energy and mining sectors, particularly in emerging markets. She has previously led senior practices at both PwC and EY, where she worked extensively with companies in natural resources. She has significant expertise in governance, audit and financial reporting. Alison served on the boards of Kaz minerals from 2017 to 2021 and Centamin plc from 2018 to 2019. External appointments: Alison currently serves as a non-executive director of Endeavour Mining, Helios Towers and Capstone Copper.
Roger Davey[2,3,4,5] *Non-Executive Director* *England, United Kingdom*	Appointed to Board: December 2015 Education/qualifications/memberships: Roger holds a Master of Science in Mineral Production Management from the Royal School of Mines, Imperial College, London and a Master of Science in Water Resource Management and Water Environment from Bournemouth University. He is an Associate of the Camborne School of Mines (ACSM), a Chartered Engineer, a European Engineer and a Member of the Institute of Materials, Minerals and Mining (IOM3). Experience: Roger has over 40 years' operational experience at senior management and director level in the international mining industry, covering feasibility studies, financing, construction, development, commissioning and operational

For personal use only

	management of underground and surface mining operations in gold and base metals. He served as chairman and non-executive director of Atalaya Mining until late 2024. Roger's previous positions include senior mining engineer at NM Rothschild (London) in the Mining and Metals Project Finance team (1997-2010); director, vice-president and general manager of Minorco (AngloGold) subsidiaries in Argentina (1994-97), for the development of Cerro Vanguardia, an open-pit gold-silver mine in Patagonia; operations director of Greenwich Resources, London (1984-1992); production manager for Blue Circle Industries in Chile (1979-1984); and various production roles from graduate trainee to mine manager, in Gold Fields of South Africa (1971-78). External appointments: Roger serves as a non-executive director of both Tharisa plc and Pan Global Resources.
Dr Gillian Davidson[1,3,4] *Non-Executive Director* *Scotland, United Kingdom*	Appointed to Board: December 2019 Education/qualifications/memberships: Gillian holds an MA (Hons) in Geography from the University of Glasgow, a PhD in Development Economics and Economic Geography from the University of Liverpool and is an alumnus of the Governor General's Canadian Leadership Conference. Experience: Gillian has over 25 years of sustainability experience in the extractive and natural resources sectors. Gillian was, until 2017, Head of Mining & Metals at the World Economic Forum (WEF), leading global and regional initiatives for responsible and sustainable development. Previously, Gillian was director of social responsibility at Teck Resources and was chair of International Women in Mining and of the Global Battery Alliance. She also served on the boards of Lydian International, Horizonte Minerals and New Gold. She has held senior roles in mining companies, government, academia and consultancy. External appointments: Gillian is an independent sustainability adviser, and currently serves as a non-executive director on the board Lundin Gold. She is past co-chair of the WEF Global Futures Council on Responsible Resource Use, and head of sustainability for Regeneration, a non-governmental organisation.
Mike Prentis[1,4,5] *Non-Executive Director and Senior Independent Director* *England, United Kingdom*	Appointed to Board: March 2021 Education/qualifications/memberships: Mike holds an MA in Geography from Trinity College, University of Cambridge. He is an Associate of the Institute of Chartered Accountants in England and Wales. Experience: Mike has 33 years of investment management experience, most recently at BlackRock as a managing director and fund manager. For many years Mike managed funds investing in listed UK small- and mid-cap companies, including BlackRock Smaller Companies Trust and BlackRock Throgmorton Trust. He was head of the BlackRock UK Small- and Mid-Cap Equities Team. Previously, Mike worked in private equity, mainly helping to put together management buyouts. He was also a local director for 3i Group. Mike qualified as a Chartered Accountant with Peat Marwick Mitchell (now KPMG) prior to commencing his investment management career. External appointments: Mike serves as senior independent director and chair of the Management Engagement Committee of Artemis UK Future Leaders plc. He is also a

For personal use only

	Governor of MidKent College and a member of its Group Risk and Audit, and Finance and Resources Committees.
Nigel Robinson[2,3] *Non-Executive Director (from 1 April 2025)* *England, United Kingdom*	Appointed to Board: April 2009 Education/qualifications/memberships: Nigel has an engineering degree from Lancaster University and is a member of the Institute of Chartered Accountants in England and Wales. Experience: Nigel started his career as a Royal Naval officer in the Fleet Air Arm where he served an eight-year short career commission. He then qualified as a Chartered Accountant with KPMG, staying for three years before leaving the profession to work in commerce. He initially joined British Aerospace, working in the internal audit department, before relocating to London where he worked for six years in management with British Airways. Nigel joined CAML in 2007 as Group Financial Controller, before being appointed as CFO in April 2009. He was CEO from April 2018 until October 2024, when he stepped down as CEO, though remained on the CAML Board, initially as an Executive Director before transitioning to an NED role. External appointments: Nigel was appointed non-executive chair of Giyani Metals in June 2025 and assumed the role of interim executive chair in September 2025.

Notes:

1. Member of the Audit Committee. Alison Baker is the Chair.
2. Member of the Technical Committee. Roger Davey is the Chair.
3. Member of the Sustainability Committee. Dr Gillian Davidson is the Chair.
4. Member of the Nomination Committee. Nick Clarke is the Chair.
5. Member of the Remuneration Committee. Mike Prentis is the Chair.

(b) **Senior management**

As of the Last Practicable Date, the CAML senior management team is as follows:

Megan Farrell *Head of Sustainability* *(from July 2024)* *England, United Kingdom*	Education/qualifications/memberships: Megan holds a Master of Science in Water and Environmental Engineering from Surrey University and a Bachelor of Science (Honours) in Geology from the Portsmouth University, and is a Fellow of the Geological Society of London. Experience: Megan has over ten years' experience in environmental management and sustainability across the mining, infrastructure and environmental sectors. Prior to joining CAML, she worked for Golder Associates Ltd, where she supported a range projects in the UK and internationally. External appointments: None
Graham Greenway *Group Geologist* *(from February 2022)* *England, United Kingdom*	Education/qualifications/memberships: Graham graduated with a BSc Honours (Geology) in 1989 from the University of Natal, Pietermaritzburg, South Africa. Experience: Graham is a geologist with more than 37 years' experience in the mining industry. His career has included periods as a mine geologist in underground and open cast environments, an exploration geologist, a resource evaluation geologist, as well as working as a consultant for a large international mining consultancy.

For personal use only

	Graham has worked on projects in Europe, North and South America, Australia, Asia and throughout Africa, covering a broad range of commodities. External appointments: Operations Director, CAML Exploration (from April 2024)
Howard Nicholson *Technical Director* *(from December 2011)* *England, United Kingdom*	Education/qualifications/memberships: Howard holds a Bachelor of Science in Minerals Processing from the University of Leeds Experience: Howard is a metallurgist with 47 years of experience in mine operations management at a senior level, and has significant project development experience. Immediately prior to joining CAML in 2009 he was chief operating officer of European Minerals, in which role he led the development of the large scale, greenfield Varvarinka copper-gold project in Kazakhstan. Prior to this he held various site management positions with Ashanti Goldfields, Lonrho and Anglo American. External appointments: None
Alex Shapoval *Commercial and Treasury Director* *(from January 2025)* *England, United Kingdom*	Education/qualifications/memberships: Alex holds a Bachelor in Finance from the Sumy Agrarian University and is a qualified Chartered Accountant of the Association of Chartered Qualified Accountants (ACCA). Experience: Alex has over 20 years' experience in treasury, reporting, audit, taxation, risk management, insurance and sales across the construction and mining sectors, particularly in emerging markets. Alex has held multiple financial and commercial positions during his 16-year service with CAML. He has previously worked in Corporate Finance with Deloitte. External appointments: Non-Executive Director CAML Exploration (from 2024)
Victoria Usova *General Counsel* *(from January 2023)* *England, United Kingdom*	Education/qualifications/memberships: Victoria holds a BA (Hons) in Law (Jurisprudence) from University of Oxford, and an MSc in International Financial Management from Queen Mary, University of London. She is a solicitor of the Courts of England and Wales, and an attorney admitted to the New York State Bar, 3rd Appellate Division. Experience: Victoria has over ten years of cross-border experience in the mining, energy and natural resources sectors. She has advised both listed and private multinational companies on corporate governance, M&A, financing, commercial contracts and regulatory compliance. She joined CAML in September 2018, where she currently functions as head of legal for the Group, overseeing legal teams in Kazakhstan and North Macedonia. Prior to joining CAML, she worked as a solicitor in a London-based firm, where she supported clients on issuer-side public offerings of debt and equity securities on the London Stock Exchange and NEX bond market. Alongside capital markets work, she assisted extractives companies with operations in jurisdictions such as Kazakhstan, Zambia, Australia and the US with corporate restructuring, joint venture transactions, operating agreements and investment documentation. External appointments: None.

(c) **Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

For personal use only

Other than as disclosed below, no individual set forth in the tables above is, as of the Last Practicable Date, or has been, within the ten years before the Last Practicable Date, a director, CEO or CFO of any company (including CAML) that:

(i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while such individual was acting in the capacity as director, CEO or CFO: or

(ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a director, CEO or CFO and which resulted from an event that occurred while such individual was acting in the capacity as director, CEO or CFO.

Other than as disclosed below, no individual set forth in the above table, or shareholder holding a sufficient number of securities of CAML to affect materially the control of CAML:

(iii) is, as of the Last Practicable Date, or has been, within the ten years before the Last Practicable Date, a director or executive officer of any company (including CAML) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(iv) has, within the ten years before the Last Practicable Date, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Dr. Gillian Davidson was a director of Lydian International Limited (**Lydian**) (a TSX listed company) from November 2016 to February 2020. On December 3, 2019, Lydian and certain of its subsidiaries were granted protection under the Companies Creditors Arrangement Act (CCAA) and entered into a plan of arrangement under the CCAA with its secured creditors on June 15, 2020, which restructuring was completed on June 30, 2020. Dr. Gillian Davidson was also a director of Horizonte Minerals Plc (**Horizonte**) from March 2022 to May 2024. On May 16, 2024, Horizonte entered into administration pursuant to a power of the board of directors to appoint administrators under the United Kingdom's Insolvency Act 1986. In connection with the foregoing, Horizonte's ordinary shares was suspended from trading on AIM with effect on May 16, 2024 and from the TSX with effect on May 15, 2024.

Nick Clarke was a director of Wolf Minerals Limited (**Wolf Minerals**), an ASX listed company developing the Drakeland tungsten mine near Plymouth UK. In October 2018, Wolf Minerals entered into voluntary administration under Australian law and its UK operating subsidiary Wolf Minerals (UK) Limited was subject to a compulsory liquidation under the UK Insolvency Act 1986.

No individual set forth in the above table or shareholder holding a sufficient number of securities of CAML to affect materially the control of CAML has been subject to:

(v) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(vi) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

(d) **Conflicts of Interest**

Certain of the directors and officers of CAML serve or may in future serve as directors and officers of other public companies, including those that are similarly engaged in the business of acquiring, exploring, developing and producing natural resource properties and whose business may, from time to time, be in direct or indirect competition with CAML. Therefore it is possible that a conflict may arise between their duties as a director or officer of CAML and their duties as a director or officer of such other company. To the best of CAML's knowledge, and other than as may be disclosed in this Scheme Booklet, there are no known existing or potential conflicts of interest between CAML and any of its directors or officers.

(e) **Securityholdings as a Group**

As at the Last Practicable Date, the directors and officers of CAML held an aggregate of 2,125,125 CAML Shares, representing approximately 1.2% of the issued and outstanding CAML Shares on a non-diluted basis.

5.10 Financing

The CAML Group maintains several bank facilities with limits up to a total of approximately US$17.1 million under framework agreements with North Macedonian banks. The description of such banking facilities are provided below:

(a) **Credit and Overdraft Facilities**

(i) Komercijalna Bank Framework Revolving Credit Agreement: Sasa maintains a EUR 10 million framework credit agreement whereby the facility provides an umbrella limit under which banking products may be issued. The facility matures on 17 October 2028 following an extension agreed in October 2025. Security comprises promissory notes granting enforcement rights against the borrower's assets and bank accounts. Pricing, repayment terms and utilisation-specific conditions are determined under separate facility agreements and Sasa is not subject to specific covenants.

(ii) Komercijalna Banka Overdraft Facility: Sasa maintains a revolving overdraft facility with Komercijalna Banka AD Skopje in the amount of 272.5 million Macedonian denar (approximately US$5.0 million) with a current maturity of 28 August 2026. The facility is secured under the terms of the broader EUR 10 million Framework Revolving Credit Agreement.

(iii) Sparkasse Framework Revolving Credit Agreement: Sasa maintains a revolving credit framework agreement with Sparkasse Bank AD Skopje, with an aggregate limit of EUR5 million, which matures on 28 March 2029. Pricing and repayment terms are determined under individual utilisation agreements entered into pursuant to the framework agreement. The facility is secured by promissory note arrangements providing enforcement rights

For personal use only

against the borrower's bank accounts and assets and Sasa is not subject to specific covenants or additional indebtedness restrictions.

(iv) Sparkasse Short-Term Revolving Credit Overdraft Facility: Sasa maintains a short-term revolving credit facility with Sparkasse Bank AD Skopje in the amount of 307.5 million Macedonian denar (approximately US$5.7 million). The facility matures on 28 March 2027 and bears interest at 3.24% per annum. The facility is made available and secured under the broader EUR5 million Sparkasse Framework Revolving Credit Agreement.

(b) **Environmental Guarantee**

In addition, Komercijalna Banka AD provides a performance guarantee in favour of the North Macedonian Ministry of Economy to secure Sasa's environmental rehabilitation and mine closure obligations. The guarantee amount is 24.8 million Macedonian denar (approximately US$0.5 million), and remains valid until February 2029, unless called before expiry. Under the guarantee, Sasa pays a commission of 0.125% per month of the guaranteed amount (subject to a minimum monthly fee). The reimbursement obligation is secured by a promissory note and related enforcement rights over bank accounts. The guarantee contains customary information undertakings, restrictions on material asset disposal, ownership changes, as well as certain additional indebtedness and dividend payment restrictions, in the event that information undertakings are breached.

Additional funding may be made available on request by North Macedonian banks under the framework agreements, however such limits need to be credit approved by the banks.

At 30 June 2026, CAML had drawn down approximately US$890,000 in total under these facilities.

CAML believes its existing cash and cash equivalents and cash generated from continuing operations will be adequate to satisfy working capital needs, fund future growth, meet debt obligations and other liquidity requirements for the foreseeable future.

(c) **Hedging**

CAML has entered into commodity price hedging arrangements with ING Bank N.V. under an International Swaps and Derivatives Association (ISDA) 2002 Master Agreement governed by English law. As at the Last Practicable Date, CAML has an outstanding cash-settled zinc swap covering 8,400 tonnes of zinc production during 2026 at a fixed price of US$3,011.50 per tonne. The arrangement provides price protection in respect of the hedged volumes and contains customary events of default, close-out, and cross-default provisions. The arrangements contain customary close-out and default provisions, including termination rights upon a change of control of CAML. CAML also has an EUR/USD foreign exchange (FX) hedge in place for approximately 50% of Sasa's 2026 operating expenditure at a rate of 1.1850.

5.11 Material contracts

(a) **Sasa Concession Agreement**

A concession agreement was entered into between Rudnik Sasa DOOEL Makedonska Kamenica as concessionaire (now a wholly-owned subsidiary of CAML) and the Republic of North Macedonia on 12 December 2014, and relevant amendments (**Sasa Concession Agreement**).

For personal use only

For personal use only

The Sasa Concession Agreement regulates the rights and obligations of Rudnik Sasa DOOEL arising from the award of the concession to exploit lead and zinc ore mineral resources at Sasa. The concession is valid until 28 September 2030, with the possibility of extension for a further 30 years. The Sasa Concession was most recently extended in June 2019, December 2025, and February 2026.

The Sasa Concession Agreement imposes a number of ongoing environmental and health and safety obligations on Sasa. Further, Sasa is required to pay approximately 758,800 Macedonian denar (approximately US$14,000 based on an exchange rate of MKD54.2:US$1) in fees per annum (payable on a quarterly basis) for the use and exploitation of the concession area, plus an additional exploitation fee of 4% of the market value of lead, zinc and silver contained in metal concentrate produced. The Republic of Macedonia performs continuous and regular supervision of Sasa's concession activity and its compliance with its legal and contractual obligation. The Sasa Concession Agreement automatically becomes invalid upon expiry of the concession term, bankruptcy or liquidation of Sasa, unilateral termination by either party or otherwise in accordance with the law.

The Sasa Concession Agreement is terminable by the Republic of North Macedonia following the occurrence of certain events, including where: (i) prior approval from the Government of Macedonia is not granted, or the payment of the related applicable fee is not made, upon a transfer of the exploitation concession granted to the concessionaire or a change of ownership in the concessionaire's shares; (ii) the concessionaire loses the economical, technical or operative capacities necessary to operation the concession in accordance with law; (iii) the applicable environmental permits are withdrawn or terminated; or (iv) there has been an interruption of mining activities for a period exceeding one year.

The Sasa Concession Agreement is also terminable by the Republic of North Macedonia following the occurrence of the following events: (i) the activity is carried out in an inappropriate or low quality manner; (ii) the concessionaire has committed a material violation of the provisions of the contract or of the laws and regulations applicable to the contract; (iii) the concessionaire has terminated or has caused the termination of the performance of the activity; (iv) the concessionaire undergoes a merger, acquisition and division without a written consent of the Government of North Macedonia; (v) the concessionaire gives the subject of the concession under lease; (vi) the concessionaire starts the exploitation of minerals before a permit for exploitation is granted; (vii) the concessionaire does not act upon the measures imposed in the procedure for supervision under the law; (viii) the concessionaire does not submit a request for issuance of an exploitation permit within the period prescribed by law; (ix) the concessionaire does not start the exploitation of minerals within the period set out in the law (unless due to force majeure event); (x) the concessionaire has not made a geodetic survey and has not prepared a geodetic survey report with calculation of the dug quantities of minerals or has not submitted the geodetic survey report to the relevant state administrative body for two consecutive years; (xi) the concessionaire does not submit a report on the conducted testing of the exploitation facilities for exploitation of the minerals for two consecutive years; (xii) the concessionaire does not deliver authentic data on the contents of the minerals in the concentrates, i.e. the metals that are received in the processing process; or (xiii) the concessionaire does not comply with the decision and the measures in relation to environmental protection set out in the environmental regulations.

(b) **Silver Purchase Agreement**

On 1 September 2016, Rudnik Sasa DOOEL Makedonska Kamenica (now a wholly-owned subsidiary of CAML) (as seller) entered into a silver purchase agreement with

For personal use only

Lynx Metals (as buyer) (the **Silver Purchase Agreement**). Lynx Metals' rights and obligations under this agreement were novated to Osisko Bermuda Limited (now OR Royalties Inc) on 31 July 2017. The Silver Purchase Agreement governs the sale of refined silver from Rudnik Sasa DOOEL Makedonska Kamenica to OR Royalties Inc. Such refined silver need not be physically produced at the Sasa Mine and may be purchased on the open market. The Silver Purchase Agreement has a term of 40 years with automatic ten-year extension thereafter. In consideration for the refined silver to be delivered under the Silver Purchase Agreement, Lynx Metals paid US$22,064,374.42 to Rudnik Sasa DOOEL Makedonska Kamenica in advance. The purchase price for silver deliveries is determined by reference to the daily LBMA silver price for refined silver on the contractual pricing date, less the contractual silver purchase price specified in the Silver Purchase Agreement. Accordingly, the effective purchase price varies with movements in the market price of silver. Deliveries of silver by Rudnik Sasa DOOEL Makedonska Kamenica to Lynx Metals (and following novation, the OR Royalties Inc) are offset against the prepayment. As at 30 June 2026, silver with an aggregate value of US$86.05 million had been delivered under the Silver Purchase Agreement. The Silver Purchase Agreement contains default provisions in the event that the Rudnik Sasa DOOEL Makedonska Kamenica is unable to perform its obligations and does not contain force majeure provisions.

(c) **Sasa Representation and Agreement**

On 1 December 2017, Rudnik Sasa DOOEL Makedonska Kamenica's then parent company, Lynx Mining Limited (subsequently succeeded by CAML MK Limited pursuant to a deed of novation dated 31 December 2018), entered into a representation and offtake agreement (the **Sasa Representation and Offtake Agreement**) with Traxys Europe SA (**Traxys**). Under the agreement, Traxys was appointed as the exclusive representative and offtaker for zinc and lead concentrate produced by the Sasa Mine and was granted the right to market and sell 100% of such production to third-party customers. Traxys is responsible for negotiating sales contracts, arranging logistics and handling customer relationships in exchange for a representation fee equal to 1.2% of the net smelter return of concentrate sales, subject to a minimum and maximum fee per dry metric tonne and an annual representation fee. The agreement's original five-year term was extended and, subject to amendments entered into in 2022, from 1 April 2023, the agreement continues on an 'evergreen' basis, subject to either party giving formal notice to the other party by 1 October of any given contract year in the event of a proposed termination. The agreement which, is governed by English law, contains customary provisions relating to force majeure, confidentiality and limitations on consequential damages.

(d) **Kounrad Subsoil Use Contract**

The Kounrad Subsoil Use Contract (**Kounrad Contract**) was entered into by and between Ministry of Energy and Mineral Resources of Kazakhstan (MEMR) and National Company Social and Entrepreneural Corporation Saryarka (Saryarka) on 20 August 2007 and governs the subsoil use terms in respect of the Kounrad asset. The Kounrad Contract was duly approved by the necessary competent authorities and registered with MEMR under registration number 2447.

On 6 September 2007, Sary Kazna (a wholly-owned subsidiary of CAML) and Saryarka entered into: (i) a joint operating agreement, which was replaced by a joint operating agreement dated 16 August 2010 and (ii) the agreement for transfer of the subsoil use rights. Those two agreements provided for the transfer of 60% of the subsoil use rights under the Kounrad Contract to Sary Kazna.

For personal use only

On 23 May 2014, another agreement for transfer of the subsoil use rights was entered into between Sary Kazna and Saryarka whereby Sary Kazna acquired the remaining 40% of the subsoil use rights under the Kounrad Contract.

The initial term of the Kounrad Contract is 27 years from the date of its registration, being until 20 August 2034. This term comprised two years of exploration and 25 years of production.

Amendments to the Kounrad Contract

As at the date of this document the Kounrad Contract includes ten amendments. Amendment No. 1 dated 15 November 2007 formalised the transfer of 60% of the subsoil use right under the Kounrad Contract from Saryarka to Sary Kazna.

Amendment No. 2 dated 14 April 2009 was concluded in connection with the adoption of the new tax code on 10 December 2008 which introduced a new tax regime and taxes applicable to subsoil users, including Sary Kazna and Saryarka under the Kounrad Contract.

Amendment No. 3, executed on 2 September 2010, extended the exploration period for a further two years to expire on 20 August 2011 while reducing the production period from 25 to 23 years. In addition, amendments in respect of new reporting procedures in relation to local content in goods, works and services and Kazakhstan personnel were introduced. Amendment No. 3 also formalised that the Ministry of Industry and New Technologies of Kazakhstan (MINT) became the successor of MEMR in respect of the mineral sector.

On 8 November 2013 Amendments No. 4, No. 5 and No. 6 were concluded relating to: (i) commercial discovery; (ii) extension of the exploration period; and (ii) partial assignment of the Kounrad Contract in connection with transfer of 40 per cent. stake in the project from Saryarka to Central Asia Investment Consulting Company LLP, respectively. In accordance with these amendments, it was agreed to:

(i) subject the Kounrad Contract to the effect of, at that time, the newly introduced Subsoil and Subsoil Use Law No.291-IV dated 24 June 2010;

(ii) approve a new work programme for the first five years of the production period;

(iii) extend the exploration period for two years to 20 August 2013 and approve a new work program for the extended exploration period; and

(iv) introduce a new requirement to finance research and development works by Kazakhstan producers in the amount of not less than 1% of the aggregate annual income derived from operations under the Kounrad Contract.

Amendment No. 7 made on 20 March 2014 reflected the partial assignment of the Kounrad Contract in connection with the transfer of 40% in the Kounrad Contract from Central Asia Investment Consulting Company LLP to Mr Kenges Rakishev.

Amendment No. 8 dated 6 May 2014 reflected further sale of the 40% stake in the Kounrad Contract from Mr Rakishev to Sary Kazna, thus Sary Kazna became the sole holder of the Kounrad Contract.

Amendment No. 9 executed on 28 November 2015 reflected the approval of full reserves of the Kounrad mine and full transition to the production stage with the new work program. In addition, amendments were made to reflect that the Ministry for Investments and Development (MID) became the successor of MINT.

For personal use only

Amendment No. 10 executed on 6 August 2019 introduced liability provisions for breach of financial obligations under the Kounrad Contract and recorded that the Ministry of Industrial and Infrastructure Development of Kazakhstan had become the successor of MID. At the date of the document, the Ministry has itself been succeeded by the Ministry of Industry and Construction of Kazakhstan.

Key Financial Obligations

The main financial obligations of Sary Kazna under the Kounrad Contract are as follows:

(i) to expend not less than approximately US$135,484,600 during the production period, starting from 2015, comprising, amongst others: capital expenditure of approximately US$30,678,953 and production expenditures of approximately US$35,398,761;

(ii) to allocate not less than 1% of total expenditures during the exploration period and not less than 1% of operational costs during the production period to training, professional development and retraining of local personnel involved in the works under the Kounrad Contract. Any excess financing in a given year is carried forward and credited against Sary Kazna's training obligations in future periods;

(iii) to participate in the Karaganda region's socio-economic development and infrastructure by making annual contributions in the amount of US$40,000 during the production period;

(iv) to annually finance research and development works performed by Kazakhstan producers in the amount of not less than 1% of the aggregate annual income derived from contractual activities for the preceding year, with any excess carried forward to future periods; and

(v) to form, and make annual contributions to, a relinquishment (reclamation) fund for the purpose of remedying the consequences of subsoil use operations under the Kounrad Contract. The fund is formed by opening a deposit account with a commercial bank, and the annual deductions shall be equal to 1% of total expenditures during the exploration period and not less than 1% of operational costs during the production period.

Pursuant to the Kounrad Contract (as amended), Sary Kazna is required to pay taxes and other obligatory payments to the budget in accordance with the laws in force as at the time the tax obligations arise. On 18 July 2025, the Kazakhstan Parliament adopted a new tax code, which became effective on 1 January 2026 (the New Tax Code), whereby the main taxes which are applicable to Sary Kazna operations are the corporate income tax, value added tax, and the mineral extraction tax.

(e) Traxys Offtake Agreement

On 21 October 2016 Kounrad Copper Company LLP (a wholly-owned subsidiary of CAML) (as seller) entered into an offtake agreement with Traxys (as buyer) with an initial term of 1 November 2016 to 31 December 2018, as amended (the **Traxys Offtake Agreement**). Such agreement's initial term was extended for five additional years under the CAML Group's previous debt financing package. Since 2022 the Traxys Offtake Agreement has been subject to evergreen renewal provisions subject to either party giving formal notice to the other party by 30 September of any given contract year in the event of a proposed termination. Pursuant to this Traxys Offtake Agreement, the buyer has the right to buy up to 90% of copper cathode produced

from its Kazakh plant, until 31 December 2026, with Traxys having the right to extend the duration until 31 December 2027.

The copper price payable for the offtake is calculated by reference to market prices or three-month seller quotations, less a discount. A quality discount may also be applicable depending on specified content levels. The agreement contains customary provisions relating to force majeure, confidentiality, and limitations on consequential damages.

5.12 Summary of historical financial information

(a) **Overview**

This Section 5.12 contains selected historical financial information relating to CAML which has been extracted from CAML's audited consolidated financial statements for the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023 (**CAML Historical Financial Information**).

The CAML Historical Financial Information has been prepared solely for inclusion in this Scheme Booklet.

Further details about CAML's financial performance can be found in the Annual Report and Accounts of CAML for the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023, copies of which can be obtained from the LSE's website (www.londonstockexchange.com) and CAML's website (www.centralasiametals.com).

(b) **Basis of preparation**

The CAML Historical Financial Information presented in this Section 5.12 has been extracted from CAML's audited consolidated:

(i) income statements and statements of comprehensive income for the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023;

(ii) statements of financial position as at 31 December 2025, 31 December 2024 and 31 December 2023; and

(iii) statements of cash flows for the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023.

CAML's consolidated financial statements have been prepared in accordance with international accounting standards (IFRS) as adopted in the United Kingdom and the Companies Act 2006. The consolidated financial statements have been prepared under the historical cost convention except for where applicable, the measurement of financial assets and liabilities at fair value.

The CAML financial statements for the years ended 31 December 2025, 31 December 2024 and 31 December 2023 were audited by BDO LLP in accordance with International Standards on Auditing in the United Kingdom and the Companies Act 2006. BDO LLP issued an unqualified audit opinion on the financial statements for each of those years.

The CAML Historical Financial Information is presented on a standalone basis in an abbreviated form and it does not reflect any impact of the Scheme. Pro forma historical financial information for the Combined Group is set out in Section 6.7.

For personal use only

For personal use only

The CAML Historical Financial Information is intended to provide an overview of the historical financial performance, position and cash flows and is not intended to, and does not, contain all disclosures, presentations, statements or comparatives that are usually provided in CAML's published Annual Report and Accounts. In particular, it does not include the notes to, and forming part of, the financial statements of CAML. Accordingly, CAML recommends that the following be read in conjunction with the financial statements of CAML for the respective periods, including the description of the significant accounting policies contained in those financial statements and the notes to those financial statements.

The significant accounting policies used in the preparation of the CAML Historical Financial Information are consistent with those set out in CAML's Annual Report and Accounts for the respective periods.

The CAML Historical Financial Information has been prepared on a going concern basis, which assumes the continuity of normal business activities and realisation of assets and the settlement of liabilities in the normal course of business.

This Section 5.12 should be read in conjunction with all other information set out in this Scheme Booklet and in particular, with the risks as set out in Section 7.3.

All amounts disclosed are presented in USD and rounded to the nearest thousand (US$'000), except where otherwise indicated.

It should be noted that past financial performance is not an indicator of future performance.

This Section 5.12 also contains certain historical information that CAML has previously prepared and made available to CAML Shareholders, comprising the following documents, available under Cygnus' corporate profile on the System for Electronic Document Analysis and Retrieval+, maintained by the Canadian Securities Administrators, at www.sedarplus.ca (SEDAR+):

(iv) CAML's Annual Report and Accounts for the year ended 31 December 2024, containing, among other things, CAML's audited consolidated financial statements as at and for the year ended 31 December 2024; and

(v) CAML's Annual Report and Accounts for the year ended 31 December 2025, containing, among other things, CAML's audited consolidated financial statements as at and for the year ended 31 December 2025.

(c) **Historical consolidated income statement**

The historical consolidated income statement of CAML detailed below has been derived from CAML's audited income statements for the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023. This information should be read in conjunction with the accompanying notes in CAML's Annual Reports and Accounts for the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023.

	2025 US$'000	2024 US$'000	2023 US$'000
Continuing operations			
Revenue	**229,860**	214,441	203,461
Cost of sales	**(123,965)**	(108,267)	(101,075)
Distribution and selling costs	**(2,295)**	(2,142)	(2,844)
Gross profit	**103,600**	104,032	99,542
Administrative expenses	**(32,152)**	(28,767)	(26,691)
Impairment of non-current assets	**(117,765)**	–	–

For personal use only

Other income	**2,421**	863	75
Other losses	**(1,479)**	(652)	–
Foreign exchange (loss)/gain	**(4,216)**	5,638	(3,378)
Operating (loss)/profit	**(49,591)**	81,114	69,548
Finance income	**1,792**	2,364	1,992
Finance costs	**(2,612)**	(2,192)	(1,852)
Share of post-tax loss of investment in equity accounted associate	**(140)**	(76)	–
Fair value movement of share-based payment liability	**(7,955)**	(3,966)	(4,803)
(Loss)/profit before income tax	**(58,506)**	77,244	64,885
Income tax	**(16,178)**	(25,896)	(27,703)
(Loss)/profit for the year from continuing operations	**(74,684)**	51,348	37,182
Discontinued operations			
Loss for the year from discontinued operations, net of tax	**(474)**	(183)	(63)
(Loss)/profit for the year	**(75,158)**	51,165	37,119
(Loss)/profit attributable to:			
Non-controlling interests	**(104)**	(231)	68
Owners of the parent	**(75,054)**	51,396	37,051
(Loss)/profit for the year	**(75,158)**	51,165	37,119
(Loss)/earnings per share from continuing and discontinued operations attributable to owners of the parent during the year (expressed in cents per share)	**US$ cents**	US$ cents	US$ cents
Basic (loss)/earnings per share			
From continuing operations	**(42.29)**	29.20	20.40
From discontinued operations	**(0.27)**	(0.10)	(0.03)
From (loss)/profit for the year	**(42.56)**	29.10	20.37
Diluted (loss)/earnings per share			
From continuing operations	**(42.29)**	27.24	19.64
From discontinued operations	**(0.27)**	(0.10)	(0.03)
From (loss)/profit for the year	**(42.56)**	27.14	19.61

There was a prior year restatement of the comparative information for the years ended 31 December 2024 and 31 December 2023 (although these restatements did not result in a significant change to CAML's net profits or net assets as originally reported). Further details on the nature and impact of the restatement are provided in CAML's Annual Reports and Accounts for the financial years ended 31 December 2025 and 31 December 2024.

(d) **Historical consolidated statement of comprehensive income**

The historical consolidated statement of comprehensive income of CAML detailed below has been derived from CAML's audited statements of comprehensive income for the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023. This information should be read in conjunction with the accompanying notes in CAML's Annual Reports and Accounts for the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023.

	2025 US$'000	2024 US$'000	2023 US$'000
(Loss)/profit for the year	**(75,158)**	51,165	37,119
Other comprehensive income/(expense):			
Items that may be subsequently reclassified to profit or loss:			
Currency translation differences	**38,797**	(27,261)	12,925
Items that will not be subsequently reclassified to profit or loss:			
Remeasurements of defined benefit pension schemes	**(25)**	–	–
Changes in the fair value of equity investments at FVOCI	**2,455**	–	–

Other comprehensive income/(expense) for the year, net of tax	**41,227**	(27,261)	12,925
Total comprehensive (expense)/income for the year	**(33,931)**	23,904	50,044
Attributable to:			
Non-controlling interests	**(104)**	(231)	68
Owners of the parent	**(33,827)**	24,135	49,976
Total comprehensive (expense)/income for the year	**(33,931)**	23,904	50,044
Total comprehensive (expense)/income attributable to owners of the parent arises from:			
Continuing operations	**(33,353)**	24,318	50,107
Discontinued operations	**(474)**	(183)	(63)
Total comprehensive (expense)/income for the year	**(33,827)**	24,135	50,044

There was a prior year restatement of the comparative information for the years ended 31 December 2024 and 31 December 2023 (although these restatements did not result in a significant change to CAML's net profits or net assets as originally reported). Further details on the nature and impact of the restatement are provided in CAML's Annual Reports and Accounts for the financial years ended 31 December 2025 and 31 December 2024.

(e) **Historical consolidated statement of financial position**

The historical consolidated statement of financial position of CAML detailed below has been derived from CAML's audited consolidated statements of financial position as at 31 December 2025, 31 December 2024 and 31 December 2023.

This information should be read in conjunction with the accompanying notes in CAML's Annual Reports and Accounts for the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023.

	2025 US$'000	2024 US$'000	2023 US$'000
Assets			
Non-current assets			
Property, plant and equipment	**238,790**	318,744	338,121
Intangible assets	**22,896**	21,371	25,425
Investment in equity accounted associate	**3,635**	3,775	–
Financial assets at FVTPL	**59**	336	–
Other non-current receivables	**6,546**	6,616	13,801
Deferred tax asset	**534**	561	512
	272,460	351,403	377,859
Current assets			
Inventories	**20,597**	16,112	17,940
Trade and other receivables	**10,338**	7,730	5,474
Income tax recoverable	**1,345**	936	6,750
Restricted cash	**396**	327	318
Cash and cash equivalents	**79,673**	67,318	56,832
	112,349	92,423	87,314
Assets classified as held for sale	**–**	61	76
	112,349	92,484	87,390
Total assets	**384,809**	443,887	465,249
Equity attributable to owners of the parent			
Ordinary Shares	**1,796**	1,821	1,821
Share premium	**205,825**	205,825	205,725
Capital redemption reserve	**25**	–	–
Treasury shares	**(13,885)**	(13,885)	(15,413)
Currency translation reserve	**(110,057)**	(148,428)	(121,167)

For personal use only

For personal use only

	2025 US$'000	2024 US$'000	2023 US$'000
Retained earnings	**200,865**	311,459	300,932
	284,569	356,792	371,898
Non-controlling interests	**(343)**	(1,485)	(1,254)
Total equity	**284,226**	355,307	370,644
Liabilities			
Non-current liabilities			
Silver stream commitment	**13,902**	14,978	16,042
Lease liability	**715**	1,056	1,325
Share-based payment liability	**2,610**	2,291	2,268
Employee benefit liabilities	**575**	728	605
Provisions for other liabilities and charges	**37,190**	25,272	26,196
Deferred tax liability	**7,160**	16,613	18,983
	62,152	60,938	65,419
Current liabilities			
Borrowings and loans due to subsidiary	**936**	252	326
Silver stream commitment	**1,130**	1,082	1,002
Trade and other payables	**23,720**	17,173	17,265
Lease liability	**514**	413	176
Share-based payment liability	**11,984**	8,635	10,206
Employee benefit liabilities	**72**	63	55
Income tax payable	**75**	–	62
	38,431	27,618	29,092
Liabilities relating to assets classified as held for sale	**–**	24	94
	38,431	27,642	29,186
Total liabilities	**100,583**	88,580	94,605
Total equity and liabilities	**384,809**	443,887	465,249

There was a prior year restatement of the comparative information for the years ended 31 December 2024 and 31 December 2023 (although these restatements did not result in a significant change to CAML's net profits or net assets as originally reported). Further details on the nature and impact of the restatement are provided in CAML's Annual Reports and Accounts for the financial years ended 31 December 2025 and 31 December 2024.

(f) **Historical consolidated statement of cash flows**

The historical consolidated statement of cash flows of CAML detailed below has been derived from CAML's audited consolidated statements of cash flows for the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023. This information should be read in conjunction with the accompanying notes in CAML's Annual Reports and Accounts for the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023.

	2025 US$'000	2024 US$'000	2023 US$'000
Cash flows from operating activities			
Cash generated from operations	**89,757**	93,897	92,598
Interest paid	**(176)**	(66)	(94)
Corporate income tax paid	**(25,918)**	(19,567)	(27,481)
Net cash flow generated from operating activities	**63,663**	74,264	65,023
Cash flows from investing activities			
Purchases of property, plant and equipment	**(19,026)**	(20,786)	(27,807)
Proceeds from sale of property, plant and equipment	**84**	66	27

Purchase of intangible assets	**(1,695)**	(459)	(54)
Purchase of investment in equity accounted associate	**–**	(3,851)	–
Purchase of equity investment at FVOCI	**(16,657)**	–	–
Proceeds from sale of equity investment at FVOCI	**19,112**	–	–
Receipt of break fee related to New World Resources (NWR)	**1,600**	–	–
Interest received	**1,835**	2,374	1,916
Increase in restricted cash	**(53)**	(57)	(50)
Net cash used in investing activities	**(14,800)**	(22,713)	(25,968)
Cash flows from financing activities			
Drawdown of overdraft	**20,463**	3,563	–
Repayment of overdraft	**(19,841)**	(3,621)	(1,090)
Payment of lease liabilities	**(536)**	(36)	–
Shares purchased for cancellation	**(5,191)**	–	–
Dividend paid to owners of the parent	**(31,386)**	(40,869)	(41,525)
Net cash used in financing activities	**(36,491)**	(40,963)	(42,615)
Effect of foreign exchange (loss)/gain on cash and cash equivalents	**(77)**	(116)	105
Net increase/(decrease) in cash and cash equivalents	**12,295**	10,472	(3,455)
Cash and cash equivalents at the beginning of the year	**67,378**	56,906	60,361
Cash and cash equivalents at the end of the year	**79,673**	67,378	56,906

There was a prior year restatement of the Consolidated Statement of Cash Flows for the year ended 31 December 2023 (although these restatements did not result in a significant change to CAML's net profits or net assets as originally reported). Further details on the nature and impact of the restatement are provided in CAML's Annual Reports and Accounts for the financial year ended 31 December 2024.

(g) **Material changes in CAML's financial position**

On 19 March 2026, CAML released its annual results for the financial year ended 31 December 2025.

To the knowledge of the CAML Board, the financial position of CAML has not materially changed since 31 December 2025, other than: (i) as disclosed in this Scheme Booklet or as otherwise disclosed by CAML; and (ii) in accordance with generally known market conditions.

In accordance with its reporting timetable, CAML expects to release its unaudited interim results for the six months ended 30 June 2026 (**Q2 Filings**) on or around 26 August 2026. A copy of the results will be available on CAML's website: https://www.centralasiametals.com/investors/reports-and-presentations/) and the London Stock Exchange website: **https://www.londonstockexchange.com/stock/CAML/central-asia-metals-plc/company-page**.

The Q2 Filings will also be publicly available under Cygnus' corporate profile on SEDAR+ at **www.sedarplus.ca**. Shareholders may register with SEDAR+'s notification service to receive email alerts when the Q2 Filings have been filed and become available on SEDAR+. Such Q2 Filings will be accessible to Cygnus Shareholders at least 21 days prior to the Scheme Meeting. The foregoing are

For personal use only

For personal use only

conditions to the exemptive relief granted to Cygnus by the Canadian securities commissions from having to include any interim financial filings in the Scheme Booklet at the time of its filing and mailing. Cygnus Shareholders may also obtain, on request and at no cost, a paper or electronic copy of the Q2 filings by contacting CAML's Investor Relations Manager, Richard Morgan: Richard.morgan@centralasiametals.com or by contacting CAML on Te: +44 (0) 207898 9001.

A press release will be issued by Cygnus announcing the filing of the Q2 Filings on SEDAR+.

As noted in section 4.6(e), following release of those interim results, CAML expects that the Cygnus Board will obtain the Independent Expert's confirmation of whether the results change the Independent Expert's opinion that the Scheme is fair and reasonable and hence in the best interests of Cygnus Shareholders in the absence of a superior alternative proposal emerging. CAML expects that any such confirmation will be announced to the ASX in advance of the Scheme Meeting.

Cygnus Shareholders are encouraged to read the Q2 Filings (and the confirmation of whether the Independent Expert's opinion changes) before deciding how to vote on the Scheme at the Scheme Meeting.

After reviewing such Q2 Filings, should a Cygnus Shareholder who has already submitted a Proxy Form wish to revoke such Proxy Form, they should contact Computershare immediately by any of the methods provided below, having regard to the timing of the Scheme Meeting:

(i) By mail: Computershare Investor Services Pty Limited, GPO Box 1282, Melbourne VIC 3001, Australia.

(ii) By facsimile: 1800 783 447 within Australia or +61 3 9473 2555 outside Australia.

Please note if you have submitted a Proxy Form before 2.00pm (AWST) on Wednesday, 16 September 2026, being the latest date and time by which Proxy Forms must be received, and subsequently attend the Scheme Meeting, you can revoke your Proxy Form and resubmit your vote at the Scheme Meeting.

5.13 Capital structure and substantial shareholders

(a) **Ownership**

Shares in CAML are quoted on the AIM market of the London Stock Exchange under the ticker "CAML" and are held by a diverse shareholder base.

To the best of its knowledge, CAML is not directly or indirectly controlled by another corporation or any person or foreign government, and there are no current activities known which may, at a subsequent date, result in a change of control of CAML.

(b) **CAML issued securities**

As at the Last Practicable Date, the capital structure of CAML comprises:

Type of CAML security	Number on issue
Quoted securities	
Ordinary shares (quoted on AIM)	177,710,956

Type of CAML security	Number on issue
Treasury shares (quoted on AIM)	193,325
Unquoted securities	
Share awards	11,919,223

(c) **Ordinary shares**

As at the Last Practicable Date, the total voting rights attached to the issued share capital of CAML comprised 177,710,956 CAML Shares each of US$0.01 nominal value, being the 177,904,281 shares in issue, less 193,325 shares held in treasury. This 177,904,281 figure includes the 5,064,613 EBT Shares.

A summary of the rights and liabilities attaching to CAML Shares is set out in Section 6.6.

(d) **Treasury shares**

As at the Last Practicable Date, 193,325 CAML Shares were held in treasury pending their cancellation or possible use in the Company's share option schemes alongside the CAML Shares held in the Central Asia Metals Limited Share Trust.

(e) **Share awards**

As of the Last Practicable Date, CAML had 11,919,223 CAML Share Awards in issue. These share awards have been issued under CAML's Long-Term Incentive Plan 2022 (**LTIP**), a summary of which is set out in Section 5.14

(f) **EBT Shares**

Of the 177,710,956 CAML Shares in issue, 5,064,613 CAML Shares were held in the Central Asia Metals Limited Share Trust (**EBT**) intended for satisfaction of awards under CAML's Employee Share Plan 2011 and Long-Term Incentive Plan 2022, in relation to which dividends and voting rights have been waived. This proportion of the EBT has been consolidated into the financial statements, and these shares are deducted when calculating the earnings per share (**EPS**). Furthermore, 2,239,602 CAML Shares are held jointly between CAML's EBT and certain employees under joint share ownership agreements. This proportion of the EBT is not consolidated and these shares are included when calculating the EPS.

(g) **Buyback Programme**

Following shareholder approval at CAML's annual general meeting held on 15 May 2025, in accordance with the general authority to repurchase up to 18,190,494 CAML Shares of US$0.01 each in CAML, on 10 September 2025, CAML announced the initiation of a share buyback programme (**Buyback Programme**) to purchase CAML Shares for up to a maximum aggregate consideration of US$10 million. The purpose of the Buyback Programme was to reduce the share capital of CAML and to return capital to those shareholders wishing to participate in the Buyback Programme, with all CAML Shares purchased under the Buyback Programme being cancelled.

On 4 March 2026, the Buyback Programme was completed. Over the course of the Buyback Programme, CAML acquired in aggregate 4,193,985 CAML Shares for a total consideration of US$9.9 million (excluding fees), at a volume weighted average price paid of 175.4 pence per share, and representing 2.31% of CAML's total voting rights prior to commencement of the programme. All purchases made under the

For personal use only

For personal use only

programme were made through Peel Hunt LLP, CAML's Nominated Adviser and joint broker.

Other than the reduction in share capital as a result of the Buyback Programme as detailed above, there were no transactions during the year ended 31 December 2025 that changed the share capital of CAML, and there were no movements of shares into or out of treasury.

(h) **Share Premium Cancellation**

On 10 March 2026, CAML announced a proposed cancellation of CAML's share premium account (**Share Premium Cancellation**).

The Share Premium Cancellation was undertaken in order to restructure CAML's balance sheet to increase the amount of distributable reserves available (subject to the protection of creditors).

The Share Premium Cancellation has created further distributable reserves to support CAML's ability to make future payments of dividends to its shareholders and undertake potential further share buybacks (in each case should circumstances mean it is appropriate or desirable to do so), as well as other corporate purposes of CAML.

The Share Premium Cancellation was conditional upon a special resolution passed by CAML's shareholders at an Extraordinary General Meeting held on 30 March 2026, in addition to being subject to approval by the court. These approvals having been received, the effective date of the Share Premium Cancellation was 29 April 2026.

(i) **Substantial holders**

Based on publicly available information, as at the Last Practicable Date, CAML is aware of the following entities who represent an interest[23] directly or indirectly, jointly or severally in 3% or more of CAML's total voting rights or could exercise control over CAML in accordance with its jurisdictional disclosure rules:

Name of shareholder	Number of CAML Shares held	Percentage of total voting rights in CAML Shares (non-diluted basis)[1]	Percentage of total voting rights in CAML Shares (fully diluted basis)[2]
GLG Partners LP[3]	10,675,837	6.01%	5.78%
Barclays PLC[3]	9,434,693	5.31%	5.11%
Allan Gray Proprietary Limited[3]	6,918,567	3.89%	3.75%

Notes:

1. As at the Last Practicable Date, 6 August 2026, the total voting rights (on a non-diluted basis) attached to the issued share capital of the Company comprised 177,710,956 ordinary shares each of

[23] Within the meaning of the disclosure guidance and transparency rules published by the Financial Conduct Authority (UK) in accordance with section 73A of Financial Services and Markets Act 2000 (UK), as amended, subject to the adjustments noted.

$0.01 nominal value, being the 177,904,281 shares in issue, (including the 5,064,613 EBT shares), less 193,325 shares held in treasury.

2. As at the Last Practicable Date, 6 August 2026, the total voting rights (on a fully-diluted basis) attached to the issued share capital of the Company comprised 184,565,566 ordinary shares each of $0.01 nominal value, being the 177,904,281 shares in issue, less 193,325 shares held in treasury and less 5,064,613 EBT shares and including 11,919,223 shares representing outstanding CAML Share Awards that could potentially be issued as new shares if all outstanding LTIP share awards vested in full at this date.

3. Exercises control or direction/has a relevant interest. Ultimate economic beneficial interest may reside with underlying client funds.

5.14 CAML employee incentive arrangements

In addition to salaries and annual discretionary bonuses, CAML provides employees additional incentives in the form of long-term incentive share awards (**CAML Share Awards**) to purchase or acquire securities in CAML under its Long-Term Incentive Plan 2022 (**LTIP**).

(a) **Eligibility and types of securities**

Under the LTIP, employees of CAML and its group companies are able to be granted CAML Share Awards where they are employees on the grant date.

CAML Share Awards under the LTIP are granted in the form of nominal cost options over ordinary shares in CAML. These share awards may be satisfied through the issue of new shares, transfer of existing shares, or by a cash payment equivalent to the gain realised on exercise.

(b) **Consideration payable and exercise price**

No consideration is payable for the grant of a CAML Share Award and participation is voluntary in that a participant can reject an award within 30 days of grant, and no payment is required from either party in connection with acceptance or rejection. The exercise price of share awards is the nominal value of each share exercised (US$0.01) to ensure the nominal value is paid up in line with UK legal requirements.

(c) **Vesting conditions and exercise mechanics**

Vesting is subject to performance conditions determined by the Board which are objective and specified in the award documentation. Vesting conditions attaching to share awards generally relate to total shareholder return (including share price performance and dividend payments relative to a basket of comparable listed companies), performance against sustainability targets and, from 2026, also include resource replenishment and addition. The vesting date is after the end of a performance period, following assessment by the Board or its relevant Committee of achievement of the applicable performance conditions. The earliest exercise date is ordinarily the third anniversary of 31 March in the year of grant.

(d) **Variation of vesting conditions and change of control**

The Board may, with appropriate approvals, substitute or vary a performance condition if it considers the original condition is no longer appropriate. Any replacement condition must be reasonable in the circumstances.

Upon a change of control (such as a takeover, compulsory acquisition, winding-up or certain other corporate events), awards may vest early. The extent of vesting is generally determined by the Board, which can take into account factors such as satisfaction of performance conditions, proportion of vesting period elapsed, and other factors the Board considers relevant. The Board may alternatively require

For personal use only

awards to be exchanged for replacement awards over shares in a new holding company.

(e) **Lapse**

Share awards lapse upon the earliest of: (i) the expiry of the exercise period; (ii) failure of performance conditions where they can no longer be satisfied; (iii) cessation of employment (subject to good leaver provisions); (iv) bankruptcy or creditor compromise (at the Board's discretion); (v) any other lapse date specified under the rules; (vi) the tenth anniversary of grant. Share awards also lapse immediately if a participant attempts to transfer, charge, or otherwise dispose of them in breach of the plan rules.

(f) **Good leaver and bad leaver provisions**

Good leavers are defined as those whose employment ceases due to: death; injury, ill-health, or disability; redundancy; agreed retirement; transfer of the business outside the group; sale of the employing entity; or any other circumstances determined by the Board. In such cases, some or all of the participant's awards may vest, subject to Board's discretion.

Where a participant ceases employment for reasons other than those recognised as good leaver circumstances, unvested awards generally lapse immediately and vested awards lapse unless exercised in accordance with the applicable rules.

(g) **Listing status and transferability**

Share awards are personal to the holder and are generally non-transferable, in that they cannot be sold, assigned, charged, or otherwise dealt with, except in the event of death of the participant.

Where shares are issued under the LTIP and CAML's shares remain quoted, CAML will apply for those shares to be admitted to trading on the Alternative Investment Market of the London Stock Exchange (or relevant official market) as soon as practicable.

(h) **Restrictions on shares issued on exercise**

Shares from exercised share awards under the LTIP rank equally with existing shares and carry the same voting, dividend, and other rights. However, share awards do not carry such shareholder rights until exercised and either issued or transferred to the participant. Participants in the LTIP remain subject to applicable dealing restrictions, insider trading laws, and the Company's share dealing policy; therefore, share awards cannot be exercised whilst dealing restrictions apply.

(i) **Other provisions**

Awards may be reduced, cancelled, or clawed back for up to five years from grant (and potentially longer whilst investigations are ongoing) in cases of malus. The Board may amend the LTIP but cannot materially adversely affect existing participants' rights without their consent. The LTIP is governed by English law and subject to the jurisdiction of the English courts.

5.15 Corporate governance

CAML appreciates the importance of maintaining the highest standards of business ethics and good governance practices. As a group, CAML recognises that good governance begins with having clear, robust policies in place which promote transparency, accountability and

For personal use only

ethical conduct. CAML maintains strong internal policies established to provide a framework for best practice and guidance for its operations and decision-making. The policies include those relating to health and safety, environmental matters, anti-bribery, community, modern slavery, human rights, ethical conduct and whistleblowing. These policies facilitate transparency and responsibility, and are implemented by CAML's teams and regularly reviewed.

Company policies are available on CAML's website at: https://www.centralasiametals.com/corporate-governance/company-policies.

CAML complies with the Quoted Companies Alliance Corporate Governance Code (**QCA Code**) for small and mid-sized companies (as revised with effect from 1 January 2025) and has incorporated a set of robust principles based on its guidelines into its corporate governance procedures. The CAML Directors believe this reinforces the strong corporate governance systems and processes that are vital in building a successful business, maximising value and maintaining the high standards that we set for ourselves.

Details of how CAML has applied each of the ten principles of the QCA Code can be found on its website at: https://www.centralasiametals.com/corporate-governance.

The CAML Board is supported by five standing Committees, specifically the Sustainability, Audit, Nomination, Remuneration and Technical Committees. These standing Committees focus on five areas of the CAML Group's operations that the CAML Board views as having key importance to CAML's shareholders and other stakeholders.

Please refer to Annexure G for additional disclosure regarding Corporate Governance and Audit Committees.

5.16 CAML interests in Cygnus

(a) **Interest in Cygnus Shares**

As at the Last Practicable Date, CAML and each other member of the CAML Group held Relevant Interests in 120,906,526 Cygnus Shares (representing Voting Power of approximately 9.85% in Cygnus) under the call option deed dated 2 June 2026 between CAML, Ocean Partners Holdings Limited and Ocean Partners UK Limited (together, Ocean Partners) (**Call Option Deed**).

The Call Option Deed provides CAML with the right (**Call Option**) to acquire the relevant Cygnus Shares held by Ocean Partners for 0.06 CAML Shares per Cygnus Share[24] if:

(i) Cygnus has received a competing proposal or any person (including Cygnus) publicly announces a competing proposal; and

(ii) the Cygnus Board has announced that a competing proposal is a superior proposal,

(together, the **Call Option Conditions**).

Subject to satisfaction of the Call Option Conditions, CAML may exercise the Call Option at any time during the exercise period, being until the earlier of:

(i) 6 months after date of Call Option Deed;

[24] The value of each Cygnus Share, as implied by the Scheme Consideration calculated immediately prior to announcement of the Scheme Implementation Deed, was A$0.176.

For personal use only

(ii) the date of implementation of the Scheme;

(iii) the date that is 10 business days after the date the Scheme Implementation Deed is validly terminated, provided that no new scheme implementation deed or takeover bid or other control proposal is announced by CAML or any other CAML Group member within that 10 business day period; and

(iv) such other date and time agreed in writing between Ocean Partners and CAML before that date.

Nothing in the Call Option Deed restricts Ocean Partners' ability to exercise voting rights attaching to the Cygnus Shares the subject of the Call Option in Ocean Partners' absolute discretion before the Call Option is completed.

Further details of CAML and its Associates' Relevant Interest in Cygnus Shares can be found in CAML's Form 603 Notice of initial substantial holder released to the ASX on 4 June 2026.

Other than as disclosed above, as at the Last Practicable Date, none of CAML nor any of its Associates held Relevant Interests or Voting Power in any Cygnus Shares.

(b) **Dealing in Cygnus Securities in previous four months**

Other than as disclosed elsewhere in this Scheme Booklet, during the four months before the Last Practicable Date, none of CAML nor any of its Associates has provided or agreed to provide consideration for any Cygnus Shares, other than pursuant to the Scheme.

(c) **Benefits given during previous four months**

Other than as disclosed elsewhere in this Scheme Booklet, during the four months before the Last Practicable Date, none of CAML nor any of its Associates has given or offered to give or agreed to give a benefit to another person where the benefit was likely to induce the other person or an Associate of the other person to vote in favour of the Scheme or dispose of Cygnus Shares, where the benefit was not offered to all Cygnus Shareholders.

5.17 Benefits to Cygnus Directors

Other than as disclosed elsewhere in this Scheme Booklet, none of CAML nor any of its Associates will be making any payment or giving any benefit to any current director or officer of Cygnus as compensation for, or otherwise in connection with, their resignation from their respective offices if the Scheme is implemented.

5.18 CAML Directors' interests in CAML securities

As at the Last Practicable Date, the interests of the CAML Directors in CAML securities were as follows:

	CAML Shares	CAML Share Awards[3]	
		Granted	Exercisable[4]
Nick Clarke (Chairman)[1,2]	1,379,644	2,024,944	2,024,944
Gavin Ferrar (Chief Executive Officer)[2]	22,588	1,664,686	503,626
Louise Wrathall (Chief Financial Officer)[2]	9,280	1,303,088	385,348

For personal use only

For personal use only

	CAML Shares	CAML Share Awards[3]	
		Granted	Exercisable[4]
Dr Mike Armitage	24,490	-	-
Alison Baker	14,209	-	-
Roger Davey	–	-	-
Dr Gillian Davidson	10,119	-	-
Mike Prentis	18,080	-	-
Nigel Robinson[1,2]	646,715	1,309,174	917,861
Total Directors' interests	2,125,125	-	-

Notes:

1. Of these shares, the numbers set out below are held jointly in the Central Asia Metals Limited Share Trust under a joint share ownership plan established prior to CAML's initial public offering in 2010:
    a. Nick Clarke: 1,342,887
    b. Nigel Robinson: 646,715
2. CAML Share Awards under Long-Term Incentive Plan as at the Last Practicable Date.
3. This includes the number of shares covered by such awards, increased in terms of the relevant plan rules by the value of dividends as if these were reinvested in Company shares at the date of payment.
4. Exercisable (vested upon applicable vesting hurdles and capable of being exercised into CAML Shares) at the Last Practicable Date.

5.19 Other interests of CAML Directors

As at the Last Practicable Date, no CAML Director holds any interests in Cygnus Shares or any Cygnus securities, nor have they acquired or disposed of a Relevant Interest in any Cygnus Share or security in the 4-month period ending on the Last Practicable Date. The CAML Directors have no interest in the outcome of the Scheme, except as set out in this Scheme Booklet.

5.20 Disclosure of interests

Except as otherwise set out in this Scheme Booklet, no:

(a) CAML Directors or proposed Director of CAML;

(b) person named in this Scheme Booklet as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Scheme Booklet; or

(c) promoter, stockbroker or underwriter of CAML or the Combined Group,

(**Interested Person**) holds or held at any time during the two years before the date of this Scheme Booklet any interests in:

(d) the formation or promotion of CAML or the Combined Group;

(e) property acquired or proposed to be acquired by CAML in connection with the formation or promotion of CAML or the Combined Group or the offer of New CAML Shares under the Scheme (including any interests in Cygnus or in Cygnus' assets); or

(f) the Scheme (or the offer of New CAML Shares under the Scheme).

5.21 Disclosure of fees and other benefits

Except as otherwise set out in this Scheme Booklet or pursuant to existing employment arrangements, consulting arrangements or directorships of the CAML Directors, CAML has not paid or agreed to pay any amount, or provided or agreed to provide any benefit:

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

(b) for services provided by any Interested Person in connection with:

(i) the formation or promotion of CAML or the Combined Group; or

(ii) the Scheme (or the offer of New CAML Shares under the Scheme).

5.22 Litigation and proceedings

During the last financial year up to the Last Practicable Date and as far as the CAML Directors are aware, the CAML Group is not a party to, nor are any of the CAML Group's properties subject to, any material legal disputes, proceedings or regulatory actions, and CAML does not know of any such material legal disputes, proceedings or regulatory actions contemplated.

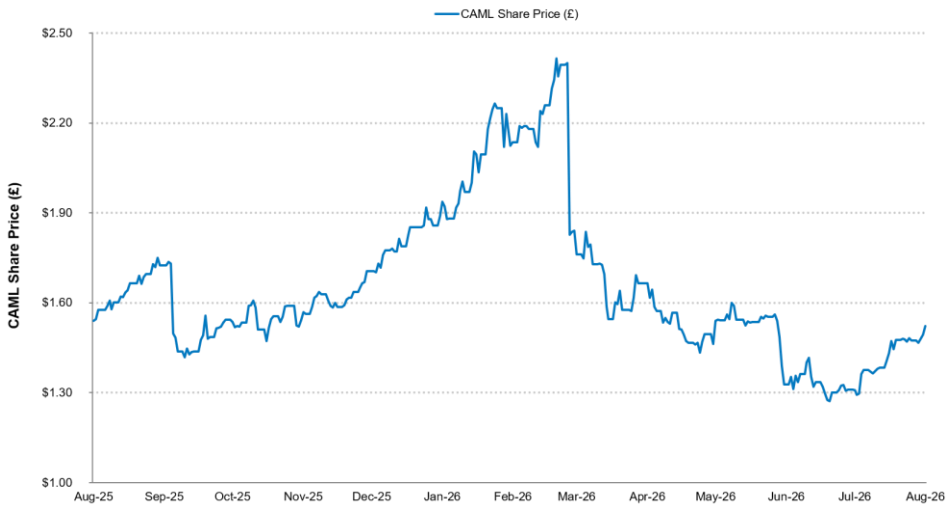
5.23 Recent CAML share price performance

(a) **Recent share price history**

CAML Shares are quoted on AIM under the ticker "CAML".

The closing price of CAML Shares on AIM on 1 June 2026 (being the last trading day prior to the announcement of the Scheme Implementation Deed) was 156.0 pence.

The following chart shows the closing price of CAML Shares traded on AIM over the past 12 months up to, and including, the Last Practicable Date:



Source: FactSet as at the Last Practicable Date.

As at close of trading on AIM on the Last Practicable Date:

For personal use only

(i) the last recorded trading price of CAML Shares was 152.2 pence;

(ii) the highest recorded traded price of CAML Shares in the previous three months was 165.0 pence on 14 May 2026;

(iii) the lowest recorded traded price of CAML Shares in the previous three months was 125.3 pence on 24 June 2026;

(iv) the highest recorded trading price of CAML Shares in the previous 12 months was 244.0 pence on 26 February 2026; and

(v) the lowest recorded traded price of CAML Shares in the previous 12 months was 125.3 pence on 24 June 2026.

The current price of CAML Shares on AIM can be obtained from the LSE website (www.londonstockexchange.com) or found on CAML's website (www.centralasiametals.com).

5.24 Risks relating to CAML's business

There are existing risks relating to CAML's business and an investment in CAML. If the Scheme becomes Effective, those risks will be relevant to Cygnus Shareholders who receive New CAML Shares as Scheme Consideration.

A summary of the key risks relating to CAML's business and an investment in CAML is set out in Section 7.3.

5.25 Publicly available information

CAML is subject to the provisions of the UK Companies Act 2006, including those on reporting and disclosure. In addition, CAML Shares are quoted on AIM and, consequently, CAML is subject to the AIM Rules on public disclosure, the Market Abuse Regulation (Regulation (EU) No 596/2014 as it forms part of the laws of England and Wales) and rule 5 of the FCA's Disclosure Guidance and Transparency Rules

Specifically, as an AIM company, CAML must issue notification without delay of any new developments which are not public knowledge and which, if made public, would be likely to lead to a significant movement in the price of its AIM securities. By way of example, this may include matters concerning a change in: (i) its financial condition; (ii) its sphere of activity; (iii) the performance of its business; or (iv) its expectation of its performance. In addition, pursuant to the Market Abuse Regulation, CAML must also announce any "inside information" as soon as possible. Inside information is information of a precise nature, that: (i) has not been made public; (ii) relates, directly or indirectly, to one or more issuers or to one or more financial instruments; (iii) if it were made public, would be likely to have a significant effect on the prices of those financial instruments (that is, it is information that a reasonable investor would be likely to use as part of the basis of their investment decisions).

CAML is also, inter alia, subject to AIM Rule 26 which requires the maintaining of a corporate website including certain specified material information.

The website address of CAML for the purposes of AIM Rule 26 is **www.centralasiametals.com**.

CAML's registered office is at Ground Floor, Heritage House, 2-14 Shortlands, London, W6 8DJ and CAML's principal place of business is Floor 2, 36 Carnaby Street, London, W1F 7DR, United Kingdom (telephone number 020 7898 9001 or, if dialling from outside the United Kingdom, +44 20 7898 9001).

For personal use only

For personal use only

CAML will provide a copy of each of the following documents, free of charge, to any person on request prior to the Scheme Meeting. Alternatively, these documents can be obtained online from CAML's website (www.centralasiametals.com):

(a) the annual financial report of CAML for the year ended 31 December 2025 (being the annual financial report most recently lodged by CAML before the Last Practicable Date); and

(b) any announcements made by CAML after the date of the lodgement of the annual financial report referred to above and before lodgement of a copy of this Scheme Booklet with ASIC for registration.

A list of announcements made by CAML to AIM (under the ticker "CAML") from the execution date of the Scheme Implementation Deed on 2 June 2026 to the Last Practicable Date is included below:

Date	Announcement
2 June 2026	Proposed acquisition of Cygnus Metals Limited
2 June 2026	TR-1: Notification of major holdings
8 June 2026	Share Purchase by a Director
9 June 2026	TR-1: Notification of major holdings
9 June 2026	TR-1: Notification of major holdings
10 June 2026	Trading Update and Outlook
11 June 2026	TR-1: Form for notification of major holdings
15 June 2026	TR-1: Notification of major holdings
16 June 2026	TR-1: Notification of major holdings
1 July 2026	Grant of Long-Term Share Awards
7 July 2026	TR-1: Notification of major holdings
8 July 2026	H1 2026 Operations Update
8 July 2026	TR-1: Notification of major holdings
9 July 2026	TR-1: Notification of major holdings
10 July 2026	TR-1: Notification of major holdings
10 July 2026	TR-1: Notification of major holdings
13 July 2026	TR-1: Notification of major holdings
14 July 2026	TR-1: Notification of major holdings
20 July 2026	TR-1: Notification of major holdings
20 July 2026	TR-1: Notification of major holdings

Date	Announcement
23 July 2026	TR-1: Notification of major holdings
27 July 2026	TR-1: Notification of major holdings
28 July 2026	TR-1: Notification of major holdings
5 August 2026	Mineral Resource and Ore Reserve Update

5.26 Other material information

Otherwise than as set out or referred to elsewhere in this Scheme Booklet, there is no other information regarding CAML, or its intentions regarding Cygnus, that is material to the making of a decision by a Cygnus Shareholder in relation to the Scheme, being information that is known, as at the Last Practicable Date, to any CAML Director and which has not previously been disclosed to Cygnus Shareholders.

For personal use only

6. Combined Group Information

The information contained in this Section 6 of this Scheme Booklet has been prepared by CAML. Cygnus, its Related Bodies Corporate and their respective directors, employees, officers and advisers do not assume any responsibility for the accuracy or completeness of this information, except to the extent that it relates to Cygnus' contribution to the information regarding the Combined Group.

6.1 Overview of the Combined Group

If the Scheme is implemented, Cygnus will become a Subsidiary of CAML, and each of the Subsidiaries of Cygnus will form part of the CAML Group.

Following implementation of the Scheme, CAML's interests in its key projects will become:

(a) 100% in the Kounrad Project;

(b) 100% in the Sasa Mine;

(c) 80% in CAML Exploration Limited;

(d) 100% in CAML XD Limited;

(e) 100% in the Chibougamau Project (subject to minority interests held by third parties in certain tenements);

(f) interests in the Auclair (earning up to 100%), Pontax (51%, earning up to 70%) and Sakami (earning up to 100%) lithium projects in the James Bay area of Québec; and

(g) 100% in certain exploration tenements in Western Australia.

Further information about CAML's and Cygnus' key assets and operations are detailed in Section 4 and 5 respectively.

6.2 Rationale for the proposed acquisition of Cygnus

The acquisition of Cygnus, and with it the Chibougamau Project, is consistent with CAML's strategy to strengthen its portfolio and diversify its cash flow beyond Kounrad and Sasa:

(a) Once in production, the Chibougamau Project has the potential to add meaningfully to CAML's annual copper-equivalent output and cash flows.

(b) The acquisition adds material near-term growth to CAML's portfolio, with a flagship development-stage copper-gold asset to complement existing operations, and additional resource upside potential from ongoing exploration at and around the Chibougamau deposits.

(c) Québec, Canada, is a world-class mining jurisdiction known for stable and supportive policies, a highly skilled workforce and abundant low-cost hydroelectric power. Canada's federal Critical Minerals Infrastructure Fund (**CMIF**) has approved co-funding for feasibility studies on transport and power infrastructure linking the Chibougamau deposits to the central processing facility, underscoring Québec's commitment to enabling new copper production.

(d) The acquisition of Cygnus would broaden CAML's geographical footprint beyond Kazakhstan and North Macedonia, enhancing portfolio diversification.

For personal use only

(e) Baseline environmental and engineering studies for the Chibougamau Project have commenced, and the project will be progressing through the permitting process in parallel with ongoing resource drilling and advanced study work.

(f) CAML will leverage its mine development expertise to complete an updated Preliminary Economic Analysis (**PEA**) and progress further feasibility studies in due course leading to project development.

6.3 CAML's intentions if the Scheme is implemented

This Section 6.3 sets out the intentions of CAML in relation to Cygnus and the Combined Group if the Scheme becomes Effective.

The statements in this Section regarding CAML's intentions are based on the information concerning Cygnus (including certain non-public information made available by Cygnus to CAML prior to the entry into the Scheme Implementation Deed) and the general business environment which are known to CAML at the time of the preparation of this Scheme Booklet. However, CAML does not currently have full knowledge of all material information, facts and circumstances that are necessary to assess all the operational, commercial, taxation and financial implications of its current intentions.

If the Scheme is approved and implemented, CAML will conduct a detailed review of Cygnus' assets, operations, structure and employee requirements. Final decisions on these matters will only be made by CAML in light of all material facts and circumstances at the relevant time following the completion of the review.

Accordingly, the statements set out in this Section 6.3 are statements of current intention only and may vary as new information becomes available or circumstances change. CAML's intentions regarding the business, assets and employees of Cygnus are as follows:

(a) **Continuation of business**

If the Scheme is implemented, CAML will become the holder of all of the Cygnus Shares on issue, and Cygnus will become a wholly-owned subsidiary of CAML. Cygnus currently holds some Australian tenements and lithium projects in Canada, none of which are currently viewed as core for CAML, as the focus of the Combined Group with regard to Cygnus' existing assets would be on the Chibougamau Project in Québec. If the Scheme is implemented, CAML would then carefully appraise the non-core projects licenses before deciding whether to retain, relinquish, or to divest, depending on perception of realisable value.

At Chibougamau, CAML intends to complete an updated PEA, in order to provide the market with an updated plan for development and estimated economic value for the project. In parallel, CAML intends to continue to invest in the exploration potential of the land package that Cygnus currently holds, and intends to undertake additional drilling at the Corner Bay, Cedar Bay and Golden Eye projects during the next 12 months. In addition, CAML intends to continue to work on sustainability related projects and also initiate new workstreams including, but not limited to, environmental and social impact assessment baseline studies, tailings storage facility (**TSF**) and dry-stack tailings studies, and hydrogeological studies. CAML intends to maintain and build upon key relationships with important local stakeholders such that Chibougamau could be developed and production from the site commencing in the fullness of time and following definitive feasibility studies. The fixed assets of the Copper Rand mill and site and the TSF are intended to be reutilised to minimise future capital expenditure. CAML has confidence that it has the capabilities and financial strength to advance the Chibougamau Project towards a Final Investment Decision (**FID**).

For personal use only

(b) **Corporate structure of the Combined Group**

If the Scheme is implemented, CAML will become the holder of all of the Cygnus Shares on issue, and Cygnus will therefore become an additional wholly-owned subsidiary of CAML.

(c) **Strategy and operations**

If the Scheme is implemented, the Combined Group's strategy is expected to remain consistent with CAML's current strategy, as outlined in Section 5.3, as supplemented by the plans for Cygnus' business and assets as foreshadowed in Section 6.3(a).

(d) **Delisting**

If the Scheme is implemented, CAML intends to procure that Cygnus applies to ASX for the removal of Cygnus from the official lists of ASX with effect from the business day after the Implementation Date, pursuant to the requirements of the ASX. Cygnus has applied to the TSXV to delist the Cygnus Shares upon the completion of the Scheme. Following the Implementation Date, Cygnus will notify the TSXV of completion of the Scheme, and the TSXV will delist the Cygnus Shares from the TSXV, with effect on and from the close of trading on the Business Day immediately following the Implementation Date (or such other date agreed in writing between Cygnus and CAML, acting reasonably and following consultation with the TSXV).

(e) **Name**

If the Scheme is implemented, it is intended that CAML will continue to be named "Central Asia Metals PLC" and CAML Shares will continue to trade on AIM under the ticker "CAML".

(f) **Head office**

If the Scheme is implemented, it is intended that the Combined Group's corporate operations will be headquartered at CAML's corporate offices in London, United Kingdom. CAML intends to conduct a review of the Combined Group's other offices following implementation of the Scheme to determine the optimal office arrangements for the Combined Group.

(g) **Employees**

If the Scheme is implemented, with the exception of its directors, CAML intends to retain all Canada-based employees of the Cygnus Group related to the Chibougamau Project. Given CAML intends to relinquish Cygnus' ASX listing and that the Australian tenements would be non-core for the Combined Group, CAML currently does not envisage retaining any of the Australian-based employees of the Cygnus Group.

Any employees made redundant will receive their full contractual and statutory entitlements, which would be paid from CAML's cash reserves.

All members of CAML's senior management (as set out in Section 5.9(b)) are expected to continue in their current roles with CAML.

(h) **Board of directors**

CAML intends to replace the existing members of the Cygnus Board and the boards of Cygnus' subsidiaries with CAML nominees.

Under the Scheme Implementation Deed, Cygnus is required to, on the Implementation Date:

For personal use only

(i) cause the appointment of the CAML nominees to the Cygnus Board and the boards of Cygnus' Subsidiaries; and

(ii) ensure that all directors on the Cygnus Board and the boards of Cygnus' Subsidiaries resign.

(i) **Dividend framework**

It is expected that CAML's current dividend policy, as outlined in Section 5.8(a), will be the dividend policy of the Combined Group, following implementation of the Scheme. The CAML Board will review the amount of any future dividends to be paid to shareholders having regard to the Combined Group's profits, its financial position and the CAML Board's assessment of the capital required to grow the Combined Group's business.

(j) **Employee incentive arrangements**

Cygnus' existing employee incentive plans will no longer be applicable following implementation of the Scheme.

Refer to Sections 8.6, 8.7 and 8.8 for how existing Cygnus Performance Rights, Cygnus Share Rights and Cygnus Options will be treated in connection with the implementation of the Scheme.

CAML intends to continue utilising its existing incentive arrangements to provide incentives to its employees as described in Section 5.14. Certain Cygnus employees may become eligible to participate in those arrangements if they remain employed by the Combined Group.

(k) **Corporate governance**

If the Scheme is implemented, CAML intends to operate the Combined Group in accordance with CAML's current corporate governance policies, subject to any changes required by TSX and to comply with Canadian securities legislation in connection with CAML's proposed listing on TSX and as a result of CAML becoming a "reporting issuer" in Canada upon completion of the Scheme. Refer to Section 5.15 for further information on those policies.

Please also refer to Annexure G for additional disclosure regarding Corporate Governance and Audit Committees.

(l) **CAML Board and management**

(i) Board

Subject to normal regulatory requirements and approvals, it is CAML's intention to appoint Ernest Mast to the CAML Board to support continuity of management of the Chibougamau Project.

Other than as set out above, it is expected that there will be no changes to the CAML Board as a result of the Scheme, and each of the existing CAML Directors will continue as directors following implementation of the Scheme. See Section 5.9(a) for further details of the CAML Directors.

(ii) Senior management

It is expected that there will be no changes to the senior management of CAML (as set out in Section 5.9(b)) as a result of the Scheme, and each of

For personal use only

the existing members of senior management will continue in their existing roles following implementation of the Scheme.

Detailed profiles of the senior management team of CAML can be found in Section 5.9(b).

(iii) Deeds of indemnity

Each of CAML's Directors has entered into a deed of indemnity under which CAML agrees to indemnify the Director, to the extent permitted under law, against all liabilities to another person (other than CAML or a Related Body Corporate) that may arise from his/her position as a director of CAML and its controlled entities, except where the indemnification is not permitted under the UK Companies Act 2006.

6.4 Combined Group capital structure on implementation of the Scheme

(a) **Issued capital**

CAML Shares

The table below summarises the share capital of the Combined Group on implementation of the Scheme.

Description	Number
CAML Shares on issue as at the Last Practicable Date[1,2]	177,904,281
Maximum CAML Shares to be issued under the Scheme[1,3,4]	78,539,672
Maximum CAML Shares on issue on implementation of Scheme[1,3,4]	256,443,953

Notes:

1. Subject to rounding of fractional entitlements.
2. This figure of 177,904,281 CAML Shares is comprised of 177,710,956 CAML Shares plus 193,325 CAML Shares held in treasury, with 5,064,613 of this 177,904,281 figure being held in the CAML Employee Benefit Trust.
3. This assumes that all of the existing Cygnus Performance Rights and Cygnus Share Rights (but not the Cygnus Options) vest and are exercised and the resulting Cygnus Shares are issued before the Record Date, as further described in Sections 8.6, 8.7 and 8.8.
4. This assumes that: (a) the 34,252 Cygnus Options expiring on 26 September 2026 with an exercise price of C$0.0574 each (which are in-the-money as at the Last Practicable Date) are exercised, and the resulting Cygnus Shares issued, before the Record Date; and (b) none of the other Cygnus Options are exercised, and the resulting Cygnus Shares issued, before the Record Date.

CAML Share Awards and Options

The table below summarises the CAML Share Awards and CAML Options of the Combined Group on implementation of the Scheme.

Description	Number
CAML Share Awards in issue as at the Last Practicable Date	11,919,223

For personal use only

Description	Number
Maximum New CAML Options to be issued under the Option Replacement Deeds[1,2]	649,906
Maximum CAML Share Awards and CAML Options in issue on implementation of Scheme[1,2]	12,569,129

Notes:

1. Subject to rounding of fractional entitlements.
2. This assumes that: (a) the 34,252 Cygnus Options expiring on 26 September 2026 with an exercise price of C$0.0574 each (which are in-the-money as at the Last Practicable Date) are exercised, and the resulting Cygnus Shares issued, before the Record Date; and (b) none of the other Cygnus Options are exercised, and the resulting Cygnus Shares issued, before the Record Date and that all such Cygnus Options are replaced with New CAML Options, as further described in Section 8.7.

The table below summarises the various classes of CAML Share Awards and CAML Options of the Combined Group on implementation of the Scheme.

Class	Number (including accrued dividends)[1]
CAML Share Awards with an exercise price of $0.01 and an expiry date of 20 April 2027	341,627
CAML Share Awards with an exercise price of $0.01 and an expiry date of 22 April 2027	996,782
CAML Options with an exercise price of £2.89 and an expiry date of 12 May 2027[2]	61,477
CAML Options with an exercise price of £2.69 and an expiry date of 13 June 2027[2]	6,586
CAML Options with an exercise price of £2.01 and an expiry date of 19 August 2027[2]	109,782
CAML Share Awards with an exercise price of $0.01 and an expiry date of 01 May 2028	484,093
CAML Options with an exercise price of £0.98 and an expiry date of 12 May 2028[2]	71,358
CAML Options with an exercise price of £0.49 and an expiry date of 19 April 2029[2]	392,470
CAML Share Awards with an exercise price of $0.01 and an expiry date of 29 May 2029	344,154
CAML Options with an exercise price of £0.51 and an expiry date of 16 September 2029[2]	8,233
CAML Share Awards with an exercise price of $0.01 and an expiry date of 15 December 2030	156,607
CAML Share Awards with an exercise price of $0.01 and an expiry date of 14 July 2031	239,664

For personal use only

Class	Number (including accrued dividends)[1]
CAML Share Awards with an exercise price of $0.01 and an expiry date of 21 June 2032	781,068
CAML Share Awards with an exercise price of $0.01 and an expiry date of 11 April 2033	1,386,193
CAML Share Awards with an exercise price of $0.01 and an expiry date of 08 April 2034	2,416,172
CAML Share Awards with an exercise price of $0.01 and an expiry date of 28 May 2035	2,395,478
CAML Share Awards with an exercise price of $0.01 and an expiry date of 29 June 2036	2,377,385

Notes:

1. The number of CAML Share Awards includes additional shares representing dividend equivalents accrued during the vesting period in accordance with the terms of the Long-Term Incentive Plan.
2. Subject to entry into the Option Replacement Deeds, these tranches of CAML Options will be issued to replace existing Cygnus Options under the Option Replacement Deeds.
3. The figures in this table for the CAML Options are subject to rounding of fractional entitlements.
4. This table assumes that none of the Cygnus Options are exercised, and the resulting Cygnus Shares issued, before the Record Date and that all such Cygnus Options are replaced with New CAML Options, as further described in Section 8.7.

(b) **Pro-forma ownership**

If the Scheme is implemented, Cygnus Shareholders will hold up to 78,539,672 CAML Shares representing approximately 31% of the Combined Group (based on the number of CAML Shares on issue as at the Last Practicable Date and the maximum number of New CAML Shares to be issued under the Scheme as set out in Section 6.4(a) above).

(c) **Substantial shareholders**

Based on publicly available information, as at the Last Practicable Date, those persons who will represent an interest[25] directly or indirectly, jointly or severally in 3% or more of CAML's total voting rights or could exercise control over CAML if the Scheme is implemented are set out in the table below:

[25] Within the meaning of the disclosure guidance and transparency rules published by the Financial Conduct Authority (UK) in accordance with section 73A of Financial Services and Markets Act 2000 (UK), as amended.

For personal use only

Name of shareholder	Number of CAML Shares held	Percentage of total CAML Shares (non-diluted basis)[1]	Percentage of total CAML Shares (fully diluted basis)[2]
GLG Partners LP	10,675,837	4.17%	4.05%
Barclays PLC[3]	9,434,693	3.68%	3.58%
Ocean Partners	9,372,087	3.66%	3.55%
Equinox Partners	9,049,979	3.53%	3.43%

Notes:

1. Reflects 256,250,628 CAML shares being 256,443,953 maximum number of CAML Shares on issue on implementation of the Scheme including the 5,064,613 EBT shares, less 193,325 treasury shares.
2. Reflects 263,755,144 CAML shares being 256,443,953 maximum number of CAML Shares on issue on implementation of Scheme, less 193,325 treasury shares and less 5,064,613 EBT shares, and including 11,919,223 shares representing CAML Share Awards in issue as at the Last Practicable Date, and including 649,906 CAML Options to be issued under the Option Replacement Deeds.
3. Exercises control or direction/has a relevant interest. Ultimate economic beneficial interest may reside with underlying client funds.

6.5 Information about AIM, TSX and trading in CAML Shares

(a) **AIM**

CAML Shares are admitted to trading on AIM under the ticker "CAML".

AIM is the London Stock Exchange's (**LSE**) market for smaller and growing companies. Launched in 1995, it is now firmly established as a leading growth market with the ability to provide quoted entities from a wide range of countries and sectors with access to a diverse set of investors. Since its launch, AIM has helped over 4,000 companies raise over £136 billion through new and further capital raisings.[26]

An application will be made by CAML to the LSE for admission to trading of the New CAML Shares that will be issued as Scheme Consideration.

If the Scheme becomes Effective, it is expected that the New CAML Shares issued pursuant to the Scheme will commence trading on AIM on the Implementation Date.

(b) **TSX**

In connection with the implementation of the Scheme, CAML has applied to have its securities listed on the TSX. Listing is subject to the approval of the TSX in accordance with its original listing requirements. The TSX has not yet conditionally approved CAML's listing application and there is no assurance that the TSX will approve the listing application.

Operated by the TMX Group, Inc., the TSX is one of the world's largest equity markets and the senior exchange in Canada. It is a globally recognised public market for both Canadian and international issuers across a broad range of industries and is

[26] AIM Website

For personal use only

particularly recognised in the mining, energy, technology, financial services and other growth-oriented sectors.

The proposed listing has been sought for, amongst others, the following reasons:

(i) increased exposure to the North American market which may lead to heightened visibility and global profile, including additional opportunities for future business development;

(ii) maintaining a Canada-based trading platform that Cygnus' existing Canadian shareholders can utilise;

(iii) broadening of CAML's investor base and providing the opportunity for CAML Shareholders to trade on the TSX;

(iv) logical alignment with the acquisition of the Chibougamau Project; and

(v) alignment with the CAML Group's corporate and operational structure, noting a significant portion of Cygnus' business and employees are already located in Canada.

The CAML Board notes that there are potential disadvantages associated with the listing, including the following:

(i) increased compliance and regulatory costs associated with an additional listing; and

(ii) the increased obligations associated with a listing in Canada may require additional managerial resources, particularly in the near term, and management's attention may be diverted from the operation and growth of the business.

The TSX listing is not a condition to the Scheme. There is no assurance that the listing conditions will be met or that such listing will take place when anticipated or at all. Accordingly, the Scheme can proceed even if the TSX listing does not occur.

(c) **Trading in CAML Shares**

(i) Register Determination and Election

Refer to Section 3.9 for the choices available to Scheme Shareholders in respect of the CAML share register (Canadian or UK) on which they can elect to receive their New CAML Shares as Scheme Consideration.

(ii) Provision of Scheme Consideration

Refer to Section 3.2(e) for a description of how the Scheme Consideration will be provided to Scheme Shareholders.

It is the responsibility of each Cygnus Shareholder to determine their entitlement to New CAML Shares under the Scheme before trading those shares to avoid the risk of selling shares they do not own.

(d) **Trading on AIM**

(i) Overview

If you wish to be able to sell your New CAML Shares on AIM electronically (which is by far the most common position), then those shares must be credited to a nominated CREST account. CREST is a computerised share

For personal use only

For personal use only

transfer and settlement system enabling securities to be held in electronic uncertificated form and forms the basis of transaction settlement for shares listed on UK stock markets.

Each Scheme Shareholder on the Australian principal share register who wishes their nominated CREST account to be credited with their New CAML Shares on the Implementation Date must validly complete, duly execute and submit a CREST Election Form in accordance with the instructions set out on the form so that it is received prior to 5.00pm (AWST), Thursday, 24 September. If the CREST participant does not accept the delivery of the New CAML Shares they will be issued in certificated form.

CREST Election Forms can be obtained by contacting the Scheme Information line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST).

If you wish to be able to sell your New CAML Shares on AIM electronically but those shares are not credited to a CREST account, then you will first need to send your share certificate to your bank or stockbroker with a request that the holding be dematerialised into your bank or stockbroker's CREST account (effectively turning them into an electronic ownership interest capable of participating in CREST). Accordingly, holders of New CAML Shares wishing to sell all or some of their shares on AIM electronically should contact their local bank or stockbroker.

Please note that not all Australian stockbrokers can be used to trade securities on AIM. If your existing stockbroker is unable to execute trades on AIM, please refer to Section 3.11.

If you retain your share certificate, your CAML Shares will not be able to be traded on AIM electronically. Rather, you will only be able to transfer your CAML Shares by completing and returning a stock transfer form and share certificate to CAML's share registrar, Computershare Investor Services PLC. Further details on how to transfer CAML Shares in certificated and uncertificated form are set out in Sections 6.5(d)(ii) and 6.5(e) below.

(ii) Dematerialisation of CAML Shares so that they can be sold on AIM and electronically settled in CREST

All trades of CAML Shares on AIM must be undertaken through a stockbroker which is a member of the London Stock Exchange.

In order to settle trades of CAML Shares on AIM electronically, the holding will need to be dematerialised into the CREST system.

CAML Shares in certificated form are dematerialised into CREST using a CREST stock deposit form for this purpose, the relevant form and guidance on completing the form can be obtained from your bank or stockbroker.

You may wish to contact your bank or stockbroker ahead of receiving your share certificate and show them a copy of this document so that they can advise you of the specific steps that you will need to take. CAML Shares have the SEDOL Number B67KBV2 and the ISIN number GB00B67KBV28.

Note that CREST is a voluntary system and holders of New CAML Shares who wish to receive and retain share certificates will be able to do so.

However, in these circumstances you will only be able to transfer your CAML Shares in the manner described in Section 6.5(e).

(e) **Transfer of CAML Shares in certificated form**

Any CAML Shareholder who holds CAML Shares in certificated form (that is, paper form) can transfer some or all of those CAML Shares to another person.

To transfer certificated CAML Shares, a CAML Shareholder will need to complete a stock transfer form and return the completed stock transfer form and relevant share certificate to CAML's share registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom.

A stock transfer form and guidance on completing the stock transfer can be obtained from Computershare Investor Services PLC +44 (0)370 873 5813 or by visiting http://www.investorcentre.co.uk.

Fees may be payable if a share certificate has been lost or destroyed and an indemnity may be required.

On receipt of a validly completed stock transfer form and the relevant share certificate, Computershare Investor Services PLC will update the CAML register of members and send the new share certificate to the transferee at the address quoted and any balance share certificate back to the transferor.

(f) **Trading on TSX**

(i) Overview

Shareholders of issuers listed on any stock exchange in Canada generally do not hold shares in their own name directly on the issuer's share register. Instead, the shares are held through a broker, intermediary or other participant in CDS (as defined below), and as such, will be registered under the name of such CDS participant. In Canada, the vast majority of shares that are traded on the stock exchanges are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which is Canada's central securities depository) who acts as nominee for many Canadian brokerage firms (**CDS**) and which operates the automated clearing and settlement system for securities listed on Canadian stock exchanges.

(ii) Transfer electronically through the facilities of CDS

If the proposed TSX listing proceeds, a shareholder who wishes to sell their New CAML Shares on TSX must first ensure that such New CAML Shares are held by their broker in CDS to the credit of their brokerage account therein. Accordingly, holders of New CAML Shares wishing to sell all or some of their shares on TSX should contact their bank or broker.

Please note that if you retain a share certificate representing your CAML Shares, your CAML Shares will not be able to be traded on TSX. Rather, you will only be able to trade your CAML Shares by first submitting your share certificate together with the requisite documentation to CAML's transfer agent and share registrar, Computershare Investor Services PLC and requesting the re-registration of such share certificate into the name of your broker. Such re-registered share certificate must be delivered to your broker who will facilitate its deposit into an electronic position within CDS for your account. Such re-registration may require additional documentation as

For personal use only

For personal use only

set out in the subsection above “Transfer of CAML Shares in certificated form”.

All trades of CAML Shares on TSX must be undertaken through a stockbroker which is a participant in CDS.

In order to settle trades of CAML Shares on TSX, the holding will need to be deposited into CDS.

6.6 Rights and liabilities attaching to New CAML Shares

If the Scheme becomes Effective, the New CAML Shares issued as Scheme Consideration will be fully paid and, from the date of their issue, will rank equally with existing CAML Shares.

A summary of the rights and liabilities attaching to CAML Shares is detailed below, which includes a summary of the key provisions of CAML’s Articles of Association and applicable provisions of the UK Companies Act 2006. This summary is qualified by the full terms of the Articles and the UK Companies Act 2006, and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of CAML Shareholders.

These rights and liabilities can involve complex questions of law arising from an interaction of CAML’s Articles of Association with statutory and common law requirements. A Cygnus Shareholder should seek their own legal advice to obtain a definitive assessment of the rights and liabilities which attach to CAML Shares in any specific circumstances

A copy of CAML’s Articles of Association is available for inspection at CAML’s registered office during normal business hours. The CAML Articles of Association is also available at **https://www.centralasiametals.com/investors/aim-rule-26/**

Annexure F sets out a comparison of some of the material provisions of Australian, Canadian and United Kingdom corporate and securities laws as they relate to Cygnus and CAML.

(a) **Single class**

The rights attaching to CAML Shares will be uniform in all respects and they will form a single class for all purposes including with respect to voting and for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of CAML. CAML has only one class of shares in existence, being the CAML Shares.

(b) **Amounts paid up and par value of CAML Shares**

The CAML Shares, upon issue, will be credited as fully paid with a nominal value of US$0.01 per CAML Share.

(c) **Voting**

Each CAML Share provides a CAML Shareholder with the right to receive notice of, attend and speak at meetings of CAML Shareholders and each CAML Shareholder who attends a general meeting (in person or by proxy) the right to one vote for, or against, or to abstain, on CAML Shareholder resolutions proposed by way of a show of hands, and one vote per CAML Share for, or against, or to abstain, on CAML Shareholder resolutions proposed by way of a poll vote.

(d) **Dividends**

The CAML Board may declare dividends to be paid to CAML Shareholders according to their respective rights and interests in the profits of the CAML. However, no dividend shall exceed the amount recommended by the CAML Board.

For personal use only

(e) **Relative seniority of the securities in the event of insolvency**

On a winding-up of CAML, the liquidator may, with the sanction of a special resolution of CAML and subject to the UK Companies Act 2006 and the UK Insolvency Act 1986 (each as amended), divide amongst the CAML Shareholders in kind the whole or any part of the assets of the CAML.

(f) **Pre-emptive, redemptive or conversion rights**

CAML Shares are not entitled to pre-emptive rights with respect to transfers and are not subject to conversion or redemption.

Under the UK Companies Act 2006, CAML Shares carry pre-emptive rights with respect to new issues of CAML Shares for cash (as defined pursuant to the UK Companies Act 2006), which can be disapplied by shareholder approval and which is commonly requested at each annual general meeting of CAML.

(g) **Restrictions on transferability**

CAML Shares are freely transferable and there are no restrictions on transfer.

(h) **Liabilities**

The liability of CAML Shareholders is limited to the amount, if any, unpaid on the shares in CAML respectively held by them.

(i) **Stamp Duty and Stamp Duty Reserve Tax (SDRT)**

No UK stamp duty or SDRT should arise on the issue of New CAML Shares.

The following description of stamp duty and SDRT which may apply is conditional on the CAML Shares becoming listed on the TSX.

Except in relation to clearance services and depositary receipts systems (to which the special rules outlined below apply), stamp duty at the rate of 0.5% (rounded up to the next multiple of £5) of the amount or value of the consideration given will generally be payable on an instrument transferring New CAML Shares on the CAML UK Register. The liability to pay stamp duty or SDRT is generally satisfied by the purchaser or transferee. An exemption from stamp duty is available on an instrument transferring New CAML Shares where the amount or value of the consideration is £1,000 or less, and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions for which the aggregate consideration exceeds £1,000.

Paperless transfers of the New CAML Shares within CREST are generally liable to SDRT rather than stamp duty, at the rate of 0.5% of the amount or value of the consideration (subject to the special rules outlined below in relation to clearance services and depositary receipt systems, which may hold shares via CREST). CREST is obliged to collect SDRT on relevant transactions settled within the system. The charge is generally borne by the purchaser. Deposits of New CAML Shares into CREST will not generally be subject to SDRT or stamp duty unless the transfer into CREST itself is for consideration, in which case a liability to SDRT (usually at a rate of 0.5%) will arise.

Pursuant to a specific exemption for shares registered on an overseas branch register, UK stamp duty will not be payable on the transfer of New CAML Shares which are registered on the CAML Canadian Register (including on a transfer to the CAML UK Register), provided that no instrument of transfer is executed in the UK in respect of the transfer. A consequence of this stamp duty exemption is that SDRT at

the rate of 0.5% should not be payable on an unconditional agreement to transfer New CAML Shares registered on the CAML Canadian Register where the transfer would be exempt from stamp duty. This exemption does not, however, extend to the 1.5% SDRT charge where New CAML Shares are transferred to a clearance service or depositary receipt system described below.

No UK stamp duty will be payable on a transfer of New CAML Shares, provided that no instruments effecting the transfer are executed in the UK and no matters or actions relating to the transfer are performed or will be performed in the UK.

Provided that the New CAML Shares are not registered in any register kept in the UK by or on behalf of the Company and that the New CAML Shares are not paired with shares issued by a company incorporated in the UK, any agreement to transfer the New CAML Shares will not be subject to UK SDRT.

Special rules apply where New CAML Shares (whether registered on the CAML UK Register or the CAML Canadian Register) are issued or transferred (a) to, or to a nominee or agent for, a person providing a clearance service (this will include CDS & Co.); or (b) to, or to a nominee or agent for, a person whose business is or includes issuing depositary receipts. In such circumstances, SDRT or stamp duty may be charged at a rate of 1.5%, with subsequent transfers within the clearance service or depositary receipt system then being free from SDRT and stamp duty (except in relation to clearance service providers that have made an election under section 97A(1) of the Finance Act 1986). The UK rules provide a statutory basis for disapplying the 1.5% charge where a clearance service provider makes and maintains an election under section 97A(1) of the Finance Act 1986, which is approved by HMRC. In those circumstances, SDRT will instead arise on any transfer of New CAML Shares into the clearance service at the rate of 0.5% of the amount or value of any consideration payable for the transfer, and on subsequent agreements to transfer such New CAML Shares within the clearance service, in accordance with the general rules. CAML is not aware that any such election has been made by CDS & Co.

Subject to the commentary above regarding clearance services (including CDS & Co.) and depositary receipt systems in relation to the 1.5% SDRT charge, no UK stamp duty or SDRT will arise on the transfer of New CAML Shares between the CAML UK Register and the CAML Canadian Register, provided that: (i) there is no change in beneficial ownership of the New CAML Shares; and (ii) in the case of stamp duty only, the transfer is not a conveyance in contemplation of a sale of the New CAML Shares.

6.7 Pro forma historical financial information for the Combined Group

(a) **Overview**

This Section 6.7 contains the pro forma historical financial information for the Combined Group as at 31 December 2025 (**Combined Group Pro Forma Historical Financial Information**).

The Combined Group Pro Forma Historical Financial Information is presented to illustrate the hypothetical position of the Combined Group as if the Scheme had been implemented on 31 December 2025. In addition, the Combined Group Pro Forma Historical Financial Information incorporates certain material post balance sheet events which have occurred after 31 December 2025 and are presented as adjustments separately.

(b) **Basis of preparation**

For personal use only

The Combined Group Pro Forma Historical Financial Information comprises a pro forma consolidated statement of financial position as at 31 December 2025, which has been derived from:

(i) Cygnus' audited historical consolidated statement of financial position as at 31 December 2025;

(ii) CAML's audited historical consolidated statement of financial position as at 31 December 2025; and

(iii) pro forma adjustments described in Section 6.7(c) incorporating relevant acquisition accounting and other adjustments required to present the Combined Group Pro Forma Historical Financial Information.

Standalone historical consolidated statements of financial position for Cygnus and CAML are set out in abbreviated form in Section 4.6(c) and Section 5.12(e), respectively.

The Combined Group Pro Forma Historical Financial Information has been prepared on the assumption that the Scheme was implemented on 31 December 2025. By its nature, pro forma historical financial information is illustrative only. Consequently, it is not intended to reflect the financial position of the Combined Group that would have resulted had the Scheme been implemented on 31 December 2025, nor possible future results of the Combined Group. It is likely this information will differ from the actual financial information of the Combined Group.

The Combined Group Pro Forma Historical Financial Information has been prepared by the management of CAML with input from the management of Cygnus. The Combined Group Pro Forma Historical Financial Information has been prepared in accordance with International Financial Reporting Standards (**IFRS**) adopted by the International Accounting Standards Board (**IASB**). The Combined Group Pro Forma Historical Financial Information has been prepared on a historical cost basis except where, as applicable, financial assets and liabilities are revalued. A going concern basis has been adopted in preparing the Combined Group Pro Forma Historical Financial Information.

The Combined Group Pro Forma Historical Financial Information is presented in an abbreviated form and does not contain all the presentation, comparative information and disclosures that are usually provided in an annual financial report prepared in accordance with the relevant country's corporate regulations. In particular, it does not include the notes to and forming part of the financial statements of Cygnus and CAML.

Accordingly, the information should be read in conjunction with the rest of this Scheme Booklet, including the risk factors set out in Section 7, and the most recent annual reports for each of the CAML Group and the Cygnus Group, together with the significant accounting policies and related notes.

The historical consolidated financial statements of Cygnus for the year ended 31 December 2025 were audited by BDO Audit Pty Ltd who issued an unqualified audit opinion. The historical consolidated financial statements of CAML for the year ended 31 December 2025 were audited by BDO LLP (UK) who issued an unqualified audit opinion.

In accordance with its reporting timetable, CAML expects to release its interim financial results for the six months ended 30 June 2026 on 26 August 2026.

For personal use only

For personal use only

The accounting policies used to prepare the Combined Group Pro Forma Historical Financial Information are based on the accounting policies of CAML contained in its audited financial statements for the year ended 31 December 2025 available at **www.centralasiametals.com**. A preliminary assessment has not identified any material differences between the accounting policies adopted by CAML and Cygnus prior to the Scheme and therefore no pro forma historical adjustments in respect of accounting policies have been made. A full and detailed review of the application of the accounting policies will be undertaken after completion of the Scheme and may differ from the information provided in the Combined Group Pro Forma Historical Financial Information.

All numbers are presented in United States Dollars unless otherwise stated and rounded to the nearest thousand. Totals may not add up due to rounding. Following the implementation of the Scheme, CAML will be the reporting entity, and Cygnus Shareholders will receive CAML financial statements presented in US Dollars. The financial statements of Cygnus were originally reported in Australian Dollars and have been converted to United States Dollars (see Section 6.7(c)) for the purposes of the Combined Group Pro Forma Historical Financial Information.

The Combined Group Pro Forma Historical Financial Information has been prepared on the basis that the acquisition of Cygnus is considered an asset acquisition as it was determined that the acquisition of Cygnus does not constitute a business combination under IFRS 3.

Pro forma adjustments relate to transactions and events that had not occurred prior to 31 December 2025 but have taken place or will take place on or before the Implementation Date. The pro forma financial information in this Section assumes that they occurred on or before 31 December 2025.

No pro forma historical consolidated income statement, statement of comprehensive income or statement of cash flow has been provided based on the nature of the operations of CAML and Cygnus as well as the fact that historical trading results and cash flow are not representative of the Combined Group. The historical consolidated income statements and statements of comprehensive income and statements of cash flow for Cygnus and CAML are provided in Sections 4.6 and 5.12 respectively.

(c) Combined Group Pro Forma Historical Financial Information

	CAML US$'000	Cygnus US$'000	Notes	Subsequent events US$'000	Pro forma adjustments US$'000	Combined Group US$'000
Assets						
Non-current assets						
Property, plant and equipment	238,790	848		–	–	**239,638**
Intangible assets	22,896	49,475	vi	–	115,499	**187,870**
Investments	–	514		–	–	**514**
Investment in equity accounted associate	3,635	–		–	–	**3,635**
Financial assets at FVTPL	59	–		–	–	**59**
Other non-current receivables	6,546	–		–	–	**6,546**
Deferred tax asset	534	–		–	–	**534**
	272,460	50,837		–	115,499	**438,796**
Current assets						
Inventories	20,597	–		–	–	**20,597**
Trade and other receivables	10,338	1,066		–	–	**11,404**
Income tax recoverable	1,345	–		–	–	**1,345**
Restricted cash	396	–		–	–	**396**
Cash and cash equivalents	79,673	8,947	i, iii, v	(22,093)	(8,715)	**57,812**

	112,349	10,013		(22,093)	(8,715)	**91,554**
Total assets	384,809	60,850		(22,093)	106,784	**530,350**
Equity attributable to owners of the parent						
Ordinary Shares	1,796	73,918	i, iv, vii	(17)	(73,127)	**2,570**
Share premium	205,825	–	ii, iv	(205,825)	165,323	**165,323**
Share-based payment reserve	–	8,754	iv	–	(8,754)	**–**
Capital redemption reserve	25	–	i	17	–	**42**
Investment revaluation reserve	–	209	vii	–	(209)	**–**
Treasury shares	(13,885)	–		–	–	**(13,885)**
Currency translation reserve	(110,057)	(265)	vii	–	265	**(110,057)**
Retained earnings	200,865	(26,301)	ii, iii, vii	183,732	23,286	**384,597**
	284,569	56,315		(22,093)	106,784	**425,575**
Non-controlling interests	(343)	–		–	–	**(343)**
Total equity	284,226	56,315		(22,093)	106,784	**425,232**
Liabilities						
Non-current liabilities						
Silver stream commitment	13,902	–		–	–	**13,902**
Lease liability	715	–		–	–	**715**
Share-based payment liability	2,610	–		–	–	**2,610**
Employee benefit liabilities	575	–		–	–	**575**
Provisions for other liabilities and charges	37,190	–		–	–	**37,190**
Deferred tax liability	7,160	2,552		–	–	**9,712**
	62,152	2,552		–	–	**64,704**
Current liabilities						
Borrowings and loans due to subsidiary	936	–		–	–	**936**
Silver stream commitment	1,130	–		–	–	**1,130**
Trade and other payables	23,720	1,807		–	–	**25,527**
Lease liability	514	–		–	–	**514**
Share-based payment liability	11,984	–		–	–	**11,984**
Provisions for other liabilities and charges	**–**	176		–	–	**176**
Employee benefit liabilities	72	–		–	–	**72**
Income tax payable	75	–		–	–	**75**
	38,431	1,983		–	–	**40,414**
Total liabilities	100,583	4,535		–	–	**105,118**
Total equity and liabilities	384,809	60,850		(22,093)	106,784	**530,350**

(d) **Notes to the Combined Group Pro Forma Historical Financial Information**

The following adjustments to the Combined Group Pro Forma Historical Financial Information have been made in order to present the information as at 31 December 2025.

Adjustments resulting from the impact of subsequent events

Note (i): Share Buyback Programme

After the 31 December 2025, CAML purchased and cancelled 1,681,181 CAML Shares for a total consideration of US$4,761,000, including transaction costs, resulting in a reduction to share capital of US$17,000. The buyback programme was completed in March 2026.

Note (ii): Share Premium Cancellation

In April 2026, CAML completed a cancellation of CAML's share premium account amounting to US$205,825,000 being transferred from share

For personal use only

For personal use only

premium to retained earnings. This created further distributable reserves to support CAML's ability to make future payments of dividends to its shareholders and undertake potential further share buybacks (in each case should circumstances mean it is appropriate or desirable to do so), as well as other corporate purposes of CAML.

Note (iii): Dividend

In June 2026, CAML declared and paid a final 2025 dividend of US$17,332,000.

Provisional accounting for the acquisition of Cygnus:

Note (iv): Share capital, share premium and share-based payment reserve

In accordance with accounting standards, the fair value of the consideration for the acquisition of Cygnus under the Scheme will be measured based upon the value of the CAML Shares at close of trading on the date of the acquisition (being the Implementation Date).

For the purposes of the Combined Group Pro Forma Historical Financial Information, the provisional fair value of consideration of the acquisition is US$166,114,000 (A$232,000,000), reflecting the issue of 79,126,582 New CAML Shares to Scheme Shareholders pursuant to the Scheme. A value of GBP£1.56 / US$2.10 per CAML Share has been assumed (being the LSE AIM closing price of CAML Shares on 1 June 2026, that date being the last trading day before the announcement of the Scheme) and an exchange rate of 0.74. Consequently, the value of the purchase consideration for accounting purposes may differ from the amount assumed in the Combined Group Pro Forma Historical Financial Information due to changes in the market price of CAML Shares through to the Implementation Date.

To the extent the price or number of New CAML Shares issued under the Scheme changes in the period to the Implementation Date, the consideration and accordingly the value of assets acquired (discussed below) will change.

As a condition precedent to the Scheme, before the Court hearing to approve the Scheme, each holder of Cygnus Options must have either (i) exercised their Cygnus Options and received Cygnus Shares; (ii) entered into an agreement under which all of their Cygnus Options will be automatically exercised upon the Scheme becoming Effective; or (iii) agreed, to the extent their options are not exercised before the Record Date, to their Cygnus Options being transferred to CAML or cancelled in exchange for replacement options over the ordinary share capital of CAML on terms substantially equivalent to the Cygnus Option it replaces (being the New CAML Options). Accordingly, the Cygnus share-based reserve has been adjusted to nil.

The following table summarises the impact of subsequent events and the impact of the acquisition of Cygnus on CAML's share capital:

Pro Forma Share Capital	Notes	Ordinary shares Number	Share capital US$'000	Share premium US$'000
CAML ordinary shares outstanding as at 31 December 2025		179,585,462	1,796	205,825
Shares purchased for cancellation	i	(1,681,181)	(17)	-

Share premium cancellation	ii	-	-	(205,825)
Shares issued on acquisition of Cygnus shares	iv	79,126,582	791	165,323
Pro Forma Balance as at 31 December 2025		**257,030,863**	**2,570**	**165,323**

Note (v): Cash and cash equivalents

A reduction in cash and cash equivalents of approximately US$8,715,000, comprising US$5,700,000 of estimated transaction costs expected to be incurred by CAML and US$3,015,000 expected to be incurred by Cygnus in connection with the transaction. These represent non-recurring estimated transaction costs in relation to advisory fees, legal fees and other transaction-related expenses. As the transaction has been accounted for as an asset acquisition, transaction costs directly attributable to the acquisition and incurred by CAML have been included in the cost of the acquired assets. The total acquisition cost, comprising the fair value of the consideration transferred and directly attributable transaction costs, is allocated to the acquired assets as detailed in 'Exploration and evaluation assets' below. The US$3,015,000 of estimated Cygnus transaction costs do not form part of the acquisition cost and have therefore been reflected as a reduction in cash and cash equivalents. Once the actual acquisition accounting has been performed at the acquisition date there may be differences between the estimated amount of transactions costs and the amount ultimately incurred and some amounts directly related to the issue of new shares will be allocated to equity.

The cash and cash equivalents balances above do not account for working capital movements from the end of the period until completion, other than the specific pro forma adjustments described above.

Note (vi): Exploration and evaluation assets

The acquisition of Cygnus has been accounted for as an asset acquisition. The cost of the acquisition has been determined by reference to the fair value of the consideration including estimated CAML transaction costs of US$5,700,000 (note v). The excess of the total acquisition costs over Cygnus' net assets has been allocated to exploration and evaluation assets. The exploration and evaluation asset uplift of US$115,499,000 arising on this basis has been calculated as follows:

	Notes	US$'000
Cygnus Identifiable Net Assets		
Assets		
Non-current assets		
Property, plant and equipment		848
Intangible assets		49,475
Investments		514
		50,837
Current assets		
Trade and other receivables		1,066
Cash and cash equivalents		8,947
		10,013
Total assets		60,850
Liabilities		
Non-current liabilities		
Deferred tax liability		2,552
		2,552
Current liabilities		

For personal use only

	Notes	US$'000
Provisions for other liabilities and charges		176
Trade and other payables		1,807
		1,983
Total liabilities		4,535
Identifiable net assets (carrying value)		**56,315**
Cost of acquisition		
Purchase consideration: CAML shares issued	iv	166,114
Estimated transaction costs	iv	5,700
Total cost of acquisition		**171,814**
Provisional fair value uplift recognised on exploration and evaluation assets	**vi**	**115,499**

Note (vii): Elimination of Cygnus' pre-acquisition contributed equity

The derecognition of Cygnus' pre-acquisition equity, reserves and retained losses at 31 December 2025.

(e) **Transactions not included in the pro forma adjustments**

The Combined Group Pro Forma Historical Financial Information has not been adjusted to reflect:

(a) The trading of either Cygnus or CAML since 31 December 2025 apart from the adjustments detailed above.

(b) Any potential impact of synergies, cost savings, integration costs, restructuring costs and business improvements arising post-acquisition.

(c) Any potential tax impact that may arise from the acquisition and finalisation of the accounting for the acquisition.

(d) Additional depreciation and amortisation charges that will arise in future periods post completion relating to the fair value uplift allocated to depreciable assets and the finalisation of the purchase price accounting.

(e) Any adjustment for vesting of Cygnus share-based payments that may occur on or prior to implementation of the Scheme.

The financial statements of Cygnus are presented in Australian Dollars. Below is a schedule that translates the statement of financial position of Cygnus as at 31 December 2025 into US dollars, using the 31 December 2025 exchange rate of 0.67.

	Expressed in A$'000	Expressed in US$'000
Assets		
Non-current assets		
Property, plant and equipment	1,265	848
Intangible assets	73,828	49,475
Investments	767	514
	75,860	50,837
Current assets		
Trade and other receivables	1,591	1,066
Cash and cash equivalents	13,351	8,947
	14,942	10,013

For personal use only

Total assets	90,802	60,850
Equity attributable to owners of the parent		
Ordinary Shares	110,302	73,918
Share-based payment reserve	13,063	8,754
Investment revaluation reserve	312	209
Currency translation reserve	(395)	(265)
Retained earnings	(39,246)	(26,301)
Total equity	84,036	56,315
Liabilities		
Non-current liabilities		
Deferred tax liability	3,808	2,552
	3,808	2,552
Current liabilities		
Provisions for other liabilities and charges	262	176
Trade and other payables	2,697	1,807
	2,959	1,983
Total liabilities	6,767	4,535
Total equity and liabilities	90,803	60,850

(f) **Financial forecasts**

Each of the CAML Board and the Cygnus Board has given careful consideration as to whether a reasonable basis exists to produce reliable and meaningful forecast financial information in relation to the Combined Group. Each of the CAML Board and the Cygnus Board has concluded that such forecast financial information would have the potential to be misleading and a reasonable basis does not exist for producing forecasts that would be sufficiently meaningful and reliable as required by applicable law, policy and market practice to be of value to either set of shareholders.

Cygnus Shareholders should refer to the Independent Expert's Report for the Independent Expert's conclusion regarding valuations of Cygnus and CAML.

For personal use only

For personal use only

7. Risk Factors

7.1 Introduction

The Cygnus Board considers that it is appropriate for Cygnus Shareholders, in considering the Scheme, to be aware that there are a number of risk factors which could materially adversely affect the future operating and financial performance of Cygnus, as well as the value of Cygnus.

This Section outlines:

(a) risks associated with implementing the Scheme (refer to Section 7.2);

(b) risks associated with an investment in CAML and the Combined Group (refer to Section 7.3); and

(c) risks related to Cygnus Shareholders if the Scheme does not proceed (refer to Section 7.4).

This Section 7 is a summary only. There may be:

(a) additional risks and uncertainties not currently known to Cygnus; and

(b) risks which are known to Cygnus but not currently considered material,

which may have a material adverse impact on Cygnus' financial and operational performance now or in the future.

You should carefully consider the risk factors outlined below and your individual circumstances. This Section 7 is general in nature only and does not take into account your individual objectives, financial situation, taxation position or particular needs. Prior to deciding how to vote on the Scheme, Cygnus Shareholders should carefully consider the risk factors discussed in this Section, as well as other information contained in this Scheme Booklet and seek independent professional advice.

7.2 Risks associated with implementing the Scheme

The following risks have been identified as being key risks specific to the Scheme.

(a) **The market value of the Scheme Consideration is not certain**

Under the terms of the Scheme, Scheme Shareholders (excluding Sale Facility Participants) will receive 0.06 New CAML Shares for every one (1) Cygnus Share they hold at the Record Date. The implied value of the Scheme Consideration that would be realised by individual Scheme Shareholders will be dependent on the price at which CAML Shares trade on AIM (and, if applicable, the TSX) after the Implementation Date and is not fixed.

Following implementation of the Scheme, the price of New CAML Shares will continue to rise or fall based on market conditions and the Combined Group's financial and operating performance.

In addition, the Sale Agent will be issued New CAML Shares attributable to Sale Facility Participants and will sell them on market as soon as reasonably practicable after the Implementation Date. There is no guarantee regarding the prices that will be realised by the Sale Agent or the Sale Proceeds that are ultimately delivered to those Scheme Shareholders after deducting any applicable commissions, fees, foreign

exchange, currency conversion, stamp duty, brokerage, commission and other selling costs, taxes and charges. There is no guarantee regarding the future market price of CAML Shares. Future market prices may be either above or below current or historical market prices.

(b) **Implementation of the Scheme is subject to Conditions Precedent that must be satisfied or waived (where permitted)**

Implementation of the Scheme is subject to the satisfaction or waiver (where permitted) of a number of outstanding Conditions Precedent. There can be no certainty, nor can Cygnus provide any assurance, that these Conditions Precedent will be satisfied or waived (where permitted), or if satisfied or waived (where permitted), when that will occur. A number of outstanding Conditions Precedent are outside the control of Cygnus and CAML, including, but not limited to, approval of the Scheme by Cygnus Shareholders and approval by the Court of the Scheme. If, for any reason, a Condition Precedent is not satisfied or waived (where permitted) and the Scheme is not implemented, there may be adverse consequences for Cygnus and Cygnus Shareholders, including that the market price of Cygnus Shares may be adversely affected.

There is a risk that the Court may not approve the Scheme or that the approval of the Court is delayed. In particular, if there is a material change in circumstances between the Scheme Meeting and the Second Court Date, then the Court will have regard to that change in deciding how it should proceed. If such changes are so important that they materially alter the Scheme, there is a risk that the Court may not approve the Scheme at the Second Court Hearing.

(c) **The Scheme Implementation Deed may be terminated by Cygnus or CAML in certain circumstances (including in relation to a material adverse change) in which case the Scheme will not be implemented**

Cygnus and CAML each have the right to terminate the Scheme Implementation Deed in the circumstances described in Section 8.4(d). As such, there is no certainty that the Scheme Implementation Deed will not be terminated before the Scheme is implemented.

If the Scheme Implementation Deed is terminated, there is no assurance that the Cygnus Board will be able to find a party willing to offer an equivalent or greater price for Cygnus Shares than the implied value of the Scheme Consideration. This may adversely affect the future market price of Cygnus Shares.

In addition, some circumstances which cause the Scheme not to proceed may result in the payment of a Cygnus Reimbursement Fee. See Section 8.4(b) for a summary of those circumstances.

(d) **Tax consequences**

If the Scheme becomes Effective, there will be tax consequences for Scheme Shareholders which may include tax being payable. For further details regarding the general Australian tax consequences of the Scheme refer to Section 9. The tax consequences may vary depending on the nature and characteristics of Scheme Shareholders and their specific circumstances. Accordingly, you should seek professional tax advice in relation to your specific circumstances.

Please refer to Annexure H for further details with respect to certain Canadian federal income tax considerations.

For personal use only

(e) **The issuance of the New CAML Shares could adversely affect the market price of CAML Shares**

If the Scheme is implemented, a number of additional CAML Shares will be available for trading in the public markets. The increase in the number of CAML Shares may lead to sales of such shares or the perception that such sales may occur, either of which may adversely affect the market for, and the market price of, CAML Shares.

(f) **Transaction costs**

If the Scheme is implemented, external costs of approximately $4.1 million (excluding GST) are expected to be paid by Cygnus. This includes financial advisory, legal, accounting, Independent Expert, tax and administration fees, Scheme Booklet design, printing and distribution, registry and other expenses. In addition, additional external costs of approximately US$5,700,000 are expected to be paid by CAML. Therefore, total transaction costs of approximately US$8,715,000 are expected to be incurred by the Combined Group if the Scheme is implemented.

Transaction related costs of up to approximately $1.1 million (excluding GST) are expected to be incurred by Cygnus irrespective of whether or not the Scheme is implemented. Further details of the estimated costs are set out in Section 10.16.

7.3 Risks specific to an investment in CAML and the Combined Group

If the Scheme becomes Effective and is implemented, certain Cygnus Shareholders will become CAML Shareholders – see Sections 3.6, 3.8 and 3.9 for details of the Scheme Consideration, the treatment of Sale Facility Participants and the CREST Election mechanism.

If the Scheme is implemented, Cygnus Shareholders will be exposed to risk factors relating to CAML, and to certain additional risks relating to the Combined Group and the integration of Cygnus into the CAML Group. There are a number of risk factors, both specific to the Combined Group and of a general nature, which may, either individually or in combination, affect the future operating and financial performance and/or financial position of the Combined Group, its prospects, and/or the price or value of CAML Shares. A number of these operating risks are, or will be, matters that will be relevant to Cygnus whether or not the Scheme becomes Effective and is implemented. Many of the circumstances giving rise to these risks are beyond the control of the Combined Group, its directors, and the Combined Group's management.

This Section describes certain specific areas that, as at the Last Practicable Date, are believed to be the major risks associated with an investment in the Combined Group. Cygnus Shareholders and CAML Shareholders should note that this Section does not contain an exhaustive list of the risks associated with the Combined Group and the information set out here should be considered in conjunction with other information disclosed in this Scheme Booklet, including Sections 4, 5 and 6. Cygnus Shareholders should have regard to their own investment objectives and financial circumstances, and should consider seeking professional guidance from their accountant, stockbroker, lawyer or other independent professional adviser before deciding whether or not to vote in favour of the Scheme.

(a) **Failure to realise the benefits of the Scheme**

After implementation of the Scheme, the Combined Group will seek to pursue those strategies, operational objectives and benefits described in this Scheme Booklet. There is a risk that the Combined Group may not be able to realise those strategies, operational objectives and benefits (in whole or in part), that those benefits will not materialise or will not materialise to the extent anticipated (for whatever reason,

For personal use only

For personal use only

including matters beyond the control of the Combined Group), or that the realisation of the strategies, operational objectives and benefits detailed in this Scheme Booklet are delayed.

The successful integration of Cygnus' assets, projects and personnel into the Combined Group will require management attention and financial resources, and may result in temporary disruption to operational, development or strategic activities. The Combined Group may also encounter unforeseen technical, operational, commercial or organisational challenges during the integration process.

Failure to successfully integrate Cygnus into the Combined Group or realise the anticipated benefits of the Scheme could have an adverse effect on the Combined Group's operations, financial performance, financial position and prospects.

(b) **CAML is a foreign company and a foreign issuer**

CAML, as the holding company of the Combined Group, is incorporated under the laws of England and Wales, is quoted on AIM and may (if the proposed listing is successful) be listed on TSX. Accordingly, CAML is subject to foreign corporations and securities laws (including as to corporate governance requirements), which may differ from the corresponding laws that are applicable to companies in an investor's place of residence (including Australia).

It may be more difficult for shareholders to enforce their legal rights against the Combined Group (which will be organised and managed outside Australia) than if the Combined Group were organised, managed and resident solely in Australia. Additionally, the common law and statutory rights of shareholders under the laws of England and Wales may be more limited or less favourable than corresponding rights available to shareholders under Australian law. Annexure F provides a summary of the differences between the relevant laws as applicable to Cygnus and CAML.

CAML is required to prepare and submit its periodic and other filings in accordance with securities laws in the United Kingdom. As a result, certain information about CAML that is contained in this Scheme Booklet has been prepared in accordance with UK disclosure regulations, rather than the requirements that would apply to issuers in Australia, such as Cygnus. UK disclosure requirements are different from Australian requirements and, as such, the information about CAML contained in this Scheme Booklet may not be comparable to similar information available about Cygnus or other Australian issuers. The rights of Scheme Shareholders who receive New CAML Shares will not be governed by the ASX Settlement Operating Rules, the ASX Listing Rules or the Corporations Act. Whilst the political climate in the United Kingdom has been stable for many years, there can be no assurance that changing social, economic and political conditions will not adversely affect the operations of the Combined Group in the future.

(c) **The TSX listing may not occur when expected or at all**

CAML has applied to have its securities listed on the Toronto Stock Exchange (**TSX**) in connection with the Scheme. Listing is subject to the approval of the TSX in accordance with its original listing requirements. The TSX has not yet conditionally approved CAML's listing application and there is no assurance that the TSX will approve the listing application. The TSX listing is not a condition to implementation of the Scheme and there can be no assurance that the listing will be obtained within the anticipated timeframe or at all.

The anticipated benefits of a TSX listing may include improved access to Canadian capital markets, increased visibility among Canadian investors and mining market participants, and enhanced liquidity for shareholders. If the TSX listing is delayed, not

obtained, or subsequently not maintained, these anticipated benefits may not be realised.

Accordingly, there can be no assurance that the TSX listing will occur when expected, or at all.

(d) **Reporting Issuer Status in Canada**

Upon implementation of the Scheme, CAML will become a "reporting issuer" in the Provinces of British Columbia, Alberta, Saskatchewan and Ontario, by virtue of inheriting the reporting issuer status of Cygnus, which will subject it to additional compliance, disclosure and reporting obligations.

As a result of becoming a reporting issuer, CAML will be required to comply with applicable Canadian securities laws and the rules and policies of the applicable Canadian securities regulatory authorities and stock exchanges, including requirements relating to continuous disclosure, timely disclosure, financial reporting, management certifications, insider reporting, corporate governance, audit committee matters and other public company obligations, which may differ from the requirements of AIM. Compliance with these requirements will require significant management time and attention and will increase the company's legal, accounting, audit, filing, transfer agent, investor relations, insurance and other administrative expenses.

CAML may need to implement or enhance its disclosure controls and procedures and internal control systems, and may need to add personnel and engage external advisors in order to meet these obligations. Any failure to comply with applicable reporting or other obligations could result in regulatory review, cease trade orders, enforcement proceedings, reputational harm, civil liability, fines or other sanctions, and could adversely affect the market price of CAML's securities and its ability to access the capital markets.

In addition, the increased obligations associated with being a reporting issuer may require additional managerial resources, particularly in the near term, and management's attention may be diverted from the operation and growth of the business. Any of the foregoing could have a material adverse effect on CAML's business, financial condition, results of operations and prospects.

(e) **Pro forma financial information**

The Combined Group Pro Forma Historical Statement of Financial Position contained in Section 6.7 is presented for illustrative purposes only and may not be an accurate depiction of the financial position or results of operations of the Combined Group following implementation of the Scheme. For example, the Combined Group Pro Forma Historical Statement of Financial Position has been derived from the historical financial statements of CAML and Cygnus and certain adjustments and assumptions have been made regarding CAML and the CAML Group after implementing the Scheme. The information upon which these adjustments and assumptions have been made is preliminary and subject to potential change, and these types of adjustments and assumptions are difficult to make with complete accuracy.

Further, each of the Cygnus and CAML groups, as standalone groups, have particular accounting policies and methods that are fundamental to how they report their respective financial position. The Cygnus Board and CAML Board may have exercised judgement in determining the appropriate accounting policies or methods that they employ, and although those accounting policies might have been reasonable in the circumstances, any differences between the methods may have

For personal use only

resulted in reporting materially different outcomes than would have been reported under the other group's policies and methods.

In addition, the Combined Group Pro Forma Historical Statement of Financial Position does not reflect all costs that will be incurred by the CAML Group in connection with the Scheme. For example, the impact of any incremental costs incurred in integrating the CAML and Cygnus groups is not reflected in the Combined Group Pro Forma Historical Financial Information. As a result, the actual financial condition and results of the CAML Group following the implementation of the Scheme may not be consistent with the Combined Group Pro Forma Historical Financial Information. Further, the purchase price used in preparing the Combined Group Pro Forma Historical Statement of Financial Position is based on a value of GBP£1.56 / US$2.10 per CAML Share as of 1 June 2026, that date being the last trading day before the announcement of the Scheme and an exchange rate of 0.74, which may be materially different from the closing price of CAML Shares on the Implementation Date. The assumptions used in preparing the Combined Group Pro Forma Historical Statement of Financial Position may not prove to be accurate and other factors may affect the financial condition and results of the Combined Group following the implementation of the Scheme.

(f) **Accounting treatment of Cygnus Group assets in the Combined Group**

Following implementation of the Scheme, the Combined Group may be required to perform a fair value assessment of all of the assets and liabilities of the Combined Group, including tangible and intangible assets, which may differ from preliminary assessments. As a result of that fair value assessment, the Combined Group's charges (for example, depreciation expense and amortisation expense) and asset carrying values may be substantially different to the corresponding charges and asset carrying values applied by Cygnus and CAML as standalone entities and, to that extent, may impact upon the future financial performance and financial results of the Combined Group.

The International Financial Reporting Standards as adopted by the United Kingdom (**UK-adopted IFRS**) are set by the International Accounting Standards Board (**IASB**) and will be outside of the Combined Group's control. The Combined Group will also be subject to risks arising as a result of any future changes in accounting policies applied by the Combined Group which may have an adverse impact on the Combined Group.

Changes to accounting standards may also adversely affect the Combined Group's reported earnings performance in any given reporting period and its consolidated statement of financial position from time to time.

(g) **Operations in Kazakhstan and North Macedonia**

Following implementation of the Scheme, Cygnus Shareholders will become shareholders in a group with operations in Kazakhstan and North Macedonia. As a result, Cygnus Shareholders will be exposed to legal, regulatory, political and economic risks associated with those jurisdictions that differ from those currently associated with Cygnus' principal assets in Canada and Australia.

The legal, regulatory and administrative frameworks in Kazakhstan and North Macedonia may differ from those in certain developed mining jurisdictions and may be subject to changes in law, regulation, government policy and administrative practice. Government authorities may exercise a broad degree of discretion in interpreting and applying legislation and regulatory requirements.

For personal use only

For personal use only

The mining industry is important to the economies of both Kazakhstan and North Macedonia and thus can be expected to be the focus of continuing attention and debate. In other developing countries, mining companies have faced a range of sovereign actions, including expropriation and/or renationalisation, breach or abrogation of project agreements, application to such companies of laws and regulations from which they were intended to be exempt, denials of required permits and approvals, increases in royalty rates and taxes that were intended to be stable, application of exchange or capital controls, and other governmental measures affecting mining operations.

There can be no assurance that industries deemed of national or strategic importance, such as mineral production, will not be nationalised, or that the Combined Group's assets will not be subject to nationalisation, requisition or confiscation, whether legitimate or not, by any authority or body. Government policy may change to discourage foreign investment, and other government limitations, restrictions or requirements not currently foreseen may be implemented. Similarly, the Combined Group's operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation, mine safety and annual payments to maintain mineral properties in good standing. There can be no assurance that the laws protecting foreign investments will not be amended or abolished, that existing laws will be enforced or interpreted to provide adequate protection against any or all of the risks detailed above, or that any agreements with the relevant governments will prove to be enforceable.

Any adverse changes in the political, legal, regulatory, fiscal or economic environment in Kazakhstan or North Macedonia, including adverse sovereign action by governments, could adversely affect the Combined Group's operations, financial performance, financial position and prospects.

(h) **Mining and regulatory framework**

The Combined Group's operations in Kazakhstan and North Macedonia are subject to mining, subsoil use, environmental, taxation and other regulatory regimes. Changes to legislation, regulations, government policies or the interpretation and application of existing laws may affect the terms on which the Combined Group conducts its operations or exercises its rights in Kazakhstan and North Macedonia.

Government authorities may review, amend or introduce new laws, regulations or administrative requirements affecting mining operations, subsoil use rights, permitting, taxation, environmental obligations, foreign investment or other matters relevant to the Combined Group's activities. There can be no assurance that future legislative or regulatory changes will not result in increased costs, additional obligations, operational restrictions or other adverse impacts on the Combined Group.

Any material change in the legal or regulatory framework governing mining activities in Kazakhstan or North Macedonia could adversely affect the Combined Group's operations, financial performance, financial position and prospects.

In North Macedonia, there is an ongoing public review and debate of a Draft Law on Geology and Draft Law on Mining published by the competent Ministry of Energy, Mining and Mineral Resources since August 2025. Drafts of the two new laws were released for public review and consultation on the Electronic National Register of Regulations (**ENER**) platform. If adopted, these laws should replace the current Law on Mineral Resources as the main law regulating the operations in North Macedonia. The adoption of this new legislation will be followed by further enactment of bylaws that will regulate these sectors in greater detail. Due to the early stages of the

For personal use only

legislative process, the impact of the adoption of the new laws to mining companies in North Macedonia cannot be assessed.

The Code of the Republic of Kazakhstan "On Subsoil and Subsoil Use" (the **Subsoil Code**) has been amended multiple times since it entered into force in June 2018 and the possibility of further amendments thereto cannot be excluded. The Combined Group's existing subsoil use rights granted prior to the effective date of the Subsoil Code, including the Kounrad Contract, are preserved under the Subsoil Code's transitional provisions, through there can be no assurance that future regulatory actions will not affect the terms applicable to those grandfathered rights.

Any change adversely affecting the Combined Group's subsoil rights, renewal conditions or regulatory obligations as a subsoil user in Kazakhstan could have a material adverse effect on the Combined Group's business, results of operations and financial condition.

(i) **Taxation**

Following implementation of the Scheme, Cygnus Shareholders will become shareholders in a group that operates across multiple jurisdictions and is subject to a range of taxes, duties, royalties, levies and other fiscal obligations.

The Combined Group's operations in Kazakhstan, North Macedonia, Canada and Australia will be subject to complex tax legislation and regulatory requirements, which may be amended, interpreted or applied differently over time. Tax laws and regulations may change with little notice, particularly in jurisdictions where tax frameworks continue to evolve, and there can be no assurance that future legislative or regulatory developments will not increase the Combined Group's tax burden.

The Combined Group may also be subject to reviews, audits and investigations by tax authorities in the jurisdictions in which it operates. Tax authorities may challenge the interpretation or application of tax legislation, transfer pricing arrangements, historical tax positions or the recoverability of tax balances. In particular, mining and commodity export transactions may be subject to transfer pricing reviews and reassessments by tax authorities. Such reviews may result in additional tax liabilities, penalties, interest charges or disputes.

Changes in taxation regimes, fiscal policies or the interpretation of tax legislation, together with adverse outcomes from tax audits or disputes, could adversely affect the Combined Group's financial performance, financial position, cash flows and prospects.

On 18 July 2025, the Kazakhstan Parliament adopted a new tax code, which became effective on 1 January 2026 (the **New Tax Code**). Some of the key changes introduced by the New Tax Code were (i) an increase of the VAT rate from 12% to 16%, (ii) a tenfold reduction in the Mineral Extraction Tax (**MET**) rate for solid minerals recovered from technogenic (man-made) mineral formations, such as tailings and waste rock dumps, and (iii) introduction of a royalty regime replacing the MET for solid minerals exploration and production projects under licenses issued after 31 December 2026. Certain provisions of the New Tax Code are subject to phased implementation across 2026 and 2027. The ultimate impact of the New Tax Code on the Combined Group cannot be assessed with certainty until the full implementing framework and application practice is in place.

In Kazakhstan, all cross-border and certain other transactions in Kazakhstan are subject to the domestic transfer pricing regulations, which state that transaction prices for tax purposes are to be determined based on market prices. There are procedures in Kazakhstan tax regulations to determine the applicable market price for a given

transaction. Where the prices of the Combined Group's exports in Kazakhstan deviate from the applicable market prices, the Kazakhstan tax authorities are entitled to make tax adjustments and assessments to corporate income tax and any other taxes affected, as well as assess fines and late payment interest if such adjustments lead to an increase in tax payments by an entity. Audits of transfer pricing issues are routinely carried out by the tax authorities in respect of exporters of oil, gas and minerals. Kazakhstan's tax laws are not always clearly expressed, have not always been applied in a consistent manner, and continue to evolve.

The uncertainty of application and evolution of tax laws creates a risk of additional and substantial payments of tax by the Combined Group, which could have a material adverse effect on the Combined Group's business, results of operations and financial condition.

(j) **Permitting and licensing**

Following implementation of the Scheme, Cygnus Shareholders will become shareholders in a group whose operations and development projects are dependent on numerous permits, licences, approvals and other regulatory authorisations issued by governmental and regulatory authorities.

The Combined Group's existing operations in Kazakhstan and North Macedonia, together with its assets in Canada and Australia, will require the granting, renewal, amendment and ongoing maintenance of various permits, licences and approvals relating to mining activities, environmental matters, tailings and water management, infrastructure, construction activities and other operational requirements.

There can be no assurance that required permits, licences or approvals will be granted, renewed or maintained on acceptable terms, within anticipated timeframes, or at all. Regulatory authorities may impose additional conditions, require modifications to project plans or delay approval processes.

Failure to obtain, maintain, renew or amend required permits, licences or approvals may result in operational restrictions, project delays, increased costs, suspension of activities or an inability to proceed with planned development activities, which could adversely affect the Combined Group's financial performance, financial position and prospects.

(k) **Land tenure, mining rights, property rights and regulatory compliance**

The Combined Group's operations will depend on the continued validity and enforceability of various mining rights, concession arrangements, and land use.

Certain assets and infrastructure associated with the Combined Group's operations may be subject to ongoing regulatory, administrative or property-related processes, including matters relating to land ownership, land use rights, permitting or historical approvals. There can be no assurance that such matters will be resolved on terms favourable to the Combined Group or without additional cost.

Any material restriction, delay, dispute or adverse determination affecting land rights, property interests or associated regulatory approvals could adversely affect the Combined Group's operations, development plans, financial performance and prospects.

(l) **Exposure to producing mining assets and operational performance**

Cygnus is currently a development and exploration company and does not operate producing mining assets. Following implementation of the Scheme, Cygnus

For personal use only

Shareholders will become shareholders in a group whose financial performance and cash generation are significantly dependent on the successful operation of Kounrad and Sasa. Until such time as additional projects, including the Chibougamau Project, are successfully developed and put into production, the Combined Group will remain dependent on a limited number of producing mining assets and commodities.

The Combined Group may fail to achieve planned production levels or operational performance targets due to a range of factors, including operational disruptions, equipment reliability issues, geological or mining conditions, metallurgical performance, processing challenges, labour availability, adverse weather conditions and other factors affecting mining and processing operations.

At Kounrad, production performance is dependent on the efficiency and stability of leaching and solvent extraction electrowinning operations, the availability and quality of processing water, the reliable supply of critical inputs including reagents and electricity, and the continued reliability of key processing infrastructure and equipment. At Sasa, mining and processing performance may be affected by geological variability, grade reconciliation, mine planning assumptions, ground conditions and processing recoveries.

Failure to achieve planned production levels or operational performance targets may result in lower production volumes, reduced revenues, higher operating costs and lower cash generation, which could have a material adverse effect on the Combined Group's financial performance, financial position and prospects.

(m) **Health and Safety**

Following implementation of the Scheme, Cygnus Shareholders will become shareholders in a group that operates producing mining assets, including the underground Sasa mine in North Macedonia.

Mining activities involve inherent health and safety risks, including those associated with underground mining, mobile equipment, ground conditions, explosives, processing activities, transportation and the use of contractors. Despite the implementation of health and safety management systems, controls and training programmes, there can be no assurance that serious injuries, fatalities, occupational illnesses or other safety incidents will not occur.

Any significant health and safety incident could result in injury or loss of life, operational disruption, regulatory action, increased costs, reputational damage or other adverse impacts on the Combined Group's financial performance, financial position and prospects. In addition, changes in health and safety legislation, regulations or industry standards may require additional expenditure, operational modifications or changes to working practices.

(n) **Tailings storage facilities**

Following implementation of the Scheme, Cygnus Shareholders will become shareholders in a group that operates several active tailings storage facilities associated with producing mining operations, in particular the Sasa mine in North Macedonia.

The safe design, construction, operation, maintenance, closure and monitoring of tailings storage facilities will be critical to the Combined Group's operations. Failure to effectively manage tailings facilities may result from design deficiencies, operational failures, inadequate maintenance, capacity constraints, extreme weather events or other unforeseen factors.

For personal use only

The Combined Group's operations will also depend on maintaining sufficient permitted tailings storage capacity to support ongoing production. Delays in developing, expanding or permitting additional capacity, or restrictions affecting the use of existing facilities, may adversely affect production plans and operational performance.

Failure to maintain the structural integrity, operational performance, available capacity or regulatory compliance of tailings storage facilities could result in loss of life, harm to employees, contractors, local communities or the environment, operational disruption, regulatory action, financial loss and reputational damage.

Although the Combined Group will maintain governance, monitoring and assurance processes relating to tailings management, there can be no assurance that future incidents, failures or regulatory concerns will not arise.

(o) **Environmental management and compliance**

Following implementation of the Scheme, Cygnus Shareholders will become shareholders in a group with active mining and mineral processing operations that are subject to extensive environmental obligations, environmental permits and regulatory oversight.

The Combined Group's operations may result in adverse environmental impacts, including contamination of soil, surface water or groundwater, failures in waste management, environmental incidents, breaches of permit conditions or non-compliance with environmental laws and regulations.

At Kounrad, environmental risks include the management of process solutions and groundwater associated with the dump leach operation. At Sasa, environmental risks arise from underground mining and processing activities, including waste and tailings management, water management and compliance with environmental permit and discharge requirements.

Mining and mineral processing activities involve the use, transportation, storage and disposal of hazardous substances and may give rise to risks of spills, seepage, contamination, environmental incidents or other unintended impacts on land, water resources, ecosystems and local communities.

Environmental incidents, non-compliance with applicable environmental obligations or failure to effectively manage environmental risks may result in regulatory action (including inspections or investigations), permit reviews, criminal proceedings, operational restrictions, remediation obligations, financial penalties, increased costs, reputational damage or other adverse impacts on the Combined Group's operations, financial performance and prospects.

(p) **Liability for historical pollution**

Following implementation of the Scheme, Cygnus Shareholders will become shareholders in a group that owns and operates a number of current and former mining assets, some of which have been in operation for many decades and were previously owned or operated by third parties.

Historical mining, processing, waste disposal and other industrial activities may have resulted in environmental conditions or contamination that were not caused by the Combined Group and may not be fully identified or understood. In certain circumstances, current owners or operators of mining assets may be required to investigate, monitor, manage or remediate environmental impacts associated with historical activities, irrespective of when those impacts occurred.

For personal use only

For personal use only

The Combined Group may also be exposed to claims, remediation obligations, regulatory action or increased environmental management costs associated with historical environmental conditions at its operating or development assets. Such liabilities may arise in connection with historical mining activities, legacy waste facilities, historical contamination, water quality impacts or other environmental matters.

Any material historical environmental liability could result in significant remediation costs, operational restrictions, regulatory action, reputational damage or other adverse impacts on the Combined Group's financial performance, financial position and prospects.

There are certain historic events of pollution arising from acid rock drainage and waste rock dumps that occurred prior to Sasa's acquisition of the mine in 2005 and CAML's acquisition of the mine in 2017. Whilst CAML has been advised that Sasa should not legally be held liable for these historic events of environmental pollution, there is a risk that it could be held liable in the future for these historic events to the extent that the environmental damage is enhanced, maintained or continued by the activities undertaken pursuant to the current operation of the mine. In addition, there is a remote risk that, upon expiry of the concession, Sasa could be required to rehabilitate areas affected by historic pollution to the extent that they are located within the concession exploration area or other land used for the operation of the Sasa mine. Under North Macedonia's law, initial criminal charges (whether or not legitimate) may be filed by any third party before the competent public prosecution. The competent public prosecution is authorised to conduct preliminary and, if necessary, full investigation in response to such filings. As at the date of this document, to the best of the CAML's knowledge, there are no such criminal indictments or criminal proceedings before competent courts in North Macedonia against CAML's North Macedonian subsidiaries that would be expected to have material adverse effects on the business operations.

(q) **Exploration, development and project evaluation risks**

The exploration for, and development of, mineral deposits is speculative and involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. Although the discovery of an orebody may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Once a mineral deposit is discovered it can take several years to determine whether Mineral Resources or Ore Reserves exist. During this time the economic viability of production may change. If the Scheme proceeds, there is no guarantee that the Combined Group will achieve commercial viability at the Chibougamau Project, which is currently at the pre-development stage.

The exploration and development costs of the Combined Group will be based on certain assumptions with respect to the method and timing of exploration and development. 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 Combined Group's viability. In addition, future technical studies, economic assessments and feasibility studies relating to the Chibougamau Project or other development projects may produce different results from those currently anticipated and may not support project development or demonstrate economic viability. Development projects may require substantially greater capital expenditure than anticipated, may experience delays or interruptions and may ultimately prove uneconomic or commercially unviable.

Substantial expenditure may be required to locate and establish Mineral Resources or mineral or Ore Reserves through drilling, metallurgical and other testing techniques, to develop metallurgical processes to extract metal from the ore and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programmes planned by the Combined Group will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: (i) the particular attributes of the deposit, such as size, grade and proximity to infrastructure; (ii) metal prices, which are highly cyclical; and (iii) government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Combined Group not receiving an adequate return on invested capital.

(r) **Dependence on key personnel**

The Combined Group's success will depend in part on the continued services and performance of its Directors, senior management and other key personnel, including individuals with specialist operational, technical, geological, engineering and commercial expertise.

Competition for experienced personnel within the mining industry is significant, and there can be no assurance that the Combined Group will be able to retain existing personnel or attract and retain suitably qualified individuals in the future. The loss of key personnel, or difficulties in recruiting suitable replacements, could result in the loss of institutional knowledge, operational disruption, delays to strategic initiatives and increased costs.

Any inability to attract, retain or replace key personnel could adversely affect the Combined Group's operations, development activities, financial performance, financial position and prospects.

(s) **Transport and logistics**

The Combined Group's operations depend on the reliable transportation of finished products, equipment, consumables, reagents, fuel, spare parts and other materials required to support its mining, processing, exploration and development activities.

The Combined Group relies on third-party transportation, freight, shipping, rail and logistics providers to transport products and supplies within and between jurisdictions. Transportation and logistics networks may be affected by capacity constraints, labour disputes, adverse weather conditions, infrastructure failures, border restrictions, geopolitical developments, trade restrictions, sanctions, port congestion or other supply chain disruptions.

Such disruptions may result in delays in the delivery of critical supplies, delays in the shipment of products to customers, increased transportation costs or an inability to meet contractual commitments. In addition, transportation costs may increase as a result of fuel price increases, inflationary pressures, changes in market conditions or other factors beyond the Combined Group's control.

Any material disruption to transportation and logistics networks, or any significant increase in transportation costs, could adversely affect the Combined Group's operations, financial performance, financial position and prospects.

For personal use only

For personal use only

(t) **Infrastructure**

Mining, processing, development and exploration activities depend, to a significant degree, on adequate infrastructure. In the course of developing future mines, expanding existing operations or advancing exploration projects, the Combined Group, may need to construct, maintain or support the development of infrastructure, including rail and logistics infrastructure, communication systems, maintenance facilities and access roads.

Reliable infrastructure, including rail facilities, roads, bridges, water supplies and other supporting infrastructure, is an important determinant of the capital and operating costs associated with mining operations and development projects. The availability, condition and capacity of such infrastructure may affect the timing, cost and viability of exploration, development and production activities.

Unusual or infrequent weather events, natural disasters, equipment failures, sabotage, government action, third-party interference or other disruptions affecting infrastructure may materially adversely affect the Combined Group's operations, development activities, financial condition and results of operations. In addition, any failure, deterioration or unavailability of infrastructure required to support the Combined Group's existing operations, future development projects or exploration activities may result in operational interruptions, project delays, increased costs, reduced production or an inability to develop projects as planned.

Any material disruption to, or failure of, critical infrastructure could adversely affect the Combined Group's business, financial performance, financial position and prospects.

(u) **Supply and cost of energy**

The Combined Group's operations and development activities require significant quantities of electricity, fuel and other energy sources. The availability, reliability and cost of energy are important factors affecting operating costs, project economics and production performance.

The Combined Group relies on a combination of on-site generation and third-party energy suppliers to support its mining, processing, development and administrative activities. Interruptions to power supply, fuel shortages, infrastructure failures, transmission network disruptions, adverse weather events or other events affecting energy availability may result in operational disruptions, reduced production or increased costs.

The Combined Group may also be exposed to increases in energy prices arising from inflationary pressures, market conditions, supply constraints, geopolitical developments, regulatory changes, carbon pricing mechanisms or other factors. Significant increases in energy costs may adversely affect operating margins, project economics and the economic viability of certain operations or development projects.

Any material disruption in energy supply, or any significant increase in energy costs, could adversely affect the Combined Group's operations, development activities, financial performance, financial position and prospects.

(v) **Water availability and water management**

The Combined Group's operations and development activities depend on access to sufficient quantities of water for mining, processing, dust suppression, environmental management and other operational requirements.

For personal use only

The Combined Group is subject to water extraction licences, water use permits, discharge permits and other regulatory requirements governing the use, management and quality of water resources. There can be no assurance that such permits and licences will be maintained, renewed or amended on acceptable terms, or that future regulatory requirements will not impose additional restrictions on water use or discharge activities.

Water availability may be affected by drought, changes in rainfall patterns, climate change, competing demands from local communities, agriculture and industry, infrastructure constraints, regulatory changes or other factors. In addition, increasing stakeholder expectations and regulatory scrutiny relating to water stewardship may result in additional operating costs, capital expenditure requirements or operational restrictions.

Any significant reduction in water availability, interruption to water supply, failure to obtain or maintain required water rights or permits, deterioration in water quality, or material increase in water related costs could adversely affect the Combined Group's operations, development activities, financial performance, financial position and prospects.

(w) **Climate change**

The Combined Group may be exposed to physical and transition risks associated with climate change.

Physical risks may include changes in weather patterns, increased frequency or severity of extreme weather events, flooding, drought, reduced water availability, rising temperatures and other climate related impacts. Such events may disrupt mining, processing, transportation, construction and development activities, damage infrastructure, affect water resources, increase operating costs and adversely affect production levels.

The Combined Group may also be exposed to transition risks arising from changes in climate related legislation, regulation, government policy, carbon pricing mechanisms, reporting requirements, investor expectations and stakeholder expectations. Such developments may increase compliance costs, require additional capital investment or affect the economic viability of certain operations or development projects.

There can be no assurance that climate related risks will not adversely affect the Combined Group's operations, development activities, financial performance, financial position and prospects

(x) **Insurance**

The Combined Group maintains insurance coverage that it considers appropriate for its operations and development activities. However, there can be no assurance that all risks associated with the Combined Group's business will be insurable, that insurance will be available on commercially acceptable terms, or that available insurance coverage will be sufficient to cover all losses that may be incurred.

Mining operations are subject to a range of risks, including property damage, business interruption, environmental incidents, natural disasters, accidents, liability claims and other events that may result in significant losses. Certain risks may be uninsurable, may exceed available policy limits or may be subject to exclusions, conditions, deductibles or other limitations on coverage.

In addition, insurance markets may change over time, and the Combined Group may experience increased premiums, reduced coverage, higher deductibles, additional

exclusions or reduced availability of insurance. There can be no assurance that claims made under insurance policies will be accepted or paid in full.

Any significant uninsured loss, inadequately insured loss, failure to recover insurance proceeds, or inability to obtain or maintain appropriate insurance coverage could adversely affect the Combined Group's operations, financial performance, financial position and prospects.

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

The Combined Group's reported Mineral Resources and Ore Reserves are only estimates, which are based on a range of assumptions. In addition, Mineral Resource and mineral and Ore Reserve estimates are based on limited sampling and consequently are uncertain because the samples may not be representative. There are numerous uncertainties inherent in estimating Mineral Resources and Ore Reserves, including factors beyond the control of the Combined Group.

The estimation of Mineral Resources and Ore Reserves is a subjective process, and the accuracy of any such estimates is a function of the quality of available data, and of engineering and geological interpretation and judgment. Results of drilling, metallurgical testing, production, evaluation of mine plans and exploration activities subsequent to the date of any estimate may justify revision (up or down) of such estimates. There is no assurance that Mineral Resources can be economically mined. Those portions of the Mineral Resources that have not been converted to Ore Reserves do not have demonstrated economic viability. A Mineral Resource is not the equivalent of a commercially mineable orebody or an Ore Reserve. Lower market prices, increased production costs, reduced recovery rates and other factors may render the Combined Group’s Ore Reserves uneconomic to exploit and may result in revision of its Ore Reserve estimates from time to time. Ore reserve data are not indicative of future results of operations. In particular, no Mineral Reserves or Ore Reserves have currently been declared in respect of the Chibougamau Project and there can be no assurance that any part of the Mineral Resource will ultimately be converted into a Mineral Reserve or an Ore Reserve.

If in the future, the Combined Group's actual Mineral Resources and Ore Reserves prove to be less than the current estimates, other than as a result of depletion through production, or if the Combined Group fails to develop its resource base through the upgrading of inferred Mineral Resources to indicated or measured Mineral Resources, or by realisation of identified new mineralised potential, the Combined Group's results of operations and financial condition may be materially and adversely affected. The Directors cannot give any assurance that the estimated Ore Reserves will be recovered as the Combined Group proceeds through production or that they will be recovered at the volume, grade and rates estimated.

(z) **Reserve replacement, growth and acquisitions**

The Combined Group's Ore Reserves and Mineral Resources will decline over time as mining activities continue. The long-term sustainability of the Combined Group's operations and production profile will depend on its ability to replace depleted reserves and resources through successful exploration, resource conversion, project development, mine life extension initiatives and, where appropriate, acquisitions.

There can be no assurance that the Combined Group will be successful in identifying, acquiring, developing or converting sufficient additional Mineral Resources and Ore Reserves to replace those depleted through production. Exploration activities may not identify economically viable mineralisation, resources may not be converted into reserves, development projects may not proceed as anticipated and suitable

For personal use only

acquisition opportunities may not be available on acceptable terms. Despite detailed due diligence and evaluation, acquisitions, investments and growth initiatives may not perform in accordance with expectations and may result in lower than anticipated returns, integration challenges, write downs, impairments or other losses.

The Combined Group competes with other mining companies for exploration opportunities, mineral properties, development projects and acquisition targets. Competitors may have greater financial, technical or other resources than the Combined Group, which may limit its ability to secure attractive growth opportunities.

Failure to replace depleted Ore Reserves and Mineral Resources, successfully develop growth projects or secure suitable acquisition opportunities may result in declining production, reduced cash flows, shorter mine lives and a reduction in the long-term value of the Combined Group's assets.

Any material reduction in the Combined Group's Ore Reserve base or mine life, or failure to deliver future growth opportunities, could adversely affect the Combined Group's operations, financial performance, financial position and prospects.

(aa) **Future financing requirements**

The Combined Group's future growth, development and expansion activities may require significant capital expenditure and additional funding. In particular, the advancement of development projects, including the Chibougamau Project, may require substantial investment over a number of years.

The Combined Group's ability to obtain additional financing will depend on a range of factors, including prevailing market conditions, investor sentiment, commodity prices, project economics, operational performance, credit market conditions and the availability of debt, equity or other sources of capital. There can be no assurance that additional financing will be available when required, on acceptable terms, or at all.

If the Combined Group is unable to obtain sufficient funding, it may be required to delay, scale back or abandon development projects, growth initiatives, exploration programmes or capital expenditure plans. In certain circumstances, a lack of available funding could also adversely affect the Combined Group's ability to maintain, expand or optimise existing operations.

Any inability to obtain adequate financing, or any material increase in the cost of capital, could adversely affect the Combined Group's operations, development activities, financial performance, financial position and prospects. Future equity financings may also dilute the interests of existing shareholders.

(bb) **Land access and expansion requirements**

The Combined Group's operations, future development projects and potential expansion activities may require access to additional land, land use rights, easements, surface rights or other property interests. Such requirements may arise in connection with mine expansion, tailings storage facilities, water management infrastructure, processing facilities, transportation infrastructure, environmental management measures or other operational and development activities.

There can be no assurance that the Combined Group will be able to obtain, maintain or expand such rights on acceptable terms, within anticipated timeframes, or at all. Access to additional land may require negotiations with landowners, local communities, Indigenous groups, government authorities or other stakeholders, and may be subject to regulatory approvals, compensation arrangements or other conditions.

For personal use only

For personal use only

Disputes relating to land access, stakeholder opposition, delays in obtaining required rights or approvals, or the inability to secure additional land required for operational support, expansion or development activities could result in project delays, increased costs, operational constraints or restrictions on future growth opportunities.

Any such event could adversely affect the Combined Group's operations, development activities, financial performance, financial position and prospects.

(cc) **Indigenous title claims, rights, engagement and consultation**

Exploration, development, mining and decommissioning activities in Canada may be affected by claims by indigenous peoples and related consultation issues. The Combined Group may also face similar issues in other Canadian jurisdictions and in foreign jurisdictions in which it operates, although the nature and scope of such issues may differ by jurisdiction.

Canada’s United Nations Declaration on the Rights of Indigenous Peoples Act (**UNDRIP**) provides a framework for the Government of Canada’s implementation of UNDRIP, requires the federal government, in consultation and cooperation with Indigenous peoples, to take measures to ensure that federal laws are consistent with the Declaration and requires the preparation and implementation of an action plan. Legislative developments, policy changes and judicial decisions relating to Aboriginal title and rights, and the duty to consult may increase uncertainty in permitting and regulatory processes, including in respect of the Chibougamau Project, and could result in delays in obtaining, or the inability to obtain, required permits, approvals or authorizations. CAML will continue to monitor these developments.

In the context of interests of Indigenous peoples in Australia, the Native Title Act 1993 (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs.

The risks arising because of indigenous title and aboriginal land rights may affect the Combined Group’s ability to gain access to prospective exploration areas to obtain production titles. Mining tenement applications and existing tenements may be affected by Indigenous title claims or procedures (which may preclude or delay the granting of exploration and mining tenements), with the possibility of considerable expenses and delays involved in negotiating and resolving issues or obtaining clearances. Compensatory obligations may be necessary in settling Indigenous title claims lodged over any of the tenements held or acquired by the Combined Group. The level of impact of these matters will depend, in part, on the location and status of the Company’s tenements. Managing indigenous peoples’ rights, title claims, engagement and related consultation is an integral part of exploration, development and mining activities, and CAML is committed to managing them effectively.

There is no assurance that CAML Group will not face material adverse consequences because of the legal and factual uncertainties inherent with indigenous peoples’ rights, title claims and consultation. There can be no assurance that title claims, as well as related consultation issues, will not arise on or with respect to CAML’s or Cygnus’ existing properties. Failure to resolve such issues could result in delays to a potential project development.

(dd) **Relationships with indigenous peoples and local communities**

The Combined Group's ability to operate, develop and expand its projects depends on maintaining positive relationships with indigenous peoples, local communities, governments and other stakeholders in the jurisdictions in which it operates.

For personal use only

Community and stakeholder expectations relating to environmental performance, social impacts, land use, cultural heritage, employment opportunities and economic benefits may change over time. There can be no assurance that the Combined Group will be successful in maintaining the support of indigenous peoples, local communities or other stakeholders for its existing operations or future development projects.

Actual or perceived adverse impacts arising from the Combined Group's activities, or a failure to effectively engage with affected stakeholders, may result in community opposition, protests, legal challenges, reputational damage, delays in obtaining permits or approvals, operational disruptions or restrictions on development activities.

Any material deterioration in stakeholder relationships could adversely affect the Combined Group's operations, development activities, financial performance, financial position and prospects.

The Combined Group may also be subject to commitments, obligations or expectations relating to community investment, local employment, workforce development, training initiatives and other social programmes in the jurisdictions in which it operates. Failure to meet such obligations or stakeholder expectations could adversely affect stakeholder relationships and the Combined Group's ability to maintain its social licence to operate.

(ee) **Employees and labour relations**

The Combined Group's operations and development activities will depend on the availability of a skilled workforce and the maintenance of positive relationships with employees, contractors, labour representatives and trade unions.

Certain operations of the Combined Group will be subject to collective bargaining arrangements and engagement with employee representatives and trade unions. There can be no assurance that future negotiations, collective bargaining processes or workforce discussions will not result in disputes, industrial action, work stoppages, strikes or other disruptions to operations.

The Combined Group’s operations in North Macedonia are conducted in an area where trade unions and collective bargaining arrangements play an important role in employment relations. At the Sasa mine, a significant proportion of the workforce is represented by trade unions, and the operation is subject to engagement, consultation, and collective bargaining processes. In North Macedonia, employment legislation provides employees and trade unions with a number of protections and consultation rights with workforce restructuring initiatives, cost reduction programmes, and operational changes. Existing labour laws, collective bargaining arrangements or future legislative changes may increase the costs or complexity of implementing workforce-related initiatives.

There can be no assurance that negotiations, collective bargaining processes or workforce discussions will not result in disputes, industrial action, work stoppages, strikes or other disruptions to operations.

The Combined Group may also be affected by labour shortages, difficulties in recruiting and retaining suitably qualified personnel, wage inflation, changes in employment legislation or other workforce related challenges. Competition for skilled workers within the mining industry may increase labour costs and affect workforce availability.

Any significant workforce disruption, labour dispute, industrial action or deterioration in employee relations could adversely affect the Combined Group's operations,

production levels, development activities, financial performance, financial position and prospects.

(ff) **Fraud, bribery and corruption**

The Combined Group operates across multiple jurisdictions and may be exposed to risks associated with fraud, bribery, corruption, financial crime, theft, cyber-enabled fraud and other unlawful conduct by employees, contractors, suppliers or third parties.

Although the Combined Group maintains policies, procedures, internal controls and compliance programmes designed to prevent, detect and respond to such conduct, there can be no assurance that such measures will be effective in all circumstances. Fraudulent, corrupt or unlawful activities may involve sophisticated schemes, collusion, management override of controls or other conduct that is difficult to detect.

Any significant incident involving fraud, bribery, corruption or other financial misconduct could result in financial loss, regulatory investigations, legal liability, reputational damage or other adverse impacts on the Combined Group's operations, financial performance, financial position and prospects.

(gg) **Litigation**

All industries, including the mining industry, are subject to legal claims, with and without merit. Possible litigation risks include native title claims, royalty disputes (including royalty calculation disputes and other potential claims from royalty holders), offtake disputes, construction and development claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims.

Defence and settlement costs of legal claims can be substantial, even with respect to claims that lack merit. Owing to the inherent uncertainty of litigation, the litigation process could consume management time and effort, and the resolution of any particular legal proceeding to which the CAML or Cygnus Group is, or to which the Combined Group may become, subject could have a material effect on the Combined Group’s financial position, results of operations or project development activities.

(hh) **Cyber security and information technology**

The Combined Group will depend on information technology systems, operational technology, digital infrastructure, communications networks and third-party service providers to support its operations, development activities and corporate functions.

These systems may be vulnerable to cyber-attacks, ransomware incidents, unauthorised access, data breaches, fraud, malicious acts, human error, system failures or other security incidents. Such events may result in the theft, loss, corruption or unauthorised disclosure of personal data, commercially sensitive information, intellectual property or other confidential information. Cyber incidents may also lead to operational disruption, financial loss, legal or regulatory breaches, reputational damage, environmental incidents, or increased health and safety risks.

In addition, the Combined Group will rely on the availability and resilience of information technology systems, communications networks and third-party service providers. System outages, infrastructure failures, software defects, telecommunications disruptions, power interruptions, failures of third-party systems or other business continuity events may impair the Combined Group's ability to conduct its operations and support critical business activities.

For personal use only

The increasing sophistication and frequency of cyber threats, together with the evolving nature of technology risks, means that there can be no assurance that the Combined Group's security measures, disaster recovery arrangements or business continuity plans will be effective in all circumstances.

Any material cyber security incident, information technology failure or prolonged disruption to critical systems could adversely affect the Combined Group's operations, development activities, financial performance, financial position and prospects.

(ii) **Investigations**

The Combined Group may be subject to legal and regulatory investigations, reviews and other compliance queries from regulators and enforcement bodies from time to time, whether or not legitimate in nature. If adverse findings are made by a regulatory or enforcement body as a result of an investigation or review, there may be reputational consequences for the Combined Group, and a risk of civil and criminal penalties, statutory or regulatory sanctions, a requirement to pay compensation, infringement notices or fines. Further, the Combined Group may be subject to recommendations and directions to enhance its control framework, governance and systems. Any material investigation or adverse finding resulting from that investigation involving the Combined Group could have a material adverse impact on the financial performance and position of the Combined Group.

(jj) **Joint ventures**

The CAML Group participates in certain joint ventures and the Combined Group may enter into additional joint venture arrangements in the future in connection with exploration, development or mining activities.

Joint ventures involve risks that will be outside the Combined Group's control, including disagreements regarding funding, budgets, project strategy, operational matters or development plans. The Combined Group may also be adversely affected if a joint venture partner fails to meet its obligations, experiences financial difficulties or otherwise fails to contribute its agreed share of funding or resources.

Any material adverse development affecting a joint venture or its participants may result in delays, increased costs, reduced returns or the loss of growth opportunities and could adversely affect the Combined Group's operations, financial performance, financial position and prospects.

(kk) **Global economic conditions**

The Combined Group's operations, financial performance and prospects may be affected by global economic, political and geopolitical developments that are beyond its control.

The Combined Group will operate across multiple jurisdictions and will rely on international supply chains, customers, contractors, service providers and financial markets. Global events, including escalation of conflicts in Iran and the Middle East more generally, may adversely affect global trade and result in economic downturns, inflationary pressures, restrictions, sanctions, changes in government policy, tariffs, disruptions to global supply chains and broader geopolitical instability may adversely affect commodity markets, operating costs, investment decisions and business confidence.

The ongoing Russia-Ukraine conflict has introduced additional uncertainty given Kazakhstan’s historical economic, trade, and energy ties with the Russian Federation.

For personal use only

Disruptions to logistics corridors, indirect sanctions exposure for entities with commercial relationships in the region, and tenge (Kazakhstan's national currency) exchange rate fluctuations represent ongoing risks. Such developments may result in increased costs, supply chain disruptions, reduced availability of goods and services, delays to development activities, heightened regulatory requirements, market volatility or broader economic uncertainty. Political and geopolitical developments may also affect the predictability of the operating environment and the Combined Group's ability to plan and execute its strategic objectives.

Any material deterioration in global economic conditions or geopolitical stability could adversely affect the Combined Group's operations, financial performance, financial position and prospects.

(ll) **Availability and cost of critical inputs**

The Combined Group's operations and development activities will depend on the availability and cost of critical inputs, including labour, contractors, fuel, electricity, reagents, consumables, equipment, spare parts, transportation services and other materials required to support mining and processing activities.

The Combined Group may be exposed to increases in the cost of these inputs arising from inflation, increases in employee wages and benefits, collective bargaining agreements, labour shortages, competition for skilled workers, contractor costs, chain disruptions, labour market conditions, shortages of materials, geopolitical developments, regulatory changes, adverse weather conditions or other factors. In addition, certain critical inputs may become unavailable, subject to delivery delays or available only at significantly increased cost.

As the CAML Group generally sells its products at prevailing market prices, the Combined Group may be unable to pass increased operating costs on to customers. Significant increases in employee remunerations, input costs, or interruptions in the availability of critical inputs, may adversely affect operating margins, production levels, project economics and the economic viability of certain operations or development projects. Any material increase in the cost of, or disruption to the supply of, critical inputs could adversely affect the Combined Group's operations, development activities, financial performance, financial position and prospects.

(mm) **Reclamation costs and related liabilities**

The Combined Group is subject to mine closure, rehabilitation, reclamation and environmental remediation obligations in the jurisdictions in which it operates. These obligations may include the rehabilitation of disturbed land, management of tailings and waste facilities, treatment of surface water and groundwater, long-term environmental monitoring, biodiversity restoration and other closure related activities.

The estimation of closure and rehabilitation liabilities involves significant assumptions regarding the scope of work required, applicable regulatory standards, inflation, technological developments, environmental conditions and the timing of closure activities. Actual closure, rehabilitation and remediation costs may differ materially from current estimates and may increase as a result of changes in legislation, regulatory requirements, environmental standards or stakeholder expectations.

The Combined Group may be required to maintain financial assurance arrangements, restricted cash balances, bonds, guarantees or other forms of security in connection with its closure and rehabilitation obligations. Any increase in closure liabilities or financial assurance requirements may reduce funds available for operations, development activities, acquisitions, growth initiatives or shareholder returns.

For personal use only

Any material increase in closure, rehabilitation or reclamation costs could adversely affect the Combined Group's financial performance, financial position, cash flows and prospects.

(nn) **Transfer of cash**

The Combined Group will operate across multiple jurisdictions and cash generated by operating subsidiaries may be subject to local laws, regulations, taxation requirements, exchange controls or other restrictions affecting the payment of dividends, distributions, intercompany funding arrangements or the repatriation of funds to other members of the Combined Group.

Changes in applicable laws, foreign exchange regulations, tax regimes or administrative practices may limit the ability of the Combined Group to transfer funds between jurisdictions efficiently or on commercially acceptable terms. Such restrictions may adversely affect the Combined Group's liquidity, financial flexibility, capital allocation decisions and ability to fund operations, development activities or shareholder distributions.

Any material restriction on the movement of funds within the Combined Group could adversely affect the Combined Group's financial position, financial performance and prospects.

(oo) **Force majeure events**

Events may occur within or outside Kazakhstan, North Macedonia, Canada and Australia that could impact upon the Kazakhstan, North Macedonian, Canadian and Australian economy, the Combined Group’s operations and the price of the Combined Group’s shares. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events, or occurrences that can have an adverse effect on the demand for the Combined Group’s products and its ability to operate its assets. The Combined Group will only have a limited ability to insure against some of these risks, if it chooses to do so, having regard to the terms, conditions, exclusions and cost of the relevant insurance policies.

(pp) **Offtake, marketing and counterparties**

The Combined Group will be reliant on customers, offtake counterparties, smelters, refiners and other commercial counterparties for the sale and marketing of its products. In certain cases, the Combined Group may be dependent on a limited number of counterparties for the sale of a significant proportion of its production.

The loss of a significant customer or offtake arrangement, the insolvency or default of a major counterparty, a deterioration in commercial terms, or an inability to secure alternative sales arrangements on acceptable terms may adversely affect the Combined Group's revenues, cash flows and profitability. The Combined Group may also be exposed to delays in payment, contractual disputes, counterparty credit risk and changing market conditions affecting demand for its products.

Any material adverse development affecting a significant customer, offtake counterparty, smelter, refiner or other commercial counterparty could adversely affect the Combined Group's operations, financial performance, financial position and prospects.

For personal use only

For personal use only

(qq) **Commodity pricing**

The profitability of the Combined Group's operations will be dependent upon the market price of copper, zinc and lead. Metal prices fluctuate widely and are affected by numerous factors beyond the control of the Combined Group. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on CAML's business, financial condition and results of operations. A significant or sustained downturn in copper, zinc and lead prices would adversely affect the Combined Group's available cash and liquidity and could have a material adverse effect on its business, results of operations and financial condition of the Combined Group in the longer term.

Furthermore, reserve estimates and feasibility studies using significant lower commodity price assumptions could result in material write-downs of the Combined Group's investment in its assets and increased amortisation, reclamation and closure charges. In addition to adversely affecting the Combined Group's reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until such reassessment can be completed.

(rr) **Currency fluctuations and foreign exchange**

The Combined Group generates revenues primarily in US dollars, while a significant proportion of its operating, capital and corporate costs are incurred in local currencies, including the Kazakh tenge, Macedonian denar, Canadian dollar, Australian dollar and British pound sterling.

As a result, movements in foreign exchange rates may have a favourable or adverse impact on the Combined Group's operating costs, capital expenditure, profitability, cash flows and financial position. Adverse currency movements may increase operating costs, reduce margins and affect the economic performance of the Combined Group's operations and development projects.

Although the Combined Group may from time to time implement measures to manage foreign exchange exposures, there can be no assurance that such measures will fully mitigate the impact of currency fluctuations. Significant or sustained movements in exchange rates could adversely affect the Combined Group's financial performance, financial position and prospects.

(ss) **Share price volatility and liquidity**

The share price of quoted companies can be highly volatile and shareholdings can be illiquid. There can be no assurance that an active or liquid trading market for CAML Shares will be maintained. The price of CAML Shares may fall in response to market appraisal of the Combined Group's business, financial condition, operating results and prospects, or in response to regulatory changes affecting its operations. The price at which CAML Shares are quoted and the price which investors may realise for their CAML Shares will be influenced by a number of factors, some specific to the

Combined Group and some affecting quoted companies generally, including the Combined Group's performance, large purchases, issues or sales of CAML shares, currency fluctuations, legislative changes and general economic, political, regulatory or social conditions including, for example, interest rates, rates of inflation, industry conditions, competition, political and diplomatic events, trends and tax laws.

Shareholders should be aware that the value of CAML Shares can go down as well as up and that past performance is not necessarily a guide to the future. The market value of CAML Shares may not always reflect the underlying net asset value or the prospects of the Combined Group. An investment in CAML should not be regarded as short-term in nature, and there can be no guarantee that any appreciation in the value of CAML's investments will occur or that CAML's investment objectives will be achieved.

(tt) **Dilution**

The Combined Group may need to raise capital in the future to be able to achieve its stated goals through public or private equity financings or by issuing debt securities convertible into CAML Shares. Any such issues may exclude pre-emption rights attaching to then outstanding shares. If CAML raises significant amounts of capital by these or other means, this will likely cause dilution for existing shareholders and could have a negative impact on the trading price and increase the volatility of CAML Shares. CAML may also issue further CAML Shares, share awards, share options or warrants under employee incentive plans or in respect of services provided to CAML, which could in aggregate create a material dilution in the value of CAML Shares and in the proportion of CAML's share capital held by existing investors.

(uu) **Dividends**

There can be no assurance as to the level of future dividends, if any. Subject to compliance with the Companies Act and the Company's Articles, the declaration, payment and amount of any future dividends are subject to the discretion of the Directors, and will depend on, amongst other things, CAML's earnings, financial position, cash requirements, availability of profits and ability to access and repatriate cash flow and profits generated outside the UK within the Combined Group. CAML is also reliant on receiving dividends from its subsidiaries in order to generate future distributable reserves and to enable it to pay dividends. Any material change in CAML's trading outlook, operating results, budgets for the following financial year, financial gearing, banking covenants or capital requirements may require a revision of its dividend policy, including the curtailing or cessation of dividends. CAML can give no assurance that it will be able to pay dividends on its CAML shares in the future.

7.4 Risks to Cygnus Shareholders if the Scheme does not proceed

There are a range of business-specific risks associated with an investment in Cygnus Shares, as set out below. If the Scheme does not proceed and you retain your Cygnus Shares, your exposure to these risks will be more concentrated than if the Scheme were to proceed and you received the Scheme Consideration. While Cygnus has in place what it considers are appropriate policies and procedures to help manage these risks, there is no guarantee that Cygnus will be able to manage or mitigate these risks completely. Furthermore, certain aspects of these risks (or Cygnus' ability to respond to and manage them) may be partly or wholly outside of Cygnus' control.

(a) **Scheme Shareholders will not receive the Scheme Consideration**

If the Scheme is not implemented, Scheme Shareholders will retain their Cygnus Shares and will not receive the Scheme Consideration. Cygnus will remain listed on

For personal use only

For personal use only

ASX and TSXV as a stand-alone entity and the current Cygnus Board and Cygnus' senior management team will continue to operate Cygnus' business. In these circumstances, Cygnus Shareholders will continue to be subject to all risks currently associated with an investment in Cygnus (and to which Cygnus Shareholders are necessarily already exposed). Furthermore, if the Scheme is not implemented, there is no certainty the existing Cygnus Board and management team will all continue in their current roles, creating further uncertainty as to the future potential standalone performance of Cygnus.

(b) **The benefits associated with the Combined Group will not be realised**

If the Scheme is not implemented, Cygnus will remain listed on ASX and TSXV as a stand-alone entity and the benefits anticipated from the Combined Group will not be realised. Some of these anticipated benefits are set out in Section 1.3, and include that the Scheme:

(i) allows Scheme Shareholders to receive value for your Scheme Shares at an attractive premium;

(ii) provides immediate exposure to a strong balance sheet and cash generating business that has a long continuous track record of paying dividends and reduces exposure to the risks associated with a single exploration / development project;

(iii) provides ongoing participation in the upside potential of the Chibougamau Project and Cygnus' other assets while providing commodity and project diversification; and

(iv) provides Eligible Scheme Shareholders the opportunity to become shareholders in a diversified AIM50 quoted vehicle with increased market presence, greater liquidity and enhanced scale.

Further, the Combined Group will be run by a management team with extensive project development and operational experience.

(c) **The price of Cygnus Shares may fall below their recent trading price, in the absence of a Superior Proposal**

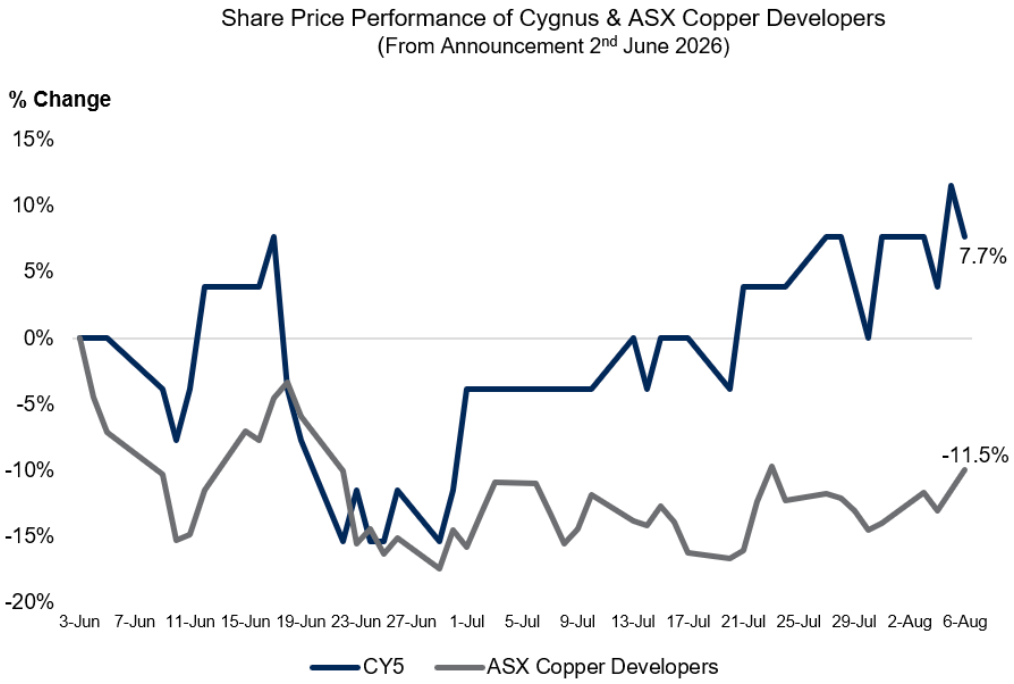
Fluctuations in the trading price of Cygnus Shares are affected by many variables, including national and global economic and financial conditions, the market's response to the Scheme, changes in commodity prices, market perceptions of Cygnus, regulatory changes affecting Cygnus' operations and the liquidity of financial markets. There can be no assurance that such fluctuations will not affect the price of Cygnus Shares in the future if the Scheme does not proceed.

If the Scheme is not implemented and no Superior Proposal emerges, it is possible that the trading price of Cygnus Shares will fall to below the level at which it has been trading since the Scheme was announced.

The graph below shows Cygnus' Share price has outperformed its ASX copper developer peers since announcement of the transaction on 2 June 2026.[27] This

[27] Calculated as simple average of the share price performance from 3 June 2026 of the following companies: Cobre Limited (ASX:CBE), KGL Resources Limited (ASX:KGL), Cyprium Metals Limited (ASX:CYM), Caravel Minerals Limited (ASX:CVV), CuFe Limited (ASX:CUF), True North Copper Limited (ASX:TNC), Cannindah Resources Limited (ASX:CAE), Coda Minerals Limited (ASX:COD).

indicates that if the Scheme does not proceed, the Cygnus share price may fall in line with its peers.



Source: Capital IQ as at 6 August 2026

Cygnus Shares carry no guarantee with respect to the payment of dividends, returns of capital or market value, and are a speculative investment. The trading price of Cygnus Shares on ASX and TSXV on the Last Practicable Date are not reliable indicators as to the potential future trading price of Cygnus Shares. There is no guarantee of liquidity or that there will be an active market for Cygnus Shares.

(d) **Chibougamau Project potential development**

The future value of Cygnus is materially dependent on the success or otherwise of the activities directed towards the continued exploration and potential development of the Chibougamau Copper-Gold Project. New mining operations (particularly sole development projects) can often experience a range of issues during planning, development, construction and mine start-up, which could delay the commencement of production. Risks include uncertainties associated with projected continuity of mineralisation, fluctuations in grades and value of copper and gold being mined, and a range of potential unforeseen operational and technical problems.

Developments may also be adversely affected or hampered by a variety of non-technical issues such as limitations on activities due to land access, power and water infrastructure and supply, seasonal changes, indigenous, heritage and environmental legislation, supply chain issues, mining legislation and many other factors, including capital cost increases, beyond the control of Cygnus. Accordingly, there is no certainty the Chibougamau Copper-Gold Project will progress to a profitable mining operation.

(e) **Estimate risk in Mineral Resources**

Cygnus has estimated Mineral Resources at its Chibougamau Copper-Gold Project. The Mineral Resources are estimates only and are based on interpretations, knowledge, experience and industry practice which may change when new

For personal use only

techniques or information becomes available. Cygnus Shareholders should be aware that inclusion of material in a Mineral Resource estimate does not require a conclusion that material may be economically extracted at the tonnages indicated, or at all. Estimates that are valid when made may change significantly when new information becomes available.

In addition, copper and gold price fluctuations, as well as increased production costs or reduced throughput and/or recovery rates, may render reserves and resources uneconomic and so may materially affect the estimates.

(f) **Studies, project approvals and permitting**

As disclosed in Cygnus' June 2026 Quarterly Report, Cygnus needs to drill and define more Indicated Mineral Resources to meet the minimum requirements (70% Mineral Indicated Resources) to publish an updated scoping study/preliminary economic assessment. This will take additional time from what was initially planned and will be subject to third party availability to complete the required work. Following the completion of an updated study, Cygnus will also be required to complete further studies, such as pre-feasibility and full feasibility studies. To complete that future work, more resource conversion drilling and Mineral Reserve estimation will be required. The timing to complete this work cannot be certain and will require more funding and is likely to expose shareholders to further dilution over the coming years (see Section 7.4(h) below).

Cygnus' activities are subject to various legislation, regulation and approvals. The introduction of any new legislation, amendments, the application of developments in existing common law or policies or the interpretation of those laws or policies could have a material adverse effect on Cygnus. Changes in government regulations may adversely affect the financial performance or the current and proposed operations generally of Cygnus.

In addition, Cygnus' projects may require from time to time various regulatory approvals by government for their operation and accordingly Cygnus must comply with those approvals, applicable laws, regulations, guidelines and policies.

Specifically, Cygnus may require licences and approvals in relation to environmental matters, exploration, development and production of copper and gold. There is a risk that Cygnus may not obtain, or may be delayed in obtaining, the necessary licences and approvals in relation to its operations. This may affect the timing and scope of Cygnus' operations. The loss of granted tenements or concessions or the delay in obtaining lease or concession renewals may have a material adverse effect on Cygnus.

(g) **Title**

All of the permits and licences in which Cygnus has an interest will be subject to applications for renewal or grant of subsequent permits or licences (as the case may be). The renewal or grant of the terms of each permit or licence is usually at the discretion of the relevant government authority.

Additionally, permits are subject to a number of government specific legislative conditions. The inability to meet these conditions could affect the standing of a permit or restrict its ability to be renewed.

If a permit or licence is not renewed or granted, Cygnus may lose the opportunity to discover and capitalise on any Mineral Resources on that permit.

For personal use only

For personal use only

(h) **Future capital and financing risk**

If Cygnus remains a stand-alone entity, Cygnus shareholders will be fully exposed to financing risks to allow Cygnus to continue exploration programs, study work, environmental studies, approvals, site care and maintenance and corporate running costs. Cygnus will need to secure funding to support the development of the Chibougamau Copper-Gold Project and pursue other initiatives.

Cygnus' continued ability to operate its business and effectively implement its business plan over time will depend in part on its ability to raise additional funds for future operations and to repay or refinance debts as they fall due. There is a risk that Cygnus may not be able to access equity or debt capital markets to support its business objectives or be able to secure funding on terms favourable to Cygnus.

If additional funds are raised through the issue of equity securities, the capital raising may be dilutive to Cygnus Shareholders (if Cygnus determines that a pro rata entitlement offer is not the most appropriate method of equity fundraising or Cygnus Shareholders elect not to participate in such entitlement offers) and such securities may, subject to requisite shareholder approval, have rights, preferences or privileges senior to those of existing Cygnus Shares.

If sufficient funds are not available from capital markets to satisfy Cygnus' short, medium and long-term capital requirements, then this may adversely impact on Cygnus' operational and financial performance and financial position.

(i) **Exploration, evaluation and development risks**

Mineral exploration, development and production are high-risk undertakings. While Cygnus believes it has quality assets, even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

Exploration and development activities will be subject to numerous risks, many of which are beyond Cygnus' control. Exploration and development activities may be curtailed, delayed or cancelled as a result of factors such as adverse weather conditions, mechanical difficulties, shortages in or increases in the costs of consumables, spare parts, plant and equipment, external services failure (such as energy and water supply), industrial disputes and action, IT system failures, mechanical failure and compliance with governmental requirements.

Hazards incidental to the development and mining of mineral properties may be encountered, such as unusual or unexpected geological formations, seismic activity, wall failure, cave-ins or slides, burst dam banks, flooding, fires, interruption to, or the increase in costs of, services (such as water, fuel or transport), sabotage, community, government or other interference and interruption due to inclement or hazardous weather conditions.

Cygnus will endeavour to take appropriate action to mitigate these exploration and development risks (including by ensuring legislative compliance, properly documenting arrangements with counterparties, and adopting industry best practice policies and procedures) or to insure against them, but the occurrence of any one or a combination of these events may have a material adverse effect on Cygnus' performance and the value of its assets.

(j) **Operating Risks**

Assuming Cygnus is able to fund and develop its Chibougamau Project on a standalone basis, the Company will be exposed to uncertainty with respect to key operating risks. This can include (among other things): ore tonnes, mine grade,

ground conditions, metallurgical recovery or unanticipated metallurgical issues (which may affect extraction costs), in fill resource drilling, mill performance, the level of experience of the workforce, operational environment, funding for development, regulatory changes, accidents and other unforeseen circumstances. Cygnus could also be exposed to industrial and environmental accidents that could lead to substantial claims against Cygnus for injury or loss of life, and damage or destruction to property, as well as regulatory investigations, clean up responsibilities, penalties and the suspension of operations. As a single asset company, Cygnus will have greater exposure to certain of those risks as a standalone entity, and the materiality of some of those risks may be heightened.

The occurrence of any of these circumstances could result in Cygnus not realising its operational or development plans, or plans costing more than expected or taking longer to realise than expected. Any of these outcomes could have an adverse effect on Cygnus financial and operational performance.

(k) **Key personnel and labour market risks**

The Cygnus Executive Team and Board have fully endorsed the proposed acquisition of the Company by CAML. Should the transaction not proceed, it may be deemed that certain executives and/or director positions are unsustainable in those circumstances. The Cygnus team is modest in size and any loss of key executives and the knowledge they possess, including the support of major shareholders, could be detrimental to Cygnus progressing the project in an orderly fashion. If these circumstances were to arise, it would be reasonable to expect that the Company's progression would be curtailed until a new team is formed. In small companies the loss of institutional knowledge, local relationships and government stakeholder confidence would be an issue requiring management and a transitional plan to manage potential fall-out.

Competition for suitably qualified personnel is very strong and Cygnus, as with other entities in the mining industry, is exposed to challenges associated with attracting and retaining appropriately qualified personnel. If Cygnus cannot attract and retain suitably qualified personnel, and if these personnel do not operate effectively, it could adversely affect Cygnus' current exploration, development and future production operations and growth plans.

These factors may adversely impact Cygnus' ability to raise future funding, maintain ongoing community support for the Chibougamau Project and could result in a decline in the Cygnus share price, potentially for an extended period.

(l) **Transaction costs already incurred**

If the Scheme is not implemented, Cygnus' transaction costs will be borne by Cygnus alone. Cygnus may also be required to pay the Cygnus Reimbursement Fee to CAML, depending on the circumstances in which the Scheme does not proceed. Further information regarding the transactions costs and the circumstances in which the Cygnus Reimbursement Fee is payable are detailed in Section 8.4(b)(i).

For personal use only

8. Scheme Implementation Information

All dates referred to in this Section 8 are indicative only. The actual dates on which events referred to in this Section 8 will occur will depend upon the time at which the Conditions Precedent are satisfied or, if applicable, waived. Cygnus has the right to vary all dates subject to the approval of CAML, the Court, ASX and TSXV where required. Any variation to the dates referred to in this Section 8 will be announced to the ASX and TSXV and published on Cygnus' website.

8.1 Overall effect of the Scheme

The Scheme is to be implemented through the terms outlined in this Scheme Booklet between Cygnus and Cygnus Shareholders and on the terms of the Scheme Implementation Deed.

The Scheme is a statutory procedure under the Corporations Act that is commonly used to enable one company to acquire another company.

If the Scheme is approved by Cygnus Shareholders at the Scheme Meeting and by the Court, and if all other necessary approvals and Conditions Precedent are satisfied or (if permitted) waived and the Scheme becomes Effective and is implemented, Cygnus will become a wholly-owned subsidiary of CAML and will be delisted from the ASX and TSXV.

8.2 Effect of Scheme

The Scheme binds Cygnus and all Cygnus Shareholders on the Cygnus Register at the Record Date and, to the extent of any inconsistency and to the extent permitted by law, overrides the constitution of Cygnus.

8.3 Enforcement of Deed Poll

Cygnus undertakes in favour of each Scheme Shareholder to enforce the Deed Poll against CAML on behalf of and as agent and attorney for the Scheme Shareholders.

8.4 Scheme Implementation Deed

The Scheme Implementation Deed sets out the obligations of CAML and Cygnus in connection with the implementation of the Scheme. A summary of certain key terms of the Scheme Implementation Deed is set out below. A copy of the Scheme Implementation Deed is attached to the Cygnus announcement released to ASX on 2 June 2026.

(a) **Exclusivity**

Under the Scheme Implementation Deed, Cygnus is subject to, and must ensure each member of the Cygnus Group complies with, the following exclusivity obligations in favour of CAML during the Exclusivity Period:

(i) **No-shop**: Cygnus must not, and must ensure that each of its Representatives does not, directly or indirectly solicit, initiate, encourage or invite any enquiry, expression of interest, offer, proposal, negotiation, discussion or other communication by any person, or communicate an intention to do any of those things, in relation to or with a view to obtaining or which would otherwise reasonably be expected to encourage or lead to the making of any actual, proposed or potential Competing Proposal.

For personal use only

For personal use only

(ii) **No-talk**: Subject to the fiduciary out described below, Cygnus must not, and must ensure that each of its Representatives does not, directly or indirectly facilitate, continue or otherwise participate in any negotiations, discussions or other communications with respect to any enquiry, expression of interest, offer, proposal, negotiation or discussion by any person to make, or which would reasonably be expected to encourage or lead to the making of, an actual, proposed or potential Competing Proposal, or negotiate, accept or enter into, or offer to agree to negotiate, accept or enter into, any agreement, arrangement or understanding regarding an actual, proposed or potential Competing Proposal, or communicate an intention to do any of the preceding.

(iii) **No due diligence**: Subject to the fiduciary out described below, other than with the prior written consent of CAML, Cygnus must not, and must ensure that each of its Representatives does not, directly or indirectly solicit, initiate, invite, encourage, facilitate or permit any Third Party to undertake due diligence investigations in respect of any Cygnus Group Member, or disclose or otherwise provide or make available to any Third Party any non-public information relating to any Cygnus Group Member, in each case in connection with, for the purposes of, with a view to obtaining or which otherwise could reasonably be expected to lead to or encourage the formulation, receipt or announcement of an actual, proposed or potential Competing Proposal.

(iv) **Notification obligation**: During the Exclusivity Period, Cygnus must notify CAML in writing as soon as possible (and in any event within 48 hours) if it, or any of its Representatives, becomes aware of any approach, inquiry, proposal or other attempt made by any person to Cygnus or any of its Representatives, to initiate any discussions, negotiations or other communications, or any intention to make such an approach or attempt to initiate any discussions, negotiations or other communications, in respect of any inquiry, expression of interest, offer, proposal, discussion or other communication in relation to an actual, proposed or potential Competing Proposal, or that may be reasonably expected to lead to an actual, proposed or potential Competing Proposal, or any expression of interest, offer, proposal or other communication made to Cygnus or any of its Representatives in connection with, or in respect of any exploration or completion of, an actual, proposed or potential Competing Proposal, or that may be reasonably expected to lead to an actual, proposed or potential Competing Proposal request made by any person to Cygnus or any of its Representatives for, or the provision by Cygnus or any of its Representatives to any person of, any non-public information relating to the business, affairs or operations of any Cygnus Group Member in connection with such person formulating, developing or finalising, or assisting in the formulation, development or finalisation of, an actual, proposed or potential Competing Proposal, whether direct or indirect, solicited or unsolicited and whether in writing or otherwise.

(v) **Provision of information**: If any non-public information about the Cygnus Group is disclosed to any Third Party in connection with any actual, proposed or potential Competing Proposal which has not previously been provided to CAML, Cygnus must promptly (and in any event within two Business Days) provide that information to CAML.

(vi) **Fiduciary out**: The no-talk and no due diligence restrictions do not apply to the extent they restrict Cygnus or any Cygnus Director from taking or refusing to take any action with respect to a bona fide actual, proposed or

potential Competing Proposal that did not result from a breach of the exclusivity obligations, provided that the Cygnus Board has first determined, acting in good faith and after receiving legal and financial advice, that the Competing Proposal is a Superior Proposal or could reasonably be expected to become a Superior Proposal, and that compliance with those restrictions would constitute, or would be reasonably likely to constitute, a breach of the fiduciary or statutory duties of the Cygnus Directors.

(vii) **Matching right**: During the Exclusivity Period, where the Cygnus Board determines, acting in good faith and in order to satisfy what the Cygnus Directors consider to be their statutory or fiduciary duties (having received written advice from their external legal advisers), that a Competing Proposal is a Superior Proposal, Cygnus must provide CAML with the material terms and conditions of the Competing Proposal and CAML has the right, within five Business Days of receiving such information, to propose or announce amendments to the Scheme or a new proposal that constitutes a matching or superior proposal to the terms of the Competing Proposal. If CAML provides a Counterproposal and the Cygnus Board determines, acting reasonably and in good faith, that the Counterproposal would provide an equivalent or superior outcome for Cygnus Shareholders as a whole compared with the Competing Proposal, then Cygnus and CAML must use their reasonable endeavours to agree the amendments to the Scheme Implementation Deed, the Scheme and the Deed Poll that are reasonably necessary to reflect and implement the Counterproposal.

As at the date of this Scheme Booklet, Cygnus has not received any Competing Proposals.

Full details of exclusivity are detailed in the Scheme Implementation Deed. If the Scheme Implementation Deed is terminated, the Scheme will not proceed.

(b) **Reimbursement Fee**

(i) Cygnus Reimbursement Fee

Cygnus has agreed to pay CAML a reimbursement fee of $2,300,000 (excluding GST) if any of the following events occur:

(A) a Competing Proposal of any kind is announced on or before the End Date and, within 12 months of the End Date, a Third Party completes a Competing Proposal, enters into an agreement requiring Cygnus to abandon or fail to proceed with the Scheme, or acquires a Relevant Interest in more than 50% of Cygnus Shares or otherwise acquires Control of Cygnus;

(B) a Superior Proposal is received by Cygnus or publicly announced at any time during the Exclusivity Period and Cygnus terminates the Scheme Implementation Deed in accordance with its terms;

(C) during the Exclusivity Period, any Cygnus Director fails to make the Recommendation or give the voting intention in accordance with the Scheme Implementation Deed, or withdraws or adversely changes, modifies or qualifies their recommendation, voting intention or support for the Scheme generally (other than in certain limited circumstances, including where the Independent Expert concludes that the Scheme is not in the best interests of Cygnus Shareholders (unless this conclusion is due

For personal use only

wholly or partly due to a Competing Proposal) or where an abstain requirement applies);

(D) during the Exclusivity Period, any Cygnus Director recommends, supports or endorses a Competing Proposal;

(E) there is a material breach of the exclusivity obligations by Cygnus; or

(F) CAML validly terminates the Scheme Implementation Deed due to a material breach by Cygnus of its obligations or a breach of a Cygnus Warranty (where such breach is material), which Cygnus has failed to remedy within the applicable cure period.

The Cygnus Reimbursement Fee is not payable merely because Cygnus Shareholders do not approve the Scheme at the Scheme Meeting, or if the Scheme becomes Effective.

(ii) CAML Reimbursement Fee

CAML has agreed to pay Cygnus a reimbursement fee of $2,300,000 (excluding GST) if any of the following events occur:

(A) Cygnus validly terminates the Scheme Implementation Deed due to a material breach by CAML of its obligations, a breach of a CAML Warranty (where such breach is material), or a withdrawal or adverse change by any CAML Director of their recommendation that CAML shareholders vote in favour of the CAML Shareholder Resolution or voting intention; or

(B) CAML validly terminates the Scheme Implementation Deed in circumstances where a majority of the CAML Board has withdrawn or adversely changed their recommendation and the CAML Shareholder Resolution is not approved by a majority of those CAML Shareholders who vote.

The CAML Reimbursement Fee is not payable if the Scheme becomes Effective.

Each of the Cygnus Reimbursement Fee and the CAML Reimbursement Fee is payable only once and is subject to compliance with applicable law, including the requirements of the Takeovers Panel.

Full details of the Cygnus Reimbursement Fee and CAML Reimbursement Fee are detailed in the Scheme Implementation Deed.

(c) **Conditions Precedent**

The Scheme is subject to the satisfaction (or, if applicable, waiver) of the Conditions Precedent which are summarised below and set out in schedule 1 of the Scheme Implementation Deed announced on 2 June 2026. If the Conditions Precedent are not satisfied or waived (as applicable) by the End Date (being 2 December 2026 or such other date as agreed between CAML and Cygnus), the Scheme will not proceed and Cygnus Shareholders will not receive the Scheme Consideration

As at the Last Practicable Date, the outstanding Conditions Precedent which must be satisfied or waived (as applicable) before the Scheme can become Effective are summarised as follows:

For personal use only

(i) **General regulatory approvals**: Before 5:00pm on the Business Day before the Second Court Date, ASIC and ASX provide or issue all relief, waivers, confirmations, exemptions, consents or approvals necessary to implement the Scheme, and any other approvals, consents, waivers, exemptions or declarations required by law or by any Government Agency are granted, given, made or obtained on an unconditional basis (or on conditions acceptable to both parties acting reasonably) and remain in full force and effect.

(ii) **Kazakhstan share issuance consent**: Before 5:00pm on the Business Day before the Second Court Date, CAML receives approval of the Ministry of Industry and Construction of Kazakhstan for transfer of objects related to the subsoil right under Kazakhstan law by way of issuance of the New CAML Shares into circulation at the organised securities market (on conditions acceptable to both parties acting reasonably).

(iii) **No restraint**: Between the date of the Scheme Implementation Deed and the Delivery Time on the Second Court Date, there is no order, injunction, decision or decree issued by any court or Government Agency, no action or investigation announced, commenced or threatened by any Government Agency, and no application made to any Government Agency, which restrains, prohibits or otherwise materially adversely affects the Scheme or requires the divestiture by CAML of any Cygnus Shares or assets of the CAML Group or the Cygnus Group.

(iv) **Cygnus Shareholder approval**: The Scheme is approved by Cygnus Shareholders at the Scheme Meeting by the requisite majorities under sections 411(4)(a)(ii)(A) and 411(4)(a)(ii)(B) of the Corporations Act and, if and to the extent required, a simple majority of the votes cast by Scheme Shareholders present or represented by proxy and entitled to vote at the Scheme Meeting, excluding the votes of certain related persons required to be excluded in accordance with MI 61-101.

(v) **CAML Shareholder Resolution**: The CAML Shareholder Resolution is approved by CAML Shareholders.

(vi) **Independent Expert**: The Independent Expert issues an Independent Expert's Report which concludes that the Scheme is in the best interests of Cygnus Shareholders before the time when the Scheme Booklet is registered by ASIC, and does not change its conclusion or withdraw its report before the Delivery Time on the Second Court Date.

(vii) **Court approval**: The Scheme is approved by the Court in accordance with section 411(4)(b) of the Corporations Act, either unconditionally or on conditions that do not impose unduly onerous obligations on either party.

(viii) **No Cygnus Prescribed Occurrence or Cygnus Regulated Event**: No Cygnus Prescribed Occurrence or Cygnus Regulated Event occurs between the date of the Scheme Implementation Deed and the Delivery Time on the Second Court Date.

(ix) **No Cygnus Material Adverse Change**: No Cygnus Material Adverse Change occurs, is announced or becomes known to CAML before the Delivery Time on the Second Court Date.

(x) **No CAML Prescribed Occurrence or CAML Regulated Event**: No CAML Prescribed Occurrence or CAML Regulated Event occurs between the date

For personal use only

of the Scheme Implementation Deed and the Delivery Time on the Second Court Date.

(xi) **No CAML Material Adverse Change**: No CAML Material Adverse Change occurs, is announced or becomes known to Cygnus before the Delivery Time on the Second Court Date.

(xii) **Admission to AIM**: By the Delivery Time on the Second Court Date, the LSE has not indicated to CAML or any of its Representatives that it will not grant approval for the admission to trading on AIM of the New CAML Shares (other than approval being subject to the Scheme becoming Effective and satisfaction of customary admission conditions).

(xiii) **Cygnus Options**: Before 5:00pm on the Business Day before the Second Court Date, each Cygnus Optionholder has either exercised all of their Cygnus Options, entered into an agreement under which all of their Cygnus Options will be automatically exercised upon the Scheme becoming Effective, or entered into an Option Replacement Deed in respect of all of their Cygnus Options (and all conditions precedent to completion under such deed, other than the Scheme becoming Effective, are satisfied), and any required ASX or TSXV waiver or approval has been granted.

(xiv) **Cygnus Performance Rights**: Before 5:00pm on the Business Day before the Second Court Date, Cygnus has taken all necessary action as contemplated by the Scheme Implementation Deed in respect of Cygnus Performance Rights.

(xv) **Cygnus Share Rights**: Before 5:00pm on the Business Day before the Second Court Date, Cygnus has taken all necessary action as contemplated by the Scheme Implementation Deed in respect of Cygnus Share Rights.

The Conditions Precedent in paragraphs (iv), (v), (vi) and (viii) above cannot be waived. As at the date of this Scheme Booklet, the Cygnus Board is not aware of any circumstances which would cause any of the Conditions Precedent not to be satisfied.

Full details of the Conditions Precedent are detailed in the Scheme Implementation Deed announced on 2 June 2026.

(d) **Termination**

(i) **Mutual termination rights**

Either party may, by notice in writing to the other, terminate the Scheme Implementation Deed at any time prior to the Delivery Time on the Second Court Date if:

(A) the other party is in material breach of any of its obligations under the Scheme Implementation Deed (other than a breach of a representation or warranty) and, if the breach is capable of remedy, the other party has failed to remedy that breach within five Business Days (or 5:00pm on the day before the Second Court Date, if earlier) of receiving written notice from the non-defaulting party;

(B) the Court or any Government Agency has taken action permanently restraining or otherwise prohibiting or preventing the Proposed Transaction, or has refused to do anything

For personal use only

necessary to permit the Proposed Transaction to be implemented by the End Date, and the action or refusal has become final and cannot be appealed or reviewed;

(C) a Condition Precedent has not been satisfied or waived in accordance with the Scheme Implementation Deed and the parties are unable to reach agreement on an alternative course of action within the prescribed consultation period;

(D) the Effective Date for the Scheme has not occurred, or will not occur, on or before the End Date (unless the failure is due to the failure of the party seeking to terminate to perform or observe its obligations); or

(E) Scheme Shareholders have not agreed to the Scheme at the Scheme Meeting by the Requisite Majorities.

(ii) **Cygnus termination rights**

Cygnus may, by notice in writing to CAML, terminate the Scheme Implementation Deed at any time prior to the Delivery Time on the Second Court Date if:

(A) CAML is in material breach of a CAML Warranty, or a CAML Warranty becomes untrue, and the breach is material, Cygnus has given written notice to CAML setting out details of the breach, and the breach continues to exist for five Business Days (or 5:00pm on the Business Day before the Second Court Date, if earlier) after the date on which notice is given;

(B) the Cygnus Board determines, in accordance with the fiduciary out and after completion of the matching right process, that a Competing Proposal is a Superior Proposal, provided always that there has not been a material breach by Cygnus of its exclusivity obligations and that Cygnus has paid the Cygnus Reimbursement Fee to CAML if required to do so; or

(C) any CAML Director fails to make the recommendation that CAML shareholders vote in favour of the CAML Shareholder Resolution or give the voting intention to vote in favour, withdraws or adversely changes, modifies or qualifies their recommendation or voting intention, or otherwise makes a public statement to the effect that they no longer support the Proposed Transaction or the Scheme, for any reason, whether or not permitted to do so under the Scheme Implementation Deed.

(iii) **CAML termination rights**

CAML may, by notice in writing to Cygnus, terminate the Scheme Implementation Deed at any time prior to the Delivery Time on the Second Court Date if:

(A) Cygnus is in material breach of a Cygnus Warranty, or a Cygnus Warranty becomes untrue, and the breach is material, CAML has given written notice to Cygnus setting out details of the breach, and the breach continues to exist for five Business Days (or 5:00pm on the Business Day before the Second Court Date, if earlier) after the date on which notice is given;

For personal use only

(B) any Cygnus Director fails to make the recommendation or give the voting intention in favour of the Scheme, withdraws or adversely changes, modifies or qualifies their recommendation or voting intention, publicly recommends, supports or endorses a Competing Proposal, or otherwise makes a public statement to the effect that they no longer support the Proposed Transaction or the Scheme (other than in accordance with the permitted withdrawal provisions);

(C) Cygnus enters into any legally binding agreement, arrangement or understanding in relation to the undertaking or giving effect to any actual, proposed or potential Competing Proposal;

(D) a Competing Proposal is announced and the proponent of the Competing Proposal completes a Competing Proposal, or otherwise acquires a Relevant Interest in more than 20% of Cygnus Shares or otherwise acquires Control of Cygnus;

(E) a majority of the CAML Board withdraws or adversely changes, modifies or qualifies their recommendation and the CAML Shareholder Resolution is not approved by a majority of those CAML Shareholders who vote, provided CAML has paid the CAML Reimbursement Fee to Cygnus if required to do so; or

(F) a Cygnus Material Adverse Change occurs, is announced or becomes known to CAML.

If the Scheme Implementation Deed is terminated, the Scheme will not proceed. Termination of the Scheme Implementation Deed does not affect any accrued rights of a party in respect of a breach of the Scheme Implementation Deed prior to termination, or in respect of the right to payment of a reimbursement fee.

Full details of the termination events are detailed in the Scheme Implementation Deed.

(e) **End date**

The Scheme will lapse and be of no further force or effect if the Scheme has not become Effective on or before 2 December 2026, or such later date as Cygnus and CAML agree in writing.

8.5 Determination of Scheme Shareholders

(a) **Record Date**

The Scheme Shareholders will be entitled to receive the Scheme Consideration in respect of Cygnus Shares they hold as at the Record Date.

(b) **Dealings prior to the Record Date**

To establish the identity of the Scheme Shareholders, dealings in Cygnus Shares or other alterations to the Cygnus Register will only be recognised if:

(i) in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Cygnus Register as the holder of the relevant Cygnus Shares as at the Record Date;

For personal use only

(ii) in the case of dealings of the type to be effected using CDS, the transferee is registered in CDSX as the holder of the relevant Scheme Shares as at the Record Date; and

(iii) in all other cases, registrable transmission applications or transfers in respect of those dealings are received on or before the Record Date at the place where the Cygnus Register is kept,

and Cygnus will not accept for registration, nor recognise for any purpose (except a transfer to CAML under the Scheme and any subsequent transfer by CAML or its successors in title), any transfer or transmission application or other request received after such times, or received prior to such times but not in registrable or actionable form, as appropriate.

(c) **Dealings after the Record Date**

Cygnus will not accept for registration or recognise for any purpose any transmission or transfer in respect of Cygnus Shares received after the Record Date, other than to CAML or its successors in title in accordance with the Scheme and any subsequent transfer by CAML or its successors in title.

The Cygnus Register as at the Record Date will solely determine entitlements to the Scheme Consideration.

As from the Record Date, each entry current at that date on the Cygnus Register (other than entries in respect of CAML or its successors in title) will cease to have effect except as evidence of an entitlement to the Scheme Consideration in respect of Cygnus Shares relating to that entry.

All statements of holding for Cygnus Shares (other than statements of holding in favour of CAML or its successors in title) will cease to have effect after the Record Date as documents of title in respect of those shares.

If the Scheme becomes Effective, a holder of Cygnus Shares must not dispose of or transfer, or otherwise deal with, any Cygnus Shares after the Record Date in any way except as set out in the Scheme.

(d) **Provision of information**

Within one Business Day after the Record Date, Cygnus must ensure that details of the names, registered addresses and holdings of Scheme Shares for each Scheme Shareholder, as shown in the Cygnus Share Register at the Record Date, are available and provided to CAML in such form as CAML reasonably requires.

8.6 Arrangements for holders of Cygnus Performance Rights

As at the Last Practicable Date, there are 78,221,706 Cygnus Performance Rights on issue as set out in the table below. The table categorises the Cygnus Performance Rights into two vesting categories:

(a) **Pre-COC Vested:** these are Cygnus Performance Rights where the applicable vesting conditions were satisfied prior to the Last Practicable Date. These Cygnus Performance Rights which have vested have no relationship to the Scheme and are exercisable in accordance with their terms, irrespective of whether the Scheme proceeds. They are not subject to accelerated vesting as a result of the Scheme.

(b) **COC-Accelerated:** These are Cygnus Performance Rights where the applicable vesting conditions have not been satisfied as at the Last Practicable Date. These

For personal use only

Cygnus Performance Rights will vest solely as a consequence of the Scheme constituting a change of control event under the applicable employee incentive plan.

Class	Number of Cygnus Performance Rights	Vesting Category	Vesting Condition
P	5,000,000	Pre-COC Vested	2 years continuous employment from 1 November 2022 (satisfied 1 November 2024)
S	4,000,000	COC-Accelerated	JORC Li_2O resource ≥5Mt–20Mt at ≥0.8%
T	2,900,000	Pre-COC Vested	Market capitalisation ≥A$150,000,000 over 10 consecutive trading days (satisfied 12 January 2026)
U	2,500,000	COC-Accelerated	10-day VWAP ≥A$1.00 or market capitalisation ≥A$250,000,000 over 10 consecutive trading days
V	300,000	Pre-COC Vested	2 years continuous employment from 3 April 2023 (satisfied 3 April 2025)
W	50,000	Pre-COC Vested	3 years' continuous employment from 24 February 2023 (satisfied 24 February 2026)
X	1,059,603	Pre-COC Vested	TSR vs peer group — performance period 1 July 2023 to 31 December 2025 (satisfied 31 December 2025)
Z	1,059,603	Pre-COC Vested	Continuous employment to 31 December 2025 (satisfied 31 December 2025)
AA	21,033,328	Pre-COC Vested	Drilling results: 3 intercepts at ≥3% CuEq over 5m or ≥1% CuEq over 15m, at least 50m apart (satisfied 11 July 2026)
AB	20,759,583	COC-Accelerated	50%–60% of Chibougamau Inferred Mineral Resources estimate converted to Indicated Mineral Resource classification (pro-rata)
AC	19,559,589	18,033,339 Pre-COC Vested 1,526,250 COC-Accelerated	20-Day VWAP ≥A$0.1815 per Share (satisfied 16 January 2026). Majority vested 11 July 2026 being 12 months after their issue (in accordance with TSXV rules) and remaining due to vest 27 Nov – 15 Dec 2026.

For personal use only

For personal use only

Each Cygnus Performance Right, upon exercise, entitles the holder to one fully paid ordinary Cygnus Share.

In accordance with the Scheme Implementation Deed, Cygnus must take such action as is necessary to ensure that each Cygnus Performance Right will, subject to the Scheme becoming Effective, either vest in accordance with its terms or be cancelled pursuant to a deed.

The Cygnus Plan and the Previous Cygnus Plan provide the Cygnus Board discretion with how convertible securities are dealt with, including in a manner that allows the participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Cygnus Board has determined that the Scheme constitutes a change in control as defined in the relevant Cygnus employee incentive plan and accordingly any unvested Cygnus Performance Rights will automatically vest and be exercised into Cygnus Shares as at the date the Scheme becomes Effective.

Section 10.1(b) sets out details of the Cygnus Performance Rights which are held by or on behalf of the Cygnus Directors.

8.7 Arrangements for holders of Cygnus Options

As at the Last Practicable Date, there are 10,866,073 Cygnus Options on issue as follows:

Exercise Price	Number of Cygnus Options	Issue Date	Expiry Date	Option Consideration
C$0.0574	34,252	31 December 2024	26 September 2026	0.06 CAML options with an exercise price of £0.51 for every 1 Cygnus Option
C$0.3225	1,024,631	31 December 2024	12 May 2027	0.06 CAML options with an exercise price of £2.89 for every 1 Cygnus Option
C$0.3006	109,782	31 December 2024	13 June 2027	0.06 CAML options with an exercise price of £2.69 for every 1 Cygnus Option
C$0.2241	1,829,700	31 December 2024	19 August 2027	0.06 CAML options with an exercise price of £2.01 for every 1 Cygnus Option
C$0.1093	1,189,305	31 December 2024	12 May 2028	0.06 CAML options with an exercise price of £0.98 for every 1 Cygnus Option
C$0.0547	6,541,176	31 December 2024	19 April 2029	0.06 CAML options with an exercise price of £0.49 for every 1 Cygnus Option

C$0.0574	137,227	31 December 2024	16 September 2029	0.06 CAML options with an exercise price of £0.51 for every 1 Cygnus Option

The Cygnus Options were originally granted as part of the merger with Doré to replace Doré options. Each Cygnus Option, upon exercise, entitles the holder to one fully paid ordinary Cygnus Share.

Cygnus and CAML intend to enter into Option Replacement Deeds with each Cygnus Optionholder who holds Cygnus Options which will not expire prior to the Implementation Date. The material terms of the Option Replacement Deeds are summarised below:

(a) the Cygnus Optionholder agrees, to the extent their Cygnus Options are not exercised by the Effective Date, to their Cygnus Options being transferred to CAML, or cancelled, in exchange for the Option Consideration set out in the table above (being replacement options over the ordinary share capital of CAML on terms substantially equivalent to the Cygnus Option it replaces);

(b) the cancellation or transfer of the Cygnus Options is conditional on:

  (i) the Scheme becoming Effective;

  (ii) prior to the Second Court Date, the necessary regulatory approvals, confirmations and waivers having been obtained; and

  (iii) the Cygnus Optionholder not having dealt with the Cygnus Options contrary to the terms of the Option Replacement Deed.

Cygnus has obtained a waiver from ASX of the requirements of ASX Listing Rule 6.23.2 and 6.23.4 to permit Cygnus Options to be cancelled or transferred for consideration without requiring Cygnus Shareholder approval to be obtained. Refer to Section 10.7(b) for further details.

If a Cygnus Optionholder exercises its Cygnus Options by the Effective Date, Cygnus will issue Cygnus Shares to the Cygnus Optionholder so as to facilitate the Cygnus Optionholder's participation in the Scheme as a Scheme Shareholder.

Section 10.1(c) sets out details of the Cygnus Options which are held by or on behalf of the Cygnus Directors.

8.8 Arrangements for holders of Cygnus Share Rights

As at the Last Practicable Date, there are 3,146,535 Cygnus Share Rights on issue as follows:

Issue Date	Number of Cygnus Share Rights	Expiry Date	Vesting Condition
9 July 2024	2,019,128	31 July 2029	The Cygnus Share Rights vest immediately on the date of issue.
30 October 2024	726,382	31 July 2029	The Cygnus Share Rights vest immediately on the date of issue.

For personal use only

10 January 2025	401,025	31 July 2029	The Cygnus Share Rights vest immediately on the date of issue.

Each Cygnus Share Right, upon exercise, entitles the holder to one fully paid ordinary Cygnus Share.

The Cygnus Share Rights were issued under the Previous Cygnus Plan between July 2024 and January 2025 to directors, employees and consultants of Cygnus in lieu of director fees, salary and consultancy fees in an effort to conserve cash funds.

In accordance with the terms of the Previous Cygnus Plan under which the Cygnus Share Rights were issued, the Cygnus Share Rights vest immediately on the date of issue. Accordingly, as at the Last Practicable Date, all Cygnus Share Rights on issue are fully vested and convertible into Cygnus Shares. Further, the Previous Cygnus Plan provides the Cygnus Board discretion with how Cygnus Share Rights are dealt with, including in a manner that allows the participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

In accordance with the Scheme Implementation Deed, Cygnus is required to take all necessary action to ensure that each Cygnus Share Right will, subject to the Scheme becoming Effective, be exercised, with the resulting Cygnus Shares issued and entered onto the Cygnus Share Register prior to the Record Date. This will enable holders of Cygnus Share Rights to participate in the Scheme as Scheme Shareholders and receive the Scheme Consideration in respect of those Cygnus Shares.

In accordance with the terms of the Previous Cygnus Plan, in relation to all of the Cygnus' Share Rights on issue, the Cygnus Board has determined that the Scheme is a 'Change of Control Event' as defined in the Previous Cygnus Plan and accordingly the Cygnus Board will cause all of the Cygnus Share Rights to be exercised into Cygnus Shares on the date the Scheme becomes Effective.

Accordingly, it is expected that there will be no Cygnus Share Rights on issue as at the Record Date.

Section 10.1(d) sets out details of the Cygnus Share Rights which are held by or on behalf of Cygnus Directors.

8.9 Suspension and termination of trading in Cygnus Shares

If the Scheme becomes Effective, Cygnus intends to apply to ASX for Cygnus Shares to be suspended from quotation on the ASX from the close of trading on the Effective Date, which is expected to be Thursday, 24 September 2026.

CAML intends to procure that Cygnus applies to ASX for the removal of Cygnus from the official list of ASX with effect from the business day after the Implementation Date, pursuant to the requirements of the ASX. Cygnus has applied to the TSXV to delist the Cygnus Shares upon the completion of the Scheme. Following the Implementation Date, Cygnus will notify the TSXV of completion of the Scheme, and the TSXV will delist the Cygnus Shares from the TSXV, with effect on and from the close of trading on the business day after the Implementation Date (or such other date agreed in writing between Cygnus and CAML, acting reasonably and following consultation with the TSXV).

Cygnus has applied to the TSXV to delist the Cygnus Shares upon the completion of the Scheme. Following the Implementation Date, Cygnus will notify the TSXV of completion of the Scheme, and the TSXV will delist the Cygnus Shares from the TSXV, with effect on and from

For personal use only

the close of trading on the Business Day immediately following the Implementation Date (or such other date agreed in writing between Cygnus and CAML, acting reasonably and following consultation with the TSXV).

8.10 Warranties by Scheme Shareholders

The Scheme provides that each Scheme Shareholder warrants to CAML and is deemed to have authorised Cygnus as agent and attorney to warrant to CAML, that as at the Implementation Date:

(a) all Scheme Shares (including any rights and benefits attaching to those Scheme Shares) transferred to CAML under the Scheme will, as at the time of the transfer, be fully paid and free from all mortgages, charges, pledges, liens, security interests and other Encumbrances of any kind whether legal or otherwise, and restrictions on transfer of any kind;

(b) they have full power and capacity to sell and to transfer their Scheme Shares, and all rights and benefits attaching to those Scheme Shares, to CAML under the Scheme; and

(c) they have no existing right to be issued any Scheme Shares or other securities in Cygnus.

8.11 Status of Scheme Shares

From the Implementation Date, CAML will be beneficially entitled to the Scheme Shares transferred to it under the Scheme pending registration by Cygnus of CAML in the Cygnus Register as the holder of the Scheme Shares.

Each Scheme Shareholder, without the need for any further act, irrevocably appoints Cygnus and all of its directors, secretaries and officers (jointly and severally) as its attorney and agent for the purposes of:

(a) enforcing the Deed Poll against CAML; and

(b) executing any document, or doing or taking any other act, necessary or expedient to give effect to the Scheme and the transactions contemplated by it, including executing, as agent and attorney of each Scheme Shareholder, a share transfer or transfers in relation to Scheme Shares.

On the provision of the Scheme Consideration in the manner contemplated by Section 3.6, and until Cygnus registers CAML as the holder of all Scheme Shares in the Cygnus Register, each Scheme Shareholder:

(a) is deemed to have irrevocably appointed Cygnus as attorney and agent (and directed Cygnus in such capacity) to appoint CAML and any of CAML's directors, secretaries and officers nominated by CAML (jointly and each of them individually) as its sole proxy, and where applicable corporate representative, to attend shareholders' meetings, exercise the votes attaching to Scheme Shares registered in their name and sign any shareholders resolution (whether in person, by proxy or by corporate representative);

(b) must not attend or vote at any of those shareholder meetings or sign any shareholder resolutions, whether in person, by proxy or by corporate representative (other than as contemplated above);

(c) must take all other actions in the capacity of the registered holder of Scheme Shares as CAML directs; and

For personal use only

(d) acknowledges and agrees that in exercising the powers referred to in in the first bullet point above, CAML and an officer or agent nominated by CAML under those powers may act in the best interests of CAML as the intended registered holder of Scheme Shares.

For personal use only

9. Taxation Considerations

9.1 Introduction

The following is a general summary of the key Australian income tax, goods and services tax (**GST**) and stamp duty implications for Scheme Shareholders disposing of their Cygnus Shares under the Scheme. This summary has been prepared based on Australian tax laws and administrative practices of the ATO as at the date of this Scheme Booklet (to the extent that those practices are publicly known), which may be subject to change periodically (including with retrospective effect). This summary is general in nature and is not intended to be authoritative or a complete statement of the law applicable to the particular individual circumstances of any of the Scheme Shareholders. All Scheme Shareholders should consult their own tax advisers regarding the tax consequences of participating in the Scheme.

This summary is relevant to Scheme Shareholders who hold their Cygnus Shares on capital account for Australian income tax purposes. This summary does not apply to Scheme Shareholders who:

(a) hold their Cygnus Shares on revenue account, as trading stock or as assets used in carrying on a business;

(b) are subject to the "taxation of financial arrangements" rules in Division 230 of the ITAA 1997 in relation to gains and losses on their Cygnus Shares;

(c) are subject to special tax rules applicable to certain classes of entities such as tax-exempt organisations, insurance companies, superannuation funds or dealers in securities;

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

(e) are temporary residents of Australia for Australian tax purposes;

(f) changed or change their tax residence while holding Cygnus Shares;

(g) are non-residents for Australian tax purposes and who currently hold, or have at any time held, Cygnus Shares through a permanent establishment in Australia;

(h) acquired their Cygnus Shares or any rights in relation to the Cygnus Shares, pursuant to an employee share or option scheme subject to Subdivision 83A of the ITAA 1997;

(i) are under a legal disability; or

(j) are subject to the investment manager regime under Subdivision 842-I of the ITAA 1997 in relation to their Cygnus Shares.

This summary does not take into account or anticipate changes in Australian tax laws or future judicial or administrative interpretations of those tax laws after the date of this Scheme Booklet. This outline also does not take into account the tax laws of any country other than Australia. Cygnus Shareholders who are tax residents of any country other than Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) should take into account the tax consequences of the Schemes under the law of their country of residence, as well as under Australian law.

For personal use only

9.2 Disposal of Cygnus Shares – Australian resident Cygnus Shareholders

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

(a) **CGT event**

For Australian income tax purposes, the disposal of Cygnus Shares under the Scheme will result in a CGT event. The CGT event will happen at the time the Cygnus Shareholders disposes of their Cygnus Shares under the Scheme, which should be on the Implementation Date.

(b) **Calculation of capital gain or loss**

Subject to the availability of CGT roll-over relief (discussed below), Cygnus Shareholders would make a capital gain from the disposal of their Cygnus Shares to the extent that the capital proceeds (see below) received exceed the cost base of their Cygnus Shares.

Conversely, Cygnus Shareholders would make a capital loss from the disposal of their Cygnus Shares to the extent that the capital proceeds received are less than the reduced cost base of their Cygnus Shares. A capital loss may be used to offset a capital gain made in the same income year or may be carried forward to offset a capital gain made in future income years, subject to the satisfaction of certain loss recoupment tests. Capital losses cannot reduce or offset other income, non-capital gains or prior-year capital gains.

Any resulting net capital gain after the application of any available capital losses and any available CGT discount (discussed below) should be included in a Cygnus Shareholder's assessable income and will be subject to Australian income tax at the Cygnus Shareholder's applicable tax rate.

(c) **Capital proceeds**

The capital proceeds received for the disposal of the Cygnus Shares will be the market value of the Scheme Consideration on the Implementation Date (or cash in the case of an Ineligible Foreign Shareholder) that you receive under the Scheme.

(d) **Cost base and reduced cost base**

The cost base varies for each individual Cygnus Shareholder but will generally include the consideration paid to acquire the Cygnus Shares, together with certain non-deductible incidental costs (such as brokerage fees) relating to the acquisition, holding and disposal of the Cygnus Shares. The reduced cost base of the Cygnus Shares would usually be determined in a similar, but not identical, manner.

(e) **CGT discount**

Cygnus Shareholders that are individuals, complying superannuation entities or trusts who have held their Cygnus Shares for at least 12 months (disregarding the date of acquisition and the date of disposal) may be entitled to apply the CGT discount to reduce the amount of a capital gain resulting from the disposal of their Cygnus Shares (after being reduced by any current year capital losses and prior year capital losses). The CGT discount rate for individuals and trustees is 50% and the CGT discount rate for complying superannuation entities is 33⅓%. The CGT discount is not available to Cygnus Shareholders that are companies or trusts that are taxed like companies.

For personal use only

The availability of the CGT discount to beneficiaries of the trusts will depend on the tax profile of the beneficiaries. Trustees and trust beneficiaries should seek their own advice on the implication of the CGT discount provisions and how they apply to them specifically.

(f) **Scrip for scrip roll-over relief**

Cygnus Shareholders who make a capital gain from the disposal of their Cygnus Shares may be eligible to choose to apply scrip for scrip roll-over to the extent they receive New CAML Shares in respect of their Cygnus Shares.

Broadly, scrip for scrip roll-over relief enables eligible Cygnus Shareholders to disregard the capital gain they make from the disposal of their Cygnus Shares under the Scheme.

Where scrip-for-scrip rollover is available and a Cygnus Shareholder has chosen scrip for scrip roll-over relief, the following should apply:

(i) The first element of the cost base for each New CAML Share received as Scheme Consideration should be equal to the cost base of their original Cygnus Share that was exchanged, apportioned across the Scheme Consideration on a market value basis.

(ii) The New CAML Shares will be taken to be acquired at the time their Cygnus Shares were originally acquired (for the purpose of the application of the CGT discount to any subsequent disposal of the New CAML Shares)[28].

(iii) If a Cygnus Shareholder acquired their Cygnus Shares on or before 20 September 1985, then they are taken to have also acquired the corresponding New CAML Shares on or before 20 September 1985[29].

If a capital loss arises on the disposal of Cygnus Shares, scrip for scrip roll-over relief is not available.

Cygnus Shareholders do not need to inform the ATO or document their choice to claim scrip for scrip roll-over relief in any particular way, other than to complete their income tax return in a manner consistent with their choice.

Where a Cygnus Shareholder is not eligible for scrip for scrip roll-over relief or does not elect to apply scrip for scrip roll-over relief, as outlined above, any capital gain or capital loss made by the Cygnus Shareholder from the disposal of their Cygnus Shares will be taken into account in calculating their net capital gain for the income year (as discussed in Section 9.2(b)).

The first element of the tax cost base or reduced tax cost base of each New CAML Share that the Cygnus Shareholder receives should be equal to the market value of the New CAML Share on the Implementation Date.

---

[28] *Treasury Laws Amendment (Tax Reform No. 1) Act 2026* (the **Act**) received Royal Assent on 26 June 2026. Under the Act, the existing 50% CGT discount regime will be replaced by a cost base indexation regime for CGT assets held for more than 12 months. In addition, a minimum tax rate of 30% will apply to net capital gains. These changes apply prospectively from 1 July 2027. The existing 50% CGT discount will continue to apply to capital gains accrued up to and including 30 June 2027.

[29] Under the Act, from 1 July 2027, pre-CGT assets will cease to retain their pre-CGT status.

For personal use only

9.3 Disposal of Cygnus Shares – non-resident Cygnus Shareholders

This Section 9.3 applies to Cygnus Shareholders who hold their Cygnus Shares on capital account, are not residents of Australia for Australian tax purposes and who have not held their Cygnus Shares at any time in carrying on business through a permanent establishment in Australia.

(a) **Capital gains tax**

Cygnus Shareholders who are non-residents of Australia for tax purposes at the Implementation Date are generally not subject to CGT on the disposal of securities, unless the Cygnus Shares are 'indirect Australian real property interests (**IARPI**)'.

Cygnus Shares may be characterised as IARPI if both of the following requirements are satisfied:

(i) the 'non-portfolio interest test' is passed – that is, the foreign resident Scheme Shareholder and its 'associates' hold a combined interest of at least 10% in Cygnus either at the time the Cygnus Shares are disposed of (or are taken to have been disposed of) or for at least 12 months during the 24 months before the Cygnus Shares are disposed of; and

(ii) the 'principal assets test' (PAT) is passed – that is, at the time the Cygnus Shares are disposed of, more than 50% of the value of Cygnus' assets is attributable to direct or indirect interests in 'taxable Australian real property', being Australian real property (including leases of Australian land) or Australian mining, quarrying or prospecting rights over minerals, petroleum or quarrying materials situated in Australia[30].

On the basis that Cygnus' primary value driver is the Chibougamau Copper-Gold Project located in Canada, rather than Australian real property, even under the proposed extended definition of 'taxable Australian real property', we understand that the Cygnus Directors are comfortable that the PAT would not be satisfied. Consequently, the Cygnus Shares are not expected to constitute IARPI for Australian CGT purposes.

For completeness, the CGT discount is generally not available to non-resident Cygnus Shareholders. In addition, a non-resident Cygnus Shareholder would not be eligible to choose CGT scrip for scrip rollover relief unless the CAML Shares that they receive as Scheme Consideration constitute 'taxable Australian property' (i.e. IARPI). On the basis that the Cygnus Shareholders will collectively own 31% of the Combined Group after the Scheme, any CAML Shares received by a non-resident Cygnus Shareholder as Scheme Consideration are unlikely to satisfy either the non-portfolio test or the PAT and as such, would not constitute IARPI.

[30] As part of the 2024-25 Budget, the Australian Government announced proposed measures to strengthen the integrity of the foreign resident CGT regime. These measures are contained in the *Treasury Laws Amendment (Strengthening Accountability for Tax Adviser Misconduct and Other Measures) Bill 2026* (**Bill**). Relevantly, the Bill introduces a statutory definition of "real property", which expands the scope of assets treated as taxable Australian real property to include assets with a close economic connection to Australian land and natural resources. This expanded definition also broadens the assets taken into account in applying the PAT. The Bill also amends the PAT applicable to IARPI by replacing the current point-in-time test with a 365-day look-back period, such that the PAT may be satisfied if the relevant value threshold is met at any time during the 365 days preceding the relevant CGT event.

For personal use only

(b) **CGT withholding**

Broadly, where a non-resident disposes of an asset that is IARPI (discussed above), the purchaser may be required to withhold an amount equal to 15% of the first element of the cost base of the asset to the purchaser (which would usually equal the total consideration paid to acquire the asset, i.e. the Scheme Consideration).

If CAML determines (acting reasonably) that it is required to pay a CGT withholding amount to the Commissioner of Taxation with respect to the acquisition of the Scheme Shares from a particular Scheme Shareholder, it is entitled to do so under the Scheme Implementation Deed unless the relevant Scheme Shareholder provides a declaration or variation notice to CAML.

We note that new CGT rules in relation to vendor declarations by foreign residents have been proposed under the *Treasury Laws Amendment (Strengthening Accountability for Tax Adviser Misconduct and Other Measures) Bill 2026* (the **Bill**). Once the Bill is enacted, vendor declarations made by non-residents will need to be approved by the ATO in order for a bidder to be able to rely on the vendor declaration.

In addition, for transactions with an aggregated value of $50 million or more, a foreign vendor will be required to notify the Commissioner of the transaction within the relevant review period (being the period from when the transaction is entered into and ending immediately before the purchaser becomes the owner of the CGT asset) as follows:

(i) where the review period exceeds 31 days, the vendor must give notice at least 28 days before the end of the review period; or

(ii) where the review period is 31 days or fewer, notice must be given as soon as reasonably practicable after the period begins and, in all cases, before it ends.

The proposed law will generally apply to CGT events occurring on or after the first 1 January, 1 April, 1 July or 1 October to occur following the date on which the enabling legislation receives Royal Assent.

Accordingly, if the Bill receives Royal Assent prior to 1 October, any vendor declarations provided by non-resident Cygnus Shareholders will need to be approved by the ATO in order for CAML to be able to rely on the declaration. In addition, given the size of the Scheme, the ATO will need to be notified of the Scheme as soon as reasonably practicable and in any case, prior to the Scheme Implementation Date.

9.4 Australian Goods and Services Tax

No GST will generally be payable by Scheme Shareholders in respect of the disposal of their Cygnus Shares under the Scheme.

Scheme Shareholders who are registered for GST may not be entitled to input tax credits (or only entitled to reduced input tax credits) for any GST incurred on costs associated with their participation in the Scheme. Scheme Shareholders should seek independent advice in relation to the impact of GST on their individual circumstances.

9.5 Stamp duty

No Australian stamp duty should be payable by Scheme Shareholders in respect of a disposal of their Cygnus Shares under the Scheme.

For personal use only

10. Additional information

10.1 Cygnus Directors' interests in Cygnus Shares and CAML Shares

(a) **Interests of Cygnus Directors in Cygnus Shares**

The table below lists the Relevant Interests of Cygnus Directors in Cygnus Shares as at the Last Practicable Date.

Director	Relevant Interest in Cygnus Shares	Voting Power (%)[5]
David Southam[1] *Executive Chairman*	7,142,858	0.58
Raymond Shorrocks[2] *Non-Executive Director*	9,265,529	0.75
Kevin Tomlinson[3] *Lead Independent Non Executive Director*	1,138,784	0.09
Mario Stifano[4] *Non-Executive Director*	5,972,049	0.49
Ernest Mast[4] *Non-Executive Director*	6,394,464	0.52
Brent Omland[4] *Non-Executive Director*	256,158	0.02
TOTAL	**30,169,842**	**2.46**

Notes:

1. Fully paid ordinary shares held by Lynnette Edwards (Mr Southam's spouse).
2. Comprising:
    a. 106,666 fully paid ordinary shares held by Stephanie Tetu (Mr Shorrock's spouse); and
    b. 9,158,863 fully paid ordinary shares held by Spring Street Holdings Pty Ltd of which Mr Shorrocks is a director.
3. Comprising:
    a. 838,784 fully paid ordinary shares held directly; and
    b. 300,000 fully paid ordinary shares held by JJROK Inc. of which Mr Tomlinson is both a director and shareholder.
4. Held directly.
5. Based on 1,227,592,052 Cygnus Shares as at the Last Practicable Date, and subject to rounding.

Cygnus Directors, and entities who are controlled by any of them, who hold Scheme Shares, will be entitled to vote at the Scheme Meeting.

Cygnus Directors, or the entities controlled by them, who hold Scheme Shares on the Record Date will receive the Scheme Consideration along with the other Scheme Shareholders.

For personal use only

Each Cygnus Director intends to vote or procure the voting of the Cygnus Shares held or controlled by them in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders.

No Cygnus Director has acquired or disposed of a Relevant Interest in any Cygnus Share or other security in the four month period ending on the Last Practicable Date.

(b) **Interests of Cygnus Directors in Cygnus Performance Rights**

The table below lists the Relevant Interests of Cygnus Directors in Cygnus Performance Rights as at the Last Practicable Date.

Director	Relevant Interest in Cygnus Performance Rights[5]			Implied Value ($)
	Already Vested	Unvested	Total held by Cygnus Director	
David Southam[1] *Executive Chairman*	17,619,206	10,500,000	**28,119,206**	4,948,980
Kevin Tomlinson[2] *Lead Independent Non-Executive Director*	4,033,333	1,666,667	**5,700,000**	1,003,200
Ernest Mast[3] *Non-Executive Director*	5,000,000	1,000,000	**6,000,000**	1,056,000
Raymond Shorrocks[4] *Non-Executive Director*	2,000,000	1,000,000	**3,000,000**	528,000
Mario Stifano[3] *Non-Executive Director*	2,000,000	1,000,000	**3,000,000**	528,000
Brent Omland[3] *Non-Executive Director*	2,000,000	1,000,000	**3,000,000**	528,000
TOTAL	**32,652,539**	**16,166,667**	**48,819,206**	**8,592,180**

Notes:

1. Held indirectly via Mr Southam's spouse, Lynnette Edwards.
2. Held indirectly via JJROK Inc. of which Mr Tomlinson is a director and shareholder.
3. Held directly.
4. Held indirectly via Spring Street Holdings Pty Ltd of which Mr Shorrocks is a director.
5. Subject to various milestones and expiry dates set out in Section 8.6. As required under the Scheme Implementation Deed, Cygnus will procure the vesting and exercise of all Cygnus Performance Rights in accordance with their terms, subject to the Scheme becoming Effective.

For personal use only

6. Based on the implied value of the Scheme Consideration of $0.176 per Cygnus Share as at 1 June 2026, being the last trading day prior to the Announcement Date.

Please refer to Section 8.6 for details regarding the treatment of Cygnus Performance Rights if the Scheme becomes Effective.

(c) **Interests of Cygnus Directors in Cygnus Options**

The table below lists the Relevant Interests of Cygnus Directors in Cygnus Options as at the Last Practicable Date.

Director	Relevant Interest in Cygnus Options[3]
David Southam *Executive Chairman*	Nil
Raymond Shorrocks *Non-Executive Director*	Nil
Kevin Tomlinson *Lead Independent Non Executive Director*	Nil
Mario Stifano[1] *Non-Executive Director*	1,921,185
Ernest Mast[2] *Non-Executive Director*	4,345,537
Brent Omland *Non-Executive Director*	Nil
TOTAL	**6,266,722**

Notes:

1. Held directly and comprising:
    a. 1,408,869 CY5AY Cygnus Options, each exercisable at C$0.0547 and expiring on 19 April 2029;
    b. 256,158 CY5AU Cygnus Options, each exercisable at C$0.3225 and expiring on 12 May 2027; and
    c. 256,158 CY5AX Cygnus Options, each exercisable at C$0.1093 and expiring on 12 May 2028.
2. Held directly and comprising:
    a. 2,515,837 CY5AY Cygnus Options, each exercisable at C$0.0547 and expiring on 19 April 2029;
    b. 457,425 CY5AU Cygnus Options, each exercisable at C$0.3225 and expiring on 12 May 2027;
    c. 457,425 CY5AX Cygnus Options, each exercisable at C$0.1093 and expiring on 12 May 2028; and
    d. 914,850 CY5AW Cygnus Options, each exercisable at C$0.2241 and expiring on 19 August 2027.
3. As required under the Scheme Implementation Deed, Messrs Stifano and Mast will enter into Option Replacement Deeds pursuant to which, to the extent their Cygnus Options are

For personal use only

not exercised by the Effective Date, their Cygnus Options will be transferred to CAML (or its nominee) or cancelled in exchange for the New CAML Options, subject to the Scheme becoming Effective.

Please refer to Section 8.7 for details regarding the treatment of Cygnus Options if the Scheme becomes Effective.

(d) **Interests of Cygnus Directors in Cygnus Share Rights**

The table below lists the Relevant Interests of Cygnus Directors in vested Cygnus Share Rights as at the Last Practicable Date.

Director	Relevant Interest in Cygnus Share Rights
David Southam* *Executive Chairman*	2,445,906
Raymond Shorrocks *Non-Executive Director*	Nil
Kevin Tomlinson *Lead Independent Non Executive Director*	Nil
Mario Stifano *Non-Executive Director*	Nil
Ernest Mast *Non-Executive Director*	Nil
Brent Omland *Non-Executive Director*	Nil
TOTAL	**2,445,906**

***Note:** Held indirectly via Mr Southam's spouse, Lynnette Edwards. In connection with the Scheme, Cygnus is required to take all necessary action to ensure that each Cygnus Share Right, including those held by or on behalf of Mr Southam, will, subject to the Scheme becoming Effective, be exercised, with the resulting Cygnus Shares issued and entered onto the Cygnus Share Register prior to the Record Date.

The Cygnus Share Rights were issued under Previous Cygnus Plan between July 2024 and January 2025 to directors, employees and consultants of Cygnus in lieu of director fees, salary and consultancy fees in an effort to conserve cash funds. The Cygnus Share Rights vested immediately upon issue and expire on 31 July 2029.

Please refer to Section 8.8 for details regarding the treatment of Cygnus Share Rights if the Scheme becomes Effective.

For personal use only

For personal use only

(e) **Maximum Relevant Interest**

The table below lists the maximum Relevant Interests of Cygnus Directors in Cygnus Shares as at the Last Practicable Date on a fully diluted basis (subject to rounding):

Director	Relevant Interest in Cygnus Shares on a fully diluted basis	Voting Power (%)
Raymond Shorrocks *Non-Executive Director*	12,265,529	0.93%
David Southam *Executive Chairman, Executive Director*	37,707,970	2.86%
Kevin Tomlinson *Lead Independent Non Executive Director*	6,838,784	0.52%
Mario Stifano *Non-Executive Director*	10,893,234	0.83%
Ernest Mast *Non-Executive Director*	16,740,001	1.27%
Brent Omland *Non-Executive Director*	3,256,158	0.25%
TOTAL	**87,701,676**	**6.64%**

As at the Last Practicable Date, the Cygnus Directors, and any entities who are controlled by them, hold in aggregate, a Relevant Interest of 6.64% of Cygnus Shares on a fully diluted basis.

(f) **Voluntary election by Mr David Southam**

Under the terms of Mr Southam's executive services agreement, Mr Southam is contractually entitled to:

(i) a long-term incentive grant equivalent to 150% of his total fixed remuneration (TFR) for the 2026 calendar year; and

(ii) a short-term incentive of up to 25% of his TFR for the 2026 calendar year.

Had these entitlements been triggered and the resulting securities been issued prior to the Announcement Date, those securities associated with the long term incentive and cash payment associated with the short term incentive would have automatically

vested upon the occurrence of the change of control event constituted by the Scheme.

Upon receipt of the non-binding indicative offer from CAML in late March 2026, Mr Southam voluntarily elected not to exercise his contractual rights to trigger the issue of these entitlements for the 2026 calendar year. The aggregate value of the voluntarily foregone benefit is approximately $891,800 (based on TFR of $509,600 x 175%). No Cygnus securities have been issued in respect of these entitlements, and none will be issued in connection with the Scheme due to Mr Southam's voluntary election.

Mr Southam's voluntary election to forgo these entitlements is disclosed in the interests of transparency and to ensure that Cygnus Shareholders are aware that Mr Southam has not sought to maximise his personal benefit from the Scheme due to Mr Southam's voluntary election. This decision reflects Mr Southam's commitment to acting in the best interests of Cygnus Shareholders in connection with the proposed transaction.

(g) **Director interests in CAML Shares**

As at the date of the Scheme Booklet, no Cygnus Director has a Relevant Interest in any securities of CAML or any of its Related Bodies Corporate.

10.2 Cygnus interests and dealings in CAML Shares

Cygnus has no interests, including any Relevant Interest, in any securities of CAML or any of its Related Bodies Corporate.

10.3 Cygnus Directors' interests in CAML contracts

CAML, Ocean Partners Holdings Limited and Ocean Partners UK Limited (together, **Ocean Partners**) are party to the Call Option Deed in respect of an aggregate of 120,906,526 Cygnus Shares, representing as at the Last Practicable Date, approximately 9.85% of Cygnus Shares on issue. A summary of the Call Option Deed is set out in Section 5.16(a).

Whilst Brent Omland is the CEO and a director of Ocean Partners Holdings Limited (**OPH**), which is the holding entity of Ocean Partners UK Limited, the board of OPH consists of seven other directors and his role as CEO and director does not give him control over or in respect of investment decisions of Ocean Partners. Mr Omland is not a director of Ocean Partners UK Limited.

The satisfaction of the Call Option Conditions may depend on whether the Cygnus Board consider any Competing Proposal to be a Superior Proposal. The Cygnus Board intends to manage any participation by Mr Omland in the Cygnus Board's consideration of a Competing Proposal in accordance with Takeover Panel guidance. If a Competing Proposal is received by Cygnus or publicly announced, the Cygnus Board will form an independent sub-committee to ensure there is no actual or perceived conflict of interest and Mr Omland is not in a position to influence the Cygnus Board's assessment of the Competing Proposal.

Other than as noted above, no Cygnus Director has an interest in any contract entered into by CAML or any of its Related Bodies Corporate.

10.4 Payments or other benefits

Cygnus is aware of the following payments or other benefits which are conditional on the outcome of the Scheme or which may be received in connection with the Scheme:

For personal use only

(a) **Cygnus Convertible Securities**

Each of the Cygnus Directors hold Cygnus Performance Rights, Cygnus Options, and/or Cygnus Share Rights that will be subject to the regimes described in Sections 10.1(b), 10.1(c), and 10.1(d).

(b) **Bonus Payments**

Pursuant to the terms of the original employment arrangements with Mr David Southam (Executive Chairman) and Mr Duncan Grieve (Vice President of Exploration and Corporate Development) entered into at their original employment date and several years prior to the execution of the Scheme Implementation Deed, they are each entitled to receive a cash payment, subject to Cygnus Shareholders approving the Scheme Resolution (**Bonus Payments**). These payments are proposed to be made in addition to their ordinary director fees and executive salary remuneration (as applicable). Subject to the Scheme becoming Effective, the following amounts will be paid:

(i) 12 months' base salary, being $455,000 to Mr Southam; and

(ii) 6 months' base salary, being $122,500 to Mr Grieve.

These Bonus Payments were agreed several years previous in the original employment agreements with Messrs Southam and Grieve. It should be noted that in consideration for the bonus being triggered, notice terms associated with these executives would fall back to the minimum statutory entitlements. The Cygnus Board considers these payments are fair and reasonable given the significant additional workload and time commitment for these individuals involved in the matters outlined above over a sustained period.

It should be noted Mr Southam's employment agreement contemplated that should the bonus referred to above be triggered, the longer notice period entitlement of 6 months would not be triggered and only statutory minimums would apply (see section 10.4(c) below).

(c) **Payments or benefits to the Cygnus Directors, secretary or officers**

Paragraph 8302(d) of Part 3 of Schedule 8 of the Corporations Regulations requires this Scheme Booklet to set out particulars of any payment or benefit made or given to any Cygnus Director, secretary or senior manager (as defined in the Corporations Act) of Cygnus or a Related Body Corporate as compensation for loss of, or consideration for or in connection with their retirement from, office in Cygnus or a Related Body Corporate. Accordingly, the following amounts are payable in the event the Scheme is implemented, pursuant to:

(i) the terms of the existing consulting arrangements with Mr Nicholas Kwong's (President and CEO of Cygnus) consulting entity NKLK Consulting Inc. (**NKLK**) dated 26 October 2025, in the event that Mr Kwong's services are no longer required within 6 months from Cygnus Shareholders approving the Scheme, NKLK will be entitled to a termination payment equal to six months' service (equal to C$150,000). Negotiations regarding Mr Kwong's retention or loss of office following implementation of the Scheme are ongoing;

(ii) arrangements in connection with the termination or cancellation of Cygnus' engagement with Belltree Corporate Pty Ltd (**Belltree**) pursuant to which Cygnus will pay an amount equal to three months' notice for company secretary services (equal to $30,000 plus GST);

For personal use only

(iii) the terms of Mr Southam's existing employment arrangements, upon the loss of Mr Southam's office upon implementation of the Scheme he will receive an amount equal to four weeks' notice, being the statutory minimum (equal to $35,000 (gross)) and a redundancy payment amount equal to seven weeks' salary (equal to $61,250); and

(iv) the terms of Mr Grieve's existing employment arrangements, upon the loss of Mr Grieve's office, which is expected to occur upon implementation of the Scheme however this has not yet been confirmed, he will receive an amount equal to three weeks' notice, being the statutory minimum (equal to $14,135) and a redundancy payment amount equal to eight weeks' salary (equal to $37,692).

In addition, as set out at Section 10.1(f) Mr David Southam has contractual entitlements to certain incentive arrangements. Mr Southam's voluntary waiver of his contractual rights applies only in respect of the 2026 financial year and was agreed in the context of the proposed Scheme. In the event that the Scheme does not become Effective, Mr Southam can revert to, and may enforce, his contractual rights in respect of incentive arrangements applicable to future periods.

Cygnus Shareholders should have regard to the arrangements described above when considering the recommendations provided by the Cygnus Directors, which appear throughout the Scheme Booklet.

10.5 Agreements or arrangements with Cygnus Directors

Clause 10.1 of the Scheme Implementation Deed provides for certain releases by CAML of each current director, officer, and employee of the Cygnus Group as is customary for transactions such as the Scheme.

If the Scheme is implemented, it is anticipated that Mr Ernest Mast (current Cygnus Director) will be appointed as Non-Executive Director of CAML. Accordingly, if the Scheme is implemented, Mr Mast will receive non-executive director fees of £75,000 per annum.

Other than as disclosed in this Section 10.5 and as otherwise disclosed in this Scheme Booklet, there is no agreement or arrangement made between Cygnus and any Cygnus Director and any other person in connection with or conditional on, the outcome of the Scheme.

10.6 Other interests of Cygnus Directors

(a) **Interests of the Cygnus Directors**

As at the date of this Scheme Booklet, no Cygnus Director has any interest, whether as a director, member or creditor of Cygnus or otherwise, which is material to the Scheme, other than:

(i) in their capacity as a holder of Cygnus Shares, Cygnus Options, Cygnus Performance Rights, or Cygnus Share Rights;

(ii) in connection with the D&O Deeds, as described in Section 10.6(b) below; and/or

(iii) as otherwise disclosed in this Scheme Booklet.

For personal use only

(b) **D&O Deeds**

Cygnus has entered into deeds of indemnity, insurance and access with each of the Cygnus Directors on customary terms.

Cygnus pays premiums in respect of a directors' and officers' insurance policy for the benefit of directors and officers of any member of the Cygnus Group. Pursuant to the terms of the Scheme Implementation Deed, Cygnus is required, prior to the Delivery Time, to enter into arrangements to secure directors' and officers' run off insurance for any current or former director and officer of any member of the Cygnus Group for up to a seven-year period following the Implementation Date.

10.7 Regulatory conditions and relief

(a) **Status of regulatory conditions**

The regulatory approvals that are conditions precedent to the Scheme are set out in Section 8.4(c).

As at the Last Practicable Date, the Court approval of the Scheme in accordance with section 411(4)(b) of the Corporations Act and an office copy of the Court orders approving the Scheme being lodged with ASIC as contemplated by section 411(10) of the Corporations Act remains outstanding.

(b) **ASX waivers and confirmation**

ASX Listing Rule 6.23.2 provides that the cancellation of options for consideration requires the approval of shareholders. ASX has waived this requirement so that Cygnus Options may be cancelled in exchange for the Option Consideration and without shareholder approval, provided that:

(i) full details of the proposed treatment of the Cygnus Options are set out to ASX's satisfaction in this Scheme Booklet; and

(ii) the Scheme is approved by the Requisite Majorities of Cygnus Shareholders and the Court, and the Court's orders are lodged with ASIC such that the Scheme becomes Effective.

Listing Rule 6.23.4 sets out the circumstances in which option terms can be changed, with any such change not prohibited requiring the approval of holders of ordinary securities. ASX has waived the requirement for Cygnus Shareholders to formally approve the amendment of the terms of the Cygnus Options in order to allow the Cygnus Options to be transferred to CAML (or its nominee) in exchange for the Option Consideration, provided that:

(i) full details of the proposed treatment of the Cygnus Options are set out to ASX's satisfaction in this Scheme Booklet; and

(ii) the Scheme is approved by the Requisite Majorities of Cygnus Shareholders and the Court, and the Court's orders are lodged with ASIC such that the Scheme becomes Effective.

(c) **ASIC relief and exceptions**

ASIC has granted an exemption to CAML from certain requirements that CAML may otherwise be required to comply with in order to operate the Sale Facility, including:

For personal use only

(i) subsection 911A(1) of the Corporations Act for the provision of the following financial services:

(A) dealing in an interest in the Sale Facility; and

(B) the provision of general advice in relation to an interest in the Sale Facility;

(ii) section 601ED(5) of the Corporations Act in relation to the Sale Facility;

(iii) divisions 2 to 5 of Part 7.9 of the Corporations Act in relation to an interest in the Sale Facility; and

(iv) division 5A of Part 7.9 of the Corporations Act in relation to an invitation to participate in the Sale Facility.

10.8 Foreign jurisdictions

No action has been taken to register or qualify the New CAML Shares or otherwise permit a public offer of such securities in any jurisdiction outside Australia.

Based on the information available, Cygnus Shareholders whose addresses are shown in the Cygnus Register on the Record Date as being in the following jurisdictions will be entitled to receive the Scheme Booklet and have New CAML Shares issued to them under the Scheme subject to any qualifications set out below in respect of that jurisdiction:

(a) Australia;

(b) Canada;

(c) New Zealand;

(d) Singapore;

(e) the United Kingdom; and

(f) the United States of America.

CAML may determine that Cygnus Shareholders in certain additional jurisdictions will be entitled to receive the Scheme Booklet and have New CAML Shares issued to them under the Scheme.

Nominees and custodians who hold Cygnus Shares on behalf of a beneficial owner resident outside Australia, Canada, New Zealand, Singapore, the United Kingdom and the United States of America may not forward this Scheme Booklet (or any accompanying document) to anyone outside these countries without the consent of Cygnus and CAML.

10.9 No unacceptable circumstances

The Cygnus Board does not consider that the Scheme involves any circumstances in relation to the affairs of Cygnus that could reasonably be characterised as constituting “unacceptable circumstances” for the purposes of section 657A of the Corporations Act.

10.10 Implications for creditors

As at the Last Practicable Date, Cygnus is not aware of any material contractual disputes or litigation matters in respect of Cygnus, including with its customers or other third parties.

For personal use only

Cygnus has paid and is paying all its creditors within Cygnus' normal terms of trade. Each Cygnus Group company is solvent and is trading in an ordinary commercial manner.

The Scheme, if implemented, is not expected to materially prejudice the Cygnus Group's ability to pay its creditors.

10.11 No other material information

Otherwise than as contained or referred to in this Scheme Booklet, including the Independent Expert's Report and the information that is contained in the Annexures to this Scheme Booklet, there is no other information that is material to the making of a decision by a Cygnus Shareholder in relation to the Scheme, being information that is known to any Cygnus Director and which has not previously been disclosed to Cygnus Shareholders.

10.12 Consents

(a) **Role of advisor and experts**

The persons named in this Scheme Booklet as performing a function in a professional, advisory or other capacity in connection with the Scheme or the preparation or distribution of this Scheme Booklet are:

Name	Role
Grant Thornton Corporate Finance Pty Ltd	Independent Expert
AMC Consultants Pty Ltd	Independent Technical Expert
Hamilton Locke Pty Ltd	Legal adviser to Cygnus
Canaccord Genuity (Australia) Pty Ltd	Financial adviser to Cygnus
Computershare Investor Services Pty Limited	Cygnus' Share Registry

(b) **Consents**

CAML has given its consent to the inclusion of the CAML Information in this Scheme Booklet in the form and context in which that information appears and has not withdrawn that consent prior to lodgement of this Scheme Booklet with ASIC.

Grant Thornton Corporate Finance Pty Ltd, as the Independent Expert, has given its written consent to:

(i) to be named in this Scheme Booklet as the independent expert appointed by Cygnus in the form and context in which it is named; and

(ii) the inclusion of the Independent Expert's Report in this Scheme Booklet and to the references to the Independent Expert's Report in this Scheme Booklet in the form and context in which they are made and has not withdrawn its consent prior to lodgement of the Scheme Booklet with ASIC and the Court.

AMC Consultants Pty Ltd, as the Independent Technical Specialist, has given its written consent to the inclusion of its Independent Technical Specialist's Report in this Scheme Booklet and to the references to its Independent Technical Specialist's Report in this Scheme Booklet being made in the form and context in which each

For personal use only

such reference is included and has not withdrawn its consent prior to lodgement of the Scheme Booklet with ASIC and the Court.

Hamilton Locke has given its written consent to be named in the Scheme Booklet as the solicitors to Cygnus in the form and context in which it is named and has not withdrawn its consent prior to lodgement of the Scheme Booklet with ASIC and the Court.

Canaccord Genuity (Australia) Pty Ltd has given its written consent to be named in the Scheme Booklet in the form and context in which it is named and has not withdrawn its consent prior to lodgement of the Scheme Booklet with ASIC and the Court.

Computershare Investor Services Pty Limited, as the Cygnus Share Registry, has given its written consent to be named in the Scheme Booklet as the Cygnus Share Registry in the form and context in which it is named and has not withdrawn its consent prior to lodgement of the Scheme Booklet with ASIC and the Court.

Morgans has given its written consent to be named in the Scheme Booklet in the form and context in which it is named and has not withdrawn its consent prior to lodgement of the Scheme Booklet with ASIC and the Court.

(c) **Disclaimer**

Each of the above persons:

(i) has not authorised or caused the issue of this Scheme Booklet and does not otherwise make or purport to make any statement in this Scheme Booklet;

(ii) does not make, or purport to make, any statement in this Scheme Booklet or any statement on which a statement in this Scheme Booklet is based, other than in the case of the statement or report included in this Scheme Booklet with the consent of that party;

(iii) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Scheme Booklet, other than a reference to its name or statement or report, if any, which has been included in this Scheme Booklet with the consent of that party; and

(iv) will be entitled to receive professional fees charged in accordance with their normal rates.

10.13 Interest of advisors

Other than as set out in this Scheme Booklet, no person named in this Scheme Booklet as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Scheme Booklet holds, or held at any time during the last two years before the date of this Scheme Booklet, any interest in:

(a) the formation or promotion of Cygnus; or

(b) any property acquired or proposed to be acquired by Cygnus in connection with its formation or promotion or in connection with the Scheme.

10.14 Competent Person Statements and compliance statements

The scientific and technical information in this Scheme Booklet for the Chibougamau Project has been reviewed and approved by Mr Louis Beaupre, the Quebec Exploration Manager of

For personal use only

For personal use only

Cygnus, a “qualified person” as defined in NI 43-101. The current technical report prepared in accordance with NI 43-101 in respect of the Chibougamau Project entitled 'NI 43-101 Technical Report - Chibougamau Hub and Spoke Complex, Quebec, Canada' dated as of 31 October 2025 with an effective date of 30 August 2025 is available under Cygnus' profile on SEDAR+ at **www.sedarplus.ca**.

The information in this Scheme Booklet that relates to the Mineral Resource estimate for the Chibougamau Project reported in accordance with the JORC Code 2012 and NI 43-101 was released by Cygnus in an announcement titled ‘Cygnus reports a 78% increase in M&I resource at its Chibougamau Copper-Gold Project’ released to the ASX on 17 September 2025. Details of the Mineral Resource estimate are included in Table 1 at Section 4.3(a).

The information in this Scheme Booklet that relates to the Mineral Resource estimate at the Pontax Project reported in accordance with the JORC Code 2012 has been previously released by Cygnus in an ASX announcement dated 14 August 2023 and titled “Maiden Resource of 10.1Mt at 1.04% Li_2O with mineralisation open in all directions”. The Mineral Resource estimate for the Pontax Project reported in accordance with the CIM Standards (2019) was prepared by QP Todd McCracken, P.Geo., of BBA Inc and was previously released by Cygnus in an ASX announcement dated 22 November 2024.

The information in this Scheme Booklet that relates to previously reported Exploration Results at Cygnus’ projects has been previously released by Cygnus in ASX announcements as noted in the text and footnotes.

Individual grades for the metals included in the metal equivalents calculations for the Mineral Resource estimate for the Chibougamau Project, as well as the price assumptions, metallurgical recoveries and metal equivalent calculations themselves, are in Table 1 at Section 4.3(a) of this Scheme Booklet. Individual grades for the metals included in the metal equivalents calculation for the exploration results are in the original market announcements. Metal equivalents for exploration results for the Chibougamau Project have been calculated at a copper price of US$8,750/t, gold price of US$2,350/oz and silver price of US$25/oz, with copper equivalents calculated based on the formula CuEq(%) = Cu(%) + (Au(g/t) x 0.77258)+(Ag(g/t) x 0.00822). Metallurgical recovery factors have been applied to the copper equivalents calculations for the exploration results, with copper metallurgical recovery assumed at 95% and gold metallurgical recovery assumed at 85% based upon historical production at the Chibougamau Processing Facility, and the metallurgical results contained in Cygnus’ announcement dated 28 January 2025. It is Cygnus’ view that all elements in the copper and gold equivalent calculations have a reasonable potential to be recovered and sold.

Cygnus is not aware of any new information or data that materially affects the information in the said announcements, and in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. Cygnus confirms that the form and context in which the Competent Persons’ findings are presented have not been materially modified from the original market announcements.

Whilst there are some differences in their terminology between the JORC Code and the CIM Standards they share (and require) common themes:

(a) there must be a very high level of confidence (reliability) in the data used to define the mineral deposit;

(b) the continuity of mineralisation between observation points (sampling points or drillholes) must be established to a very high standard;

(c) the quality of sampling data must be of a very high standard; and

(d) most importantly, the potential development of a deposit with either "Proven" or "Probable" ore reserves must be economic to develop and produce, as determined by engineering and mine design studies.

Refer below for a summary of the various key terms used in each of the JORC Code, CIM Standards and NI 43-101.

JORC Code	CIM Standards
Inferred Mineral Resource An 'Inferred Mineral Resource' is that part of a Mineral Resource for which quantity and grade (or quality) are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade (or quality) continuity. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to an Ore Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.	**Inferred Mineral Resource** An Inferred Mineral Resource is that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.
Indicated Mineral Resource An 'Indicated Mineral Resource' is that part of a Mineral Resource for which quantity, grade (or quality), densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes, and is sufficient to assume geological and grade (or quality) continuity between points of observation where data and samples are gathered. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource and may only be converted to a Probable Ore Reserve.	**Indicated Mineral Resource** An Indicated Mineral Resource is that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource and may only be converted to a Probable Mineral Reserve.
Measured Mineral Resource A 'Measured Mineral Resource' is that part of a Mineral Resource for which quantity, grade (or quality), densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing gathered through appropriate techniques from locations such as outcrops, trenches, pits,	**Measured Mineral Resource** A Measured Mineral Resource is that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of

For personal use only

For personal use only

JORC Code	CIM Standards
workings and drill holes, and is sufficient to confirm geological and grade (or quality) continuity between points of observation where data and samples are gathered. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proved Ore Reserve or under certain circumstances to a Probable Ore Reserve.	observation. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve or to a Probable Mineral Reserve.
Ore Reserve An 'Ore Reserve' is the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at Pre-Feasibility or Feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported.	**Mineral Reserve** A Mineral Reserve is the economically mineable part of a measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at prefeasibility or feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Mineral Reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a Mineral Reserve must be demonstrated by a Pre-Feasibility Study or Feasibility Study.
Probable Ore Reserve A 'Probable Ore Reserve' is the economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Ore Reserve is lower than that applying to a Proved Ore Reserve.	**Probable Mineral Reserve** A Probable Mineral Reserve is the economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.
Proved Ore Reserve A 'Proved Ore Reserve' is the economically mineable part of a Measured Mineral Resource. A Proved Ore Reserve implies a high degree of confidence in the Modifying Factors.	**Proved Mineral Reserve** A Proven Mineral Reserve is the economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.
Competent Person A 'Competent Person' is a minerals industry professional who is a Member or Fellow of The Australasian Institute of Mining and Metallurgy, or of the Australian Institute of Geoscientists, or of a 'Recognised Professional Organisation' (**RPO**), as included in a list available on the JORC and ASX websites. These organisations have enforceable disciplinary processes including the powers to suspend or expel a member. A Competent Person must have a minimum of five years relevant experience in the style of mineralisation or type of deposit under	**Qualified Person** A "qualified person" means an individual who (a) is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering, relating to mineral exploration or mining; (b) has at least five years of experience in mineral exploration, mine development or operation, or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice; (c) has experience relevant to the subject matter of the mineral project and the technical report; (d) is in good standing with a professional association; and (e) in the case of a

JORC Code	CIM Standards
consideration and in the activity which that person is undertaking. If the Competent Person is preparing documentation on Exploration Results, the relevant experience must be in exploration. If the Competent Person is estimating, or supervising the estimation of Mineral Resources, the relevant experience must be in the estimation, assessment and evaluation of Mineral Resources. If the Competent Person is estimating, or supervising the estimation of Ore Reserves, the relevant experience must be in the estimation, assessment, evaluation and economic extraction of Ore Reserves.	professional association in a foreign jurisdiction, has a membership designation that both requires attainment of a position of responsibility in their profession that requires the exercise of independent judgment, and requires: • a favourable confidential peer evaluation of the individual's character, professional judgement, experience, and ethical fitness; or • a recommendation for membership by at least two peers, and demonstrated prominence or expertise in the field of mineral exploration or mining.

10.15 Supplementary information

If Cygnus becomes aware of any of the following between the date of lodgement of this Scheme Booklet for registration with ASIC and the Effective Date:

(a) a material statement in this Scheme Booklet is false or misleading;

(b) a material omission from this Scheme Booklet;

(c) a significant change affecting a matter in this Scheme Booklet; or

(d) a significant new matter has arisen and it would have been required to be included in this Scheme Booklet if known about at the date of lodgement with ASIC,

depending on the nature and timing of the changed circumstances, and subject to obtaining any relevant approvals, Cygnus may circulate and publish any supplementary document by:

(a) making an announcement to ASX;

(b) placing an advertisement in a prominently published newspaper which is circulated generally throughout Australia;

(c) posting the supplementary document to Cygnus Shareholders at their registered address as shown in the Cygnus Register;

(d) posting a statement on Cygnus' website at www.cygnusmetals.com, and/or

(e) filing the supplementary document or announcement on Cygnus' issuer profile on SEDAR+ at **www.sedarplus.ca**,

as Cygnus in its absolute discretion considers appropriate.

10.16 Scheme costs

As at the Last Practicable Date, Cygnus estimates that it will incur approximately $4.1 million (plus GST) in external transaction costs related to the Scheme, which includes advisory fees, legal fees, valuation fees, Court fees and registry, printing and mailing costs.

Of this, approximately $1.1 million (plus GST) will be incurred irrespective of whether the Scheme becomes Effective (and is implemented), including fees payable to the Independent Expert and the Independent Technical Specialist of approximately $305,000 (plus GST).

For personal use only

In the event the Scheme does not become Effective, a 'break fee' of $2,300,000 may become payable by Cygnus in certain circumstances (the Cygnus Reimbursement Fee). The circumstances in which such a payment would be payable by Cygnus are summarised in Section 8.4(b)(i).

10.17 Directors' statement

The issue of this Scheme Booklet has been authorised by the Cygnus Board and this Scheme Booklet has been signed by or on behalf of the Cygnus Directors. The Cygnus Board has given (and not withdrawn) its consent to lodgement of this Scheme Booklet with ASIC.

Signed for and on behalf of Cygnus Metals Limited:



David Southam
Executive Chairman
Cygnus Metals Limited

For personal use only

11. Glossary

11.1 Definitions

A$ or $ means the lawful currency for the time being of the Commonwealth of Australia.

AIM means the market of that name operated by the LSE.

AIM50 means a constituent of the FTSE AIM UK 50 Index.

Announcement Date means 2 June 2026, being the date on which Cygnus announced the proposed Scheme to ASX.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given in section 12 of the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691 and where the context requires, the financial market operated by it.

ASX Listing Rules means the official listing rules of ASX.

ATO means Australian Taxation Office.

AWST means Australian Western Standard Time.

Business Day means a business day as defined in the ASX Listing Rules.

Canadian Exchange Conditions means the customary conditions in connection with receiving final approval for New CAML Shares issued under the Scheme to be admitted to be listed on the TSX.

CAML means Central Asia Metals PLC (company number 05559627).

CAML Canadian Register means the register of members maintained by CAML recording the registered holders of CAML Shares with a registered address in Canada.

CAML Group means CAML and each of its Related Bodies Corporate.

CAML Material Adverse Change has the same meaning as given in the Scheme Implementation Deed.

CAML Information means all information regarding CAML, the CAML Group, the Scheme Consideration and CAML's intentions in relation to Cygnus that is provided by or on behalf of CAML to Cygnus for inclusion in the Scheme Booklet, being the information in the following sections or parts of those sections of this Scheme Booklet:

(a) the CAML Chairman's Letter;

(b) the "Frequently Asked Questions" section under the part named "Questions about CAML";

(c) Sections 5 and 6;

(d) Section 7.3; and

(e) Annexure F and Annexure G,

For personal use only

other than information that has been provided by or on behalf of Cygnus for inclusion in any of the above sections of parts of those sections.

CAML Options means an option issued by CAML to acquire a CAML Share or cash equivalent.

CAML Prescribed Occurrence has the same meaning as given in the Scheme Implementation Deed.

CAML Regulated Event has the same meaning as given in the Scheme Implementation Deed.

CAML Reimbursement Fee means $2,300,000 (excluding GST), being the amount payable by CAML to Cygnus in certain circumstances as described in Section 8.4(b)(ii).

CAML Share means an ordinary share of US$0.01 in the capital of CAML.

CAML Share Award means a long-term incentive share award granted by under the LTIP.

CAML Share Register means the register of members of CAML maintained in accordance with section 113 of the Companies Act 2006 of England and Wales and, to the extent that CAML is listed on the TSX, includes the CAML Canadian Register.

CAML Shareholder means each person who is registered in the CAML Share Register as a holder of one or more CAML Shares.

CAML Shareholder Meeting means the meeting of CAML Shareholders to consider and vote on the CAML Shareholder Resolution, and includes any meeting convened following any adjournment or postponement of that meeting.

CAML Shareholder Resolution means the resolution of CAML Shareholders pursuant to section 551 of the Companies Act 2006 of England and Wales which, if passed by a majority of those voting, shall authorise the CAML Board to allot the New CAML Shares and, if required, grant the New CAML Options.

CAML UK Register means the portion of the CAML Share Register that excludes the CAML Canadian Register.

CAML Warranties means each of the statements set out in schedule 6 of the Scheme Implementation Deed.

Canadian Scheme Shareholder has the meaning given at Section 3.9(a)(ii).

CDS means the Canadian Depository for Securities Limited.

CDS Participant has the same meaning given at Section 3.10(a).

CDS Scheme Shareholder has the meaning given at Section 3.9(a)(i).

CDSX means the clearing and settlement system currently utilised by CDS and its participants.

CIM Standards means the Definition Standards for Mineral Resources and Mineral Reserves, adopted by the Canadian Institute of Mining, Metallurgy and Petroleum Council on 10 May 2014.

CGT means Capital Gains Tax.

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement Pty Ltd and ASX Clear Pty Ltd.

For personal use only

For personal use only

Chibougamau Project means Cygnus' Chibougamau Copper-Gold Project located in central Quebec.

Combined Group means CAML and its Related Bodies Corporate (including the Cygnus Group following implementation of the Scheme).

Competing Proposal has the same meaning as given in the Scheme Implementation Deed.

Combined Group Information means any information regarding the Combined Group in this Scheme Booklet, and any amendments or supplements of such disclosure.

Competent Person has the meaning given to that term in the JORC Code.

Conditions Precedent means the conditions set out in Schedule 1 of the Scheme Implementation Deed and summarised in Section 8.4(c).

Control has the meaning given by section 50AA of the Corporations Act disregarding section 50AA(4) of the Corporations Act.

Controlled Entity in respect of a party, an entity that party Controls.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Counterproposal has the same meaning as given in the Scheme Implementation Deed.

Court means the Supreme Court of Western Australia, or another court of competent jurisdiction under the Corporations Act agreed by Cygnus and CAML.

Court Order means an order made by the Court pursuant to section 411(4)(b) of the Corporations Act approving the Scheme.

CREST Election means an election made by an Eligible Scheme Shareholder (other than a CDS Scheme Shareholder) to have their New CAML Shares issued on the CAML UK Register credited into CREST rather than be issued to them in certificated form.

CREST Election Form means the form wherein an Eligible Scheme Shareholder may make a CREST Election.

Cygnus Board or **Cygnus Directors** means the board of directors of Cygnus.

Cygnus Group means Cygnus and its Controlled Entities.

Cygnus Group Member means each member of the Cygnus Group.

Cygnus Information means the information in this Scheme Booklet other than the CAML Information and the Independent Expert's Report.

Cygnus Material Adverse Change has the same meaning as given in the Scheme Implementation Deed.

Cygnus Optionholder means a holder of one or more Cygnus Options.

Cygnus Options means the unlisted options issued by Cygnus to acquire Cygnus Shares, as further described in Section 8.7.

Cygnus Performance Right means a performance right issued by Cygnus, including a performance right issued by Cygnus pursuant to the terms of the Previous Cygnus Plan or the Cygnus Plan which entitles the holder to one unissued Cygnus Share.

Cygnus Plan means the Cygnus Metals Limited Omnibus Equity Incentive Plan, as approved by Cygnus Shareholders on 14 May 2025.

Cygnus Prescribed Occurrence has the same meaning given in the Scheme Implementation Deed.

Cygnus Register means the register of members of Cygnus maintained in accordance with the Corporations Act.

Cygnus Regulated Event has the same meaning as given in the Scheme Implementation Deed.

Cygnus Reimbursement Fee means $2,300,000 (excluding GST), being the amount payable by Cygnus to CAML in certain circumstances as described in Section 8.4(b)(i).

Cygnus Share means a fully paid ordinary share of Cygnus.

Cygnus Share Registry means, as applicable:

(a) Australian principal share register - Computershare Investor Services Pty Limited.

(b) Canadian branch share register – Computershare Investor Services Inc.

Cygnus Share Rights means the share rights issued by Cygnus pursuant to the Previous Cygnus Plan which entitle the holder to one unissued Cygnus Share, as further described in Section 8.8.

Cygnus Shareholder means each person registered as a holder of Cygnus Shares in the Cygnus Register.

Cygnus Warranties means each of the statements set out in schedule 5 of the Scheme Implementation Deed.

Cygnus or **Company** means Cygnus Metals Limited ACN 609 094 653.

Deed Poll means the deed poll made by the CAML in favour of Scheme Shareholders, a copy of which is substantially reproduced in Annexure C.

Default Scheme Shareholder has the meaning given to that term in Section 3.9(c).

Delivery Time means not later than 2 hours before the commencement of the hearing or if the commencement of the hearing is adjourned, the commencement of the adjourned hearing, of the Court to approve the Scheme in accordance with section 411(4)(b) of the Corporations Act.

Effective means the coming into effect, under section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to the Scheme.

Effective Date means the date on which the Scheme becomes Effective.

Election Cut-Off Date means 5.00pm (AWST) / 5.00am (EDT), Thursday, 24 September.

Electing Selling Scheme Shareholder means a Selling Scheme Shareholder who has elected in writing to have all of their Scheme Consideration issued to the Sale Agent and sold on their behalf in accordance with the Scheme.

Eligible Scheme Shareholder means a Scheme Shareholder who is not an Ineligible Foreign Shareholder.

For personal use only

For personal use only

Encumbrance means a mortgage, charge, pledge, lien, encumbrance, security interest, assignment by way of security, debenture, option, hypothecation, title retention, pre-emptive or preferential right, claim, equitable or other right, power of sale, retention of title, right of first refusal, trust arrangement, contractual right of set-off, or any other security agreement or arrangement or third party right in favour of any person, whether registered or unregistered, including any Security Interest.

End Date means 2 December 2026, or such other date as Cygnus and CAML may agree in writing.

Excluded Holder means any Cygnus Shareholder who is a member of the CAML Group or any Cygnus Shareholder who holds any Cygnus Shares on behalf of, or for the benefit of, any member of the CAML Group and does not hold Cygnus Shares on behalf of, or for the benefit of, any other person.

Exclusivity Period means the period commencing on the date of the Scheme Implementation Deed and ending on the earliest of the End Date, the Implementation Date, and the date the Scheme Implementation Deed is terminated in accordance with its terms.

Explanatory Statement means the explanatory statement for the purposes of section 412 of the Corporations Act, constituted by this Scheme Booklet.

FRCGW means Australia's Foreign Resident Capital Gains Withholding Tax regime.

FRCGW Amount means, in relation to a FRCGW Holder, the amount determined by CAML that is required by subdivision 14-D of schedule 1 of the *Taxation Administration Act 1953* (Cth) to be paid to the Federal Commission of Taxation in respect of the acquisition of Scheme Shares from that FRCGW Holder.

FRCGW Consideration Shares means, in relation to a FRCGW Holder, that minimum number of New CAML Shares (if any) that, when sold by the Sale Agent, would produce proceeds equal to the relevant FRCGW Amount.

FRCGW Holder means a Scheme Shareholder that CAML forms the view (in its reasonable opinion acting in good faith) that it is required by Subdivision 14-D of Schedule 1 of the *Taxation Administration Act 195*3 (Cth) to pay amounts to the Federal Commissioner of Taxation in respect of the acquisition of Scheme Shares from that Scheme Shareholder.

Government Agency Australian, Canadian or Québec, or any foreign, government or governmental, semi-governmental, administrative, fiscal, regulatory or judicial body, stock exchange, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any State, any Canadian or Québec minister, and any other federal, state, provincial, regional or local government (including of the Cree nation), whether Australian, Canadian, Québec or foreign.

GST means Goods and Services Tax.

Headcount Test has the meaning given to that term in 3.2(b), as reflecting the requirement under section 411(4)(a)(ii)(A) of the Corporations Act.

Implementation Date means the fifth Business Day after the Record Date or such other date after the Record Date agreed to in writing between Cygnus and CAML.

Independent Expert means Grant Thornton Corporate Finance Pty Ltd ACN 003 265 987.

Independent Expert's Report means the independent expert's report prepared by the Independent Expert, a copy of which is reproduced in Annexure A.

Independent Technical Specialist means AMC Consultants Pty Ltd ACN 008 129 164.

Indicated Mineral Resource has the meaning in the applicable Mining Standards.

Inferred Mineral Resource has the meaning in the applicable Mining Standards.

Ineligible Foreign Shareholder means a Scheme Shareholder whose address shown in the Cygnus Register on the Record Date is a place outside Australia, Canada, New Zealand, Singapore, the United Kingdom and the United States of America, unless CAML determines that it is lawful and not unduly onerous or impracticable to issue that Scheme Shareholder with the Scheme Consideration on implementation of the Scheme.

ITAA1936 means the *Income Tax Assessment Act 1936* (Cth).

ITAA1997 means the *Income Tax Assessment Act 1997* (Cth).

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 edition) prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia.

Last Practicable Date means Thursday, 6 August 2026, being the last practicable date before finalisation of this Scheme Booklet.

LTIP means CAML's Long-Term Incentive Plan 2022, a summary of which is set out in Section 5.14.

LSE means London Stock Exchange plc.

Measured Mineral Resource has the meaning in the applicable Mining Standards.

Mineral Reserve has the meaning in the applicable Mining Standards.

Mineral Resource has the meaning in the applicable Mining Standards.

Mining Standards means the JORC Code, CIM Standards and NI 43-101.

Minority Approval Vote means a majority of the votes cast at the Scheme Meeting by Scheme Shareholders present or represented by proxy and entitled to vote at the Scheme Meeting, voting as a single class, on the basis of one vote per Scheme Share held, excluding for this purpose the votes required to be excluded by MI 61-101.

MI 61-101 means Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions, or any successor instrument, rule or policy.

New CAML Options means a CAML Option to be granted under the Option Replacement Deed as consideration for the cancellation or transfer of a Cygnus Option.

New CAML Shares means the new CAML Shares to be issued as consideration under the terms of the Scheme.

NI 43-101 means Canadian National Instrument 43-101 — Standards of Disclosure for Mineral Projects, or any successor instrument, rule or policy.

NI-54-101 means Canadian National Instrument 54-101– Communication with Beneficial Owners of Securities of a Reporting Issuer, or any successor instrument, rule or policy.

Notice or **Notice of Meeting** means the notice of general meeting which is contained in Annexure D.

For personal use only

Option Consideration means the consideration to be provided to a Cygnus Optionholder for the transfer or cancellation of each Cygnus Option held by that Optionholder in accordance with the Option Replacement Deed, as set out in Section 8.7.

Option Replacement Deed means a deed entered into between Cygnus, CAML and a Cygnus Optionholder under which subject to the Scheme becoming Effective, the relevant security terms and any required ASX waiver or TSXV approval, the Cygnus Optionholder:

(a) may exercise their Cygnus Options and receive Cygnus Shares before the Record Date; and

(b) agrees, to the extent their Cygnus Options are not exercised before the Record Date, to their Cygnus Options being transferred or cancelled in exchange for the Option Consideration, with such transfer or cancellation to take effect on the Implementation Date.

Ore Reserve has the meaning given in the applicable Mining Standards.

Previous Cygnus Plan means Cygnus' previous securities incentive plan, the Cygnus Metals Limited Employee Securities Incentive Plan.

Proposed Transaction means:

(a) the proposed acquisition by CAML in accordance with the terms and conditions of this document of all of the Scheme Shares through the implementation of the Scheme; and

(b) all associated transactions and steps contemplated by the Scheme Implementation Deed.

Proxy Form means the proxy form for the Scheme Meeting enclosed with this Scheme Booklet.

Record Date means 7.00pm (Sydney time) on the second Business Day after the Effective Date, or such other time and date agreed in writing between Cygnus and CAML.

Related Body Corporate or **Related Bodies Corporate** has the meaning given to those terms in section 50 of the Corporations Act.

Relevant Interest has the meaning given to that term in sections 608 and 609 of the Corporations Act.

Requisite Majorities has the meaning set out in Section 3.20.

Sale Agent means a person appointed by CAML to sell the New CAML Shares that would otherwise be issued to or for the benefit of Sale Facility Participants under the terms of the Scheme.

Sale Election Form means the form accompanying the Scheme Booklet wherein a Selling Scheme Shareholder may elect to participate in the Sale Facility.

Sale Facility means the facility described in Section 3.8 pursuant to which the Sale Agent sells New CAML Shares on behalf of Sale Facility Participants.

Sale Facility Participant means an Ineligible Foreign Shareholder, Electing Selling Scheme Shareholder or (in respect of FRCGW Consideration Shares) FRCGW Holder.

For personal use only

For personal use only

Sale Proceeds means the proceeds of the sale of New CAML Shares by the Sale Agent after deduction of any applicable commissions, fees, foreign exchange, currency conversion, stamp duty, brokerage, commission and other selling costs, taxes and charges.

Sary Kazna means Sary Kazna Limited Liability Partnership, a wholly owned subsidiary of CAML.

Scheme and **Scheme of Arrangement** means the scheme of arrangement under Part 5.1 of the Corporations Act between Cygnus and the Cygnus Shareholders in respect of all of the Cygnus Shares, a copy of which is set out in Annexure B, subject to any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act.

Scheme Booklet means this scheme booklet, including the Annexures to it.

Scheme Consideration means the consideration to be provided by CAML to each Scheme Shareholder for the transfer of each Scheme Share under the Scheme, being 0.06 New CAML Shares for every one (1) Cygnus Share held by a Scheme Shareholder at the Record Date.

Scheme Implementation Deed means the Scheme Implementation Deed dated 2 June 2026 between Cygnus and CAML, a copy of which is attached to the Cygnus announcement released to ASX on 2 June 2026.

Scheme Meeting means the meeting of Cygnus Shareholders ordered by the Court to be convened pursuant to section 411(1) of the Corporations Act to consider and vote on the Scheme and includes any meeting convened following any adjournment or postponement of that meeting.

Scheme Resolution means a resolution of Cygnus Shareholders to approve the Scheme, the form of which is set out in the Notice of Meeting.

Scheme Shareholder means each person who holds one or more Cygnus Shares recorded in the Cygnus Share Register as at the Record Date (other than an Excluded Holder).

Scheme Shares means a Cygnus Share held by a Scheme Shareholder as at the Record Date.

Second Court Date means the first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving the Scheme is heard or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application is heard, with such hearing being the **Second Court Hearing**.

SEDAR+ means The System for Electronic Data Analysis and Retrieval + described in National Instrument 13-103 – System for Electronic Data Analysis and Retrieval of the Canadian Securities Administrators, or any successor instrument, rule or policy and available for public view at www.sedarplus.ca.

Selling Scheme Shareholder means a Scheme Shareholder (other than an Ineligible Foreign Shareholder) who holds equal to or less than 85,176 Scheme Shares as at the Record Date.

Security Interest means any security interest, including a 'security interest' as defined in sections 12(1) or (2) of the *Personal Property Securities Act 2009* (Cth); (b) any other interest or arrangement of any kind that in substance secures the payment of money or the performance of an obligation, or that gives a creditor priority over unsecured creditors in relation to any property; and any right of first refusal, pre-emptive right or any similar restriction.

Subsidiary has the meaning given to that term in Division 6 of Part 1.2 of the Corporations Act.

Superior Proposal has the same meaning as given in the Scheme Implementation Deed.

Takeovers Panel means the Takeovers Panel constituted under the *Australian Securities and Investments Commission Act 2001* (Cth).

Tax Act means *Income Tax* (Canada), as amended.

Third Party means any person or entity other than a member of the CAML Group.

TSX means the Toronto Stock Exchange.

TSXV means TSX Venture Exchange.

TSXV Policies means the policies of the TSXV as amended from time to time.

VWAP means volume-weighted average price.

11.2 Interpretation

In this Scheme Booklet (other than in Annexure A to Annexure K):

(a) words and phrases not otherwise defined in this Scheme Booklet have the same meaning (if any) as is given to them by the Corporations Act;

(b) the singular includes the plural and vice versa; headings are for ease of reference only and do not affect the interpretation of this Scheme Booklet;

(c) a reference to a Section is to a Section in this Scheme Booklet unless stated otherwise; any reference, express or implied, to any legislation in any jurisdiction includes:

  (i) that legislation as amended, extended or applied by or under any other legislation made before or after the Announcement Date;

  (ii) any legislation which that legislation re-enacts with or without modification; and

  (iii) any subordinate legislation made before or after the Announcement Date under that legislation, including (where applicable) that legislation as amended, extended or applied as described above, or under any legislation which it re-enacts as described above;

(d) references to persons or entities include natural persons, bodies corporate, partnerships, trusts and unincorporated associations of persons;

(e) references to an individual or a natural person include his estate and personal representatives, successors or assigns;

(f) a reference to any instrument or document includes any variation or replacement of it;

(g) a reference to you is to a Cygnus Shareholder;

(h) unless otherwise indicated, a reference to any time is a reference to that time in Perth, Australia;

(i) a word of any gender includes the corresponding words of any other gender;

For personal use only

(j) if a word or phrase is defined, other grammatical forms of that word have a corresponding meaning; and

(k) general words must not be given a restrictive meaning just because they are followed by particular examples intended to be embraced by the general words.

For personal use only

Annexure A − Independent Expert's Report

For personal use only

For personal use only

Cygnus Metals Limited

Independent Expert's Report and Financial Services Guide

12 August 2026

For personal use only

Grant Thornton

Cygnus Directors
Cygnus Metals Limited
Level 2, 8 Richardson Street
West Perth WA 6005

Grant Thornton Corporate Finance Pty Ltd
Level 26, 225 George Street
Sydney NSW 2000
PO Locked Bag Q800
QVB Post Office
Sydney NSW 1230

T +61 2 8297 2400

12 August 2026

Dear Cygnus

Directors,

Introduction

All capitalised terms in this report are defined in the glossary included in Appendix I.

1.1 Cygnus is a critical minerals exploration and aspiring development company whose primary focus is the advancement of the Chibougamau Project in Québec, a brownfield copper-gold development project comprising a substantial Mineral Resource base, extensive historical mining activity and a centralised processing facility. In addition to Chibougamau, Cygnus holds prospective lithium assets in the James Bay district of Québec and a portfolio of rare earth element and base metal exploration projects in Western Australia. Cygnus is listed on the ASX with a market capitalisation of approximately A$165 million at or around the date of this Report.

1.2 CAML is a UK-incorporated base metals producer headquartered in London. CAML owns 100% of the Kounrad solvent extraction and electrowinning (SX-EW) copper operation in Kazakhstan and 100% of the Sasa underground zinc-lead mine in North Macedonia, which together provide CAML with established production and operating cash flows. CAML's Shares are quoted on the AIM (Alternative Investment Market) of the LSE (London Stock Exchange) and CAML had a market capitalisation of approximately A$492 million[1] at or around the date of this Report.

1.3 On 2 June 2026, Cygnus and CAML announced that they had entered into a SID under which CAML has agreed to acquire 100% of the issued fully paid ordinary shares of Cygnus via an Australian scheme or arrangement for scrip consideration of 0.06 New CAML Shares for each Cygnus Share. Immediately following implementation of the Scheme, it is expected that Cygnus Shareholders will own in aggregate approximately 31% of the Combined Group[2].

[1] Based on the CAML's market capitalisation £256.97 million as at 27 July 2026 converted to AUD$ using a GBP:AUD exchange rate of 1.92 based on the 30-day average GBP:AUD exchange rate up to 15 July 2026.
[2] Refer to Figure 70 for further details on the calculation.

ABN-59 003 265 987 ACN-003 265 987 AFSL-247140

Grant Thornton Corporate Finance Pty Ltd ABN 59 003 265 987 ACN 003 265 987 (holder of Australian Financial Services Licence No. 247140), a subsidiary or related entity of Grant Thornton Australia Limited ABN 41 127 556 389 ACN 127 556 389. 'Grant Thornton' refers to the brand under which the Grant Thornton member firms provide assurance, tax and advisory services to their clients and/or refers to one or more member firms, as the context requires. Grant Thornton Australia Limited is a member firm of Grant Thornton International Ltd (GTIL). GTIL and the member firms are not a worldwide partnership. GTIL and each member firm is a separate legal entity. Services are delivered by the member firms. GTIL does not provide services to clients. GTIL and its member firms are not agents of, and do not obligate one another and are not liable for one another's acts or omissions. In the Australian context only, the use of the term 'Grant Thornton' may refer to Grant Thornton Australia Limited ABN 41 127 556 389 ACN 127 556 389 and its Australian subsidiaries and related entities. Liability limited by a scheme approved under Professional Standards Legislation.

For personal use only

1.4 Under the SID, CAML has agreed to use reasonable endeavours to pursue a quotation of its ordinary shares on either the TSX (Toronto Stock Exchange) or TSXV (TSX Venture Exchange) prior to implementation of the Scheme. Any such quotation would be subject to the applicable listing requirements and regulatory approvals and would operate alongside CAML's existing AIM quotation.

1.5 The Scheme is subject to a number of conditions precedent, including shareholder, regulatory and Court approvals, the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders, and the absence of certain prescribed events affecting either Cygnus or CAML. See Section 3 for further details. In addition, the SID contains customary exclusivity provisions, including "no shop", "no talk" and "no due diligence", and a notification obligation and matching right in favour of CAML.

1.6 CAML has entered into a Call Option Deed with Ocean Partners in respect of approximately 120.9 million Cygnus Shares, representing approximately 9.9% of Cygnus Shares on issue as at the Last Practical Date. The Call Option entitles CAML to acquire those shares at the Scheme exchange ratio of 0.06 CAML Shares for each Cygnus Share if a competing proposal emerges and the Cygnus Board determines that proposal to be a Superior Proposal.

1.7 Certain substantial Cygnus Shareholders, namely Ocean Partners, Equinox Partners, Symorgh Investments and Gold Leaf Corporate, which collectively hold or control approximately 28% of the Cygnus Shares on issue as at the Last Practicable Date[3], have confirmed their intention to vote up to a maximum 349,524,449 Cygnus Shares (being the number of Cygnus Shares the subject of their respective voting intention statements that they hold directly or indirectly) in favour of the Scheme. These intention statements are subject to there being no Superior Proposal and the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders.

1.8 In addition, Ocean Partners and Equinox Partners, which hold approximately 12.7% and 12.3% of the Cygnus Shares on issue as at the Last Practicable Date[4], respectively, have advised that they do not intend to dispose of their Cygnus Shares prior to the earlier of the date of the Scheme Meeting or four months from the date of their respective intention statements.

1.9 Subject to no superior proposal emerging and an Independent Expert concluding and continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders, Cygnus Directors unanimously recommend that Cygnus Shareholders vote in favour of the Scheme and subject to the same qualifications, each Cygnus Director intends to vote all Cygnus Shares held or controlled by them in favour of the Scheme.

Purpose of the report

1.10 Cygnus Directors have requested Grant Thornton Corporate Finance Pty Ltd to prepare an IER stating whether the Scheme is in the best interest of Cygnus Shareholders for the purposes of Section 411 of the Corporations Act.

[3] Based on Ocean Partners 156,201,460 Cygnus Ordinary Shares, Equinox Partners 150,829,997 Cygnus Ordinary Shares, Symorgh Investments 23,061,724 Cygnus Ordinary Shares and Gold Leaf Corporate 13,372,069 Cygnus Ordinary Shares and total 1,227,592,052 Cygnus Ordinary Shares on issue as at the Last Practical Date.
[4] Based on Equinox 150,829,997 Cygnus Shares, Ocean Partners 156,201,460 Cygnus Shares and total 1,227,592,052 Cygnus Ordinary Shares on issue as at the Last Practical Date.

For personal use only

1.11 When preparing this IER, Grant Thornton Corporate Finance had regard to the Australian Securities Investment Commission's Regulatory Guide 111 Contents of expert reports and Regulatory Guide 112 Independence of experts. The IER also includes other information and disclosures as required by ASIC.

1.12 For the purpose of this IER, an independent technical specialist, AMC was engaged by Grant Thornton Corporate Finance to assist in the valuation assessment of the Cygnus and CAML assets. AMC's conclusions are included in the AMC Report that is in Appendix J to this report.

Summary of the opinion

1.13 **Grant Thornton Corporate Finance has concluded that the Scheme is FAIR AND REASONABLE and hence in the BEST INTERESTS of Cygnus Shareholders in the absence of a superior alternative proposal emerging**.

1.14 In forming our opinion on the Scheme, Grant Thornton Corporate Finance has considered whether the Scheme is fair and reasonable to Cygnus Shareholders and, as part of that consideration, had regard to other quantitative and qualitative considerations.

Fairness Assessment

1.15 Grant Thornton Corporate Finance has compared the fair market value of each Cygnus Shares before the Scheme on a control basis to the assessed value of the Scheme Consideration to be received by Cygnus Shareholders, comprising a share in the Combined Group on a minority basis.

Figure 1 - Fairness assessment

Fairness assessment A$ per Cygnus Share	*Section Reference*	Low	High
Fair value of Cygnus before the Scheme (control)	*Figure 72*	0.1533	0.2028
Fair value of the Scheme Consideration (minority)	*Figure 87*	0.1600	0.1999
Premium/(discount)		**0.0067**	**(0.0028)**
Premium/(discount) (%)		**4.4%**	**(1.4%)**
FAIRNESS ASSESSMENT		**FAIR**	

Source: GTCF analysis.

1.16 The Scheme Consideration on a minority basis largely overlaps with our valuation assessment of Cygnus before the Scheme on a control basis and we have accordingly concluded that the Scheme is FAIR to Cygnus Shareholders.

1.17 Cygnus Shareholders should be aware that our assessment of the value per Cygnus Share and the Combined Group should not be considered to reflect the price at which Cygnus Shares or Combined Group Shares will trade if the Scheme is implemented or not. The price at which Cygnus Shares or Combined Group Shares will ultimately trade depends on a range of factors, including the available public market for the securities, macroeconomic conditions, and the performance of the business.

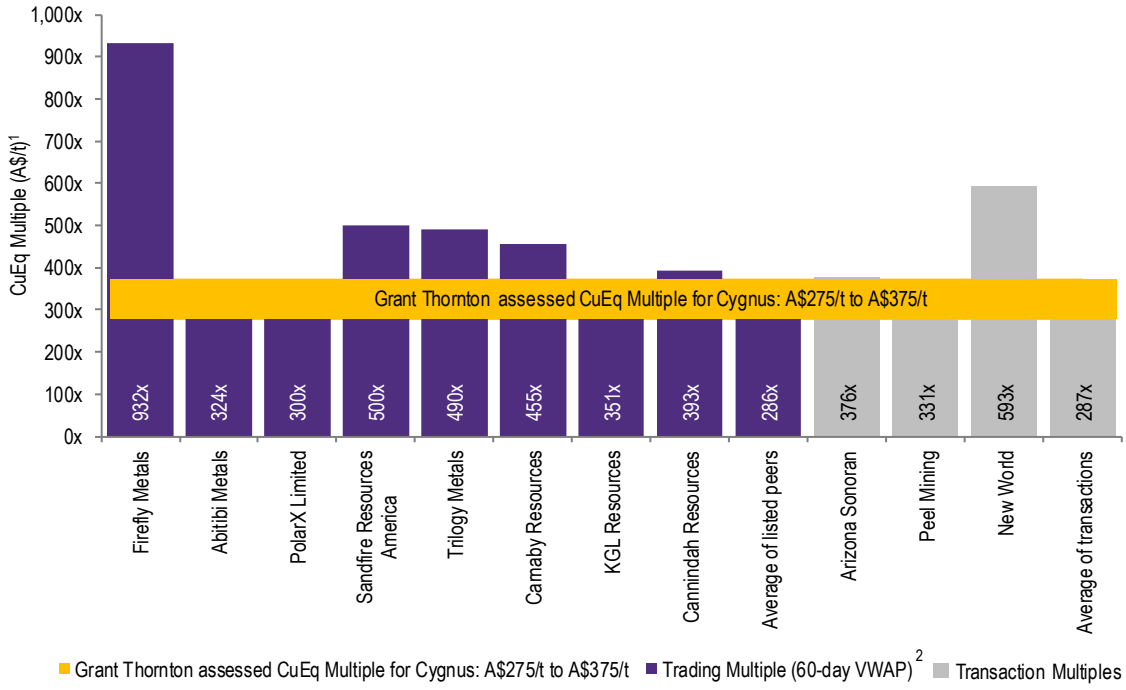
For personal use only

Valuation of Cygnus Shares before the Scheme on a control basis

1.18 In assessing the fair market value of Cygnus prior to the Scheme, we have adopted a Market Approach based on the application of CuEq[5] Multiples. This approach is considered appropriate given Cygnus's status as a pre-production mining company with no operating cash flows and the absence of a completed and reliable PEA capable of supporting a discounted cash flow valuation.

1.19 The Chibougamau Project is located within a historically producing mining district, contains multiple defined copper-gold deposits and benefits from substantial existing infrastructure, including a 900Ktpa processing facility. Based on its unique characteristics and our analysis of the listed trading peers and precedent transactions discussed in the body of this Report, we have adopted a CuEq Multiple between A$275/t and A$375/t on a control basis in our valuation of Cygnus before the Scheme, as set out in the figure below.

Figure 2 - Grant Thornton assessed CuEq Multiple for Cygnus relative to selected listed peers



Source: GTCF analysis, S&P Global, Public announcements.
Notes: 1) CuEq Multiple based on M+I+I CuEq tonnage calculated by Grant Thornton based on JORC Resources. 2) The 60-day VWAP CuEq Multiple is calculated based on Grant Thornton's assessed CuEq tonnage and an enterprise value using the market capitalisation derived from 60-day VWAP (trading days) up to 14 July 2026, adjusted for a 30% control premium (refer to Appendix D), and the latest publicly available net debt/cash position. VWAP stands for volume weighted average price and represents the average market price of a security over a specified period, weighted by trading volume. VWAP provides a measure of the price at which the majority of shares traded during the period and as a result is commonly used as a benchmark of market value.

1.20 The low end of the selected range sits largely in line with the average of trading peers and transactions, whereas the upper end, reflects the brownfield infrastructure advantage of Cygnus but at the same time remains at a discount to peers such as Sandfire Resources America, Trilogy Metals and the New World transaction. Specifically for Sandfire and Trilogy, both companies exhibit broadly comparable asset characteristics to Cygnus, however they are more advanced, having completed a PFS and DFS for their flagship assets, respectively. In addition, both companies have defined Ore Reserves and demonstrated

[5] Stands for copper equivalent. Given Cygnus's polymetallic Mineral Resource base, a CuEq metric has been adopted to enable like-for-like comparison across assets and companies with differing commodity mixes. While Cygnus also holds gold and silver, copper represents the dominant contributor to the in-situ value of Cygnus's Mineral Resources at prevailing commodity prices and the Chibougamau Project represents Cygnus's flagship asset.

For personal use only

economic viability through detailed engineering studies, providing a higher degree of confidence in future project development.

1.21 The adopted range is also supported by benchmarks such as the Peel Mining and Arizona Sonoran transactions. While both projects differed from Cygnus in certain respects, each benefited from attributes that reduced development risk and supported value. In the case of Peel, proximity to Aeris Resources' Tritton processing plant provided future processing synergies and a lower-risk pathway to development despite a smaller Resource base. Similarly, Arizona Sonoran benefited from the brownfield characteristics of the Cactus Project and a more advanced development framework, although this was offset by the significant capital investment required to bring the project into production.

1.22 We have set out below a summary of our valuation assessment.

Figure 3 - Grant Thornton's CuEq Multiple Method valuation summary of Cygnus before the Scheme

Valuation assessment of Cygnus before the Scheme - CuEq Multiples A$m (unless stated otherwise)	*Section Reference*	Low	High
CuEq tonnage for Cygnus assessed by Grant Thornton (kt)[1]	*Figure 73*	652	652
Grant Thornton assessed CuEq Multiple (A$/kt) (control)[2]	*Figure 79*	275.0x	375.0x
Enterprise value of Cygnus before the Scheme (control)		**179.4**	**244.7**
Add: Pro-forma adjusted cash balance of Cygnus	*Figure 80*	22.9	22.9
Equity value of Cygnus before the Scheme (control)		**202.4**	**267.6**
Total number of fully diluted shares in Cygnus (000's)	Figure 81	1,319,826	1,319,826
Value per Cygnus Share (A$/Cygnus Share) (control)		**0.1533**	**0.2028**

Source: GTCF analysis.
Note: (1) Consistent with common market practice, Grant Thornton's CuEq tonnage calculations implicitly assume 100% recoverability and payability for all metals across the selected trading peers and precedent transactions. Whilst this approach facilitates comparability across different assets, it does not reflect actual metallurgical outcomes or realised payabilities. The metal equivalencies derived are solely for valuation purposes and do not represent, nor are intended to replicate, JORC-compliant equivalency reporting (refer to paragraph 10.8 for further details). (2) In calculating Grant Thornton's CuEq tonnage, we have had regard to the average price of each relevant precious and base metal over a 60-day period up to 14 July 2026.

Cross check valuation assessment based on AMC Report

1.23 As part of the preparation of the IER, Grant Thornton engaged AMC as an independent technical specialist to review the assets of Cygnus and undertake a high-level project assessment. AMC's analysis focuses on project-level transaction evidence and, accordingly, does not incorporate trading prices of listed entities, control premiums in corporate acquisitions or broader equity market considerations that may be relevant to a market value assessment.

1.24 We have considered AMC's analysis in full and recognise that it reflects AMC's specialist technical expertise and experience in mining project transactions. However, we note that the availability of directly comparable project-level transactions is limited, particularly for projects with brownfield characteristics and existing processing infrastructure similar to the Chibougamau Project. We further note that AMC's analysis identified a relatively limited number of comparable transactions and that several of those transactions involved projects materially smaller than the Chibougamau Project. AMC also observed that the direct application of certain transaction-based metrics produced valuation outcomes below the value implied by the Dore Copper merger transaction completed in October 2024, resulting in AMC adopting a higher valuation benchmark at the lower end of its assessment range.

For personal use only

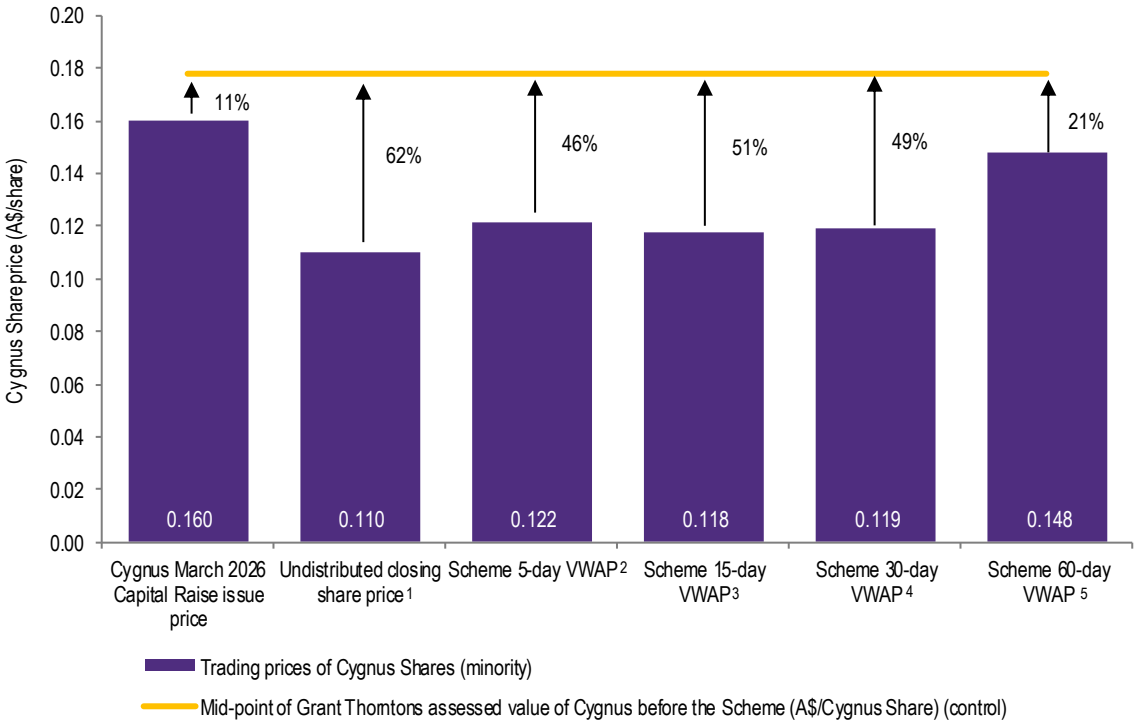
1.25 While AMC's assessment results in a valuation range below our valuation assessment, we consider that a significant portion of the difference reflects the value we attribute to the existing processing facility and associated brownfield infrastructure, together with the substantial progress achieved at the Project since completion of the Dore Copper merger, including the significant increase in Measured and Indicated Mineral Resources and a stronger copper price environment.

1.26 Accordingly, we have had regard to AMC's findings as a cross-check on our valuation assessment. However, given the limitations of the available project transaction evidence and the absence of directly comparable brownfield transactions, we have placed greater reliance on our primary valuation methodologies in assessing the market value of Cygnus.

Cross check valuation assessment based on the trading price of Cygnus Shares

1.27 As a cross-check to our primary valuation assessment under the Market Approach, we have considered the trading prices of Cygnus Shares prior to announcement of the Scheme. The trading prices of Cygnus Shares provide an indication of the value attributed by the market to Cygnus immediately prior to the Transaction and therefore represent a relevant reference point against which to assess the reasonableness of our valuation conclusions. In the figure below, we have compared the implied control value per Cygnus Share arising from our valuation assessment with a range of relevant unaffected trading price benchmarks observed prior to announcement of the Scheme.

Figure 4 - Benchmarking value range with the trading price of Cygnus Shares before the announcement of the Scheme



Source: S&P Global, GTCF analysis.
Notes: (1) Undistributed closing share price represents the closing share price of Cygnus Shares on 1 June 2026, being the day prior to the announcement of the Scheme on 2 June 2026. (2) 5-day VWAP represents the VWAP of Cygnus Shares 5 days up to the announcement of the Scheme (2 June 2026). (3) 15-day VWAP represents the VWAP of Cygnus Shares 15 days up to the announcement of the Scheme (2 June 2026). (4) 30-day VWAP represents the VWAP of Cygnus Shares 30 days up to the announcement of the Scheme (2 June 2026). (5) 60-day VWAP represents the VWAP of Cygnus Shares 60 days up to the announcement of the Scheme (2 June 2026).

For personal use only

1.28 As illustrated in the figure above, the midpoint of our valuation range is supported by Cygnus' trading behaviour and other relevant market-based indicators over the period leading up to announcement of the Scheme. In particular, the midpoint of our valuation range represents a substantial premium to the trading prices of Cygnus Shares immediately and shortly prior to announcement of the Scheme, when Cygnus Shares were trading at approximately A$0.11 to A$0.12 per share.

1.29 We also note that the midpoint of our valuation range remains above the A$0.16 per share issue price under Cygnus' March 2026 Capital Raise. The March 2026 Capital Raise was completed during a period of particularly strong copper prices driven by the onset of the conflict in the Middle East in late February 2026 which led to volatility in global equity markets and favourable market sentiment towards the Chibougamau Project, with Cygnus Shares having recently traded at a peak of approximately A$0.25 per share in January 2026.

1.30 While the March 2026 Capital Raise provides relevant market evidence, the subsequent decline in Cygnus Shares prior to announcement of the Scheme suggests that the elevated trading prices observed during early 2026 were not sustained and were influenced, at least in part, by favourable commodity market conditions, the conflict in the Middle East and investor sentiment. Accordingly, in our opinion, it is reasonable that the midpoint of our valuation range represents a substantial premium to the unaffected trading prices immediately prior to announcement of the Scheme whilst the premium is more modest compared with the March 2026 Capital Raise.

Valuation assessment of the Scheme Consideration

1.31 In assessing the value of the Scheme Consideration, we have had regard to both the trading prices of CAML Shares and a fundamental assessment of the Combined Group. While Cygnus Shareholders will receive minority interests in CAML and may reasonably be expected to realise those shares within a relatively short period following implementation of the Scheme, we do not consider it appropriate to rely solely on the prevailing trading prices of CAML Shares in the circumstances of the Transaction.

1.32 As discussed in Section 11, CAML's trading performance has been influenced by investor concerns regarding future growth, Reserve replacement and capital allocation, notwithstanding CAML's strong operating and financial performance relative to a number of listed peers. While the acquisition of Cygnus has the potential to address some of these concerns, the period since announcement of the Scheme has been relatively short and has coincided with broader volatility in commodity and equity markets. Accordingly, we have adopted the following complementary methodologies to assess the value of the Scheme Consideration:

- *CAML Shares:* The first methodology is based on the trading prices of CAML Shares. The trading price analysis indicates a value, expressed in Cygnus Shares, ranging between approximately A$0.15 to A$0.18 per Cygnus Share depending on the observation period adopted. Pre-announcement VWAPs imply values between approximately A$0.17 and A$0.18 per Cygnus Share, while post-announcement VWAPs imply values between approximately A$0.155 and A$0.170 per Cygnus Share after adjusting for CAML's final 2025 dividend. In our opinion, neither the pre-announcement nor post-announcement trading prices should be relied upon in isolation. The pre-announcement trading prices do not reflect the strategic implications of the proposed acquisition of Cygnus, while the post-announcement trading period is relatively short and coincided with significant volatility in copper prices, broader equity markets and CAML trading on an ex-dividend basis.

- *SOTP Approach:* This methodology assesses the value of the Scheme Consideration by reference to the value of the interests that Cygnus Shareholders will hold in the Combined Group following implementation of the Scheme, adjusted to reflect a minority shareholding position. The assessment is based on our valuation of Cygnus on a standalone basis together with our DCF valuation of CAML's existing operations, adjusted to reflect the pro forma ownership structure of the Combined Group.

1.33 Our valuation range of the Scheme Consideration, expressed in Cygnus Shares, is set out below.

Figure 5 - Valuation assessment of the Scheme Consideration

Valuation assessment of the Scheme Consideration A$/Cygnus Share (minority basis)	*Section Reference*	Low	High
Quoted Security Price Method	*Figure 94*	0.1600	0.1750
SOTP Approach	*Figure 95*	0.1615	0.1999
Grant Thornton adopted value of the Scheme Consideration		**0.1600**	**0.1999**

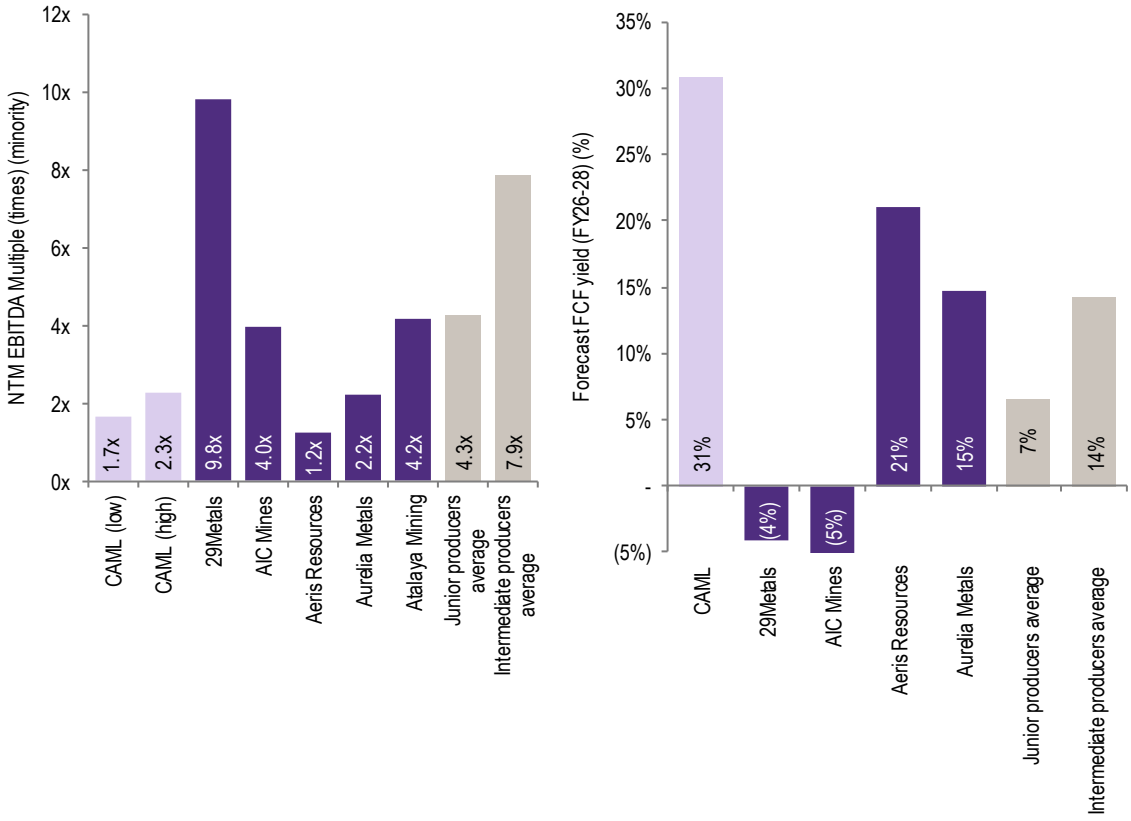
Source: GTCF Analysis.

1.34 In our opinion, the relative trading performance of CAML Shares should also be considered in the context of its underlying operating and financial performance. As illustrated in the figure below, CAML compares favourably with the selected peer group across a range of key operating and financial metrics, including profitability, cash generation, returns on capital and balance sheet strength. Notwithstanding this, CAML trades on a materially lower NTM EBITDA multiple and a materially higher forecast free cash flow yield than a number of comparable listed copper producers. In our opinion, this supports the proposition that prevailing trading prices may reflect factors beyond the current operating performance and cash generating capability of CAML's existing asset portfolio.

For personal use only

For personal use only

Figure 6 - NTM EBITDA Multiple of CAML based on our valuation of the Scheme Consideration (low and high) and selected listed copper equities compared to the forecast FCF yield



Source: S&P Global, GTCF analysis.
Notes: (1) In calculating the NTM EBITDA Multiple for the listed peers, the enterprise value has been sourced from S&P Global as at 13 July 2026 and includes net debt (interest bearing liabilities less non-restricted cash and cash equivalents), non-controlling interests and AASB 16 liabilities. (2) The NTM EBITDA Multiples of the listed peers have been calculated using the forecast NTM EBITDA based on the median of broker consensus estimates sourced from S&P Global as at 13 July 2026. (3) The forecast FCF yield is based on the forecast revenue and FCF based on the median of broker consensus estimates sourced from S&P Global as at 13 July 2026. (4) In calculating the NTM EBITDA Multiple for CAML, we have calculated the enterprise value of CAML based on our assessed value of the Scheme Consideration on a A$ per Cygnus Share basis, which we converted to GBP using a AUD:GBP exchange rate of 1.92 and then converting to a per CAML Share basis using the Exchange Ratio of 0.06.

1.35 In these circumstances, we consider it appropriate that the upper end of our valuation range reflects the value indicated by the SOTP assessment. While Cygnus Shareholders may reasonably be expected to realise their CAML Shares within a relatively short period following implementation of the Scheme, the SOTP assessment provides an alternative indicator of the value of the interests being received under the Scheme and reflects both the value of CAML's existing operations and the contribution of the Cygnus assets to the Combined Group.

Reasonableness assessment

1.36 RG 111 establishes that an offer is reasonable if it is fair. On this basis, in our opinion, the Scheme is also reasonable. However, we have also set out below other qualitative factors which may be relevant for Cygnus Shareholders.

For personal use only

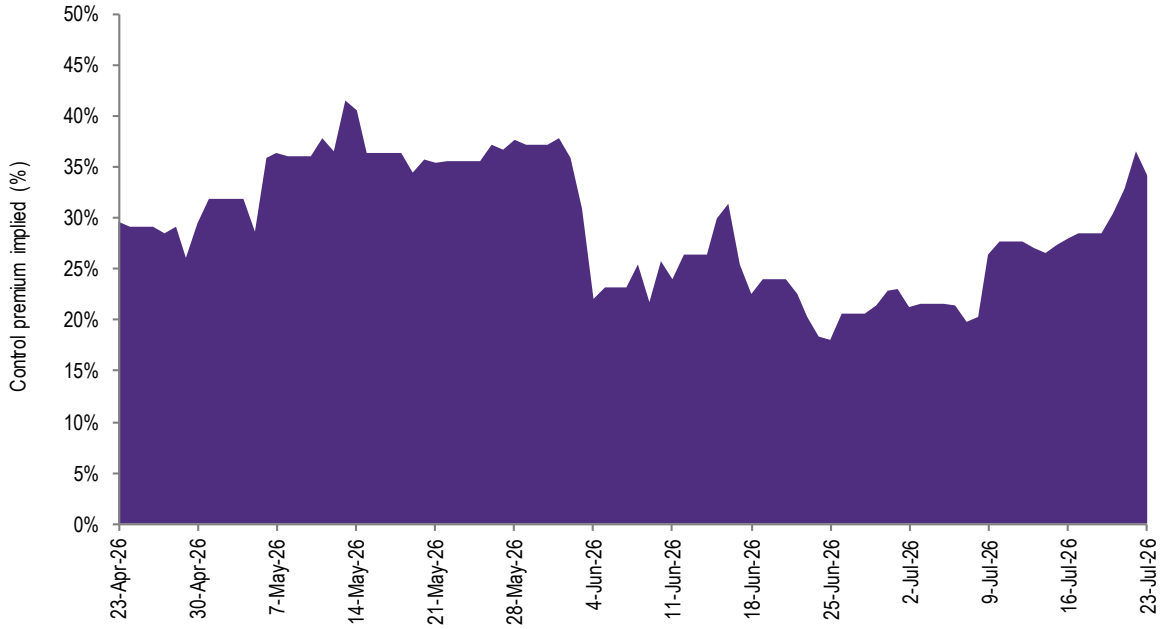
Premium for control

1.37 A premium for control is applicable when the acquisition of control of a company or business would give rise to benefits such as the ability to realise synergies, access to resources, access tax benefits and control of the board of Directors of the Company.

1.38 In a conventional cash transaction, the implied premium to the target company's trading price can be readily observed by comparing the cash consideration offered with the unaffected trading price of the target. In the present circumstances, however, the Scheme Consideration comprises CAML Shares and the implied value of the consideration is therefore dependent upon the trading price of CAML Shares adopted. As discussed in Section 11, CAML's trading prices have exhibited considerable variability both before and after announcement of the Scheme, influenced by broader copper market volatility, company-specific factors and the shares trading on an ex-dividend basis shortly after announcement of the Transaction.

1.39 Having regard to the volatility of CAML's trading prices and the scrip nature of the consideration, we do not consider it appropriate to place undue emphasis on any single implied premium. Rather, the analysis should be viewed as providing an indication that the Scheme Consideration has generally been valued by the market at a premium to Cygnus' unaffected trading price, with the precise premium varying depending on the observation period adopted for CAML Shares.

Figure 7 - Control premium implied in the trading price of CAML Shares on an ex-dividend basis against Cygnus' 5-day VWAP up to the announcement of the Scheme



Source: S&P Global, GTCF analysis.
Notes: (1) The trading prices of CAML used in the control premium calculation above have been adjusted up to 5 June 2025 to be presented on an ex-dividend basis by subtracting the 7.5 pence final dividend for 2025 which carried an ex-dividend date of 5 June 2026. (2) The daily £$ of each CAML Share has been converted to A$ using the AUD:GBP exchange rate fixed in the Exchange Ratio of A$1: £0.53. (3) Grant Thornton has calculated the value of the Scheme Consideration A$ per Cygnus Share implied in the £$ trading prices of CAML Shares using the Exchange Ratio of 0.06 to convert on a per Cygnus share basis and then an exchange rate of A$1: £0.53 discussed above.

1.40 In our opinion, the range of implied premiums is consistent with the acquisition of control and is broadly supportive of our overall opinion on the Scheme.

For personal use only

Potential acceleration of development and reduction in funding risk

1.41 Absent the Scheme, advancement of the Chibougamau Project would remain dependent on Cygnus' ability to independently fund and execute further Resource conversion, technical studies, permitting activities, engineering work and eventual project development. While Cygnus has achieved significant exploration success in recent years, advancing the Project through the next stages of development would likely require substantial ongoing capital expenditure and continued access to equity capital markets. As a result, Cygnus Shareholders would remain exposed to financing risk, potential shareholder dilution and the timing and availability of future funding sources.

1.42 The Chibougamau Project also remains at a stage where substantial technical and commercial work is required prior to any development decision. While the Project benefits from a significant Mineral Resource, a brownfields setting and existing infrastructure, there remains uncertainty regarding the ultimate scale, development pathway, project economics and timing of future production. Accordingly, there can be no assurance that Cygnus, as a standalone entity, would have the financial resources necessary to progress the Project through all stages of development within the timeframe currently anticipated by Management.

1.43 In our opinion, CAML's financial capacity provides increased flexibility to fund Resource conversion drilling, technical studies, permitting and development activities at Chibougamau without the same level of reliance on external equity funding that would likely exist under a standalone Cygnus scenario.

1.44 In addition to enhanced access to funding, CAML brings relevant mine development, operational and corporate expertise that may assist in advancing the Project. While there can be no assurance regarding the ultimate success, timing or value of development outcomes, the Transaction has the potential to accelerate the progression of the Chibougamau Project relative to a standalone development pathway and reduce certain execution and funding risks that would otherwise be borne solely by Cygnus Shareholders.

Exposure to a larger and more diversified mining group

1.45 If the Scheme is implemented, Cygnus Shareholders will exchange their interests in a single-asset exploration and aspiring development company for an interest in a larger and more diversified mining group with producing operations, operating cash flows, dividends and an established balance sheet.

1.46 Following implementation of the Scheme, former Cygnus Shareholders will retain exposure to the future exploration and development potential of the Chibougamau Project through their shareholding in the Combined Group. However, that exposure will be supplemented by interests in CAML's existing producing operations at Kounrad and Sasa, which generate operating cash flows and provide a source of funding independent of the Chibougamau Project.

1.47 In our opinion, this diversification reduces the degree to which shareholder value is dependent on the successful exploration, development and eventual commercialisation of a single project. Under a standalone Cygnus scenario, shareholder returns would be largely dependent on the successful advancement of the Chibougamau Project and Cygnus' ability to secure ongoing funding to support that development pathway.

Potential reduced entry point into CAML trading

1.48 As discussed in Section 11, CAML's trading performance has materially lagged both the broader copper sector and a number of comparable listed copper producers despite strong operating performance, significant

For personal use only

cash generation and a robust balance sheet. Broker commentary and market evidence suggest that this underperformance has been influenced, at least in part, by investor concerns regarding CAML's future growth profile, Reserve replacement requirements and long-term capital allocation strategy.

1.49 The acquisition of Cygnus has the potential to address a number of these concerns by providing CAML with a significant long life development asset, an established growth pipeline and increased exposure to copper. Consistent with this, institutional equity analysts covering CAML have generally viewed the Transaction positively, noting that it addresses a key uncertainty regarding CAML's future growth profile and provides a credible pathway for future production growth.

1.50 However, the period between announcement of the Scheme and the date of this Report has been relatively short and has coincided with significant volatility in copper prices, commodity equities and broader financial markets exacerbated by the conflict in the Middle East. As a result, it remains uncertain whether the strategic benefits of the Transaction and the contribution of the Chibougamau Project have been fully reflected in the trading prices of CAML Shares.

1.51 Accordingly, Cygnus Shareholders who elect to retain their CAML Shares may obtain exposure to the Combined Group at a point where the market continues to place significant weight on historical concerns regarding CAML's growth profile and Reserve replacement strategy, notwithstanding the proposed acquisition of Cygnus. To the extent that the Transaction is successful in addressing those concerns and advancing the development of the Chibougamau Project, Cygnus Shareholders may benefit from any future re-rating of CAML Shares. However, there can be no assurance that such a re-rating will occur.

Timing of the Scheme may be opportunistic

1.52 At the date of this Report, Cygnus is continuing to advance the Chibougamau Project and is undertaking Resource conversion drilling to increase the proportion of Indicated Mineral Resources. Consistent with the Company's June 2026 Quarterly Activities Report, completion of an updated Preliminary Economic Assessment (PEA) is contingent upon the mining inventory comprising a sufficient proportion of Indicated Resources, following which mine planning and associated study work will be required. Accordingly, there remains uncertainty regarding the timing of any updated PEA, and the market has not yet had the benefit of assessing the economics of the Project based on the enlarged and higher-confidence Resource base currently being delineated by Cygnus.

1.53 In addition, while the strategic significance of the existing brownfield infrastructure has been recognised by management and industry participants, the economic benefits associated with utilising existing infrastructure are yet to be fully quantified in a contemporary technical study. Accordingly, the market may not have fully appreciated the extent to which the existing infrastructure could reduce capital requirements, shorten development timelines and enhance the overall development economics of the Project.

1.54 The release of an updated PEA may provide the market with additional information regarding the development potential of the Chibougamau Project, including the potential benefits associated with the substantial existing infrastructure located within the Project area. However, given the passage of time since the completion of previous economic studies and the inflationary pressures experienced across the mining industry in recent years, there is no certainty that an updated PEA will demonstrate improved project economics or a more attractive development pathway than is currently understood by the market. To the extent that the updated study identifies value-enhancing outcomes, any resulting benefit will be shared by the Combined Group and not retained exclusively by Cygnus Shareholders.

For personal use only

1.55 Notwithstanding the above, our assessment of the standalone value of Cygnus has already had regard to the brownfields nature of the Chibougamau Project and the strategic benefits associated with the existing infrastructure located within the district, including the processing facility and supporting infrastructure. Accordingly, while the updated PEA may provide the market with greater clarity regarding the magnitude of these benefits and their impact on project economics, we have not assumed that such benefits are absent from the standalone value of Cygnus.

Discount to the capital raising prices in March 2026

1.56 A potential disadvantage of the Scheme is that our assessment of the value of the Scheme Consideration is broadly consistent, although at a slight discount, with at the low-end of the range of Cygnus' March 2026 Capital Raise of A$0.16 per share.

1.57 However, we note that the March 2026 Capital Raise was completed during a period of particularly strong sentiment towards Cygnus and the broader copper sector. Cygnus Management advised that the March 2026 Capital Raise was undertaken earlier than initially planned, reflecting the Cygnus Directors' view that prevailing market conditions and the Cygnus share price at that time were conducive to raising capital. At that time, Cygnus Shares were trading materially above their longer-term trading range and had recently reached a peak trading price of approximately A$0.25 per share in January 2026, albeit this peak was only short-lived. As discussed in Section 10, Cygnus materially outperformed both copper benchmarks and comparable companies during this period, suggesting that part of the share price appreciation reflected heightened market optimism regarding the Chibougamau Project and favourable commodity market conditions.

1.58 These conditions proved relatively short lived. Following February 2026, Cygnus Shares retraced materially and, immediately prior to announcement of the Scheme, were trading at approximately A$0.12 per share. In our opinion, this indicates that the trading prices observed during January and March 2026 may not have represented sustainable measures of standalone value and were influenced by market conditions and investor sentiment that were not maintained over the longer term.

1.59 Accordingly, while the Scheme Consideration does not provide a significant premium to the March 2026 Capital Raise price, it does represent a substantial premium to Cygnus' unaffected trading prices immediately prior to announcement of the Scheme. In our opinion, the limited premium to the March 2026 Capital Raise must therefore be considered in the context of the exceptional market conditions prevailing at that time and the subsequent decline in Cygnus' trading prices prior to announcement of the Transaction.

Prices of Cygnus Shares in the absence of the Scheme

1.60 Whilst it is inherently difficult to predict with precision the trading prices at which Cygnus Shares may trade in the absence of the Scheme, we consider it likely that Cygnus's share price would decline from the current level given that the premium for control is expected to be removed from the trading prices and the current volatility in the equity market and commodity prices.

Risk of Combined Group Shares not listing on the TSX (Toronto Stock Exchange) or TSXV (TSX Venture Exchange)

1.61 While CAML intends to pursue a listing on the TSX or TSXV, the achievement and timing of that listing remain uncertain and are not conditions to implementation of the Scheme. As a result, Cygnus Shareholders may receive New CAML Shares even if a TSX or TSXV listing has not been secured. In this circumstance, the

For personal use only

Combined Group may not immediately realise some of the strategic benefits associated with a Canadian listing, including enhanced access to North American capital markets, increased visibility among Canadian mining investors and potentially broader trading liquidity. This could limit the ability to trade the Combined Group Shares through a recognised Canadian exchange and reduce the attractiveness of the Combined Group to certain Canadian investors until such time as a listing is achieved, if at all. While the absence of a TSX or TSXV listing would not affect Cygnus Shareholder's economic ownership of the Combined Group, it may impact liquidity, market participation and the pace at which the broader strategic rationale of creating a dual-listed international mining company is realised.

Tax implications

1.62 The Scheme may give rise to taxation outcomes that are not uniform across all Cygnus Shareholders and may not align with the financial or tax circumstances of every individual investor. The tax implications arising from the implementation of the Scheme will depend on a range of factors specific to each Cygnus Shareholder, including their particular tax profile, investment structure and personal circumstances.

1.63 General information regarding the tax implications of the Scheme is set out in Section 9 of the Scheme Booklet.

Potential for alternative transactions

1.64 Under the terms of the SID, Cygnus has agreed to certain customary exclusivity arrangements which, subject to fiduciary carve-outs, restrict Cygnus from actively soliciting competing proposals or participating in discussions or negotiations in relation to alternative transactions. Further, CAML has entered into a Call Option Deed with Ocean Partners in respect of approximately 120.9 million Cygnus Shares, representing approximately 9.9% of Cygnus Shares on issue. The Call Option entitles CAML to acquire those shares at the Scheme exchange ratio of 0.06 CAML Shares for each Cygnus Share if a competing proposal emerges and the Cygnus Board determines that proposal to be a Superior Proposal.

1.65 Notwithstanding these arrangements, they do not prevent an alternative proposal being submitted by a potentially interested party. The announcement of the Scheme and the disclosures contained in the Scheme Booklet and this Independent Expert's Report provide materially enhanced information regarding Cygnus' asset base, development challenges and strategic options, which may assist any third party in assessing the merits of a potential alternative transaction. If a superior proposal were to emerge prior to the Scheme Meeting, Cygnus Shareholders would have the opportunity to consider that proposal, including through an adjournment of the Scheme Meeting or by voting against the Scheme.

No brokerage costs

1.66 If the Scheme is implemented, Cygnus Shareholders will not incur any brokerage or stamp duty on the transfer of Cygnus Shares to CAML under the Scheme.

Other matters

1.67 Grant Thornton Corporate Finance has prepared a FSG in accordance with the Corporations Act. The FSG is set out in the following section.

1.68 The decision of whether or not to vote in favour of the Scheme is a matter for each Cygnus Shareholder to decide based on their own views of value of Cygnus and expectations about future market conditions, Cygnus's performance, risk profile and investment strategy. If Cygnus Shareholders are in doubt about the action they should take in relation to the Scheme, they should seek their own professional advice.

Yours faithfully
GRANT THORNTON CORPORATE FINANCE PTY LTD





ANDREA DE CIAN

Director

MARK BUTTERFIELD

Authorised Representative

For personal use only

For personal use only

2. Financial Services Guide

Grant Thornton Corporate Finance Pty Ltd

2.1 Grant Thornton Corporate Finance carries on a business, and has a registered office, at Grosvenor Place, Level 26, 225 George Street, Sydney NSW 2000. Grant Thornton Corporate Finance holds Australian Financial Services Licence No 247140 authorising it to provide financial product advice in relation to securities and superannuation funds to wholesale and retail clients.

2.2 Cygnus appointed Grant Thornton Corporate Finance Pty Ltd to provide general financial product advice in the form of an IER in relation to the Transaction.

Financial Services Guide

2.3 This FSG has been prepared in accordance with the Corporations Act, 2001 and provides important information to help retail clients make a decision as to their use of general financial product advice in a report, the services we offer, information about us, our dispute resolution process and how we are remunerated.

General financial product advice

2.4 In our report we provide general financial product advice. The advice in a report does not take into account your personal objectives, financial situation or needs.

2.5 Grant Thornton Corporate Finance does not accept instructions from retail clients. Grant Thornton Corporate Finance provides no financial services directly to retail clients and receives no remuneration from retail clients for financial services. Grant Thornton Corporate Finance does not provide any personal retail financial product advice directly to retail investors nor does it provide market-related advice directly to retail investors.

Remuneration

2.6 When providing the Report, Grant Thornton Corporate Finance's client is Cygnus. Grant Thornton Corporate Finance receives its remuneration from Cygnus. In respect of this IER, Grant Thornton Corporate Finance will receive from Cygnus a fixed fee of A$185,000 (plus GST) which is based on commercial rates, plus reimbursement of out-of-pocket expenses for the preparation of the report. Our directors and employees providing financial services receive an annual salary, a performance bonus or profit share depending on their level of seniority.

2.7 Except for the fees referred to above, no related body corporate of Grant Thornton Corporate Finance, or any of the directors or employees of Grant Thornton Corporate Finance or any of those related bodies or any associate receives any other remuneration or other benefit attributable to the preparation of and provision of this report.

Independence

2.8 Grant Thornton Corporate Finance is required to be independent of Cygnus and CAML in order to provide this report. The guidelines for independence in the preparation of independent expert's reports are set out in RG

112 Independence of expert issued by ASIC. The following information in relation to the independence of Grant Thornton Corporate Finance is stated below.

"Grant Thornton Corporate Finance and its related entities do not have at the date of this report, and have not had within the previous two years, any shareholding in or other relationship with Cygnus or CAML (and their associated entities) that could reasonably be regarded as capable of affecting its ability to provide an unbiased opinion in relation to the Scheme. Grant Thornton Corporate Finance has no involvement with the Scheme, other than the preparation of this report.

Grant Thornton Corporate Finance will receive a fee based on commercial rates for the preparation of this report. This fee is not contingent on the outcome of the transaction. Grant Thornton Corporate Finance's out of pocket expenses in relation to the preparation of the report will be reimbursed. Grant Thornton Corporate Finance will receive no other benefit for the preparation of this report."

2.9 Grant Thornton Corporate Finance considers itself to be independent in terms of RG 112 "Independence of expert" issued by the ASIC."

Complaints process

2.10 Grant Thornton Corporate Finance has an internal complaint handling mechanism and is a member of the Australian Financial Complaints Authority (membership no. 11800). All complaints must be in writing and addressed to the Chief Executive Officer at Grant Thornton Corporate Finance. We will endeavour to resolve all complaints within 30 days of receiving the complaint. If the complaint has not been satisfactorily dealt with, the complaint can be referred to the Australian Financial Compliance Authority who can be contacted at:

Australian Financial Complaints Authority
GPO Box 3
Melbourne, VIC 3001
Telephone: 1800 931 678

2.11 Grant Thornton Corporate Finance is only responsible for this report and FSG. Complaints or questions about the General Meeting should not be directed to Grant Thornton Corporate Finance. Grant Thornton Corporate Finance will not respond in any way that might involve any provision of financial product advice to any retail investor.

Compensation arrangements

2.12 Grant Thornton Corporate Finance has professional indemnity insurance cover under its professional indemnity insurance policy. This policy meets the compensation arrangement requirements of section 912B of the Corporations Act, 2001.

For personal use only

Table of Contents

		Page
2.	Financial Services Guide	16
3.	Overview of the Scheme	19
4.	Purpose and scope of the report	22
5.	Industry overview	24
6.	Profile of Cygnus	50
7.	Profile of CAML	62
8.	Profile of the Combined Group	79
9.	Valuation methodologies	83
10.	Valuation assessment of Cygnus before the Scheme	86
11.	Valuation of the Scheme Consideration	109
12.	Sources of information, disclaimer and consents	127
Appendix A – Valuation methodologies		129
Appendix B – Comparable listed companies descriptions		130
Appendix C - Comparable transaction descriptions		133
Appendix D – Control Premium Study		135
Appendix E – Discount rate		136
Appendix F – Liquidity analysis of Cygnus		144
Appendix G – Liquidity analysis of CAML		147
Appendix H – Commodity price forecasts		149
Appendix I – Glossary		154
Appendix J – AMC Technical Specialist Report		159

For personal use only

For personal use only

3. Overview of the Scheme

Key terms of the Scheme

3.1 *Conditions precedent* - We have set out below the key conditions precedent included in the SID, each of which must be satisfied or waived, if capable of waiver, before the Scheme can become effective (refer to the Scheme Booklet for a comprehensive list):

- Receipt of specified North Macedonian and Kazakhstan regulatory approvals;
- An independent expert concluding and continuing to conclude that the Scheme is in the best interest of Cygnus' Shareholders;
- Approval of the Scheme by Cygnus' Shareholders in accordance with Australia's Corporations Act and applicable Canadian securities laws at the Scheme Meeting;
- An ordinary resolution of CAML Shareholders authorising the CAML Directors to issue the New CAML Shares pursuant to the Scheme and grant the New CAML Options, as required by the Companies Act 2006 of England and Wales;
- No Cygnus or CAML Material Adverse Change, Prescribed Occurrence or Regulated Event arising (each as defined in the SID); and
- Requisite Australian Court approvals.

3.2 *Scheme Consideration* - Under the SID, CAML will acquire 100% of the issued fully paid ordinary shares of Cygnus by way of Australian scheme of arrangement, pursuant to which Cygnus Shareholders will receive 0.06 New CAML Shares per Cygnus Share held.

3.3 *Share Sale Facility:* As part of the Scheme, and subject to receipt of any required regulatory approvals, CAML intends to put in place a Share Sale Facility for smaller Cygnus Shareholders. Under the Share Sale Facility, eligible Cygnus Shareholders, excluding Ineligible Foreign Shareholders, who hold 85,176 Cygnus Shares or fewer as at the Scheme Record Date may elect for the New CAML Shares that would otherwise be issued to them under the Scheme to be sold on their behalf after implementation of the Scheme by a third party broker.

3.4 *Cygnus equity incentives* - As at the Last Practical Date, there are 78,221,706 Cygnus Performance Rights (noting 49,435,873 have already vested as discussed further below), 10,866,073 Cygnus Options and 3,146,535 Cygnus Share Rights on issue. Below we have summarised the treatment of each of these equity incentives based on the terms in the SID:

- *Cygnus Performance Rights:* Cygnus is required to take all necessary steps to ensure that, subject to the Scheme becoming Effective, each Cygnus Performance Right is either vested or cancelled, with any resulting Cygnus Shares issued prior to the Scheme Record Date (as defined in the SID). As at the Last Practicable Date, 49,435,873 Cygnus Performance Rights had already satisfied their vesting conditions and will therefore vest regardless of whether the Scheme proceeds. The remaining 28,785,833 Cygnus Performance Rights are unvested; however, as the Scheme constitutes a change of control transaction, these Performance Rights will automatically vest and be exercised into Cygnus

For personal use only

Shares upon the Scheme becoming Effective. Accordingly, all Cygnus Performance Rights on issue as at the Last Practicable Date are expected to vest prior to implementation of the Scheme, enabling the holders of such Performance Rights to participate in the Scheme as Cygnus Shareholders.

- *Cygnus Options:* Cygnus and CAML must take steps to procure that each Cygnus Option Holder enters into a deed pursuant to which the Cygnus Option Holders may either: i) exercise their options before the Effective Date and participate in the Scheme as Cygnus Shareholders; or ii) if their options remain unexercised, receive replacement CAML Options in exchange for their Cygnus Options on substantially equivalent terms.

- Cygnus Share Rights: Each Cygnus Share Right is fully vested and, upon exercise, entitles the holder to one fully paid Cygnus Share. Accordingly, all Share Rights on issue are currently convertible into Cygnus Shares. In connection with the Scheme, Cygnus will take the necessary steps to ensure all Cygnus Share Rights are exercised prior to the Record Date, with the resulting Cygnus Shares issued and entered on the share register. As a result, holders of Cygnus Share Rights will participate in the Scheme as Cygnus shareholders and receive the Scheme Consideration in respect of the Cygnus Shares issued on exercise of their Share Rights.

3.5 *Break fee* - Under the SID, Cygnus has agreed to pay CAML a cash break fee of A$2.3 million if certain specified events occur. These events include circumstances relating to a change, withdrawal or adverse modification of the Cygnus Board Recommendation, breaches of the exclusivity arrangements contained in the SID, the emergence of a Superior Proposal, and certain circumstances where a Competing Proposal is subsequently implemented following termination of the SID. The break fee is also subject to a number of qualifications and exceptions set out in the SID.

3.6 *Reverse break fee* - Under the SID, CAML has agreed to pay Cygnus a cash reverse break fee of A$2.3 million if certain specified events occur. These events include circumstances relating to material breaches by CAML of its obligations under the SID and a change, withdrawal or adverse modification of the CAML Board Recommendation (as defined in the SID). The reverse break fee is also subject to a number of qualifications and exceptions set out in the SID.

3.7 *Other* - The SID contains customary exclusivity provisions, including "no-shop", "no-talk" and "no due diligence" obligations, and a "notification" obligation and a matching right in favour of CAML (each defined in the SID).

Other relevant factors

3.8 *Call Option* - CAML has entered into a Call Option Deed with Ocean Partners in respect of their relevant interests in an aggregate 120,906,526 Cygnus Shares, representing approximately 9.9% of Cygnus Shares on issue. The Call Option provides CAML with the right to acquire the relevant Cygnus Shares held by Ocean Partners for 0.06 CAML Shares per Cygnus Share if the Call Option Conditions are satisfied, being:

- Cygnus has received a competing proposal or any person (including Cygnus) publicly announces a competing proposal; and

- The Cygnus Board has announced that a competing proposal is a superior proposal.

For personal use only

3.9 Subject to satisfaction of the Call Option Conditions, CAML may exercise the Call Option at any time during the exercise period, being until the earlier of: (i) 6 months after the date of deed; (ii) the date of implementation of the Scheme; (iii) the date that is 10 business days after the date the SID is validly terminated, provided that no new scheme implementation deed or takeover bid or other control proposal is announced by CAML or any other CAML group member within that 10 business day period; and (i) such other date and time agreed in writing between Ocean Partners and CAML before that date.

3.10 *Major Cygnus Shareholder support* - Major Cygnus Shareholders (Ocean Partners, Equinox Partners, Symorgh Investments and Gold Leaf Corporate), which together with their respective associates, own and/or control in aggregate approximately 28% of the Cygnus Shares on issue as at the Last Practicable Date[6], have confirmed their intention to vote up to a maximum of 349,524,449 Cygnus Shares (being the number of Cygnus Shares the subject of their respective voting intention statements that they hold directly or indirectly) in favour of the Scheme, subject to no superior proposal emerging and an independent expert concluding and continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders. In addition, Ocean Partners, in respect of its 12.7% interest of the Cygnus Shares on issue as at the Last Practicable Date, and Equinox Partners, in respect of its 12.3% interest of the Cygnus Shares on issue as at the Last Practicable Date[7], have also confirmed that they will not dispose, or cause the disposal, of its Cygnus Shares until the earlier of, the date of the Scheme Meeting (as defined in the SID), or, the date of that is four months from the date of their intention statement.

3.11 *Cygnus Director recommendation* - Subject to no superior proposal emerging and an independent expert concluding and continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders, Cygnus Directors unanimously recommend that Cygnus Shareholders vote in favour of the Scheme and subject to the same qualifications, each Cygnus Director intends to vote all Cygnus Shares held or controlled by them in favour of the Scheme.

[6] Based on Ocean Partners 156,201,460 Cygnus Ordinary Shares, Equinox Partners 150,829,997 Cygnus Ordinary Shares, Symorgh Investments 23,061,724 Cygnus Ordinary Shares and Gold Leaf Corporate 13,372,069 Cygnus Ordinary Shares and total 1,227,592,052 Cygnus Ordinary Shares on issue as at the Last Practical Date.

[7] Based on Equinox 150,829,997 Cygnus Shares, Ocean Partners 156,201,460 Cygnus Shares and total 1,227,592,052 Cygnus Ordinary Shares on issue as at the Last Practical Date.

4. Purpose and scope of the report

Purpose

4.1 Section 411 of the Corporations Act 2001 (Cth) regulates schemes of arrangement between companies and their members. Part 3 of Schedule 8 of the Corporations Regulations 2001 prescribes information to be sent to shareholders and creditors in relation to members' and creditors' schemes of arrangement pursuant to Section 411 of the Corporations Act.

4.2 Part 3 of Schedule 8 (s640) of the Corporations Regulations requires an IER in relation to a scheme to be prepared when a party to that scheme has a shareholding greater than 30% in the company subject to the scheme, or where any of its directors are also directors of the company subject to the scheme. In those circumstances, the IER must state whether a scheme is in the best interests of shareholders and state reasons for that opinion. Even where there is no requirement for an IER, documentation for a scheme of arrangement typically includes an IER.

4.3 While there is no legal requirement for an IER to be prepared in respect of the Scheme, the Cygnus Directors have requested that Grant Thornton Corporate Finance prepare an IER to express an opinion as to whether the Scheme is in the best interests of Cygnus Shareholders.

Basis of assessment

4.4 In determining whether the Scheme is in the best interests of the Cygnus Shareholders, Grant Thornton Corporate Finance has had regard to relevant Regulatory Guides issued by the ASIC, including RG 111, RG 60 and RG 112. The IER also includes other information and disclosures as required by ASIC. We note that neither the Corporations Act nor the Corporations Regulations define the term "in the best interests of members".

4.5 RG 111 establishes certain guidelines in respect of IERs prepared for the purposes of the Corporations Act. RG 111 is framed largely in relation to reports prepared pursuant to Section 640 of the Corporations Act and comments on the meaning of "fair and reasonable" in the context of a takeover offer. RG 111 requires an IER prepared for a change of control transaction implemented by way of scheme of arrangement to undertake an analysis substantially the same as for a takeover bid. However, the opinion of the expert should be whether or not the proposed scheme is "in the best interests of the members of the company". If an expert were to conclude that a proposal was "fair and reasonable" if it was in the form of a takeover bid, it will also conclude that the proposed scheme is "in the best interests of the members of the company"

4.6 Pursuant to RG 111, an offer is "fair" if the value of the offer price or consideration is equal to or greater than the value of the securities that are subject of the offer. A comparison must be made assuming 100% ownership of the target company.

4.7 RG 111 considers an offer to be "reasonable" if it is fair. An offer may also be reasonable if, despite not being "fair" but after considering other significant factors, shareholders should accept the offer in the absence of any higher bid before the close of the offer.

For personal use only

For personal use only

4.8 In our opinion, the most appropriate way to evaluate the fairness of the Scheme and hence of the Transaction is to compare the fair market value of Cygnus Shares on a control and fully diluted basis before the Scheme with the consideration received being CAML Shares on a minority basis.

4.9 In considering whether the Scheme is in the best interests of Cygnus Shareholders, we have considered a number of factors, including:

- Whether the Scheme is fair.
- The implications to Cygnus Shareholders if the Scheme is not approved.
- Other likely advantages and disadvantages associated with the Scheme.
- Other costs and risks associated with the Scheme that could potentially affect Cygnus Shareholders.

AMC Report

4.10 For the purpose of this IER, AMC was engaged by Grant Thornton to assist in the review and valuation of Cygnus and CAML assets. The AMC Report is available in Appendix J.

Independence

4.11 Prior to accepting this engagement, Grant Thornton Corporate Finance (a 100% subsidiary of Grant Thornton Australia Limited) considered its independence with respect to the various transactions with reference to RG 112 issued by ASIC.

4.12 Grant Thornton Corporate Finance has no involvement with, or interest in, the outcome of the transaction other than that of an independent expert. Grant Thornton Corporate Finance is entitled to receive a fee based on commercial rates and including reimbursement of out-of-pocket expenses for the preparation of this report.

4.13 Except for these fees, Grant Thornton Corporate Finance will not be entitled to any other pecuniary or other benefit, whether direct or indirect, in connection with the issuing of this report. The payment of this fee is in no way contingent upon the successful implementation of the transaction.

4.14 In our opinion, Grant Thornton Corporate Finance is independent of Cygnus and CAML and their directors and all other relevant parties.

Compliance with APES 225 Valuation Services

4.15 This report has been prepared in accordance with the requirements of APES 225 as issued by the Accounting Professional & Ethical Standards Board. In accordance with the requirements of APES 225, we advise that this assignment is a Valuation Engagement as defined by that standard as follows:

"An Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Member is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Member at that time."

For personal use only

5. Industry overview

Introduction

5.1 Cygnus's flagship asset, the Chibougamau Project in Québec, Canada, is a high-grade brownfield copper-gold project with additional silver. In addition, Cygnus owns the James Bay Project, a portfolio of three lithium exploration projects in the James Bay district of Québec. CAML is a junior base metals producer, with a copper operation in Kazakhstan and a zinc-lead mine in North Macedonia. Accordingly, this industry overview primarily examines the copper, gold, zinc and lead market, touching on silver and lithium as other metals.

Copper

5.2 Copper is a highly versatile metal that plays a vital role in modern infrastructure and technology. With a history spanning over 10,000 years of continuous use, the longest of all base metals, its enduring significance is partly due to its natural occurrence in a usable metallic form.

5.3 Copper is typically found in two main mineral forms:

- Copper oxides, which are more commonly located near the earth's surface. These deposits are generally considered lower grade due to their reduced copper concentration and are usually mined using open-cut methods.

- Copper sulphides, which occur deeper underground and tend to contain higher concentrations of copper. Depending on the depth and geological conditions, sulphide ores may be extracted through either open-cut or underground mining techniques.

5.4 Despite the variation in copper content across different ore types, copper deposits typically contain less than 5% copper. Therefore, multiple processing stages are required to extract and refine the copper into its pure metallic form.

5.5 Copper is commonly used in electrical wiring, power generation, and transmission systems due to its excellent electrical and thermal conductivity. Copper is also widely used in plumbing, roofing, and industrial machinery. In recent years, demand has surged due to its critical role in renewable energy systems, electric vehicles and energy storage technologies, where it is used in motors, batteries, and charging infrastructure. Its recyclability further enhances its value in sustainable development.

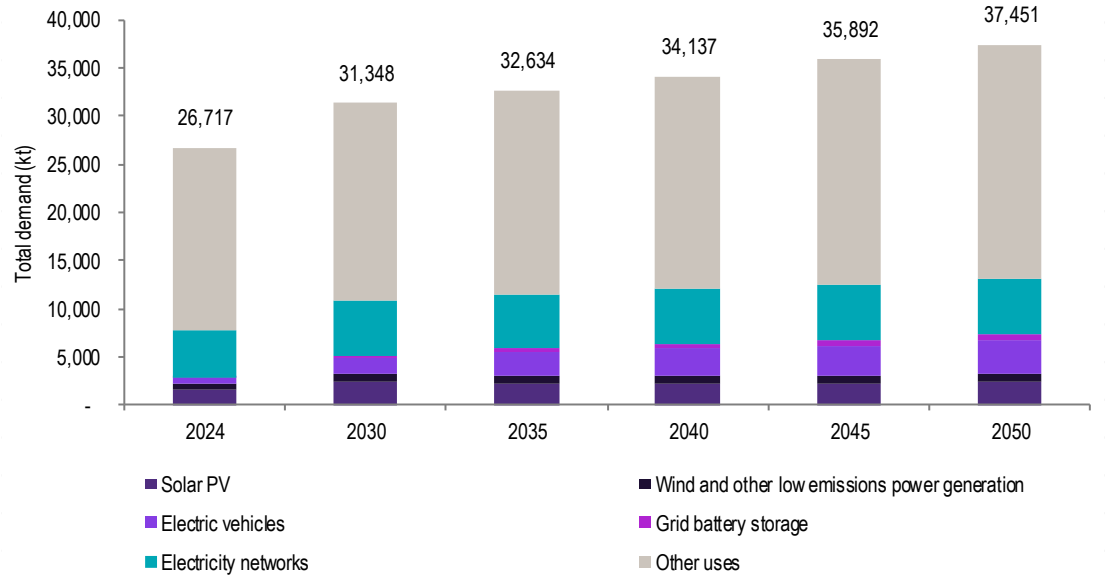
Demand

5.6 Copper demand is projected to grow steadily through to 2050, driven by the global transition to electrification and industrial expansion. According to the IEA's Stated Policies Scenario[8], global refined copper demand (excluding direct-use scrap) is expected to rise from approximately 27Mt in 2024 to approximately 34Mt in 2040. Construction and electricity networks remain the largest consumers, while EVs represent the fastest growing segment. Industrial machinery and equipment demand is also expected to increase, reflecting broader trends in manufacturing and electrification.

[8] The IEA's Stated Policies Scenario is an exploratory scenario used by the IEA for forward-looking analysis that provides a sense of the prevailing direction of travel for the energy system, based on today's policy settings.

For personal use only

Figure 8 - Global Refined Copper Demand Outlook (excluding direct-use scrap)



Source: IEA Global Critical Minerals Outlook 2025, GTCF analysis.

5.7 Total global copper demand has grown at a 3.1% CAGR over the last 75 years, and the projected global copper demand is expected to grow by around 70% up to 2050, being an average growth rate of 2% pa[9]. Demand is primarily expected to be driven by 'traditional' economic growth, the energy transition and digital growth. BloombergNEF[10] has estimated that US$2.1 trillion is needed for the energy transition metal sectors between now and 2050[11].

5.8 A key example of the importance of copper in modern society is the use of copper within EVs. A typical battery electric vehicle contains approximately 183 pounds (83 kilograms) of copper, compared to just 48 pounds (22 kilograms) in a conventional internal combustion engine vehicle[12]. In 2025, global EV sales surpassed 20.7 million units, an increase of more than 20% from 2024 and representative of over 20% of all new car sales worldwide[13]. This rapid growth trajectory is expected to continue, with the share of copper demand attributed to EVs projected to rise from 2% in 2024 to 10% by 2050[14].

5.9 In 2024, China was responsible for almost 60% of global refined copper demand while the US was the second-largest source of demand with just over 6%[15]. Looking ahead, emerging economies such as India and Vietnam are expected to experience the greatest demand growth rates, driven by industrialisation, urbanisation, infrastructure development, population expansion and industrial migration. Copper demand across Asia (excluding China) is projected to grow at a CAGR of 4.7% from 2022 to 2050, driven by the relocation of industrial activity and supportive domestic policies aimed at strengthening end-use manufacturing sectors[16].

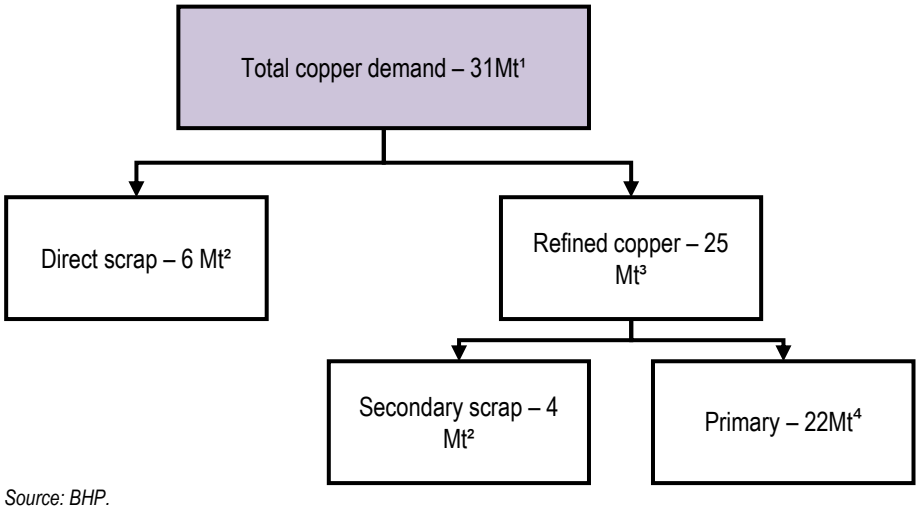
[9] BHP Insight - September 2024.
[10] BloombergNEF is a global strategic research provider with a focus on the financial, economic and policy implications of emerging technologies and trends. They publish an annual long-term outlook for the role of metals in the energy transition and the implications of the shift to a low-carbon economy on supply and demand for metals.
[11] Transition Metals Outlook 2024.
[12] Reuters
[13] Benchmark Mineral Intelligence, January 2026
[14] IEA, Global Critical Minerals Outlook 2025
[15] IEA, Global Critical Minerals Outlook 2025
[16] Wood Mackenzie, Copper Outlook Q2 2022

For personal use only

Supply

5.10 Copper is produced through two primary methods being mine production and refined supply. Copper mine production refers to the extraction of copper ore from the earth, representing the initial stage of the copper supply chain. In contrast, refined copper supply encompasses the final, purified form of copper metal, derived from both primary sources (mined ore) and secondary sources (recycling and direct-use scrap). Refined copper is the material used in manufacturing and industrial applications. As a result of recycling and processing existing inventories, refined copper supply is generally higher than mine production.

Figure 9 - Copper supply overview



Source: BHP.
Notes: (1) The notes below are associated with the above chart and obtained from the BHP website. (2) Based on CY23 volumes.

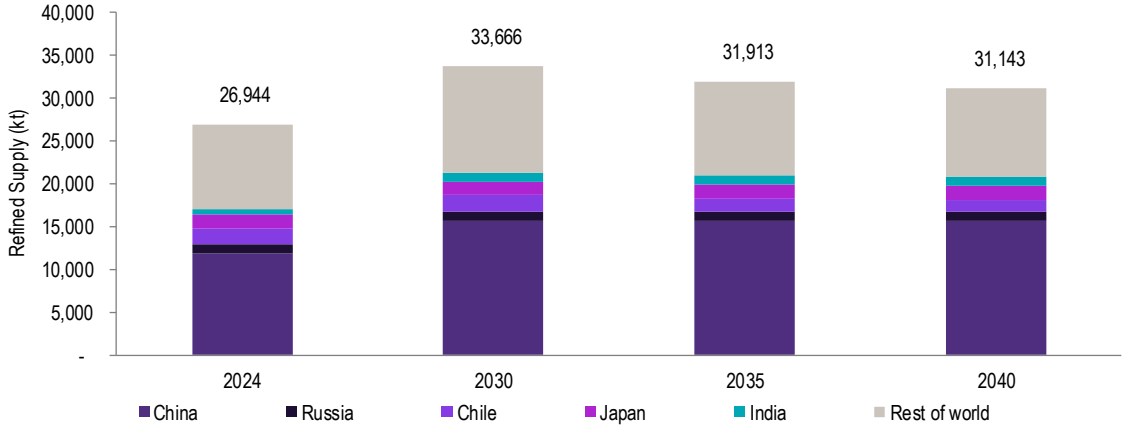
5.11 Just as copper demand is influenced by various factors, copper supply is also driven by multiple components, as illustrated in the chart above. Below, we have provided explanatory notes outlining the key elements that contribute to supply.

- Note 1: The total copper market encompasses the volume of copper required to meet global demand for semi-fabricated products, which include wire, tubes, plates, sheets, strips, foils, bars, sections, powders, and flakes.
- Note 2: Over the past decade, recycled sources have accounted for more than 30% of annual copper usage. The Fraunhofer Institute estimates that two-thirds of the 550 million tonnes of copper produced since 1900 remain in active use today.
- Note 3: Refined copper is produced by two processes, pyrometallurgical (dry) or hydrometallurgical (wet). Smelting (pyrometallurgical) is a process of heating / melting copper concentrate to remove impurities, resulting in product that is 98.5%-99.5% copper. Refining refers to any process that increases grade or purity of the metals.
- Note 4: Primary copper production occurs from copper mines, where refining can also occur.

5.12 In the chart below, we have set out the current global refined copper supply and future supply outlook.

For personal use only

Figure 10 - Global Copper Refined Supply



Source: IEA Critical Minerals Dataset 2025, GTCF analysis.

5.13 According to a McKinsey report[17], the industry may face a shortfall of 3.6 million tonnes of refined copper by 2035, placing increasing strain on global supply chains. Currently, postconsumer scrap contributes approximately 20% to the total refined copper supply, with projections indicating a rise to around 25% by 2035. However, limitations in collection and processing infrastructure hinder the integration of a larger share of available scrap. Despite these challenges, recycled copper continues to play a crucial role in narrowing the gap between supply and growing demand, with estimates stating recycling programs could reduce new mining requirements by up to 30%[18].

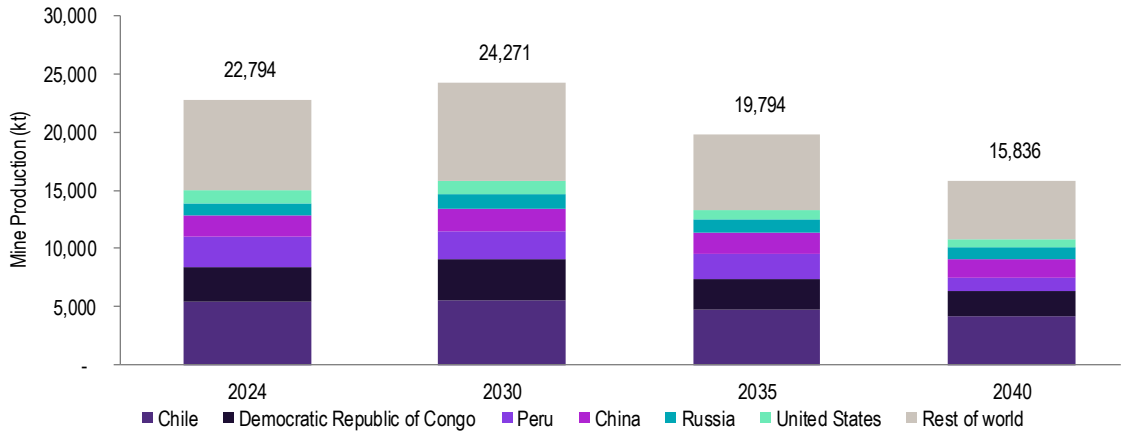
5.14 China has continued its dominance in refined copper supply, accounting for 44% of global supply in 2024, which is expected to increase to 50% by 2040 due to several new plants and expansions[19]. This lack of diversification, coupled with geopolitical and environmental risks, along with long lead times for new projects, underscores the urgent need for investment and diversification in global copper supply chains to meet future demand. In 2024, secondary copper supply (excluding direct-use scrap) accounted for less than 17% of total demand. This low share was primarily due to surging demand and increased energy and shipping costs, which have made recycling less economically viable. However, by 2050, this share is expected to rise to nearly 35%, driven by policy measures aimed at improving collection rates and enhancing the recovery of copper from secondary sources[20].

5.15 In the chart below, we have set out the current global copper mine production and future production outlook.

[17] McKinsey & Company, Chasing the lost copper: Global scrap and its role in decarbonization June 2025
[18] IEA, Recycling of Critical Minerals, November 2024
[19] IEA, Global Critical Minerals Outlook 2025
[20] IEA, Global Critical Minerals Outlook 2025

For personal use only

Figure 11 - Global Copper Mine Production Outlook



Source: IEA Critical Minerals Dataset 2025, GTCF analysis.

5.16 According to the IEA, global mine production reached 22.8Mt in 2024, with Chile and the Democratic Republic of Congo (DRC) as the top producers, contributing a combined 37%. Global mine production is expected to peak around the late 2030s at just over 24Mt, before declining to below 20Mt by 2035. This decline is driven by Reserve depletion and falling ore grades, with the average grade of copper mines down by 40% since 1991[21], which has led to increased complexity and cost of new project development. It is expected that between one-third and one-half of global copper supply are expected to face grade decline and ageing challenges over the next decade, increasing unit costs and requirement for capital investment[22].

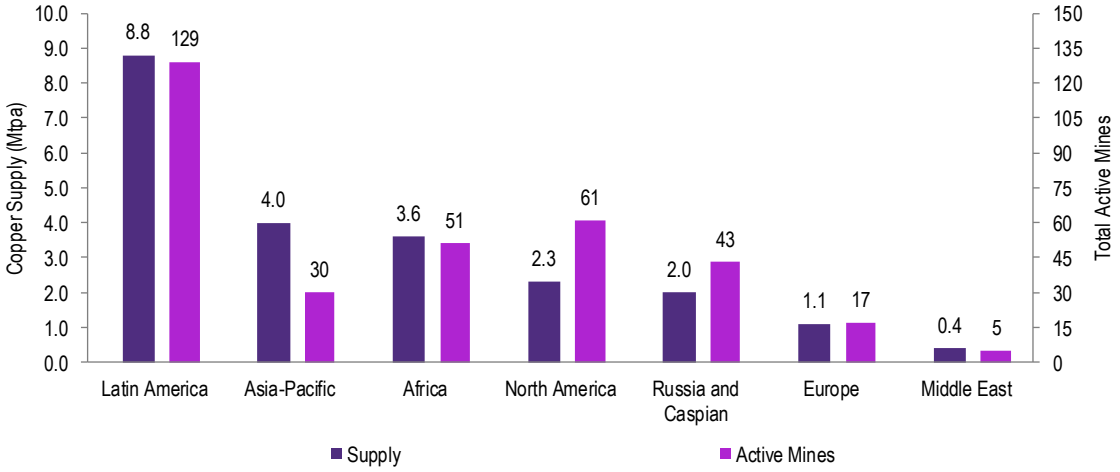
5.17 The IEA have estimated a 30% supply deficit by 2035 based on the pipeline of existing and announced copper mining projects, which widens to 35-40% under more ambitious climate scenarios[23]. There has also been a significant decrease in the rate of new copper resource discoveries. 239 copper deposits were discovered between 1990 and 2023, with only 14 of these in the decade from 2013 to 2023[24]. In the U.S., which accounted for 5.0% of the global mine production in 2024, Arizona is the leading copper-producing state, accounting for 70% of the country's output in 2024[25]. Some of the largest copper mines in the state include the Morenci Mine and the Bagdad Mine, owned by Freeport-McMoRan.

5.18 We have presented below the current copper mine supply by region, including the current number of active mines per region.

[21] IEA, Global Critical Minerals Outlook 2025
[22] S&P Global Market Intelligence.
[23] IEA, Global Critical Minerals Outlook 2025
[24] S&P Global: New major copper discoveries sparse amid shift away from early-stage exploration
[25] US Geological Survey, Mineral Commodity Summaries 2025

For personal use only

Figure 12 - Active copper mines and total mine supply by geography in 2024



Source: BHP 30 September 2024 insights: How copper will reshape our future, GTCF analysis.

5.19 In 2024, Chile was the largest producer by mine production, contributing approximately 23% of the global total. Chile is considered a relatively stable jurisdiction for mining investment, being ranked 29th (of 82 regions) based on investment attractiveness in the Fraser Institute Annual Survey of Mining Companies 2024. The DRC and Peru round out the top three producers, who together with Chile, represent almost half of total copper mine production. The U.S. was the 5th largest producer, accounting for approximately 5% of global copper mine production in 2024. Freeport-McMoRan is the country's largest producer, accounting for approximately 70% of domestic production as of April 2025[26].

Copper price

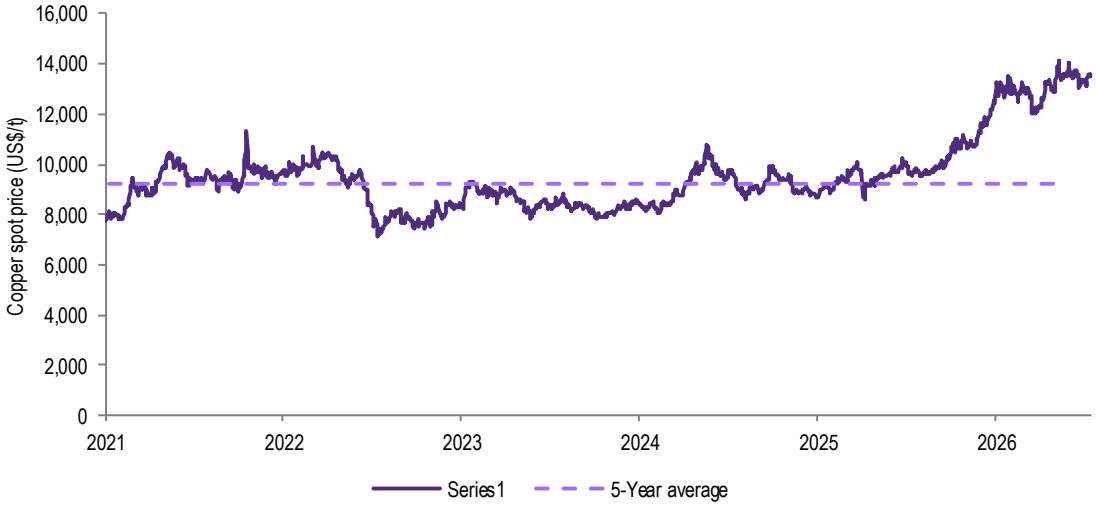
5.20 Copper is actively traded on major commodity exchanges including the London Metal Exchange, COMEX, and the Shanghai Futures Exchange (SHFE), with the LME recognised as the global leading benchmark and the most liquid market. Given the diversity of copper products in circulation, pricing is typically benchmarked against 99.99% pure copper cathodes, as quoted on these exchanges. When pricing copper concentrate, adjustments are made to the benchmark rates to account for a number of factors like 1) the metal content, which determines the proportion of copper that can be recovered from the concentrate; 2) payable metal, reflecting the portion retained by the buyer as part of the commercial terms; 3) treatment and refining charges, which cover the costs associated with processing the concentrate into refined copper; and 4) penalties, applied for the presence of impurities.

5.21 In the past 5 years, copper prices have experienced volatility due to global market factors, most notably, disruptions caused by the Covid-19 pandemic and increased demand from the global transition to clean energy. The table below presents the historical nominal copper prices.

[26] Discovery Alert, 11 April 2025

For personal use only

Figure 13 - Historical copper price (nominal, US$/t)



Source: S&P Capital, GTCF Analysis.
Notes: 1) Copper prices displayed through to 17/07/2026.

5.22 Over the past five years, copper prices have experienced significant volatility, reflecting a combination of cyclical economic factors and increasingly structural supply/demand dynamics. Following the initial pandemic-related decline in 2020, copper prices recovered strongly through 2021 and 2022 as global manufacturing activity rebounded and fiscal stimulus supported infrastructure spending. From 2023 onward, copper prices increasingly decoupled from traditional short-term economic indicators, underpinned by the growing role of copper as a critical input into electrification, renewable energy infrastructure, electric vehicles and data centres supporting digitalisation and AI deployment.

5.23 Through 2024 and 2025, copper prices moved higher despite uneven global growth, supported by tightening mine supply, declining ore grades, limited investment in new projects and repeated disruptions across key producing regions. According to the International Energy Agency and World Bank, the copper market entered this period with limited spare capacity and a growing structural supply deficit, amplifying the price impact of any production or logistical disruption.

5.24 Since the escalation of conflict involving Iran in late February 2026, copper prices have displayed heightened volatility and have softened from recent highs. Reputable market commentary attributes this behaviour to copper's exposure as a cyclical industrial. While the conflict introduced concerns around energy supply, shipping routes and input costs, it also increased fears of global economic slowdown driven by higher oil prices, inflationary pressure and more restrictive monetary policy. Rising energy prices linked to Middle East instability have pushed inflation expectations higher, reducing the likelihood of near-term interest rate cuts. This has strengthened the US dollar and increased recession risk, both of which tend to weigh on industrial metals demand expectations, including copper, during periods of heightened uncertainty.

5.25 At the same time, copper entered the conflict period trading at historically elevated levels following a strong rally through late 2025 and early 2026. This left prices vulnerable to profit-taking and positioning unwinds as investors reduced exposure to cyclical assets in favour of liquidity and defensive positioning.

5.26 While the Iran conflict has introduced downside pressure on copper prices through growth and demand expectations, it has also highlighted vulnerabilities in global energy and trade infrastructure that may

For personal use only

ultimately reinforce longer-term supply constraints and cost inflation across copper mining and processing. In this context, the recent pullback in copper prices since late February 2026 is broadly interpreted as a cyclical adjustment driven by macroeconomic risk repricing, rather than a fundamental shift in the longer-term outlook. Structural drivers, including electrification, energy transition demand and limited supply responsiveness, continue to underpin medium-to-long-term expectations for copper prices.

Gold

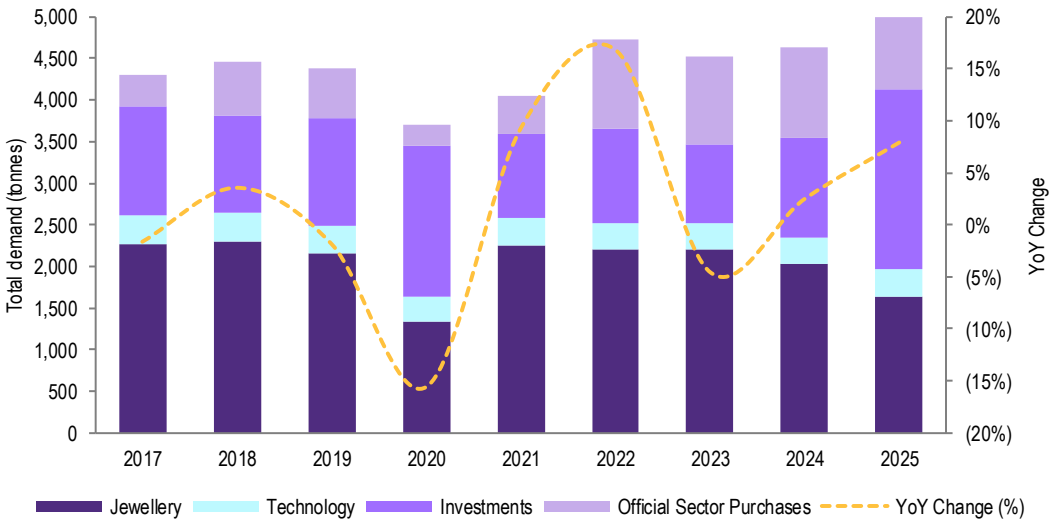
5.27 Gold is a precious metal used primarily in the fabrication of jewellery, electronics and other industrial applications as well as an investment asset for the store of value and hedging. Gold is actively traded on international commodity markets and experiences daily price fluctuations as determined by global demand and supply factors.

5.28 Gold is considered a safe-haven asset with prices typically increasing at times of high market volatilities. In recent years, the gold price has exhibited significant upward trend supported by major global events, including the Covid-19 pandemic, the conflicts between Russia and Ukraine, and Israel and Hamas, as well as the renewed US tariff threats under the Trump administration which have all contributed to changes in monetary policy, geopolitical tensions, inflation concerns, and stock market volatility. Gold is commonly considered a natural hedge against inflation, but it is generally inversely correlated to Government bond yields due to the opportunity cost associated with holding gold, as it does not generate a yield.

Demand

5.29 Demand for gold is mainly driven by gold jewellery, global investment trends and market/economic conditions. The graph below illustrates historic gold demand by category.

Figure 14 - Historical global demand for gold by category (2017 to 2025)



Source: World Gold Council, historical demand and supply as at 31 December 2025, GTCF analysis
Notes: (1) Official Sector Purchases refers to gold demand from Central bank and other institutions. (2) Investments comprise demand for bar and coin, ETF and other similar products.

5.30 The demand for jewellery fabrication is highly seasonal as it is largely linked to Indian and Chinese traditional festivities, noting that China and India are the largest consumers by volume, together accounting for approximately 52.9% of global demand for jewellery in 2025. Demand fluctuations have

For personal use only

historically occurred, such as in 2020, when demand declined materially due to weak consumer confidence caused by the COVID-19 pandemic, which significantly impacted gold prices. Demand for jewellery again dropped 18% in 2025 driven largely by the multiple all-time highs throughout 2025.

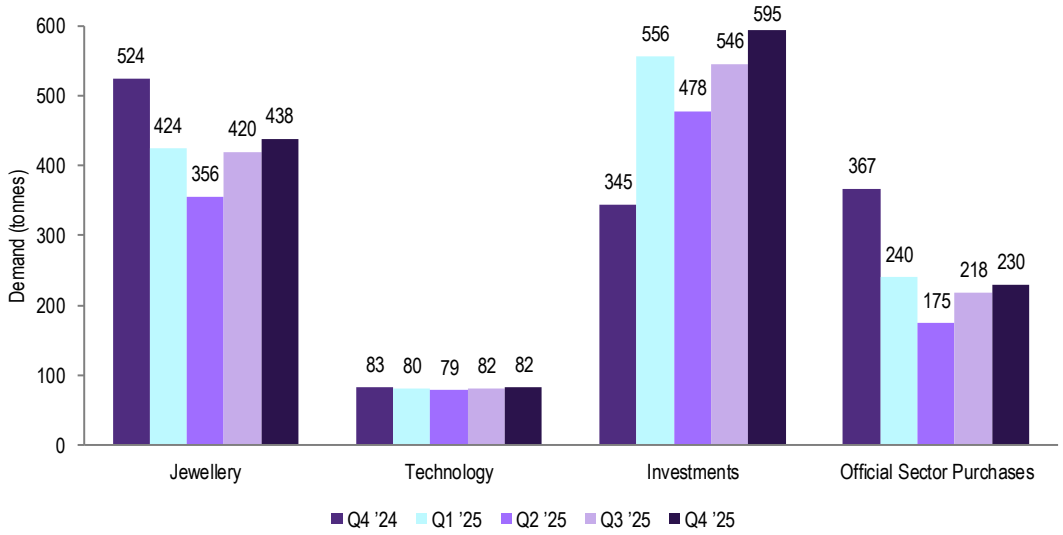
5.31 In addition, gold demand is affected by central banks' reserve requirements and more recently from gold backed ETFs which are relatively new financial instruments that allow investors to receive the benefits of owning physical gold without requiring storage.

5.32 Investors generally consider gold as a safe investment asset and the demand for gold has increased over the last year due to safe-haven and diversification factors. Annual gold investment grew by 84% in 2025, with demand being concentrated in the second half of the year coinciding with rate cuts, geopolitical uncertainty and strong price performance which attracted inflows into all gold investments. Gold-backed ETFs surged to an all-time high of 4,025t in 2025, with more than 50% (446t) of demand flowing through North American funds followed by Asian funds with 215t.

5.33 Official sector purchases declined in 2025, with only 863 tonnes purchased in 2025, down from 1,092 tonnes in 2024. This was driven by a more cautious approach given gold reached multiple all-time highs throughout the year.

5.34 Although gold investment levels were significantly reduced from Q4'24, demand across 2025 slowly returned with Q4'25, rising by approximately 6% compared to the previous quarter, aligned with investors seeking refuge in gold amid persistent geopolitical uncertainty, ongoing trade and policy-related risks and heightened equity market volatility.

Figure 15 - Historical global demand for gold (Q4'2024 to Q4'2025)



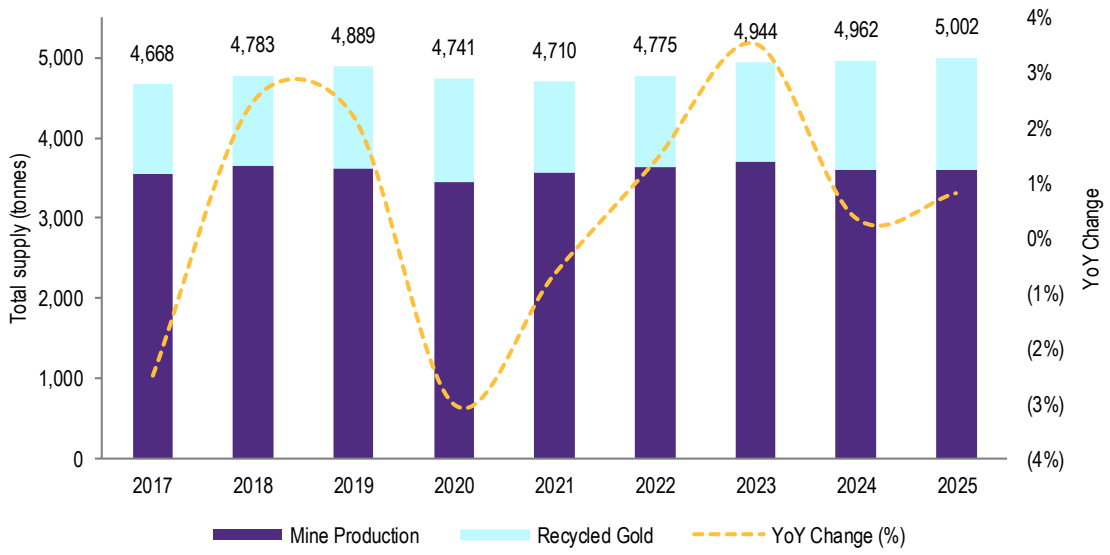
Source: World Gold Council, historical demand and supply as at 31 December 2025, GTCF analysis
Notes: (1) Official Sector Purchases refers to gold demand from Central bank and other institutions. (2) Investments comprise demand for bar and coin, ETF and other similar products.

Supply

5.35 The supply of gold is mainly sourced from mine production and the recycling of scrap gold. The graph below illustrates historical gold supply by category:

For personal use only

Figure 16 - Historical gold supply by category (2017 to 2025)



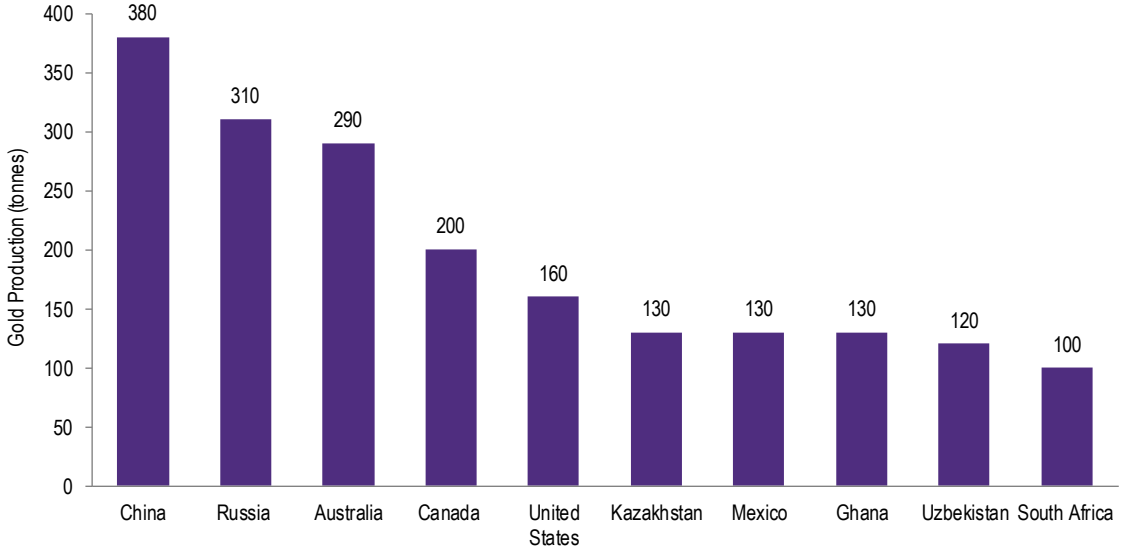
Source: World Gold Council, historical demand and supply as at 31 December 2025, GTCF analysis
Notes: (1) Mine production is net of any hedging effect undertaken by the gold producers.

5.36 Gold supply has remained relatively flat over the last eight years, in contrast to the demand profile, which experienced a more significant decline in 2020 during the COVID-19 pandemic. In 2020 and 2021, supply of gold declined by approximately 3.0% and 0.6% from the previous year respectively, primarily due to COVID-19 related disruptions to mining production. However, marginal gold supply increases occurred in 2022 and 2023 as the mining industry largely remained uninterrupted by COVID-19 restrictions. In 2025, total gold supply remained relatively flat, marginally increasing by approximately 0.8% against the previous year. Gold recycling experienced strong growth of 2% in 2025, which was primarily driven by an increase in gold prices which makes scrap gold recycling more lucrative. Mine production, net of producer hedging, experienced negligible growth of approximately 0.04% in 2025. Countries such as Ghana and Canada contributed to growth, however, this was offset by a decrease in production in other countries such as Argentina and Indonesia, who experienced a decline of 27% and 24% respectively due to lower grades and Indonesia's mud rush incident[27]. As seen in the chart below, it is estimated that China and Russia were the largest producers of gold in 2024, contributing over 20% of total global production combined.

[27] World Gold Council: Gold Demand Trends Q4 and Full Year 2025

For personal use only

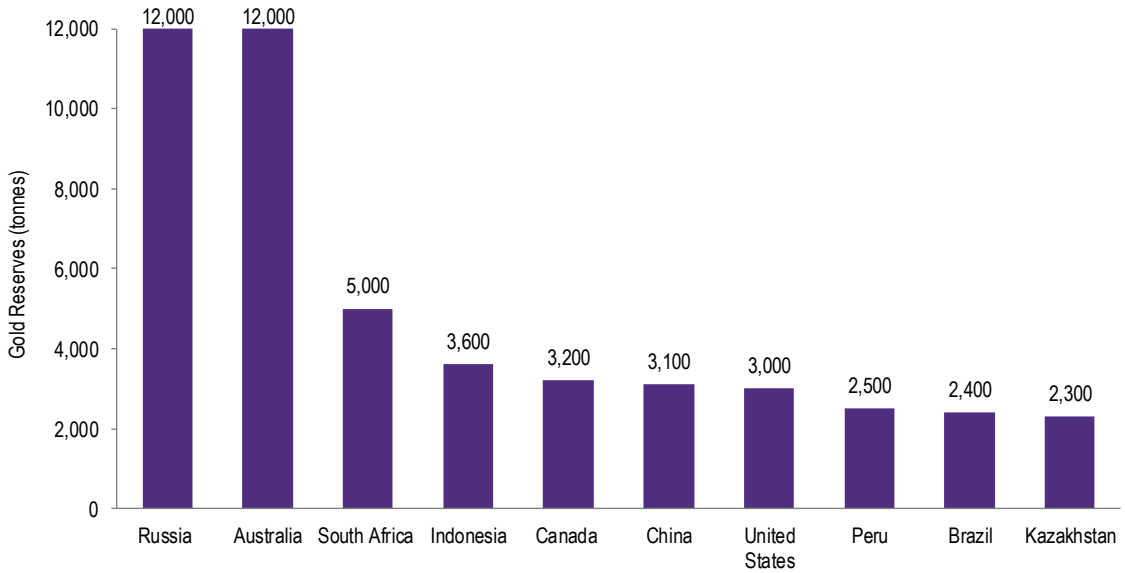
Figure 17 - Top 10 estimated gold production by country in 2024



Source: U.S. Geological Survey, Mineral Commodity Summaries 2025, GTCF analysis

5.37 Despite being the largest producer, China has a much lower share of global gold reserves, as seen in the chart below. Of the 64,000 tonnes in global reserves, China makes up only 5% with 3,100 tonnes. Russia and Australia have the largest number of reserves, contributing a combined 38% of the global total.

Figure 18 - Top 10 gold reserves by country in 2024



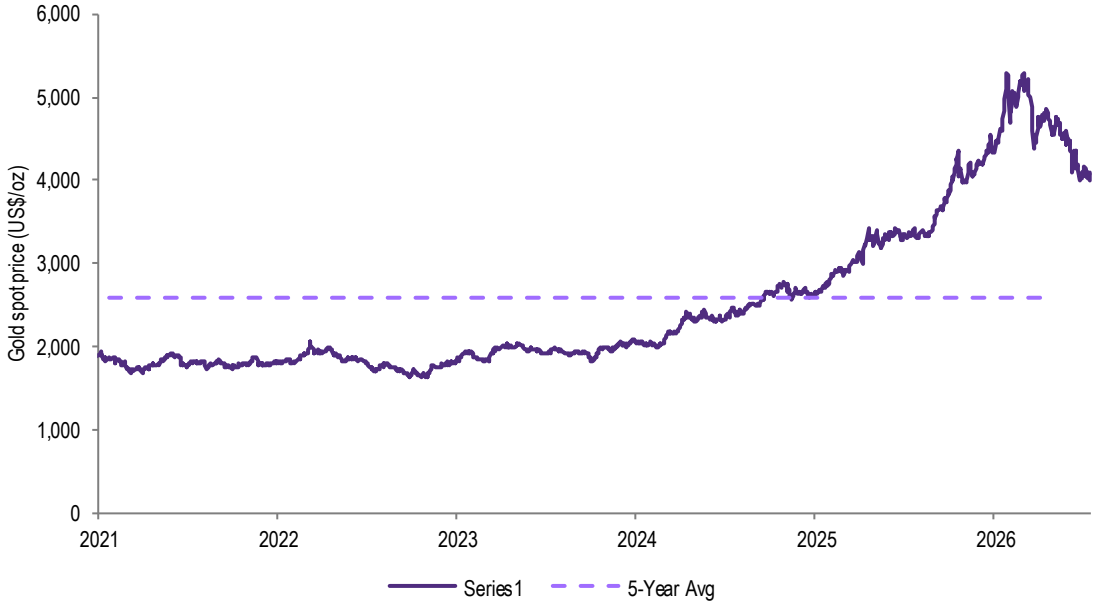
Source: U.S. Geological Survey, Mineral Commodity Summaries 2025, GTCF analysis

Gold price

5.38 Gold has consistently been viewed as a safe-haven asset and a reliable hedge against economic uncertainty. In recent years, gold prices have increased significantly as illustrated in the graph below.

For personal use only

Figure 19 - Historical gold price (nominal, US$/oz)



Sources: S&P Global, GTCF analysis.
Notes: 1) Gold prices displayed through to 17/07/2026.

5.39 Over recent years, the significant rise in gold prices have been influenced by a combination of geopolitical instability, macroeconomic uncertainty and shifts in monetary policy expectations. Armed conflict, trade tensions and periods of financial system stress have historically supported investor demand for gold, reflecting its role as a perceived store of value in times of heightened uncertainty. These effects have, however, often been moderated by countervailing forces such as rising real interest rates, US dollar movements and changing expectations around economic growth.

5.40 Episodes of geopolitical escalation, including major conflicts and regional tensions, have typically prompted short-term safe-haven inflows into gold. Geopolitical tensions in the Middle East, including the escalation of conflict involving Iran and Israel earlier in 2025, contributed to increased market volatility and defensive positioning by investors.

5.41 At the same time, structural factors such as central bank gold purchases, elevated sovereign debt levels and concerns around long-term fiscal sustainability have continued to provide underlying support for gold relative to historical averages.

5.42 Recent retraction from the highs in gold prices since the escalation of conflict involving Iran in late February 2026 reflects a reassessment of macroeconomic conditions rather than a deterioration in gold's longer-term defensive characteristics. While geopolitical tensions initially supported safe-haven demand, markets shifted focus to rising energy prices, renewed inflationary pressures and the resulting implications for monetary policy. Higher inflation expectations have reduced the likelihood of near-term interest rate cuts, leading to increases in real yields and a stronger US dollar, both of which tend to weigh on non-yielding assets such as gold. In addition, gold entered the conflict period at historically elevated levels following a strong rally, making prices susceptible to profit-taking and liquidity-driven selling during broader market volatility.

For personal use only

Zinc

5.43 Zinc is a versatile and essential metal widely used across various industries due to its anti-corrosive properties and ability to form strong alloys. It is currently the world's fourth most widely consumed base metal. Its primary application is in galvanisation to protect metals, typically steel or iron, from rusting. This use accounted for 60% of global zinc consumption in 2022[28] supported by public infrastructure projects and the ongoing transition to renewable energy. Zinc is also a key component in die-casting alloys used in the automotive and electronics sectors. Beyond industrial use, zinc plays a critical role in human health, being vital for immune function, wound healing, and cellular metabolism. As global demand for sustainable infrastructure and clean energy technologies grows, zinc's importance in both traditional and emerging applications continues to rise.

Demand

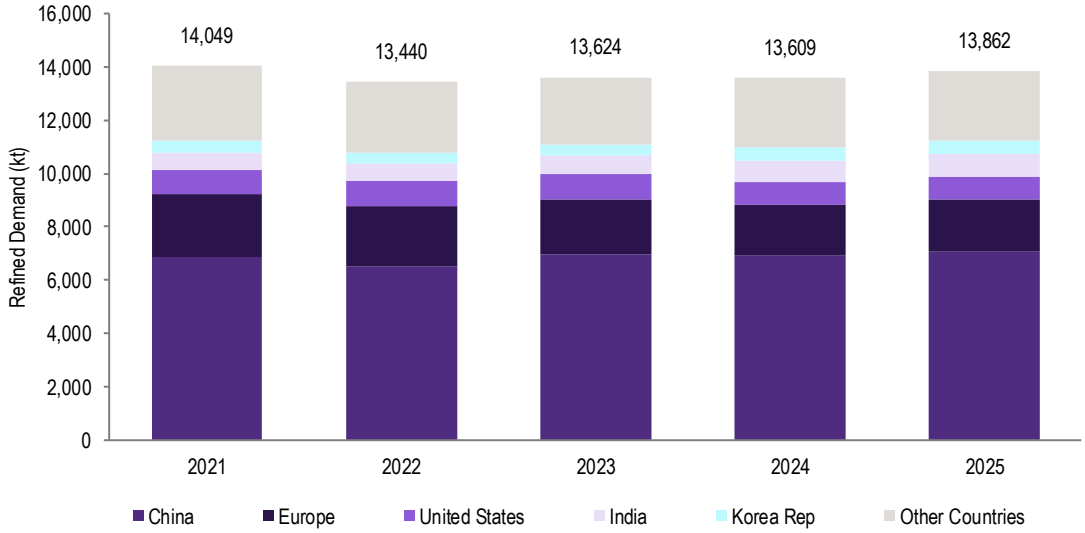
5.44 According to the International Lead and Zinc Study Group (ILZSG)[29], global refined zinc demand increased marginally in 2025, rising by 1.9% from 2024[30]. India experienced a 4.8% increase in demand in 2025, which is likely due to growth in construction and infrastructure projects which rely heavily on galvanised steel, a major end-use for zinc. Similarly, China and the United States saw 3.5% and 3.7% growth respectively which is largely attributable to recovery in the construction sector. This growth was largely offset by reductions in South Korea which saw a decrease of 9.9% in 2025. This decline was likely caused by weaker industrial activity and slower growth in the construction industry due to high interest rates and weaker domestic demand.

5.45 In the chart below we have set out refined zinc demand by region from 2021 to 2025 which remained relatively stable across the period. Demand recovered slightly from 2024, rising 1.9% with China continuing as the largest consumer of zinc at 50.9% of total consumption, followed by Europe (14.3%) and the US (6.2%).

[28] Statista: Distribution of zinc consumption worldwide in 2022, by end use.
[29] The ILZSG is an intergovernmental organisation established in 1959 by the United Nations to monitor and analyse the global lead and zinc markets.
[30] ILZSG. Review of Trends in 2025 - Zinc.

For personal use only

Figure 20 - Global refined zinc demand from 2021 to 2025



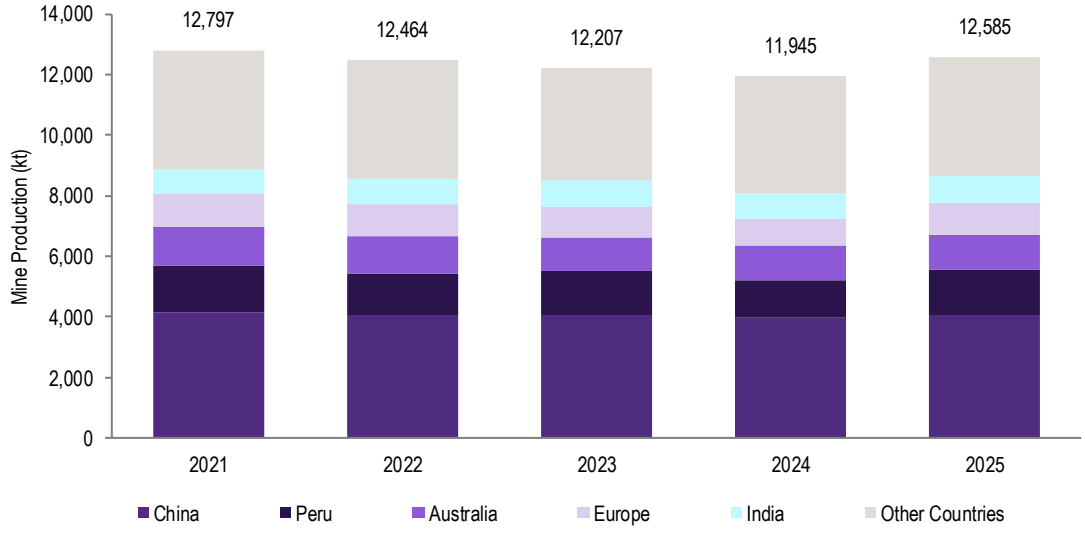
Source: ILZSG, GTCF analysis.

Supply

5.46 Zinc is produced through two primary methods being mine production and refined production. Mine production involves the extraction of zinc-bearing ores, whereas refined production is the process of yielding zinc metal through smelting and refining processes and includes recycled sources. As a result, refined production typically exceeds mine production, offering a broader measure of zinc availability for industrial use.

5.47 In the chart below, we have set out global zinc mine production from 2021 to 2025:

Figure 21 - Global zinc mine production from 2021 to 2025



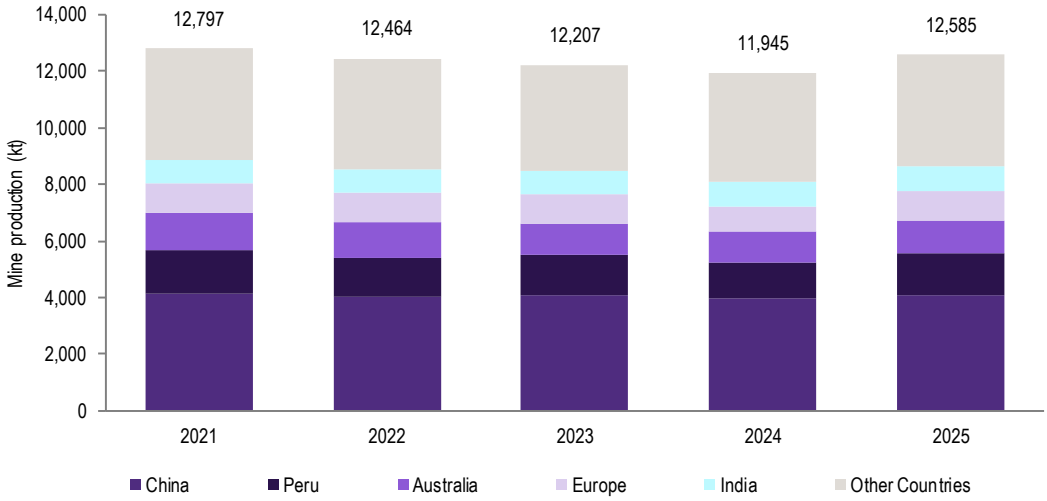
Source: ILZSG, GTCF analysis.

For personal use only

5.48 In 2025, global zinc mine production increased by 5.4% to 12.5Mt, marking the first increase in 3 years[31]. This increase was primarily driven by higher output in Australia, Chile, India, Iran and the DRC, where the Kipushi mine was commissioned in June 2024[32]. European production also rose, supported by increased output at the Vares operation in Bosnia and Herzegovina, the commissioning of the new capacity in Russia, and the resumption of operations at the Tara mine in Ireland in 2024[33].

5.49 In the chart below, we have set out global zinc refined production from 2021 to 2025. As stated previously, zinc refined production consists of primary zinc from mine production, as well as secondary zinc from recycled sources.

Figure 22 - Global refined zinc production from 2021 to 2025



Source: ILZSG, GTCF analysis.

5.50 The increase in mine production described earlier contributed to a 2.1% rise in global refined zinc production in 2025, with global output growing to approximately 13.8Mt. This was most notable in China, where refined production increased by 6.1% however, globally ex-China output declined 1.6% driven by closures of Japan's Toho Zinc Anakka operation and the suspension of South Korea's Seokpo smelter.

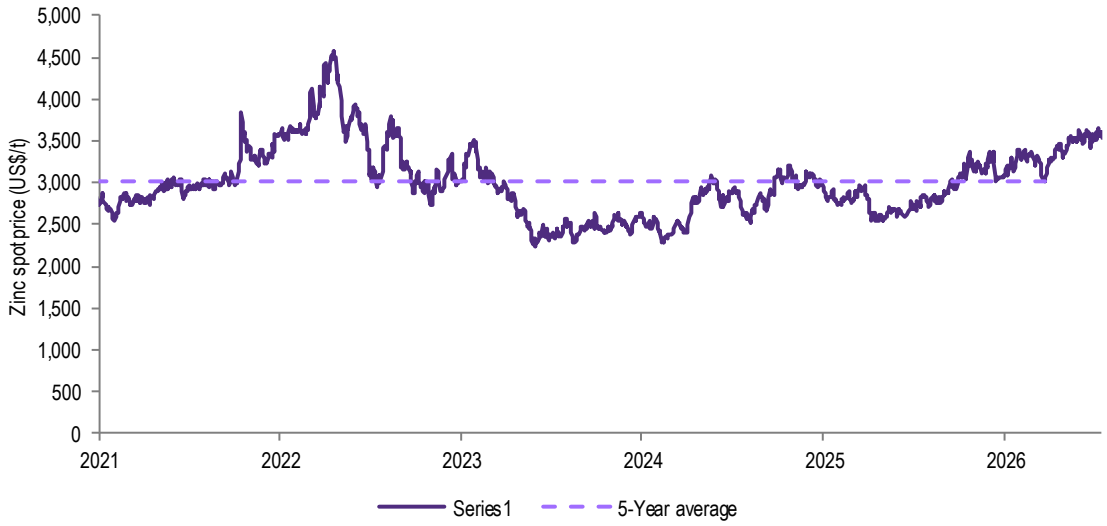
Zinc price

5.51 Zinc prices have fluctuated significantly over the past five years as set out in the graph below.

[31] ILZSG, Review of Trends in 2025 - Zinc.
[32] ILZSG, Review of Trends in 2025 - Zinc.
[33] ILZSG, Review of Trends in 2025 - Zinc.

For personal use only

Figure 23 - Historical zinc price (nominal, US$/t)



Source: S&P Capital, GTCF Analysis.
Notes: 1) Zinc prices displayed through to 17/07/2026.

5.52 Zinc prices have followed a broadly cyclical pattern, reflecting changes in global industrial activity, supply discipline and macroeconomic conditions. Prices strengthened through 2021 and into early 2022 as global economic activity recovered from COVID-19 related disruptions and demand for galvanised steel increased, particularly in construction, infrastructure and automotive sectors. This period also coincided with tighter supply conditions, driven by mine closures, pandemic-related production interruptions and reduced smelter output in Europe due to rising energy costs, contributing to a temporary tightening of the refined zinc market.

5.53 Zinc prices peaked in the first half of 2022 before entering a period of decline through late 2022 and 2023. This moderation reflected slowing global economic growth, policy tightening aimed at controlling inflation, and weakening demand conditions in key end markets, particularly in China's construction and property sectors. During 2024 and 2025, zinc prices stabilised and recovered modestly, supported by gradual improvements in global manufacturing activity and ongoing infrastructure investment. However, price upside remained constrained relative to other base metals, reflecting zinc's high exposure to cyclical end-use sectors and the accumulation of inventories during earlier surplus periods.

5.54 More recently, zinc prices have been influenced by broader macroeconomic uncertainty, including slower global growth prospects, trade policy uncertainty and rising financing costs.

Lead

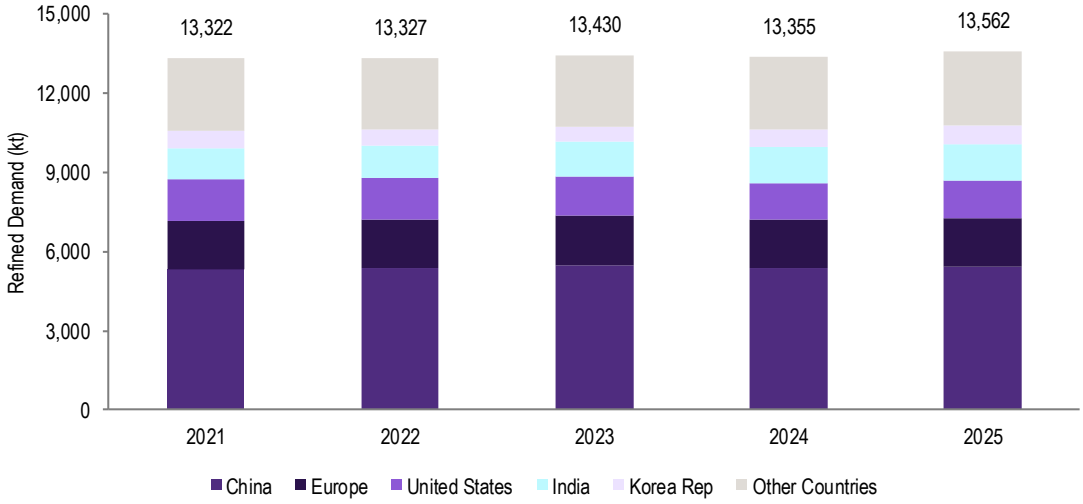
5.55 Lead is a critical industrial metal, primarily used in the manufacture of lead-acid batteries, which account for the majority of global demand. These batteries remain essential for automotive starting, lighting and ignition (SLI) systems, industrial back-up power, telecommunications infrastructure and energy storage. Beyond batteries, lead is also used in construction, radiation shielding and specialised alloys, reflecting its durability and chemical stability.

Demand

5.56 In the chart below, we have set out global demand for lead over recent years.

For personal use only

Figure 24 - Global refined lead demand from 2021 to 2025



Source: ILZSG, GTCF analysis.

5.57 In 2025, global demand for refined lead was approximately 13.25Mt, representing an increase of 1.8% year-on-year, according to the International Lead and Zinc Study Group (ILZSG). Demand growth was supported by higher consumption in Europe and the United States, reflecting improved automotive production and continued demand for lead-acid batteries. Chinese demand also increased modestly, although growth remained subdued relative to historical levels.

5.58 Lead demand continues to be structurally underpinned by the global vehicle fleet, as lead-acid batteries remain the dominant technology for conventional internal combustion engine vehicles and are still widely used in electric vehicles for auxiliary power functions. Despite the growing penetration of lithium-ion batteries, lead-acid batteries retain a cost and reliability advantage in many applications, supporting steady long-term demand.

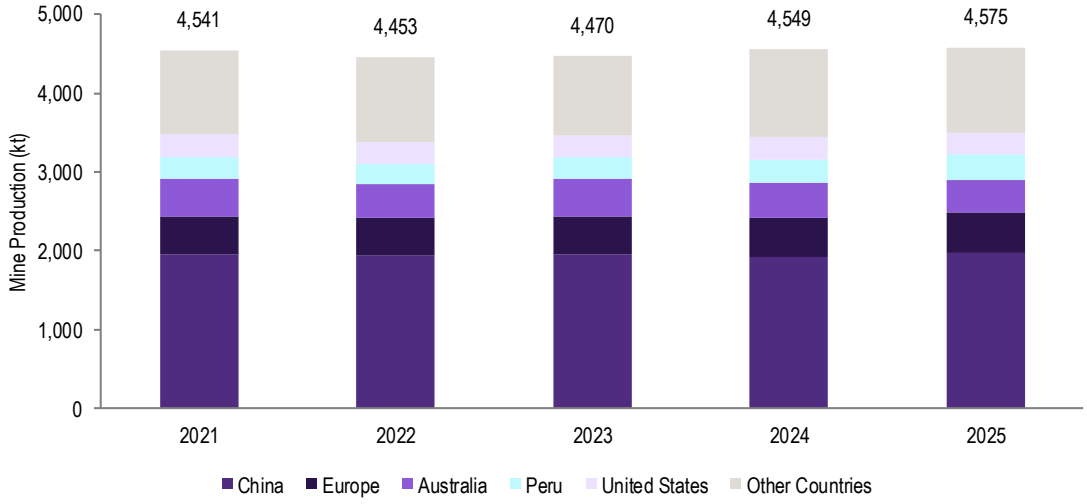
Supply

5.59 Lead supply is derived from mine production and secondary (recycled) production, with recycling playing a particularly significant role. Secondary refined lead accounts for a substantial share of total supply, reflecting the high recyclability of lead-acid batteries and the maturity of global recycling infrastructure.

5.60 In the chart below, we have set out global mine production for lead over recent years.

For personal use only

Figure 25 - Global lead mine production from 2021 to 2025

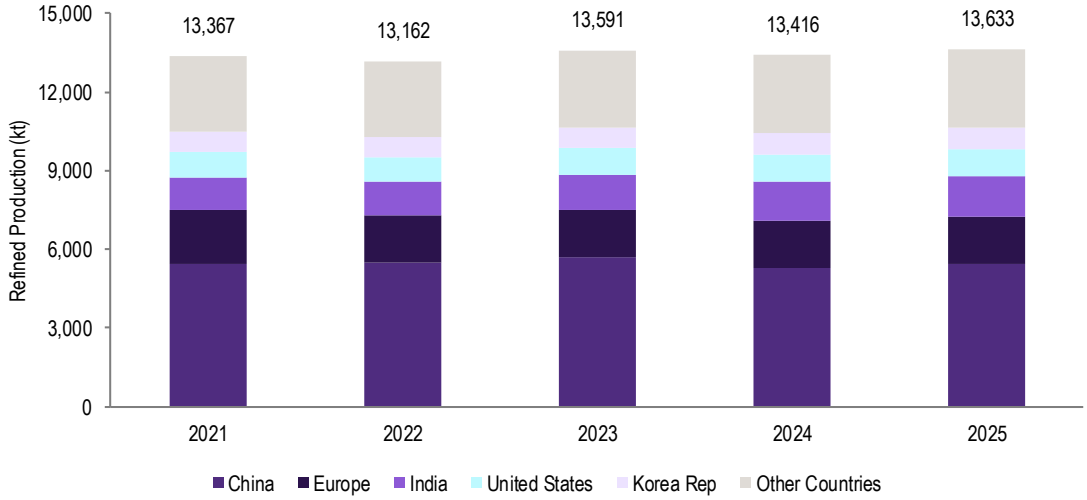


Source: ILZSG, GTCF analysis.

5.61 In 2025, global lead mine production was estimated at approximately 4.57Mt, an increase of 0.7% compared with the previous year. Growth in China, Peru, Turkey and Europe was largely offset by reductions in Australia, Kazakhstan and the US.

5.62 In the chart below, we have set out global lead refined production from 2021 to 2025.

Figure 26 - Global refined lead production from 2021 to 2025



Source: ILZSG, GTCF analysis.

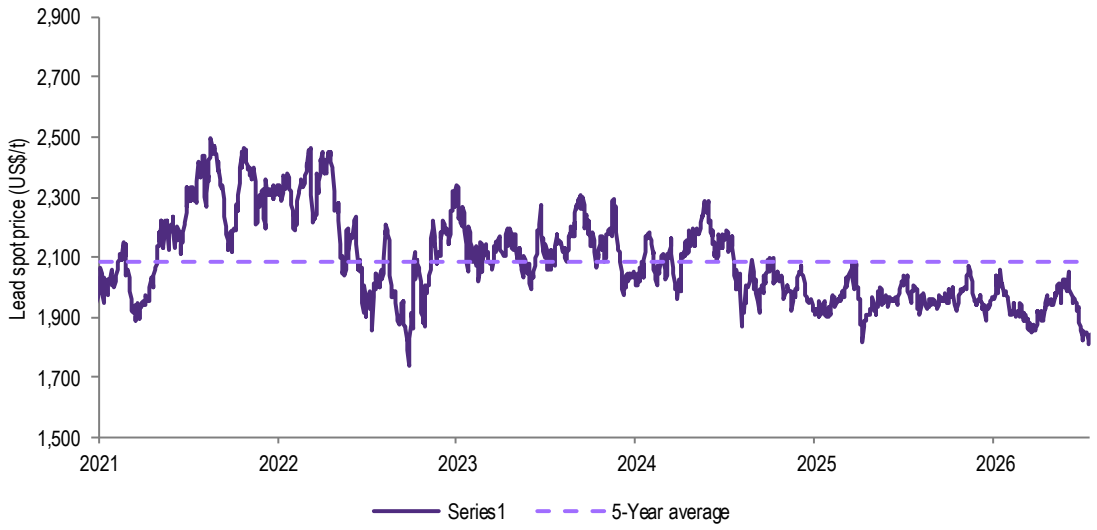
5.63 A 1.6% increase in refined lead production to 13.6Mt was driven by higher output in Canada, China, India and Mexico where new secondary capacity was commissioned in 2025. In Europe, production remained broadly stable with increased in Bulgaria and Sweden offsetting a decline in the UK, where lead bullion from Australia processed at the Northfleet smelter were lower than in 2024.

Lead prices

5.64 The graph below presents the historical nominal lead prices.

For personal use only

Figure 27 - Historical lead price (nominal, US$/t)



Source: S&P Capital, GTCF analysis
Notes: 1) Lead prices displayed through to 17/07/2026.

5.65 Over the past five years, lead prices have exhibited relatively modest volatility compared with other base and precious metals, reflecting lead's mature demand profile and its dominant use in lead-acid batteries rather than growth-oriented energy transition applications.

5.66 Lead prices peaked in the first half of 2022 amid broader strength across base metals and elevated energy costs, before moderating through late 2022 and 2023. During 2024 and 2025, lead prices traded within a relatively narrow range, supported by steady replacement battery demand, high recycling rates and generally balanced supply–demand conditions.

Other metals

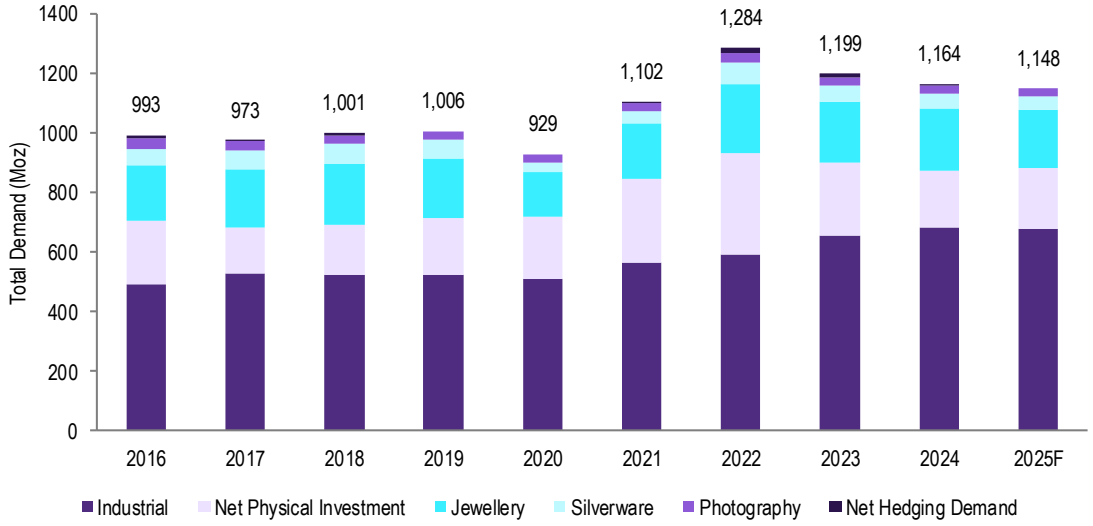
Silver

5.67 Silver is a critical industrial metal known for its conductivity and versatility. It is widely used in electronics, solar panels, medical applications, and high-performance batteries. Beyond its industrial use, silver also holds value in jewellery and investment markets due to its aesthetic appeal and role as a store of wealth.

5.68 In the chart below, we have set out global demand for silver from 2016 to 2025:

For personal use only

Figure 28 - Global silver demand from 2016 to 2025



Source: The Silver Institute, Silver Supply and Demand.

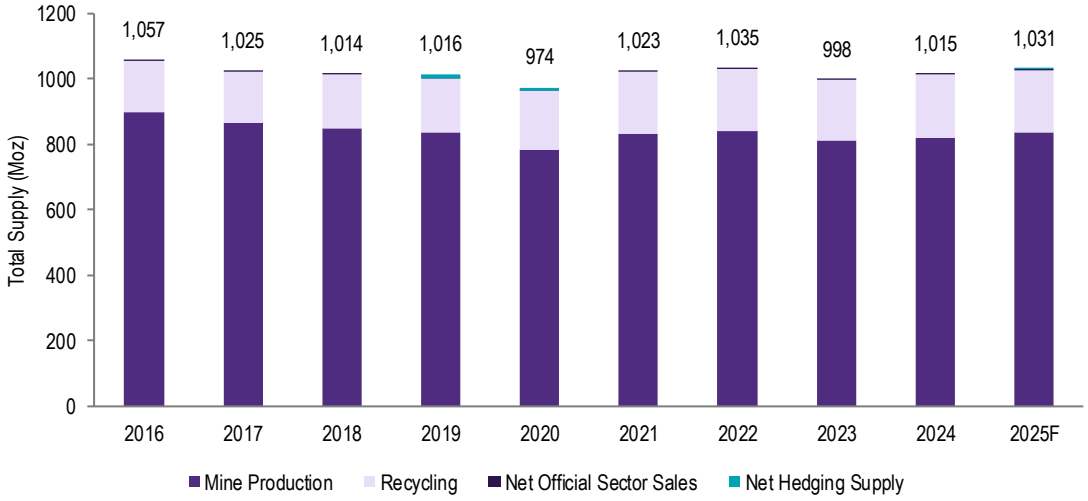
5.69 In 2024, global demand for silver was approximately 1,164 Moz, down 2.9% from approximately 1,199 Moz in 2023. This decrease was driven by weakness in physical investment and silverware, along with structural losses in photography[34]. Industrial demand remained strong, representing 58.5% of total demand in 2024, up from 49.4% in 2016. This was driven by the ongoing transition to the green economy, resulting in increased demand for silver used in grid infrastructure and vehicle electrification, as well as solar photovoltaics (PV), which uses semiconductor materials to convert sunlight directly into electricity. Due to its strong electrical conductivity, the demand for silver for its use in solar PV continues to increase as PV systems expand to support clean energy goals globally. In 2024, the demand for silver in PV reached approximately 197.6 Moz, representing 17.0% of total silver demand. This has increased by 67.3% from 2022, and 142.2% from 2016[35], and is expected to continue to increase in the future as solar becomes more widely adopted. Coin and net bar demand experienced the most significant decrease in demand, falling by 21.9% to approximately 190.9 Moz in 2024, its lowest level recorded since 2019.

5.70 Silver is primarily supplied through two key methods being mine production and recycling. In the chart below, we have set out the history of total silver supply from 2016 to 2024.

[34] The Silver Institute, World Silver Survey 2025.
[35] The Silver Institute, World Silver Survey 2025.

For personal use only

Figure 29 - Global silver supply from 2016 to 2025



Source: The Silver Institute, World Silver Survey 2025

5.71 Mine production has declined from 2014 to 2025, despite prices being above historical averages in recent years. This is driven by the fact that more than 70% of primary silver is produced as a co-product of copper, gold, lead and zinc, making it less sensitive to silver prices[36].

5.72 Mine production rose to c. 820 Moz in 2024, experiencing a slight increase of 0.9%. This was supported by a rebound in supply from Mexico, as Newmont's Peñasquito mine returned to full production following a temporary suspension in 2023, and recoveries improved from Fresnillo and MAG Silver's Juanicipio mine[37]. However, growth was largely offset by lower supply from other countries such as Chile, where Kinross' La Coipa, and Anglo American and Glencore's Collahuasi recorded a decrease in output.

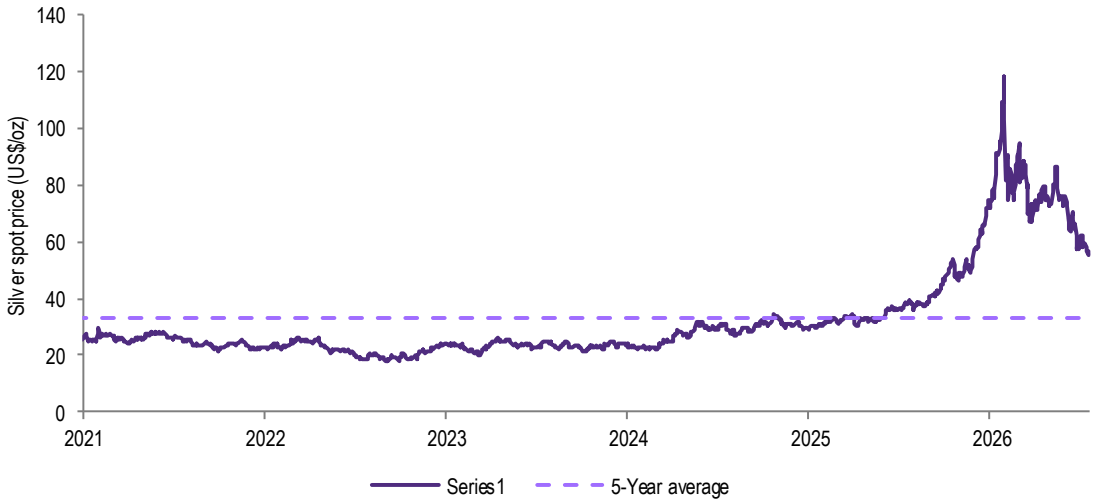
5.73 On the other hand, recycling experienced much stronger growth of 5.7% in 2024, rising to a 12-year high of 193.9 Moz[38]. Recycled supply has increased from approximately 14.8% of total supply in 2016 to approximately 19.1% of total supply in 2024, as it tends to respond more closely to movements in silver prices.

5.74 The silver prices for the last five years are presented in the graph below.

[36] IEA, Global Critical Minerals Outlook 2025
[37] The Silver Institute, World Silver Survey 2025
[38] The Silver Institute, World Silver Survey 2025

For personal use only

Figure 30 - Historical silver price (nominal, US$/oz)



Source: S&P Capital, GTCF analysis
Notes: 1) Silver prices displayed through to 17/07/2026.

5.75 Silver prices have been more volatile than those of gold over the past five years, reflecting silver's dual role as both a store-of-value asset and a critical industrial input. Following a sharp decline during the initial COVID-19 shock in early 2020, silver prices rebounded strongly as global stimulus measures, low interest rates and expectations of economic recovery supported both investment and industrial demand. After peaking in 2020–2021, prices entered a prolonged consolidation phase through 2022–2024, as aggressive monetary tightening, a stronger US$ and slowing industrial activity weighed on investor appetite.

5.76 This dynamic changed materially from mid-2025, when silver prices rose sharply, increasing by approximately three times over a relatively short period. This rally was underpinned by a combination of factors, including persistent physical supply deficits identified by the Silver Institute, accelerating industrial demand from solar photovoltaics and electrification, heightened investment flows into silver as a leveraged alternative to gold, and shifting monetary policy expectations that reduced the opportunity cost of holding non-yielding assets.

5.77 Since peaking in early 2026, silver prices have retraced part of those gains, reflecting profit-taking, renewed macroeconomic uncertainty and increased volatility across risk assets.

Lithium

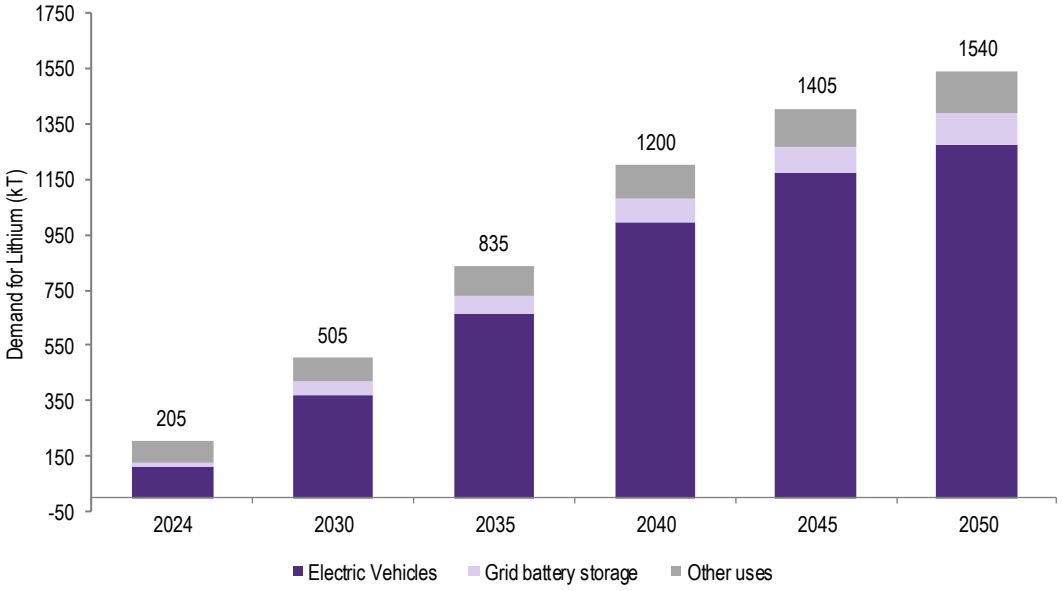
5.78 Lithium is a critical mineral primarily used in rechargeable batteries for electric vehicles, battery energy storage solutions, consumer electronics and other electrification technologies. Owing to its high energy density and lightweight properties, lithium has become an essential component of the global energy transition. Beyond battery applications, lithium is also used in ceramics, glass, lubricants and pharmaceuticals, although these represent a relatively small proportion of total demand[39].

5.79 In the figure below, we have set out historical and forecast global lithium demand from 2024 to 2050.

[39] IEA, Global Critical Minerals Outlook 2026.

For personal use only

Figure 31 - Global lithium demand from 2024 to 2050



Source: IEA, Global Critical Minerals Outlook 2026.

5.80 Global lithium demand has experienced significant growth in recent years, driven primarily by accelerating adoption of electric vehicles and energy storage systems. According to the IEA, lithium demand has more than tripled since 2020, making it one of the fastest-growing critical minerals[40]. Battery applications now represent the dominant end use for lithium consumption, reflecting the increasing electrification of transport and energy systems. While EV batteries continue to account for the majority of demand growth, grid-scale energy storage has emerged as an increasingly important source of consumption as governments and utilities invest in renewable energy infrastructure and electricity network resilience[41].

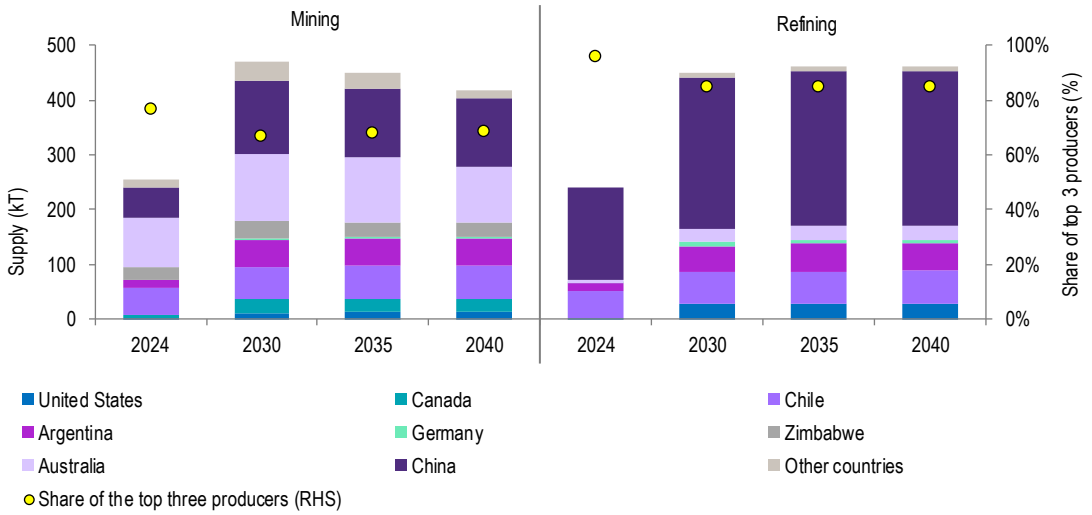
5.81 The IEA forecasts continued strong demand growth for lithium over the long term under all energy transition scenarios. Demand is expected to increase more than threefold by 2040 under the Stated Policies Scenario, supported by ongoing growth in EV production, battery manufacturing capacity and stationary energy storage deployment. As a result, lithium remains one of the commodities most closely linked to global decarbonisation objectives and the broader transition towards electrified energy systems.

5.82 Lithium supply consists of two key stages: mine production and refining. Mine production involves the extraction of lithium-bearing materials from hard rock deposits and brine resources, while refining converts these raw materials into lithium chemicals such as lithium carbonate and lithium hydroxide that are suitable for battery manufacturing. In the figure below, we have set out global lithium supply, split between mining and refining, from 2024 to 2040.

[40] IEA, Global Critical Minerals Outlook 2026.
[41] IEA, Global Critical Minerals Outlook 2026.

For personal use only

Figure 32 - Global lithium supply from 2024 to 2040



Source: IEA, Global Critical Minerals Outlook 2026.
Notes: 1) The top 3 producers for mining are China, Chile and Australia. The top 3 producers for Refining are China, Chile, and Argentina.

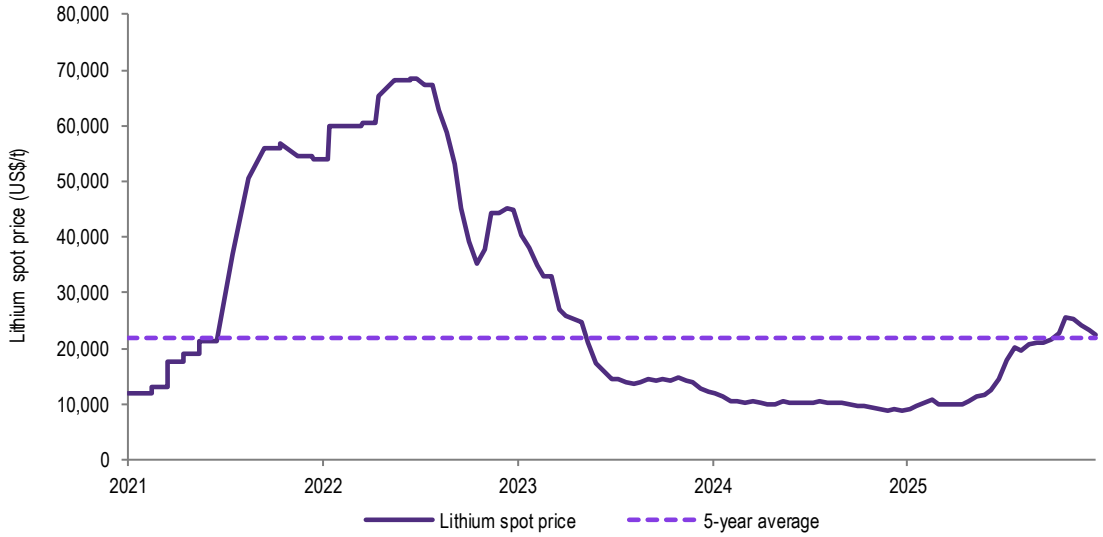
5.83 Global lithium mine production expanded rapidly between 2022 and 2025 as producers responded to elevated lithium prices and strong demand expectations. Growth was principally driven by Australia, China and emerging African producers, resulting in a material increase in raw lithium supply entering the market. As supply growth exceeded demand growth over much of this period, market conditions became increasingly oversupplied, placing downward pressure on lithium prices.

5.84 The refining sector also experienced significant expansion to support the growing battery supply chain. While lithium mining is geographically diversified across a number of producing countries, refining capacity remains more concentrated, with China continuing to account for the majority of global lithium chemical production. Despite substantial investment in both mining and refining capacity in recent years, the IEA expects further expansion across the lithium value chain will be required to meet projected long-term demand growth from EVs and energy storage systems.

5.85 The lithium prices for the last five years are presented in the figure below.

For personal use only

Figure 33 - Historical lithium price (nominal, US$/oz)



Source: S&P Capital, GTCF analysis.
Notes: (1) Lithium price in the figure above is based on the global average for lithium carbonate.

5.86 Lithium prices have experienced significant volatility over the past five years, reflecting rapid changes in battery supply chains, EV demand expectations and project development activity. Prices increased sharply throughout 2021 and 2022 as battery manufacturers and automakers secured supply to support accelerating electrification trends, resulting in periods of material market tightness.

5.87 This trajectory reversed during 2023 and 2024 as significant new supply entered the market, particularly from Australian spodumene producers and Chinese refining capacity. As supply growth exceeded demand growth, lithium prices declined materially from their 2022 highs, returning closer to levels consistent with the marginal cost of production for higher-cost suppliers[42]. Lower prices also contributed to industry consolidation and reduced investment activity across parts of the sector.

5.88 More recently, lithium prices have shown signs of recovery as demand from both EVs and energy storage applications continues to expand and market participants increasingly focus on the potential for future supply deficits. The IEA expects supply-demand balances to tighten over the medium to long term, supporting the strategic importance of lithium as a critical energy transition mineral[43].

Mining in Kazakhstan and North Macedonia

5.89 Kazakhstan and North Macedonia are both established mining jurisdictions, albeit with higher sovereign and operational risk profiles than more developed mining markets such as Australia, Canada and the United States. Mining plays an important role in the economies of both countries, although the scale and maturity of the sector differs significantly between the two jurisdictions.

5.90 Kazakhstan possesses substantial reserves of copper, uranium, zinc, lead and other industrial metals and is a major global producer of a range of mineral commodities, supported by a well-established mining industry. The sector contributes meaningfully to economic activity and export earnings, with the government actively seeking to attract foreign investment through reforms to its subsoil legislation and mining code. The country benefits from a long history of large-scale mining operations and established

[42] IEA, Global Critical Minerals Outlook 2026
[43] IEA, Global Critical Minerals Outlook 2026

For personal use only

processing infrastructure. However, mining investors remain exposed to risks associated with regulatory changes, government intervention, evolving mineral tenure frameworks, infrastructure constraints in remote regions and broader geopolitical considerations arising from Kazakhstan's location in Central Asia.

5.91 North Macedonia has a smaller but well-established mining industry focused primarily on base and precious metals. Mining operations benefit from proximity to European smelters, transport networks and end markets, while the country's regulatory framework is generally aligned with broader European standards. Nevertheless, North Macedonia remains an emerging economy with a relatively limited domestic capital market and a smaller mining services sector than major global mining jurisdictions. As a result, mining projects may face greater dependence on foreign investment and external technical expertise, while remaining exposed to sovereign, permitting and fiscal policy risks that are typically higher than those observed in more mature mining markets.

5.92 Overall, while both jurisdictions have supported long-term commercial mining operations and continue to attract international investment, investors generally require compensation for the additional sovereign and operating risks associated with these markets relative to developed mining jurisdictions.

For personal use only

6. Profile of Cygnus

Introduction

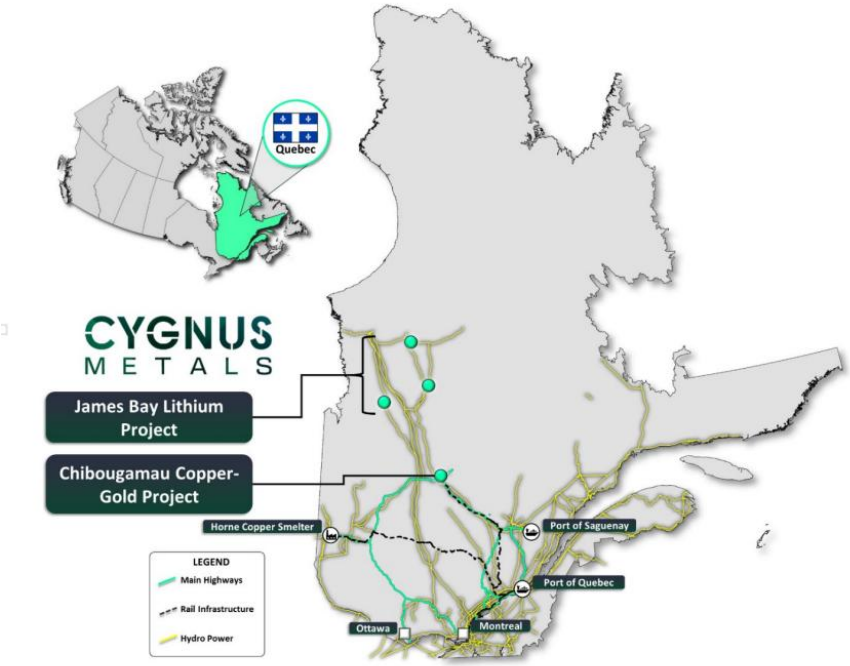
6.1 Cygnus is an ASX-listed (primary) and TSXV-listed (secondary) exploration and development company focused on copper, gold and lithium opportunities. The Company's asset portfolio is primarily located in Quebec (Canada) with additional exploration holdings in Western Australia (Australia). Cygnus's principal assets comprise:

- *Chibougamau Project* - Cygnus's flagship asset, being a high-grade brownfields copper-gold project located in Quebec. Cygnus acquired the project through its merger with Doré in late 2024. The project benefits from an established Mineral Resource base, existing processing infrastructure and significant exploration upside, with ongoing drilling and development studies aimed at expanding Resources and advancing development.

- *James Bay Lithium Projects* - A portfolio of three lithium exploration projects (Pontax, Auclair and Sakami) covering approximately 390 km² within the highly prospective James Bay lithium district of Quebec. The Pontax Project is the most advanced of these assets, hosting a JORC-compliant Inferred Mineral Resource of 10.1 Mt.

- *Other exploration assets* - A substantial tenement package covering more than 1,000 km² within the Southwest Terrane of the Yilgarn Craton, an underexplored region considered prospective for a range of mineral systems.

Figure 34 - Cygnus's assets located in Quebec, Canada



Source: Cygnus Management.

For personal use only

6.2 A summary of the JORC Mineral Resources of Cygnus across its different assets is set out below[44].

Figure 35 - JORC Mineral Resources of Cygnus as at 31 December 2025

Cygnus JORC Mineral Resources			Average grade				Contained metal			
Project	Classification	Tonnage (Kt)	Cu (%)	Au (g/t)	Ag (g/t)	Li2O (%)	Cu (kt)	Au (koz)	Ag (koz)	Li2O (kt)
Chibougamau Project	Measured	100	2.7	0.3	0.5	-	4	1	2	-
	Indicated	6,300	2.3	0.8	7.8	-	146	166	1,563	-
	M+I	**6,400**	**2.3**	**0.8**	**7.6**	**-**	**149**	**167**	**1,565**	**-**
	Inferred	8,500	2.1	1.7	7.9	-	182	454	2,168	-
	Total	**14,900**	**2.2**	**1.3**	**7.8**	**-**	**331**	**621**	**3,733**	**-**
Pontax Project	Measured	-	-	-	-	-	-	-	-	-
	Indicated	-	-	-	-	-	-	-	-	-
	M+I	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Inferred	10,100	-	-	-	1.0	-	-	-	105
	Total	**10,100**	**-**	**-**	**-**	**1.0**	**-**	**-**	**-**	**105**

Source: Cygnus 2025 Annual Report
Note: (1) The JORC Mineral Resources in the table above are presented on a 100% basis, irrespective of Cygnus's ownership in each deposit. Cygnus owns 100% of the deposits within the Chibougamau Project and owns 51% interest in the Pontax Project.

6.3 The acquisition of the Chibougamau Project through the merger with Doré represented a transformational transaction for Cygnus, repositioning the Company from a predominantly lithium-focused explorer to a copper-gold focused developer and explorer. Since completion of the transaction, management's strategic priority has been the advancement of the Chibougamau Project through Resource growth, development studies and mine development planning, while continuing to unlock value across the broader exploration portfolio.

6.4 To fund its expanded growth strategy following the announcement of the Doré merger, including exploration activities, Resource expansion programs and development work associated with the Chibougamau Project, Cygnus has completed a number of equity capital raisings totalling A$54.3 million as set out below.

Figure 36 - Historical capital raises of Cygnus

Historical capital raises of Cygnus			
Date	Capital raised (A$m)	Issue price (A$/Cygnus Share)	Participants
Oct-24	11.0	0.072	Institutional and sophisticated
Jun-25	18.3	0.086	Institutional and sophisticated
Mar-26	25.0	0.160	Institutional and sophisticated

Source: Public announcements by Cygnus, GTCF analysis.

Chibougamau Project

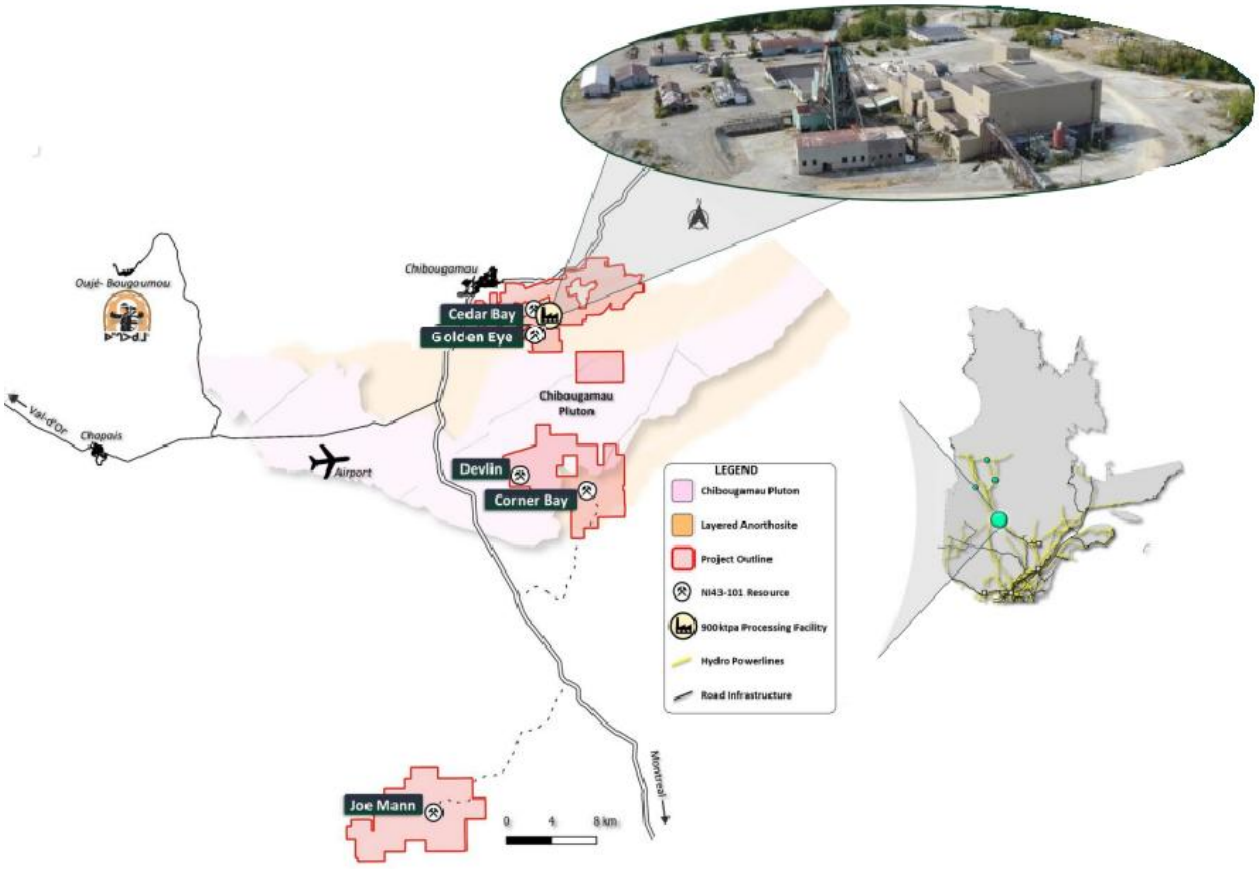
6.5 The Chibougamau Project is a high-grade copper-gold development project located in the Abitibi region of Quebec (Canada) which includes a district-scale land package of more than 280km² containing multiple

[44] Cygnus discloses its Ore Reserve and Mineral Resource estimates to the ASX in accordance with the JORC Code and, for TSXV reporting purposes, in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum's (hereon CIM) Definition Standards for Mineral Resources and Mineral Reserves, as incorporated under NI 43-101. While there are minor differences in terminology between the two reporting frameworks, there are no material differences in the classification or reporting of Ore Reserves and Mineral Resources prepared under the JORC Code and those prepared in accordance with the CIM Definition Standards under NI 43-101. Refer to Section 10.14 for further explanation of the interchangeability of these terms between the JORC Code and NI 43-101.

For personal use only

copper-gold deposits, former mining operations and a central processing facility. The project benefits from established infrastructure, including road and rail access, grid-connected hydroelectric power, an airport and an experienced local mining workforce.

Figure 37 - High-level overview of the Chibougamau Project



Source: Cygnus Management.

6.6 A distinguishing feature of the Chibougamau Project is its brownfields nature. The Chibougamau mining district has historically produced approximately 945,000 tonnes of copper and 3.5 million ounces of gold from numerous underground mining operations. Several historical mines, known mineralised trends and past producing deposits are located within Cygnus' landholding, providing opportunities for Resource growth through further exploration, Resource conversion and the application of modern geological and geophysical techniques.

6.7 The project also benefits from substantial existing infrastructure, including a 900 Ktpa processing facility located approximately 10 km from the town of Chibougamau. The existence of a processing facility and associated infrastructure has the potential to reduce both future capital requirements and development lead times relative to comparable projects requiring the construction of new infrastructure.

6.8 We understand that the processing facility is currently the only remaining plant in the district and may support a hub and spoke development strategy whereby multiple deposits could ultimately supply a centralised processing operation. The project also benefits from existing access to power, transportation and other supporting infrastructure, which may provide a competitive advantage relative to many greenfield copper development projects.

For personal use only

6.9 As at the date of this Report, the Chibougamau Project comprised JORC- and NI 43-101-compliant Mineral Resources across the Corner Bay, Devlin, Cedar Bay, Joe Mann and Golden Eye deposits as summarised in the table below. The Resource base is predominantly copper-gold in nature and is concentrated within trucking distance of the central processing facility.

Figure 38 - JORC and NI 43-101 Mineral Resources for the Chibougamau Project

Cygnus JORC Mineral Resources			Average grade			Contained metal		
Deposit	Classification	Tonnage (Kt)	Cu (%)	Au (g/t)	Ag (g/t)	Cu (kt)	Au (koz)	Ag (koz)
Corner Bay	Measured	-	-	-	-	-	-	-
	Indicated	4,900	2.5	0.3	8.4	124	43	1,316
	M+I	**4,900**	**2.5**	**0.3**	**8.4**	**124**	**43**	**1,316**
	Inferred	5,400	2.7	0.2	8.9	146	41	1,543
	Total	**10,300**	**2.6**	**0.3**	**8.6**	**270**	**84**	**2,859**
Devlin	Measured	100	2.7	0.3	0.5	4	1	2
	Indicated	600	2.0	0.2	0.2	13	4	5
	M+I	**700**	**2.1**	**0.2**	**0.3**	**16**	**5**	**7**
	Inferred	300	2.0	0.2	0.3	7	2	3
	Total	**1,000**	**2.3**	**0.2**	**0.3**	**23**	**7**	**10**
Joe Mann	Measured	-	-	-	-	-	-	-
	Indicated	-	-	-	-	-	-	-
	M+I	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Inferred	700	0.2	6.0	-	2	143	-
	Total	**700**	**0.2**	**6.0**	**-**	**2**	**143**	**-**
Ceder Bay	Measured	-	-	-	-	-	-	-
	Indicated	300	1.6	6.0	9.9	4	50	82
	M+I	**300**	**1.6**	**6.0**	**9.9**	**4**	**50**	**82**
	Inferred	800	2.0	5.1	11.8	17	134	309
	Total	**1,100**	**1.9**	**5.2**	**11.1**	**21**	**184**	**391**
Golden Eye	Measured	-	-	-	-	-	-	-
	Indicated	500	1.0	4.3	9.9	5	69	161
	M+I	**500**	**1.0**	**4.3**	**9.9**	**5**	**69**	**161**
	Inferred	1,200	0.9	3.4	7.9	11	134	313
	Total	**1,700**	**0.9**	**3.7**	**8.7**	**16**	**203**	**474**
Chibougamau Project	Measured	100	2.7	0.3	0.5	4	1	2
	Indicated	6,300	2.3	0.8	7.8	146	166	1,563
	M+I	**6,400**	**2.3**	**0.8**	**7.6**	**149**	**167**	**1,565**
	Inferred	8,500	2.1	1.7	7.9	182	454	2,168
	Total	**14,900**	**2.2**	**-**	**-**	**331**	**621**	**3,733**

Source: Cygnus 2025 Annual Report.

6.10 Corner Bay is the largest deposit within the Resource inventory and represents the primary focus of current Resource conversion and development activities. Devlin is a relatively shallow copper-gold deposit located near Corner Bay and may provide a supplementary source of ore in a future development scenario. Cedar Bay is a historical producer located close to the central processing facility and remains prospective for Resource expansion. Joe Mann is a high-grade gold deposit with a history of prior production that provides additional gold exposure within the project portfolio. Golden Eye is a high-grade

gold-copper deposit that was incorporated into the Mineral Resource inventory following Cygnus' 2025 drilling program and provides a further avenue for Resource growth and future development optionality.

6.11 Cygnus has undertaken extensive drilling across multiple deposits and targets within the district, which culminated in an updated Mineral Resource Estimate announced in September 2025, which increased total Mineral Resources by 29% and Measured and Indicated Resources by 78% relative to the Resource base acquired through the Doré merger.

May 2022 PEA

6.12 Prior to the announcement of the Transaction, Cygnus had commenced an updated PEA intended to incorporate the expanded Mineral Resource base, the addition of the Golden Eye deposit and updated project assumptions since completion of the original May 2022 PEA prepared by Doré.

6.13 Cygnus had previously indicated that it intended to release the updated PEA during the first half of calendar year 2026. However, as at the date of this Report, the updated study had not been completed.

6.14 Cygnus Management advised that the delay was primarily attributable to Resource conversion work required to support an updated development study. In particular, Cygnus Management had been advised by the ASX that going forward a minimum threshold of approximately 70% Indicated Mineral Resources was required within the mining inventory to support the updated PEA. By comparison, the May 2022 PEA completed by Doré Copper was based on a mining inventory comprising approximately 38% Indicated Mineral Resources and 62% Inferred Mineral Resources and did not include the Golden Eye deposit, which had not yet been incorporated into the Mineral Resource inventory.

6.15 Accordingly, Cygnus directed a significant portion of its drilling activities towards converting Inferred Mineral Resources to the Indicated category (as detailed in the March 2026 and June 2026 Quarterly Reports), particularly at Golden Eye and Corner Bay, rather than solely pursuing Resource growth. Cygnus Management advised that this work was necessary to support the preparation of an updated mine plan and development study that more accurately reflected the current scale and composition of the Chibougamau Project.

6.16 Cygnus Management further advised that progress on the updated PEA was affected by limited management resources being redirected towards mutual due diligence activities, international site visits, documentation and matters associated with the Scheme process following CAML's approach, together with delays in obtaining information from certain consultants, equipment suppliers and other third-party service providers involved in the preparation of development studies.

6.17 Cygnus Management has also noted that, due to the significant proportion of Inferred Mineral Resources underpinning the May 2022 PEA, it is unable under current ASX and ASIC guidance to disclose or rely upon the production targets and forecast financial information contained within the study.

James Bay Lithium Projects

6.18 The James Bay Lithium Projects comprise a portfolio of lithium exploration assets located within the prolific James Bay region of Quebec, Canada. The portfolio includes the Pontax, Auclair and Sakami projects, which collectively cover more than 800km² of prospective tenure within a district that hosts several significant lithium deposits and development projects. The projects benefit from access to established

For personal use only

regional infrastructure, including sealed roads, hydroelectric power and airport access, and provide Cygnus exposure to hard rock lithium exploration in one of North America's most active lithium regions.

6.19 The Pontax Project is a 51% held JV with Stria Lithium and is the most advanced asset within the portfolio, currently hosting a JORC-compliant Inferred Mineral Resource Estimate of 10.1 Mt at 1.04% Li_2O (Inferred Mineral Resource of 8.27 Mt at 1.02% Li_2O reported in accordance with NI 43-101). The project is located approximately 30 kilometres south of the James Bay Lithium Project and benefits from favourable infrastructure and access. The current Resource has been delineated over only a portion of the broader mineralised system, with lithium-bearing pegmatites identified beyond the Resource area and mineralisation remaining open in multiple directions.

Australian exploration assets

6.20 In addition to its Quebec-based copper-gold and lithium projects, Cygnus holds a portfolio of wholly-owned exploration tenements in Western Australia. The Company's Australian assets are located within the Southwest Terrane of the Yilgarn Craton, a region prospective for a range of mineral systems including gold, base metals and battery metals. The portfolio comprises more than 1,000km² of granted tenure and provides exposure to earlier-stage exploration opportunities outside of Cygnus' core Quebec operations.

6.21 The Australian portfolio includes the Bencubbin and Snake Rock projects, along with several surrounding regional tenement holdings. Exploration activities have focused on identifying opportunities for lithium, rare earth elements, base metals and gold mineralisation across a number of prospective greenstone belt and intrusive-related geological settings. To date, no Mineral Resources have been defined across the Australian assets.

Financial information

Financial performance

6.22 The table below illustrates Cygnus's consolidated statements of financial performance for the three financial years ended 31 December 2023, 31 December 2024 and 31 December 2025 as well as the three months ended 31 March 20256.

For personal use only

For personal use only

Figure 39 - Cygnus's consolidated statements of financial performance

Consolidated statement of financial performance - Cygnus	CY23	CY24	CY25	1QCY26
A$000's	Audited	Audited	Audited	Unaudited
Other income	2,875	2,537	592	28
Total other income	**2,875**	**2,537**	**592**	**28**
Employee benefits	(1,209)	(829)	(1,237)	(248)
Share-based payments	(10,186)	(2,017)	(2,497)	(1,437)
Exploration expenditure written off / expensed	(697)	(982)	(302)	(124)
Corporate and administrative expenses	(2,090)	(1,328)	(4,382)	(959)
Depreciation and finance costs	(51)	(82)	(156)	(30)
Foreign exchange gain/(loss)	(243)	49	(8)	(5)
Total Expenses	(14,476)	(5,188)	(8,581)	(2,804)
Operating loss	**(11,600)**	**(2,652)**	**(7,989)**	**(2,776)**
Finance income	119	228	450	103
Profit/(loss) before tax	**(11,482)**	**(2,424)**	**(7,539)**	**(2,673)**
Income tax expense	(2,019)	(1,349)	-	-
Net profit/(loss) after tax	**(13,500)**	**(3,773)**	**(7,539)**	**(2,673)**
Foreign currency translation	(113)	130	(412)	2,327
Changes in fair value of financial assets	(196)	(123)	689	684
Total comprehensive loss for the year, net of tax attributable to equity holders of the Company	**(13,810)**	**(3,765)**	**(7,262)**	**338**

Source: Cygnus Annual Reports, Cygnus unaudited consolidated interim financial report 1Q 2026, GTCF analysis.

6.23 Cygnus is an exploration and aspiring development company and is therefore pre-revenue. Other income is primarily represented by the settlement of flow-through sale liabilities as it incurs qualifying exploration expenditure and fulfils its obligation to transfer the associated tax benefits to flow-through investors, resulting in the progressive release of the liability to profit or loss. In addition, some other income is represented by grants received.

6.24 For Cygnus, share-based payment expense primarily reflects the accounting cost of performance rights, options and other equity incentives granted to directors, management and employees. Although no cash is paid out by the company, the fair value of these awards is recognised as an expense over the vesting period, with a corresponding increase in equity. As employees satisfy the relevant service or performance conditions, the expense is progressively recognised in the income statement.

Financial position

6.25 The table below illustrates Cygnus's consolidated statements of financial position as at 31 December 2023, 31 December 2024, 31 December 2025 and 31 March 2026.

For personal use only

Figure 40 - Cygnus's consolidated statement of financial position

Consolidated statement of financial position - Cygnus	CY23	CY24	CY25	1QCY26
A$'000s	Audited	Audited	Audited	Unaudited
Current assets				
Cash and cash equivalents	9,317	14,870	13,351	31,874
Trade and other receivables / other receivables	1,507	1,255	1,591	2,020
Total current assets	**10,824**	**16,125**	**14,942**	**33,893**
Non-current assets				
Exploration and evaluation	23,926	61,309	73,828	79,174
Property, plant and equipment	133	1,363	1,265	1,184
Investments	202	79	767	1,451
Total non-current assets	**24,261**	**62,750**	**75,861**	**81,808**
Total assets	**35,085**	**78,875**	**90,803**	**115,702**
Current liabilities				
Trade and other payables	5,528	3,459	2,697	2,218
Provisions	120	141	262	225
Total current liabilities	**5,648**	**3,600**	**2,959**	**2,442**
Non-current liabilities				
Deferred tax liabilities	2,459	3,808	3,808	3,808
Total non-current liabilities	**2,459**	**3,808**	**3,808**	**3,808**
Total liabilities	**8,108**	**7,408**	**6,767**	**6,250**
Net assets	**26,977**	**71,467**	**84,036**	**109,451**

Source: Cygnus Annual Reports, Cygnus unaudited consolidated interim financial report 1Q 2026, GTCF analysis..

6.26 Cash and cash equivalents has risen from A$13.4 million as at 31 December 2025 to A$31.9 million as at 31 March 2026 following the completion of the A$25 million equity placement on 13 March 2026. Subsequently, Cygnus reported in its June 2026 quarterly activities cash flows report released to the ASX on 10 July 2026 a cash and cash equivalents balance of A$25.5 million as at 30 June 2026.

6.27 Movements in the value of exploration and evaluation assets reflects the expenditure incurred and acquisition costs related to Cygnus' interest in mineral properties owned, leased or under option. The large increase in the carrying value of exploration and evaluation in CY24 (rising from A$23.9 million as at 31 December 2023 to A$61.3 million as at 31 December 2024) reflects Cygnus' acquisition of the Chibougamau Project.

6.28 Cygnus hold 1,650,000 shares in TSXV-listed Stria, which it accounts for as an investment on balance sheet. Movements in the value of the investment reflects changes in the trading price of Stria at each reporting date.

Cash flows

6.29 The table below illustrates Cygnus's consolidated statements of cash flows for the three financial years ended 31 December 2023, 31 December 2024, 31 December 2025 as well as for the three-months ended 31 March 2026 and three-months ends 30 June 2026.

For personal use only

Figure 41 - Cygnus's consolidated statements of cash flows

Consolidated statement of cash flows - Cygnus	CY23	CY24	CY25	1QCY26	2QCY26
A$'000s	Audited	Audited	Audited	Unaudited	Unaudited
Operating activities					
Payments to suppliers and employees	(3,189)	(1,867)	(5,613)	(1,673)	(1,577)
Payments for exploration expenditure	(63)	(328)	(533)	(137)	(177)
Interest received	57	170	450	103	273
Interest payments	-	-	-	-	-
Other income	33	-	-	-	-
Net refundable sales tax payments made	(393)	142	16	(247)	138
Net cash used in operating activities	**(3,554)**	**(1,883)**	**(5,681)**	**(1,953)**	**(1,343)**
Investing activities					
Payments for acquisitions of mining tenements	(1,848)	(273)	(167)	-	-
Payments for capitalised acquisition costs	-	-	(898)	-	-
Payments for capitalised exploration expenditure	(10,999)	(8,098)	(12,812)	(3,279)	(4,999)
Purchase of property, plant and equipment	(29)	(8)	(24)	-	-
Proceeds from sale of property, plant and equipment	-	-	1	28	-
Payments to establish security deposits	(129)	-	(54)	-	-
Government incentives received	-	46	968	93	-
Cash received on completion of Doré acquisition	-	2,457	-	-	-
Interest payments	-	(40)	(23)	-	-
Net cash used in investing activities	**(13,005)**	**(5,875)**	**(13,011)**	**(3,158)**	**(4,999)**
Financing activities					
Proceeds from shares issued	11,023	13,996	18,300	25,000	-
Proceeds from exercise of options	2,192	-	-	17	-
Share issue costs	(711)	(674)	(1,111)	(1,376)	(5)
Principal payment for leases	-	-	-	-	-
Net cash provided/(used) by financing activities	**12,504**	**13,322**	**17,189**	**23,641**	**(5)**
Net change in cash and cash equivalents	**(4,055)**	**5,524**	**(1,503)**	**18,530**	**(6,347)**
Cash at the beginning of the period	**13,531**	**9,317**	**14,870**	**13,351**	**31,874**
Foreign exchange effect on cash	(159)	29	(16)	(7)	(6)
Cash at the end of the period	**9,317**	**14,870**	**13,351**	**31,874**	**25,521**

Sources: Cygnus Annual Reports, Cygnus unaudited consolidated interim financial report 1Q 2026 and 2Q 2026, GTCF analysis.

6.30 As set out in the figure above, the operating and investing activities of Cygnus have historically been funded by cash proceeds raised from the issuance of shares. This includes A$11.0 million raised in the October 2024 Placement, A$18.3 million in the June 2025 Placement and A$25.0 million in the March 2026 Placement, all of which are summarised in Figure 36.

Share capital structure

6.31 Cygnus has the following securities on issue as at the Last Practicable Date:

- 1,227,592,052 Cygnus Ordinary Shares.
- 78,221,706 Cygnus Performance Rights.

For personal use only

- 3,146,535 Cygnus Share Rights.
- 10,866,073 Cygnus Options, with varying exercise prices ranging from CAD$0.0547 to CAD$0.3225 and varying expiry dates ranging from September 2026 to September 2029, which we have summarised in the table below.

Figure 42 - Breakdown of the Cygnus Options

Cygnus Options #	Expiry date	Exercise price (CAD$)	# Cygnus Options
Tranche 1	26-Sep-26	0.0574	34,252
Tranche 2	12-May-27	0.3225	1,024,631
Tranche 3	13-Jun-27	0.3006	109,782
Tranche 4	19-Aug-27	0.2241	1,829,700
Tranche 5	12-May-28	0.1093	1,189,305
Tranche 6	19-Apr-29	0.0547	6,541,176
Tranche 7	16-Sep-29	0.0574	137,227
Total			**10,866,073**

Source: Scheme Booklet, GTCF analysis.

Substantial shareholders of Cygnus

6.32 Based on publicly available information, as at the Last Practicable Date, Cygnus has the following substantial shareholders.

Figure 43 - Top shareholders of Cygnus as at the Last Practicable Date

Substantial shareholders of Cygnus Rank	Shareholder	# Cygnus Ordinary Shares	Interest (%)
1	Ocean Partners Holdings Limited	156,201,460	12.72%
2	Equinox Partners Investment Management LLC	150,832,997	12.29%
Sub-total		**307,034,457**	**25.01%**
Remaining Cygnus Shareholders		920,557,595	74.99%
Total		**1,227,592,052**	**100.00%**

Source: Scheme Booklet, GTCF analysis.

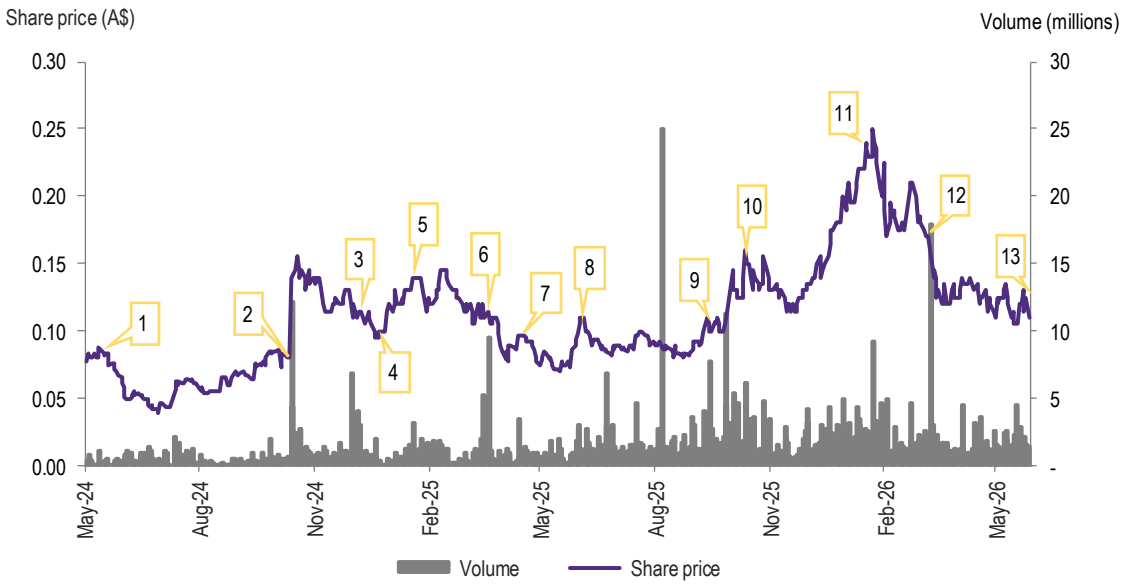
6.33 By virtue of the Call Option Deed, CAML has a relevant interest in 120,906,526 of the 156,201,460 Cygnus Ordinary Shares noted in the table above as being held by Ocean Partners Holdings Limited. This gives CAML voting power in Cygnus of approximately 9.8% as at the Last Practicable Date by virtue of CAML's relevant interest in 120,906,526 Cygnus Ordinary Shares pursuant to sections 608(1)(c) and 608(8) of the Corporations Act.

Share price and market analysis

6.34 Our analysis of the daily movements in Cygnus's trading price and volume for the period from May 2024 up to before the announcement of the Scheme is set out below.

For personal use only

Figure 44 - Historical share price and volume for Cygnus



Source: S&P Global, GTCF analysis.

The following table describes the key events which may have impacted the share price and volume movements recently as shown above.

Event	Date	Comments
1	20 May 2024	Cygnus Metals issued 1.8 million fully paid ordinary shares to vendors under the Sakami Project and Beryl property option agreements.
2	15 October 2024	Cygnus Metals announced an agreement to merge with Doré Copper Mining Corp., creating a Quebec-focused critical minerals company with the Chibougamau Copper-Gold Project and James Bay lithium assets. The announcement represented a major strategic repositioning for Cygnus, adding a high-grade copper-gold project with a stated foreign Resource estimate of 10.8Mt at 3.5% CuEq and a 900,000tpa processing facility.
3	17 December 2024	Doré Copper shareholders approved the merger with Cygnus Metals with the merger expected to complete by 31 December 2024, subject to remaining approvals. Cygnus shareholders also approved Tranche 2 of the A$11 million placement which was announced on the 17 October. The announcement reduced transaction execution uncertainty around the merger. On the 20 December, the merger received final Court approval.
4	2 January 2025	Cygnus Metals and Doré Copper completed the merger, creating a dual-listed Quebec-focused critical minerals company with Chibougamau Copper-Gold and James Bay lithium assets. The merged group had more than A$14 million in cash, and management indicated that recent exploration results were expected early in Q1 CY2025.
5	23 January 2025	Cygnus Metals announced that its first drill hole at Chibougamau returned a high-grade result outside the existing Resource, including 7.3m at 4.2% Cu from 317.8m and 2.5m at 9.1% Cu, identifying a potential new lode approximately 250m from Corner Bay. This was an important early validation of the Resource growth thesis following the Doré merger.
6	30 March 2025	Cygnus released its FY2025 Annual Report, outlining the Company's transition following the merger with Doré Copper and its strategic focus on advancing the Chibougamau Copper-Gold Project. While the report highlighted exploration success, Resource growth opportunities and project development initiatives, it did not disclose any material new operational developments beyond those previously announced to the market.
7	15 April 2025	Cygnus announced high-grade assay results from infill drilling at the Golden Eye deposit within the Chibougamau Copper-Gold Project, including intersections of up to 105.5g/t AuEq over 1.0 metre. The results confirmed the continuity and high-grade nature of the mineralisation and were reported to reconcile well with the existing block model. Management noted that the drilling was expected to support growth in the higher-confidence Indicated Resource category.

For personal use only

Event	Date	Comments
8	20 June 2025	Cygnus Metals announced an A$18.3 million placement at A$0.086 per share to accelerate Resource growth and mining studies at Chibougamau. The raising followed drilling results at Corner Bay and Golden Eye, with proceeds to be used for Resource growth, conversion, permitting and study advancement.
9	17 September 2025	Cygnus Metals reported a 78% increase in Measured & Indicated Resources at Chibougamau, with a global M&I estimate of 6.4Mt at 3.0% CuEq for 193kt CuEq and an Inferred Resource of 8.5Mt at 3.5% CuEq for 295kt CuEq. The update also included the initial Golden Eye Resource and was positioned as a foundation for updated economic studies.
10	27 October 2025	Cygnus Metals announced that Nick Kwong would move from COO to President / CEO, with the Company's strategy centred on exploration/Resource growth and updating the 2022 PEA with Ausenco.
11	22 January 2026	Cygnus Metals announced the start of new drilling and geophysics programs aimed at Resource growth across Chibougamau, including DHEM at Cedar Bay, drilling at Golden Eye, IP survey work at Joe Mann and planned drilling at Gwillim.
12	13 March 2026	Cygnus Metals announced firm commitments for an A$25 million placement at A$0.16 per share, representing a 5.9% discount to the last sale price. Funds were intended for Resource growth, Resource conversion, exploration at Joe Mann and Gwillim, permitting, study completion, early works at the milling infrastructure and working capital.
13	2 June 2026	CAML and Cygnus announce the Scheme Implementation Deed.

Source: Cygnus ASX announcements, GTCF analysis.

6.35 The monthly share price performance of Cygnus since June 2026 is summarised below:

Figure 45 - Month and week ended Cygnus share price performance

Cygnus	Share Price			Average
	High $	Low $	Close $	weekly volume 000'
Month ended				
May 2025	0.115	0.083	0.084	8,131
Jun 2025	0.110	0.080	0.093	6,714
Jul 2025	0.096	0.079	0.084	12,583
Aug 2025	0.120	0.082	0.105	12,934
Sep 2025	0.165	0.105	0.155	13,928
Oct 2025	0.155	0.110	0.125	6,350
Nov 2025	0.187	0.125	0.180	9,384
Dec 2025	0.255	0.175	0.225	13,481
Jan 2026	0.240	0.165	0.210	10,005
Feb 2026	0.220	0.110	0.130	10,775
Mar 2026	0.160	0.115	0.125	7,279
Apr 2026	0.140	0.100	0.125	9,003
May 2026	0.150	0.102	0.115	38,292
Week ended				
13 Feb 2026	0.180	0.155	0.160	21,229
20 Feb 2026	0.170	0.125	0.130	9,104
27 Feb 2026	0.140	0.110	0.120	7,361
6 Mar 2026	0.140	0.110	0.125	4,572
13 Mar 2026	0.160	0.125	0.135	8,106
20 Mar 2026	0.155	0.125	0.130	7,254
27 Mar 2026	0.135	0.115	0.125	9,754
3 Apr 2026	0.130	0.115	0.120	5,626
10 Apr 2026	0.130	0.110	0.125	6,921
17 Apr 2026	0.140	0.120	0.120	8,706
24 Apr 2026	0.120	0.100	0.105	12,305
1 May 2026	0.130	0.110	0.125	8,776
8 May 2026	0.150	0.110	0.130	55,730
15 May 2026	0.135	0.115	0.135	50,303
22 May 2026	0.145	0.115	0.120	33,845
29 May 2026	0.120	0.102	0.115	24,010

Source: S&P Global, GTCF analysis
Note: (1) The share price analysis is based on 1 June 2026

For personal use only

7. Profile of CAML

Introduction

7.1 CAML is a base metals producer listed on the AIM market of the LSE. Its operating asset base comprises the Kounrad copper operation in Kazakhstan and the Sasa zinc-lead operation in North Macedonia:

- *Kounrad Project* - 100%-owned copper cathode production operation located in central Kazakhstan. Kounrad has been producing since 2012 and since 2015, has consistently produced approximately 12,000 to 14,000 tonnes of copper cathode annually. The operation utilises an in-situ dump leach process incorporating a SX-EW[45] processing facility and mining licences extending to 2034. Kounrad is positioned within the lowest quartile of the global copper cost curve, reporting C1 cash costs of US$0.82/lb in CY25, which has supported EBITDA margins in excess of 70% since 2020. Approximately 90% of copper cathode production is sold under an offtake agreement with Traxys. Kounrad is the primary earnings contributor within the Group, generating EBITDA of US$97.3 million in CY25 compared to Group EBITDA of US$101.8 million.

- *Sasa Project* - 100%-owned underground zinc-lead operation located in North Macedonia. Since acquiring the asset in 2017, CAML has maintained annual production of approximately 17,500 to 24,000 tonnes of zinc-in-concentrate and 25,000 to 29,000 tonnes of lead-in-concentrate. In addition to zinc and lead, Sasa produces silver as a by-product of lead concentrate production, which is subject to a silver stream arrangement. During CY25, Sasa generated EBITDA of US$25.7 million. However, following a comprehensive review of the operation's Mineral Resources and Ore Reserves in 2025, CAML reduced the reported mine life of Sasa from 2039 to 2034 and recognised an impairment charge against the carrying value of the asset. The review reflected revisions to mine design assumptions, updated operating cost assumptions and a revised mine plan focused on material from the Svinja Reka deposit.

- *Aberdeen Minerals* - 32.6%-owned associate company focused on the exploration and development of nickel-copper-cobalt sulphide mineralisation in northeast Scotland. Aberdeen's principal asset is the Arthrath Project in Aberdeenshire, where exploration activities are targeting extensions to historically identified mineralisation through drilling, geophysical surveys and metallurgical test work.

7.2 CAML also holds interests in a number of early-stage exploration licences in Kazakhstan through CAML X (80%-owned subsidiary) and CAML XD (100%-owned subsidiary). These entities are focused on the exploration of copper and other base metals in Kazakhstan, leveraging CAML's existing presence and operating experience in the country through the Kounrad Project.

[45] Stands for solvent extraction-electrowinning.

For personal use only

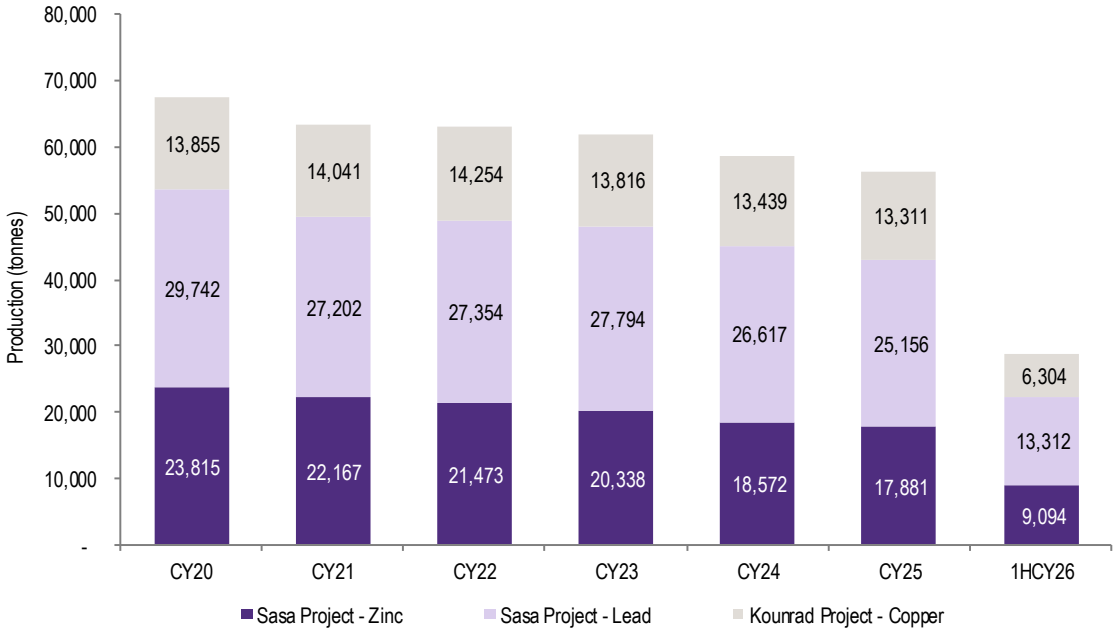
Figure 46 - High-level overview of CAML operations



Source: CAML Management.

7.3 Below we have set out the historical base metals production of CAML at the Kounrad and Sasa Projects. CAML has provided CY26 production guidance of between 12,000 and 13,000 tonnes of copper cathode at Kounrad and between 18,000 and 20,000 tonnes of zinc and 26,000 and 28,000 tonnes of lead at Sasa. CAML reiterated its CY26 production guidance in its 1H 2026 operations update released on 8 July 2026.

Figure 47 - Historical production of CAML



Source: CAML public disclosures, GTCF analysis.

7.4 A summary of the JORC Mineral Resources and Ore Reserves of CAML across its different assets is set out in the tables below.

For personal use only

Figure 48 - JORC Mineral Resources of CAML as at 31 December 2025

CAML JORC Mineral Resources			Average grade				Contained metal			
Project	Classification	Tonnage (Kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Cu (kt)	Zn (kt)	Pb (kt)	Ag (Koz)
Svinja Reka deposit	Measured	-	-	-	-	-	-	-	-	-
	Indicated	9,600	-	3.00	4.20	32.80	-	290	404	10,100
	M+I	**9,600**	**-**	**3.02**	**4.21**	**32.72**	**-**	**290**	**404**	**10,100**
	Inferred	2,300	-	2.40	2.90	35.50	-	56	68	2,662
	Total	**11,900**	**-**	**2.91**	**3.97**	**33.36**	**-**	**346**	**472**	**12,762**
Golema Reka deposit	Measured	-	-	-	-	-	-	-	-	-
	Indicated	1,800	-	1.30	4.10	13.80	-	24	75	810
	M+I	**1,800**	**-**	**1.33**	**4.17**	**14.00**	**-**	**24**	**75**	**810**
	Inferred	6,800	-	1.20	3.90	13.20	-	82	263	2,880
	Total	**8,600**	**-**	**1.23**	**3.93**	**13.35**	**-**	**106**	**338**	**3,690**
Sasa Project	Measured	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Indicated	**11,400**	**-**	**2.75**	**4.20**	**29.77**	**-**	**314**	**479**	**10,910**
	M+I	**11,400**	**-**	**2.75**	**4.20**	**29.77**	**-**	**314**	**479**	**10,910**
	Inferred	9,100	-	1.52	3.64	18.94	-	138	331	5,542
	Total	**20,500**	**-**	**2.20**	**3.95**	**24.96**	**-**	**452**	**810**	**16,452**
Kounrad Project	Measured	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Indicated	**595,100**	0.07	**-**	**-**	**-**	407,900	**-**	**-**	**-**
	M+I	**595,100**	**0.07**	**-**	**-**	**-**	**407,900**	**-**	**-**	**-**
	Inferred	-	-	-	-	-	-	-	-	-
	Total	**595,100**	**0.07**	**-**	**-**	**-**	**407,900**	**-**	**-**	**-**

Source: CAML public disclosures, GTCF analysis.

Figure 49 - JORC Ore Reserves of CAML as at 31 December 2025

CAML JORC Ore Reserves			Average grade				Contained metal			
Project	Classification	Tonnage (Kt)	Cu (%)	Zn (%)	Pb (%)	Ag (g/t)	Cu (kt)	Zn (kt)	Pb (kt)	Ag (Koz)
Sasa Project (100% Svinja Reka deposit)	Proven	-	-	-	-	-	-	-	-	-
	Probable	6,900	-	2.50	3.50	26.10	-	170	244	5,782
	Total	**6,900**	**-**	**2.46**	**3.54**	**26.06**	**-**	**170**	**244**	**5,782**
Kounrad Project	Proven	-	-	-	-	-	-	-	-	-
	Probable	595,100	0.07	-	-	-	407,900	-	-	-
	Total	**595,100**	**0.07**	**-**	**-**	**-**	**407,900**	**-**	**-**	**-**

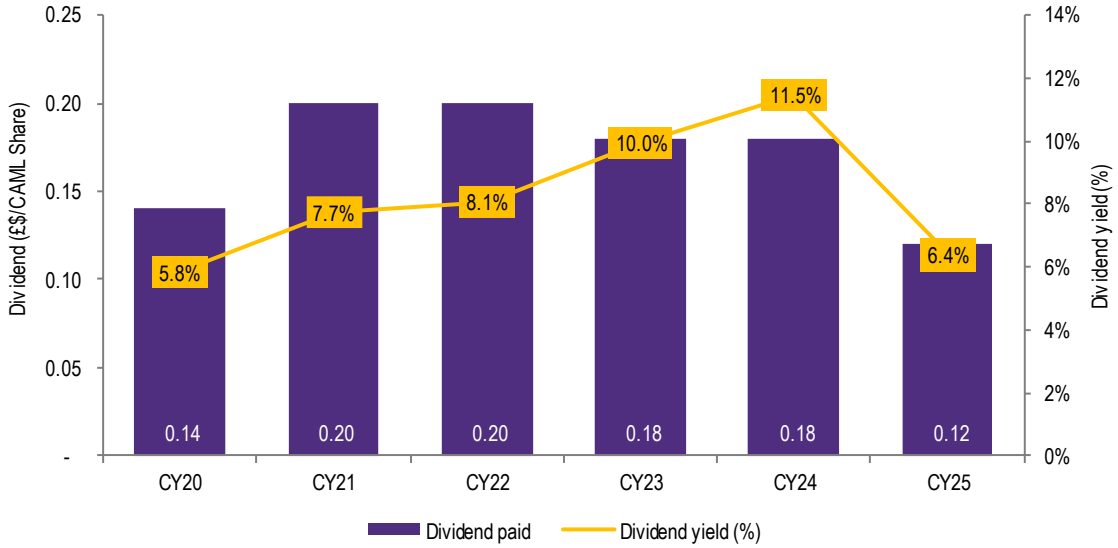
Source: CAML public disclosures, GTCF analysis.

7.5 CAML has maintained a dividend policy since 2018 under which it targets the distribution of between 30% and 50% of free cash flow[46] to CAML Shareholders and in total has been paying dividends since 2012 under previous dividend policies. As illustrated in the figure below, CAML has paid dividends consistently since adopting its stated dividend policy.

[46] CAML defines free cash flow for dividend calculation purposes as operating cashflows less sustaining capex, so not inclusive of debt amortisation payments.

For personal use only

Figure 50 - CAML's historical dividends and dividend yields



Source: CAML public disclosures, GTCF analysis.
Notes: (1) The dividend yield is calculated as the dividend paid during the period as a proportion of the share price per CAML Share as at the end of the period (31 December).

7.6 The operating performance and dividend-paying capacity of CAML have historically been supported by cash flows generated from the Kounrad and Sasa Projects. As at the date of this Report, both producing operations had reported mine lives extending to approximately 2034.

Kounrad Project

7.7 Kounrad utilises a dump leach SX-EW process to recover copper from historic waste dumps. A leaching solution is irrigated across the dumps, dissolving the copper and producing a copper-bearing solution which is subsequently processed through solvent extraction and electrowinning to produce copper cathode. Unlike conventional mining operations, Kounrad does not require ongoing ore extraction or material movement, which contributes to its low operating cost structure and position within the lowest quartile of the global copper cost curve.

7.8 Copper recovery is undertaken from both the Eastern Dump and Western Dump areas, with production occurring concurrently across both dumps. During CY25, approximately 86% of copper cathode production was sourced from the Western Dump, with the remaining 14% sourced from the Eastern Dump, reflecting the sequencing and characteristics of the sections being leached during the period. Below we have set out an illustrative overview of the Kounrad Project.

For personal use only

Figure 51 - Overview of the Kounrad Project



Source: CAML Management

7.9 The Kounrad Project is consistently positioned within the lowest quartile of the global copper cash cost curve, underpinned by the absence of conventional mining activities and physical material movement associated with the dump leach operating model discussed above. While C1 cash costs increased from US$0.61/lb in CY20 to US$0.82/lb in CY25, reflecting broader consumables and input cost inflation, Kounrad remains one of the lowest-cost copper cathode production operations globally.

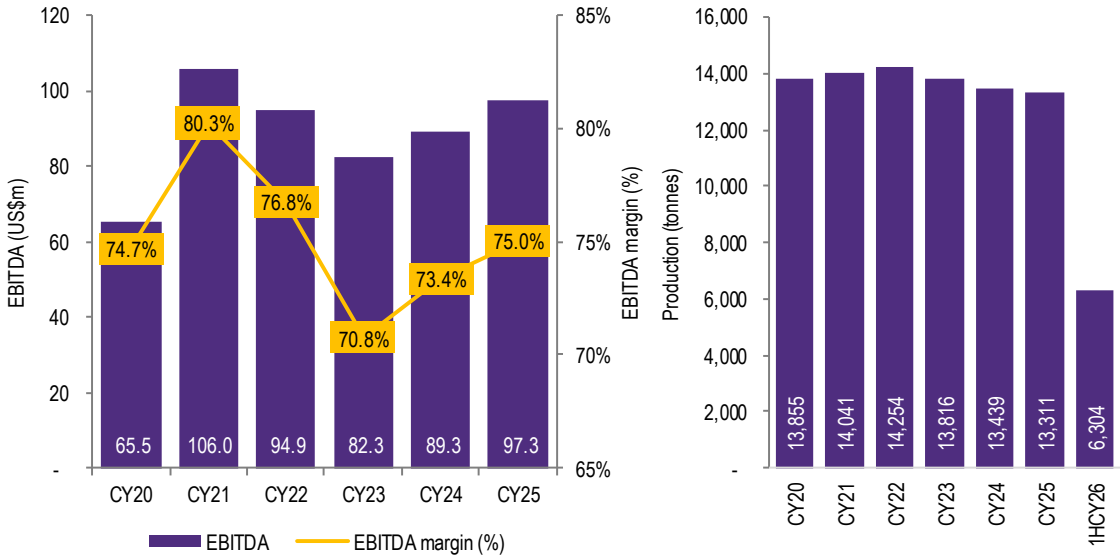
Figure 52 - Historical C1 costs at the Kounrad Project

Kounrad historical C1 costs US$/lb	CY20	CY21	CY22	CY23	CY24	CY25
C1 costs	0.61	0.57	0.65	0.74	0.80	0.82

Source: CAML public disclosures, GTCF analysis.

7.10 The asset's low operating cost structure has contributed to EBITDA margins exceeding 70% since CY20 and underpins its position as the principal source of CAML's earnings and operating cash flow.

Figure 53 - Historical EBITDA, EBITDA margin and copper production for the Kounrad Project



Source: CAML public disclosures, GTCF analysis.

For personal use only

7.11 As illustrated below, the Kounrad Project has demonstrated a high degree of operational consistency, maintaining annual copper cathode production between roughly 13,000 to 14,500 tonnes since CY20 while generating substantial EBITDA and EBITDA margins. The combination of stable production, low operating costs and limited sustaining capital requirements has enabled the Kounrad Project to remain the primary contributor to CAML's profitability and cash generation.

7.12 CAML has provided CY26 guidance for Kounrad copper cathode production between 12,000 and 13,000 tonnes, a slight reduction to total production in CY25 owing to the characteristics of the Resource blocks scheduled to be leached.

Sasa Project

7.13 Sasa is an underground zinc-lead mining operation located in North Macedonia and was acquired by CAML in 2017. The operation produces separate zinc and lead concentrates, with silver recovered as a by-product of lead concentrate production. Mining is undertaken principally using cut-and-fill and long-hole stoping methods supported by paste backfill, with ore transported to surface via the Central Decline and shaft infrastructure. Ore is then crushed, milled and processed through flotation circuits to produce separate zinc and lead concentrates for sale to third-party smelters. Tailings are utilised as underground paste backfill where possible, with the remainder disposed of in dry-stack and conventional tailings storage facilities.

7.14 Since acquiring the asset, CAML has progressively transitioned mining activities away from sub-level caving towards the use of long-hole stoping and cut-and-fill mining methods. The implementation of paste backfill since 2024 supports enhanced mining selectivity, ground stability and mineral recovery, while also reducing reliance on conventional tailings storage facilities.

Figure 54 - Overview of the Sasa Project

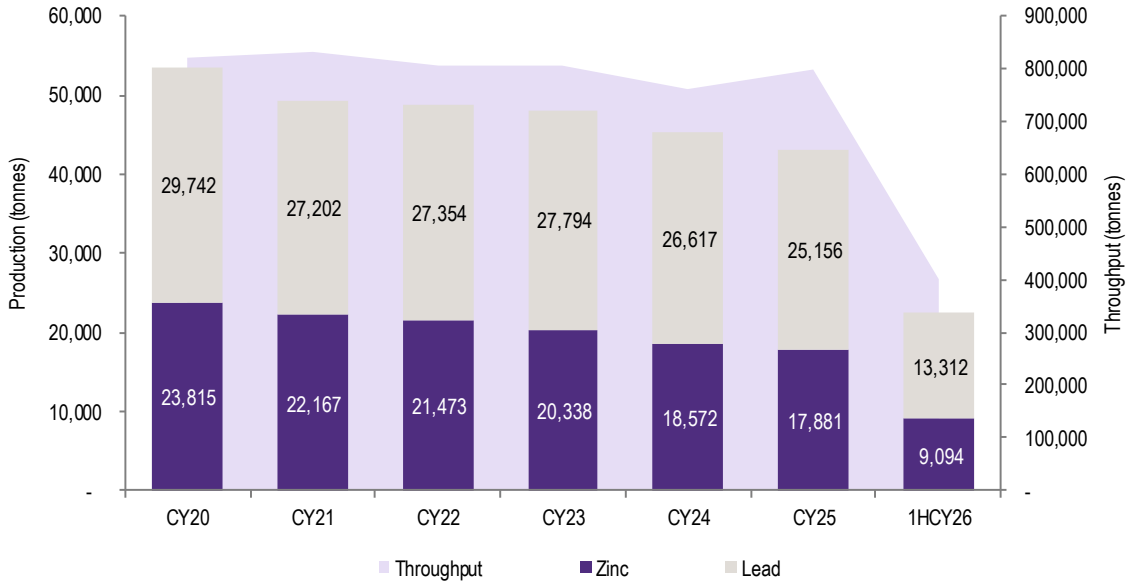


Source: CAML Management.

7.15 Below we have set out the historical throughput and resulting zinc and lead production at the Sasa Project. CAML has provided CY26 guidance for Sasa Project to mine between 800,000 to 820,000 tonnes of ore, with expected metal production between 18,000 to 20,000 tonnes zinc and between 26,000 and 28,000 tonnes of lead.

For personal use only

Figure 55 - Historical zinc and lead production and throughput at the Sasa Project



Source: CAML public disclosures, GTCF analysis.

7.16 As illustrated in the figure above, ore throughput at Sasa has remained relatively stable over time. However, zinc and lead production has generally declined notwithstanding consistent mining rates. This reflects a progressive reduction in zinc and lead grades within the orebody, resulting in lower contained metal production from a comparable volume of ore mined.

Figure 56 - Historical zinc and lead grades at the Sasa Project

Sasa historical grades %	CY20	CY21	CY22	CY23	CY24	CY25	1HCY26
Zinc	3.37%	3.14%	3.15%	2.97%	2.87%	2.61%	2.65%
Lead	3.85%	3.52%	3.63%	3.70%	3.71%	3.35%	3.52%

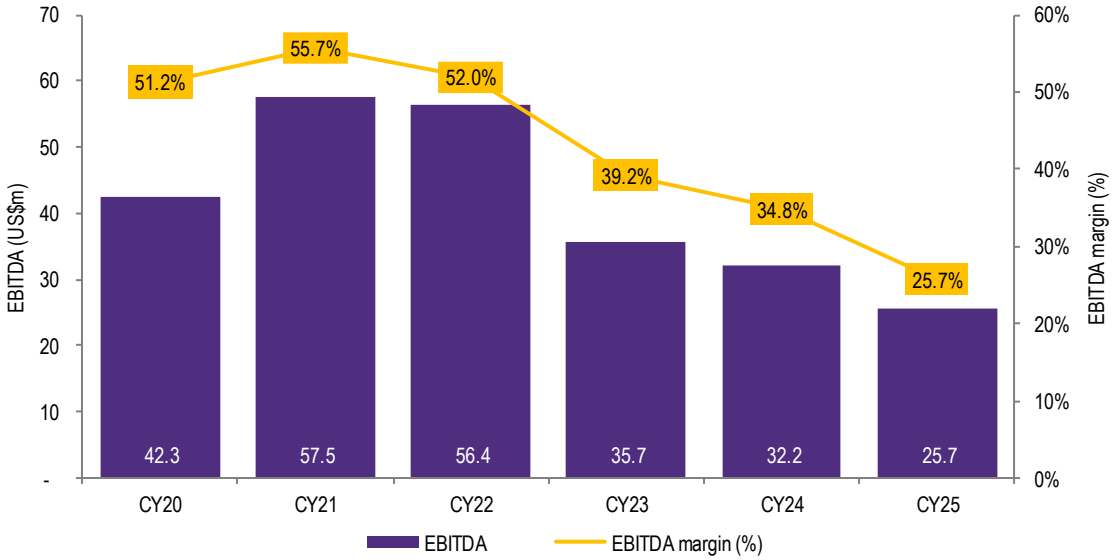
Source: CAML public disclosures, GTCF analysis.

7.17 During 2025, CAML completed a comprehensive review of the Mineral Resources and Ore Reserves at the Sasa Project. The review incorporated updated mine design assumptions, revised operating cost estimates and a mine plan restricted to material from the Svinja Reka deposit. As a result, the estimated mine life of the operation was reduced from 2039 to 2034 and CAML recognised an impairment charge against the carrying value of the asset.

7.18 Below we have set out the historical EBITDA and EBITDA margin for the Sasa Project.

For personal use only

Figure 57 - Historical EBITDA and EBITDA margin at the Sasa Project



Source: CAML public disclosures, GTCF analysis.

7.19 As illustrated above, EBITDA margins generated by the Sasa Project have declined over the last five years, from approximately 50% to 55% at the beginning of the period (noting CY20 was impacted by the operational and financial effects of the COVID-19 pandemic) to 25.7% in CY25. In our view, this margin contraction principally reflects lower contained metal production resulting from declining zinc and lead grades and higher operating costs associated with the transition to cut-and-fill and long hole stoping mining methods.

7.20 As set out in the figure below, C1 cash costs increased from US$0.68/lb in CY23 to US$0.79/lb in CY25. The increase largely reflects the higher operating costs associated with the transition to cut-and-fill and long hole stoping mining methods, including paste fill activities, together with broader cost inflation experienced across mining operations.

Figure 58 - Historical C1 costs at the Sasa Project

Sasa historical C1 costs US$/lb	CY20	CY21	CY22	CY23	CY24	CY25
C1 costs	0.63	0.78	0.78	0.66	0.76	0.79

Source: CAML public disclosures, GTCF analysis.

7.21 Along with the acquisition of Sasa, CAML inherited a silver stream arrangement with OR Royalties under which all refined silver attributable to the operation must be delivered at approximately US$6/oz for the life of mine. As Sasa does not produce refined silver, the silver contained within lead concentrate is sold to third-party smelters for processing, with CAML then required to purchase refined silver on the open market to satisfy its delivery obligations under the stream agreement. During CY25, CAML recognised revenue of US$2.5 million under the stream arrangement. As silver prices have increased over time, CAML is unable to realise the benefit of the prevailing market price.

Aberdeen Mineral Limited

7.22 Aberdeen Minerals is a private mineral exploration company focused on the exploration and development of nickel-copper-cobalt mineralisation in northeast Scotland. Aberdeen's principal asset is the Arthrath Project in Aberdeenshire, a district-scale exploration project prospective for magmatic sulphide

For personal use only

mineralisation containing nickel, copper and cobalt. Exploration activities undertaken by Aberdeen have included geological mapping, geophysical surveys and drilling programmes aimed at testing the continuity and scale of historically identified mineralisation.

7.23 CAML made an initial cornerstone investment of £3 million in Aberdeen during 2024, acquiring a 28.4% interest in the company and receiving warrants that provided the right to make additional investments. In January 2026, CAML exercised a portion of these warrants for £850,000, increasing its shareholding to 32.6%. The additional funding was intended to support further exploration activities, including drilling and geophysical work at the Arthrath Project and surrounding exploration targets. Agreement was also reached to extend the expiry date of the remaining warrants to allow additional time for exploration results to be assessed.

7.24 Notwithstanding the above, Aberdeen remains an early-stage exploration investment and does not currently contribute production or operating cash flow to CAML.

Financial performance

7.25 The table below illustrates CAML' consolidated statements of financial performance for the three financial years ended 31 December 2023, 31 December 2024 and 31 December 2025.

Figure 59 - CAML consolidated statements of financial performance

Consolidated statement of financial performance - CAML US$'000s	CY23 Audited	CY24 Audited	CY25 Audited
Revenue	**203,461**	**214,441**	**229,860**
Cost of sales	(101,075)	(108,801)	(123,965)
Distribution and selling costs	(2,844)	(2,142)	(2,295)
Gross profit	**99,542**	**103,498**	**103,600**
Administrative expenses	(26,691)	(28,767)	(32,152)
Impairment of non-current assets	-	-	(117,765)
Other operating income/(expenses)	(3,303)	5,849	(3,274)
Operating profit/(loss)	**69,548**	**80,580**	**(49,591)**
Finance income	1,992	2,364	1,792
Finance costs	(1,852)	(2,192)	(2,612)
Share of post-tax loss of associate	-	(76)	(140)
Fair value movement of share-based payment liability	(4,803)	(3,966)	(7,955)
Profit/(loss) before income tax	**64,885**	**76,710**	**(58,506)**
Income tax	(27,703)	(25,896)	(16,178)
Profit/(loss) from continuing operations	**37,182**	**50,814**	**(74,684)**
Loss from discontinued operations	(63)	(183)	(474)
Profit/(loss) for the year	**37,119**	**50,631**	**(75,158)**

Source: CAML annual reports, GTCF analysis.

7.26 *Revenue* - CAML generated revenue of US$229.9 million in 2025, an increase of 7% on US$214.4 million in 2024, which itself increased 5% from US$203.5 million in 2023. The growth over the period was primarily driven by stronger realised commodity prices, particularly for copper and zinc, together with higher silver prices and lower treatment charges at Sasa resulting from favourable concentrate market

For personal use only

conditions. Revenue is reported net of zinc and lead TCs and offtake fees. Below we have provided a breakdown of CAML's revenue between the Kounrad and Sasa Projects.

Figure 60 - Revenue breakdown

Revenue breakdown US$'000s	CY23 Audited	CY24 Audited	CY25 Audited
Kounrad Project	113,318	121,783	129,734
Sasa Project	90,143	92,658	100,126
Total revenue	**203,461**	**214,441**	**229,860**

Source: CAML annual reports, GTCF analysis.

- At Kounrad, revenue increased to US$129.7 million in 2025 (2024: US$121.8 million), as a higher realised copper price more than offset a modest reduction in sales volumes.

- At Sasa, revenue increased to US$100.1 million (2024: US$92.7 million), principally reflecting materially lower zinc and lead treatment charges following improved smelter terms from April 2025. Sasa also benefited from higher realised silver prices however, lower zinc and lead production volumes, driven by reduced ore grades, partially moderated the benefit of improved pricing and market terms.

- Consistent with prior periods, substantially all production from both operations was sold under or through renewable offtake/sales arrangements with Traxys.

7.27 *Cost of sales* - CAML reported cost of sales of US$124.0 million in 2025, up from US$108.8 million in 2024 and US$101.1 million in 2023. The increase reflects a combination of higher labour costs across both operations, increased government charges linked to stronger commodity prices, and additional operating costs at Sasa relating to tailings disposal and recently commissioned infrastructure. Depreciation and amortisation increased to US$29.4 million in 2025 (2024: US$26.3 million) as capital investments progressed into production. Cost of sales also includes the impact of the OR Royalties silver stream, with higher open-market silver purchases required to satisfy delivery commitments during a period of elevated silver prices. Notwithstanding these cost pressures, CAML has continued to implement cost-control measures across its operating assets.

7.28 *Impairment expense* - CAML recorded an impairment charge of US$117.5 million against the Sasa operation as at 31 December 2025 following a revision to its life-of-mine plan. The impairment reflected a combination of lower mineable inventory, the exclusion of the Golema Reka deposit from future production plans and higher forecast operating costs, resulting in a reduction in the remaining mine life to 2034. The charge reflects a reassessment of the carrying value of Sasa based on updated technical and economic assumptions rather than a current-period operating cash outflow. A further US$0.3 million impairment was recognised against exploration assets relating to the Zhamantas licence in Kazakhstan, which CAML has elected not to pursue further.

7.29 *EBITDA* - CAML generated EBITDA of US$101.8 million in 2025, broadly unchanged from US$101.8 million in 2024 and US$101.0 million in 2023. Despite rising revenue, group EBITDA margins contracted from 49.7% in 2023 to 44.3% in 2025 as higher commodity prices were offset by increasing labour, operating and exploration costs across the Group. Earnings continued to be underpinned by the Kounrad Project, which generated EBITDA of US$97.3 million in 2025 at a margin of 75.0%, benefiting from stronger copper prices and its established low-cost operating profile. By comparison, Sasa generated

For personal use only

EBITDA of US$25.7 million at a margin of 25.7% in 2025, with profitability affected by lower ore grades, reduced sales volumes and a higher operating cost base. The divergence in performance between the two operations highlights Kounrad's role as CAML's primary cash-generating asset and the increasing operational pressures facing Sasa as mining advances through the orebody.

Figure 61 - EBITDA breakdown and EBITDA margins

EBITDA breakdown US$'000s	CY23 Audited	CY24 Audited	CY25 Audited
Kounrad Project	82,308	88,812	97,341
Sasa Project	35,663	32,248	25,722
Exploration	-	(983)	(1,377)
Unallocated	(16,928)	(18,258)	(19,888)
Total EBITDA	**101,043**	**101,819**	**101,798**
Kounrad Project EBITDA margin (%)	*72.6%*	*72.9%*	*75.0%*
Sasa Project EBITDA margin (%)	*39.6%*	*34.8%*	*25.7%*
Total EBITDA margin (%)	*49.7%*	*47.5%*	*44.3%*

Source: CAML annual reports, GTCF analysis.

Financial position

7.30 The table below illustrates CAML' consolidated statements of financial position as at 31 December 2023, 31 December 2024 and 31 December 2025.

For personal use only

Figure 62 - CAML consolidated statement of financial position

Consolidated Statement of Financial Position US$'000s	CY23 Restated	CY24 Restated	CY25 Audited
Cash and cash equivalents	56,832	67,318	79,673
Inventories and trade receivables	23,414	23,842	30,935
Other current assets	7,068	1,263	1,741
Total current assets	**87,314**	**92,423**	**112,349**
Property, plant and equipment	338,121	318,744	238,790
Intangible assets	25,425	21,371	22,896
Equity accounted associate	-	3,775	3,635
Other non-current assets	14,313	7,513	7,139
Total non-current assets	**377,859**	**351,403**	**272,460**
Assets held for sale	76	61	-
Total assets	**465,249**	**443,887**	**384,809**
Trade and other payables	17,265	17,173	23,720
Share-based payment liability	10,206	8,635	11,984
Silver stream commitment	1,002	1,082	1,130
Borrowings and lease liabilities	502	665	1,450
Other current liabilities	117	63	147
Total current liabilities	**29,092**	**27,618**	**38,431**
Silver stream commitment	16,042	14,978	13,902
Deferred tax liability	18,983	16,613	7,160
Provisions for other liabilities and charges	26,196	25,272	37,190
Share-based payment liability	2,268	2,291	2,610
Other non-current liabilities	1,930	1,784	1,290
Total non-current liabilities	**65,419**	**60,938**	**62,152**
Liabilities held for sale	94	24	-
Total liabilities	**94,605**	**88,580**	**100,583**
Ordinary shares	1,821	1,821	1,796
Share premium	205,725	205,825	205,825
Capital redemption reserve	-	-	25
Treasury shares	(15,413)	(13,885)	(13,885)
Currency translation reserve	(121,167)	(148,428)	(110,057)
Retained earnings	300,932	311,459	200,865
Equity attributable to owners of the parent	**371,898**	**356,792**	**284,569**
Non-controlling interests	(1,254)	(1,485)	(343)
Total equity	**370,644**	**355,307**	**284,226**
Total equity and liabilities	**465,249**	**443,887**	**384,809**

Source: CAML annual reports, GTCF analysis.

7.31 *Cash and cash equivalents* - CAML's cash and cash equivalents increased from US$56.8 million as at 31 December 2023 to US$79.7 million as at 31 December 2025. The growth in cash balances reflects the Group's strong operating cash flow generation, underpinned by the high-margin Kounrad operation and the overall cash-generative nature of its asset portfolio. Despite ongoing capital expenditure and investment in exploration and business development activities, CAML continued to generate positive free cash flow over the period, strengthening its liquidity position. Consistent with this trend, CAML reported cash balances of

US$96.7 million as at 30 June 2026 (including US$0.4 million of restricted cash) in its 1H 2026 Operations Update released on 8 July 2026.

7.32 *Investments* - In May 2024, CAML invested US$3.8 million (£3.0 million) in Aberdeen, acquiring an initial 28.7% equity interest (subsequently diluted to 28.4% following the exercise of warrants by other shareholders). Given CAML's level of ownership and influence, the investment is accounted for as an associate under the equity method. In addition to its existing shareholding, CAML holds warrants to subscribe for a further £1.15 million of Aberdeen shares at an exercise price of 11 pence per share, which would increase its ownership interest to approximately 37.6%, assuming no other changes to Aberdeen's issued capital. The warrants are recognised as financial assets at fair value through profit and loss and were valued at US$0.3 million at 31 December 2025.

7.33 *Property, plant and equipment* - Below we have presented a breakdown of the carrying value of property, plant and equipment on balance sheet for CAML. In CY25 there was an increase in plant and equipment largely driven by US$36.6 million transfer from construction in progress to plant and equipment, as well as positive US$12.6 exchange rate movement.

Figure 63 - Breakdown of property, plant and equipment

Breakdown of property, plant and equipment US$'000s	CY23 Restated	CY24 Restated	CY25 Audited
Construction in progress	13,038	25,719	13,182
Plant and equipment	115,605	106,626	144,750
Mining assets	516	412	1,430
Motor vehicles, office equipment and right-of-use assets	2,672	1,336	1,033
Land	612	578	651
Mineral rights	205,678	184,073	77,744
Total	**338,121**	**318,744**	**238,790**

Source: CAML annual reports, GTCF analysis.

7.34 *Intangible assets* - Below we have broken the carrying value of intangible assets on balance sheet for CAML.

Figure 64 - Breakdown of intangible assets

Breakdown of intangible assets US$'000s	CY23 Restated	CY24 Restated	CY25 Audited
Goodwill	7,547	6,553	6,826
Mining licences and permits	17,781	14,344	14,156
Computer software and website	97	59	47
Exploration and evaluation	-	415	1,867
Total	**25,425**	**21,371**	**22,896**

Source: CAML annual reports, GTCF analysis.

7.35 *Borrowings* - CAML has historically operated with minimal financial leverage. As at 31 December 2025, the Group reported total borrowings and loans of US$0.9 million, broadly unchanged from prior periods. Given the Group's strong cash generation and cash balance of US$79.6 million at 31 December 2025, CAML maintained a net cash position and limited reliance on external debt financing. Consistent with this position, borrowings remained at US$0.9 million as at 30 June 2026, according to CAML's 1H 2026 Operations Update released on 8 July 2026.

For personal use only

For personal use only

Cash flows

7.36 The table below illustrates CAML' consolidated statements of cash flows for the three financial years ended 31 December 2023, 31 December 2024 and 31 December 2025.

Figure 65 - CAML' consolidated statements of cash flows

Consolidated statement of cash flows - CAML US$'000s	CY23 Restated	CY24 Restated	CY25 Audited
Cash flows from operating activities			
Cash generated from operations	92,598	93,897	89,757
Interest paid	(94)	(66)	(176)
Corporate income tax paid	(27,481)	(19,567)	(25,918)
Net cash flow generated from operating activities	**65,023**	**74,264**	**63,663**
Cash flows from investing activities			
Purchases of property, plant and equipment	(27,807)	(20,786)	(19,026)
Proceeds from sale of property, plant and equipment	27	66	84
Purchases of intangible assets	(54)	(459)	(1,695)
Purchase of investment in equity accounted associate	-	(3,851)	-
Purchase of equity investment at FVOCI	-	-	(16,657)
Proceeds from sale of equity investment at FVOCI	-	-	19,112
Receipt of break fee related to New World Resources (NWR)	-	-	1,600
Interest received	1,916	2,374	1,835
Increase in restricted cash	(50)	(57)	(53)
Net cash used in investing activities	**(25,968)**	**(22,713)**	**(14,800)**
Cash flows from financing activities			
Drawdown of overdraft	-	-	20,463
Repayment of overdraft	(1,090)	(58)	(19,841)
Payment of lease liabilities	-	(36)	(536)
Shares purchased for cancellation	-	-	(5,191)
Dividends paid to owners of the parent	(41,525)	(40,869)	(31,386)
Net cash used in financing activities	**(42,615)**	**(40,963)**	**(36,491)**
Net increase/(decrease) in cash and cash equivalents	**(3,455)**	**10,472**	**12,295**
Cash and cash equivalents at beginning of year	**60,361**	**56,906**	**67,378**
Effect of foreign exchange loss/(gain) on cash and cash equivalents	105	(116)	(77)
Cash and cash equivalents at end of year	**56,906**	**67,378**	**79,673**

Sources: CAML annual reports, GTCF analysis.

7.37 *Operating activities* - CAML has historically generated strong operating cash flows, reflecting the cash-generative nature of its producing assets, despite higher operating costs and lower production volumes at Sasa. Operating cash flow remained underpinned by robust commodity prices, particularly copper, and the high-margin characteristics of the Kounrad operation.

7.38 *Investing activities* - CAML's investing cash outflows primarily reflected sustaining and development capital expenditure across its operating assets, together with expenditure on exploration and business development activities. CAML primarily invests in operational infrastructure at Sasa and advancing its broader growth strategy, while maintaining financial discipline and preserving a strong liquidity position.

For personal use only

7.39 *Financing activities* - Financing cash outflows are principally driven by returns of capital to shareholders through dividends and share buybacks, consistent with CAML's long-standing capital allocation strategy. Despite these distributions, CAML continues to maintain large cash balances, highlighting the strength of its balance sheet and its capacity to fund shareholder returns from internally generated cash flows.

Share capital structure

CAML has the following securities on issue as at the Last Practical Date:

- 177,904,281 CAML Ordinary Shares, comprised of 177,710,956 CAML Ordinary Shares, 193,325 CAML Treasury Shares, with 5,064,613 of the 177,904,281 CAML Ordinary Shares being held in the CAML Employee Benefit Trust[47].
- 11,919,223 CAML Options.

Top shareholders

7.40 Based on publicly available information, as at the Last Practicable Date, CAML is aware of the following persons who represent an interest directly or indirectly, jointly or severally in 3% or more of CAML's total voting rights or could exercise control over CAML.

Figure 66 - Top shareholders of CAML

Substantial shareholders of CAML			
Rank	Shareholder	# CAML Ordinary Shares	Interest (%)
1	GLG Partners LP	10,675,837	6.01%
2	Barclays PLC	9,434,693	5.31%
3	Allan Gray Proprietary Limited	6,918,567	3.89%
Sub-total		**27,029,097**	**15.21%**
Remaining CAML Shareholders		150,681,859	84.79%
Total		**177,710,956**	**100.00%**

Source: Scheme Booklet, GTCF analysis.

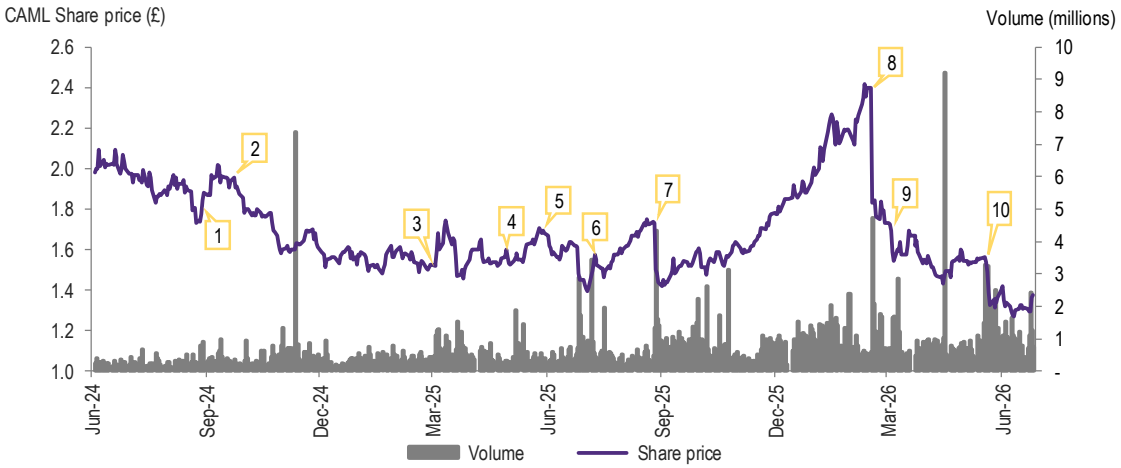
Share price and market analysis

7.41 Our analysis of the daily movements in CAML trading price and volume for the period from June 2025 up to before the announcement of the Scheme is set out below.

[47] Of the 177,904,281 CAML Shares in issue, 5,064,613 CAML Shares were held in the CAML Employee Benefit Trust (EBT) intended for satisfaction of awards under CAML's Employee Share Plan 2011 and Long-Term Incentive Plan 2022, in relation to which dividends and voting rights have been waived.

For personal use only

Figure 67 - Historical share price and volume for CAML



Source: S&P Global, GTCF analysis.

The following table describes the key events which may have impacted the share price and volume movements recently as shown above.

Event	Date	Comments
1	10 September 2024	CAML released its H1 2024 interim results, reporting continued strong profitability, cash generation and a debt-free balance sheet. Despite softer production at Sasa, the Company maintained a strong financial position and continued to return capital to shareholders through dividends while pursuing future growth opportunities.
2	9 October 2024	The Company's Q3 2024 Operations Update highlighted improved operational performance at Sasa following challenges experienced earlier in the year. The update also noted that capital projects aimed at extending the life of the operation were nearing completion and were expected to support the long-term future of the asset.
3	20 March 2025	CAML released its FY2024 results, reporting revenue of US$214.4 million, EBITDA of US$101.8 million and free cash flow of US$65.7 million. The Company remained debt free and continued to generate significant cash flow from its operations, while highlighting that identifying a material growth opportunity remained a key strategic objective.
4	21 May 2025	The Company announced a proposed acquisition of New World Resources for approximately A$185 million. The transaction would have added the Antler copper project in Arizona and represented a significant step toward addressing market concerns regarding CAML's long-term production growth profile.
5	10 July 2025	CAML released its H1 2025 Operations Update and revised FY2025 zinc and lead production guidance for Sasa. Management cited challenges associated with maintaining head grades as mining progressed deeper underground, highlighting the operational risks associated with the transition period at the mine.
6	21 July 2025	The Company announced that it would not submit a counterproposal for New World Resources following a competing offer from Kinterra Capital. As a result, the proposed acquisition was terminated, leaving CAML without the growth asset that had been expected to materially strengthen its future development pipeline.
7	9 September 2025	CAML released its H1 2025 interim results, which reflected lower profitability and free cash flow compared to the prior period. The Company also announced a share buyback programme and reduced its interim dividend relative to the prior year, reflecting weaker operational performance at Sasa and a more cautious capital allocation approach.
8	3 March 2026	CAML released an updated Mineral Resource and Ore Reserve Statement for Sasa. The announcement indicated that the current mine plan supported an estimated mine life to 2034 and that updated assumptions were expected to result in a non-cash impairment charge of up to US$120 million in the FY2025 accounts. The announcement highlighted the operational challenges associated with mining deeper portions of the orebody.
9	19 March 2026	CAML released its 2025 full year results, which reflected a reduction in EBITDA margin, group free cash flow and total dividend for the year when compared to 2024.
10	2 June 2026	CAML announced a proposed acquisition of Cygnus Metals.

For personal use only

Source: CAML ASX announcements, GTCF analysis.

7.42 The monthly share price performance of CAML since June 2025 is summarised below:

Figure 68 - Month and week ended CAML share price performance

CAML	Share Price			Average
	High £	Low £	Close £	weekly volume 000'
Month ended				
Jun 2025	1.754	1.538	1.594	2,023
Jul 2025	1.680	1.392	1.464	4,787
Aug 2025	1.722	1.454	1.696	1,858
Sep 2025	1.800	1.414	1.516	4,966
Oct 2025	1.650	1.464	1.590	4,962
Nov 2025	1.650	1.488	1.636	2,895
Dec 2025	1.926	1.580	1.880	3,224
Jan 2026	2.340	1.822	2.250	5,722
Feb 2026	2.440	2.050	2.395	5,255
Mar 2026	2.440	1.471	1.616	6,227
Apr 2026	1.721	1.410	1.470	5,523
May 2026	1.650	1.460	1.554	3,285
Jun 2026	1.600	1.253	1.324	7,634
Week ended				
3 Apr 2026	1.696	1.534	1.666	1,992
10 Apr 2026	1.721	1.568	1.572	2,750
17 Apr 2026	1.626	1.490	1.566	4,298
24 Apr 2026	1.564	1.431	1.466	4,452
1 May 2026	1.540	1.410	1.496	12,254
8 May 2026	1.565	1.460	1.542	2,611
15 May 2026	1.650	1.522	1.544	3,930
22 May 2026	1.584	1.510	1.536	3,271
29 May 2026	1.602	1.520	1.554	3,461
5 Jun 2026	1.600	1.320	1.328	12,157
12 Jun 2026	1.382	1.286	1.362	8,659
19 Jun 2026	1.428	1.302	1.336	5,713
26 Jun 2026	1.336	1.253	1.300	5,034
3 Jul 2026	1.380	1.298	1.310	3,600
10 Jul 2026	1.390	1.262	1.376	6,214
17 Jul 2026	1.400	1.302	1.384	3,715

Source: S&P Global, GTCF analysis
Note: The share price analysis is based on 1 June 2026.

For personal use only

8. Profile of the Combined Group

Overview of the Combined Group

8.1 The proposed acquisition would provide CAML with a significant copper and gold development project in Quebec, Canada, while providing Cygnus shareholders with an equity interest in a larger and more diversified mining group with operational and construction expertise, free cashflow generation and a dividend paying history.

8.2 The Chibougamau Project represents a potential future growth asset for CAML and, if successfully developed, could materially increase the Combined Group's future copper production and cash flow generation. The transaction is also expected to diversify CAML's asset portfolio beyond its existing operations in Kazakhstan and North Macedonia and establish a presence in Canada, a low-risk mining jurisdiction.

8.3 CAML has indicated that it intends to utilise its technical, operational and financial resources to advance the development of the Chibougamau Project, including progressing technical studies, permitting and project evaluation activities. CAML also considers the broader Chibougamau district to offer further exploration and Resource growth opportunities that may support longer term value creation.

8.4 CAML has stated that it intends to retain the Canada based operational team associated with the Chibougamau Project to support continuity and ongoing project advancement. CAML also expects its existing senior management team to remain in place following completion of the transaction.

8.5 If the Scheme is implemented, the Chibougamau Project is expected to become CAML's principal growth and development asset. CAML has stated that its strategy will continue to focus on disciplined capital allocation, low-cost operations and long-term growth through the development and operation of mineral assets.

8.6 Following implementation of the Scheme, the Combined Group is expected to continue to operate under CAML's existing governance framework and capital management policies, including its approach to dividends, which will remain subject to the financial performance, funding requirements and growth objectives of the Combined Group.

Pro-forma financial information

8.7 The Combined Group pro forma consolidated statement of financial position as at 31 December 2025, sourced from the Scheme Booklet, has been derived from:

- Cygnus’s audited historical consolidated statement of financial position as at 31 December 2025;
- CAML’s audited historical consolidated statement of financial position as at 31 December 2025; and
- Pro forma adjustments incorporating relevant acquisition accounting and other adjustments required to present the Combined Group pro forma consolidated statement of financial position. Refer to Section 2.7(c) in the Scheme Booklet for further details.

For personal use only

Figure 69 - Pro forma statement of financial of the Combined Group

Combined Group pro forma balance sheet US$'000	CAML as at 31-Dec-25	Cygnus as at 31-Dec-25	Subsequent events	Pro forma adjustments	Combined Group
Inventories	20,597	-	-	-	20,597
Trade and other receivables	10,338	1,066	-	-	11,404
Income tax recoverable	1,345	-	-	-	1,345
Restricted cash	396	-	-	-	396
Cash and cash equivalents	79,673	8,947	(22,093)	(8,715)	57,812
Total current assets	**112,349**	**10,013**	**(22,093)**	**(8,715)**	**91,554**
Property, plant and equipment	238,790	848	-	-	239,638
Intangible assets	22,896	49,475	-	115,499	187,870
Investments	–	514	-	-	514
Investment in equity accounted associate	3,635	-	-	-	3,635
Financial assets at FVTPL	59	-	-	-	59
Other non-current receivables	6,546	-	-	-	6,546
Deferred tax asset	534	-	-	-	534
Total non-current assets	**272,460**	**50,837**	**-**	**115,499**	**438,796**
Total assets	**384,809**	**60,850**	**(22,093)**	**106,784**	**530,350**
Borrowings and loans due to subsidiary	936	-	-	-	936
Silver stream commitment	1,130	-	-	-	1,130
Trade and other payables	23,720	1,807	-	-	25,527
Lease liability	514	-	-	-	514
Share-based payment liability	11,984	-	-	-	11,984
Provisions for other liabilities and charges	-	176	-	-	176
Employee benefit liabilities	72	-	-	-	72
Income tax payable	75	-	-	-	75
Total current liabilities	**38,431**	**1,983**	**-**	**-**	**40,414**
Silver stream commitment	13,902	-	-	-	13,902
Lease liability	715	-	-	-	715
Share-based payment liability	2,610	-	-	-	2,610
Employee benefit liabilities	575	-	-	-	575
Provisions for other liabilities and charges	37,190	-	-	-	37,190
Deferred tax liability	7,160	2,552	-	-	9,712
Non-current liabilities	**62,152**	**2,552**	**-**	**-**	**64,704**
Total liabilities	**100,583**	**4,535**	**-**	**-**	**105,118**
Net assets	**284,226**	**56,315**	**(22,093)**	**106,784**	**425,232**

Source: Scheme Booklet, GTCF analysis.

Capital structure

8.8 Below we have set out the computation of the pro forma fully diluted shares in the Combined Group after the Scheme.

For personal use only

Figure 70 - Pro forma fully diluted shares in the Combined Group immediately after the Scheme

Pro forma capital structure of the Combined Group immediately after the Scheme # (unless stated otherwise)	Note	
Cygnus Ordinary Shares	1	1,227,592,052
Cygnus Performance Rights		78,221,706
Cygnus Share Rights		3,146,535
Cygnus Options (in-the-money)		7,901,960
Total number Cygnus Shares on issue immediately prior to implementation of the Scheme		**1,316,862,253**
Exchange Ratio	2	0.06
New CAML Shares to be issued as Scheme Consideration	**3**	**79,011,735**
Add: CAML Ordinary Shares	4	172,646,343
Add: CAML Options		11,919,223
Add: New CAML Options	5	177,845
Pro-forma number of fully diluted shares in the Combined Group immediately after the Scheme		**263,755,146**
Cygnus Shareholders interest in the Combined Group (%)	6	*31%*
Existing CAML Shareholders interest in the Combined Group (%)		*69%*

Source: Scheme Booklet, GTCF analysis.

8.9 *Note 1* - Based on the treatment of Cygnus equity incentives as part of the Scheme discussed in Section 2, there will be 1,316,862,253 Cygnus Ordinary Shares on issue immediately prior to implementation of the Scheme. Specifically, all Cygnus Performance Rights, Cygnus Shares Rights and outstanding in-the-money Cygnus Options as at the Last Practical Date will become Cygnus Ordinary Shares on a one-for-one basis following shareholder approval of the Scheme. There is 10,866,073 Cygnus Options outstanding as at the date of this Report, of which only Tranches 1, 5, 6 and 7 of Cygnus Options are classified as being in-the-money based on our valuation assessment of Cygnus on a minority basis. Refer to Figure 42 for further details on the breakdown of the different tranches of Cygnus Options, including the number of securities, expiry date and exercise price.

8.10 *Note 2* - Under the terms of the Scheme, as discussed in Section 2, Cygnus Shareholders will receive 0.06 CAML Shares in the Combined Group for every 1 Cygnus Share held immediately prior to implementation of the Scheme.

8.11 *Note 3* - Based on the treatment of the Cygnus equity incentives as part of the Scheme discussed in paragraph 8.9, there will be approximately 79,011,735 New CAML Shares issued to existing Cygnus Shareholders as consideration for the purchase of their Cygnus Ordinary Shares.

8.12 *Note 4* - As at the Last Practicable Date, there are 172,646,343 CAML Ordinary Shares (excluding EBT) and 11,919,223 CAML Options on issue, as set out in Section 7.

8.13 *Note 5* - Under the terms of the Scheme, as discussed in Section 2, the Cygnus Options deemed to be out-of-the-money as at the Last Practicable Date (2,964,113 Cygnus Options, being the aggregate of Tranches 2,3 and 4 of Cygnus Options in Figure 42), will be replaced with CAML Options at the equivalent terms and based on the Exchange Ratio of 0.06. Accordingly, there will be 177,845 New CAML Options following implementation of the Scheme within the fully-diluted capital structure of the Combined Group.

8.14 *Note 6* - Based on the discussion above, there will be 263,755,146 fully-diluted number of shares in the Combined Group following implementation of the Scheme. Cygnus Shareholders will hold a 30.0% interest in the Combined Group with the remaining 70.0% interest held by Existing CAML Shareholders.

For personal use only

8.15 Based on the information known as at the date of the Scheme Booklet, upon the successful implementation of the Scheme, the following persons will have an interest in 5% or more of the shares on issue for the Combined Group.

Figure 71 - Top shareholders of the Combined Group

Substantial shareholders of the Combined Group			Interest in Combined Group (%)	
Rank	Shareholder	# Combined Group Shares	Non-diluted basis	Fully-diluted basis
1	GLG Partners LP	10,675,837	4.17%	4.05%
2	Barclays PLC	9,434,963	3.68%	3.58%
3	Ocean Partners	9,372,087	3.66%	3.55%
4	Equinox Partners	9,049,799	3.53%	3.43%
Total		**38,532,686**	**15.04%**	**14.61%**

Source: Scheme Booklet.

For personal use only

9. Valuation methodologies

Introduction

9.1 As discussed in Section 1 of this IER, our fairness assessment involves comparing the fair market value of Cygnus before the Scheme on a control basis with the value of the Scheme Consideration, being shares in the Combined Group on a minority basis. Grant Thornton Corporate Finance has assessed the value using the concept of fair market value, which is commonly defined as:

"the price that would be negotiated in an open and unrestricted market between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller acting at arm's length."

9.2 Fair market value excludes any special value. Special value is the value that may accrue to a particular purchaser. In a competitive bidding situation, potential purchasers may be prepared to pay part, or all, of the special value that they expect to realise from the acquisition to the seller.

9.3 We note, RG111 requires the fairness assessment to be made assuming 100% ownership of the target company and irrespective of whether the consideration offered is scrip or cash and without consideration of the percentage holding of the offeror or its associates in the target company.

Valuation methodologies

9.4 RG 111 outlines the appropriate methodologies that a valuer should generally consider when valuing assets or securities for the purposes of, amongst other things, share buy-backs, selective capital reductions, schemes of arrangement, takeovers and prospectuses. These include:

- Discounted cash flow and the estimated realisable value of any surplus assets.
- Application of earnings multiples and or capitalisation rates to the estimated future maintainable earnings or cash flows of the entity, added to the estimated realisable value of any surplus assets.
- Quoted price for listed securities, when there is a liquid and active market.
- Comparable market transactions, considering multiples extracted from the market transaction price of similar assets to the equivalent assets and earnings of the company.
- Any recent genuine offers received by the target for any business units or assets as a basis for valuation of those business units or assets.

9.5 Further details on these methodologies are set out in Appendix A to this report. Each of these methodologies is appropriate in certain circumstances.

9.6 RG111 does not prescribe any above methodologies as the method(s) that an expert should use in preparing their report. The decision as to which methodology to use lies with the expert based on the expert's skill and judgement and after considering the unique circumstances of the entity or asset being valued. In general, an expert would have regard to valuation theory, the accepted and most common market practice in valuing the entity or asset in question and the availability of relevant information.

For personal use only

Selected valuation methodologies

Cygnus Shares

9.7 In order to assess the fair market value of Cygnus before the Scheme, Grant Thornton Corporate Finance has relied on the valuation methodologies:

- Market Approach (*primary*) - We have utilised the CuEq Multiple implied in the trading prices of comparable listed companies and purchase prices of comparable targets in recently completed transactions. Given the changes in price environment for commodities and base metals in recent years, we have price adjusted the CuEq Multiples implied in the selected comparable transactions to ensure a like-for-like price environment comparison. Our analysis has also been assisted and supported by AMC which has undertaken a valuation of the Cygnus' assets based on comparable transactions at project level.

- QSM (*cross-check*) - We had had regard to the trading price of Cygnus up to the announcement of the Scheme as a cross-check to our valuation of Cygnus derived under the Market Approach.

9.8 A formal discounted cash flow valuation has not been undertaken for the Chibougamau Project due to the absence of development information of sufficient reliability and completeness to support the preparation of cash flow forecasts on a reasonable basis. This is due to the following:

- While Cygnus Management inherited a PEA for the Chibougamau Project upon the completion of the Doré Merger, they have consistently cautioned in its public disclosures that the PEA is a preliminary technical, conceptual and economic study undertaken by Doré of the initial evaluation and potential development of the Chibougamau Project. It is at scoping study level only, which is based on a lower level of technical assessment that is not sufficient to support the estimation of Ore Reserves and is inherently uncertain. The production targets and forecast financial information disclosed in the PEA are underpinned by Measured Mineral Resources (approximately 1.17%), Indicated Mineral Resources (approximately 32.10%) and Inferred Mineral Resources (approximately 66.73%). However, Cygnus is not able to disclose the outcomes of the PEA as the significant proportion of Inferred Resources included in the LOM means that pursuant to ASX and ASIC guidance there is not considered to be sufficiently reasonable grounds for the production targets and forecast financial information disclosed in the PEA.

- Cygnus Management has advised that are number of significant workstreams such as mine design, scheduling, metallurgical performance, required further technical work to reach the confidence levels typically associated with a PFS.

CAML Shares received as Scheme Consideration

9.9 In assessing the value of the Scheme Consideration, being CAML Shares, we have considered both the trading prices of CAML Shares following announcement of the Scheme and a fundamental valuation of CAML based on the DCF Method.

9.10 The trading prices of CAML Shares provide a relevant indicator of the value of the Scheme Consideration because CAML is an established listed mining company whose shares are actively traded on the AIM segment of the London Stock Exchange and benefit from ongoing market liquidity, pricing transparency and analyst coverage. In addition, Cygnus Shareholders will receive minority interests in CAML and will

For personal use only

not be in a position to influence the operations, strategy or capital allocation decisions of the Combined Group. Accordingly, the market value of CAML Shares represents an important reference point in assessing the value of the consideration received.

9.11 For the purposes of this Report, we have assumed that Cygnus Shareholders would realise their CAML Shares within a reasonable short period following implementation of the Scheme. Any decision by a Cygnus Shareholder to retain CAML Shares beyond that period represents a separate investment decision based on that shareholder's own investment objectives, risk appetite and assessment of the future prospects of CAML.

9.12 Notwithstanding the above, we have not relied solely on CAML's trading prices in assessing the value of the Scheme Consideration. While CAML Shares are actively traded and provide a relevant market-based reference point, the historical trading prices of CAML have, at times, been influenced by uncertainty regarding CAML's longer-term growth profile.

9.13 In particular, CAML's current operations comprise mature producing assets with finite remaining mine lives and a strategy that has historically returned a significant proportion of free cash flow to shareholders through dividends. While this strategy has supported attractive shareholder returns historically, it has also created uncertainty regarding the source and timing of future growth once the existing asset base is depleted. As a result, the market has periodically discounted CAML relative to its fundamental value pending greater visibility regarding CAML's future growth pipeline and capital allocation strategy.

9.14 This uncertainty has been heightened by CAML's previous attempts to acquire and develop growth assets, some of which were ultimately unsuccessful or not completed. Consequently, investors have had limited visibility regarding the assets that may form the next phase of CAML's growth strategy. In our opinion, this has contributed to an "*M&A overhang*" which has adversely impacted the trading prices. Institutional equity analysts covering CAML mirror this notion. Specifically:

- Berenberg noted that "*the key issue facing the CAML investment thesis is the short life of its two producing assets" and that "the market has fixated on the need to provide future cash flows from the business*"[48].

- RBC also highlighted CAML's "l*ack of meaningful near-term growth and <10 year mine life remaining at existing operations*" and subsequently observed that the proposed acquisition of Cygnus "*removes the M&A uncertainty that has weighed on the stock" and provides "a credible answer to the growth question*"[49].

9.15 As outlined by the institutional equity analysts in their comments above, the proposed acquisition of Cygnus and the Chibougamau Project has the potential to address this key strategic uncertainty by providing a clearly identifiable long term development asset capable of contributing to future production growth.

[48] Sourced from Berenberg 2 June 2026 broker report on CAML titled "Cygnus Metals deal offers medium-term hope".
[49] Sourced from RBC 29 June 2026 broker report on CAML titled "Second time's the charm".

For personal use only

10. Valuation assessment of Cygnus before the Scheme

Valuation summary

10.1 We have assessed the fair market value of Cygnus on a control basis prior to the Scheme using the Market Approach, applying CuEq Resource multiples derived from selected comparable listed companies and precedent transactions. Our valuation assessment is summarised in the table below.

Figure 72 - Grant Thornton's CuEq Multiple Method valuation summary of Cygnus before the Scheme

Valuation assessment of Cygnus before the Scheme - CuEq Multiples A$m (unless stated otherwise)	*Section Reference*	Low	High
CuEq tonnage for Cygnus assessed by Grant Thornton (kt)[1]	*Figure 73*	652	652
Grant Thornton assessed CuEq Multiple (A$/kt) (control)[2]	*Figure 79*	275.0x	375.0x
Enterprise value of Cygnus before the Scheme (control)		**179.4**	**244.7**
Add: Pro-forma adjusted cash balance of Cygnus	*Figure 80*	22.9	22.9
Equity value of Cygnus before the Scheme (control)		**202.4**	**267.6**
Total number of fully diluted shares in Cygnus (000's)	*Figure 81*	1,319,826	1,319,826
Value per Cygnus Share (A$/Cygnus Share) (control)		**0.1533**	**0.2028**

Source: GTCF analysis.
Note: (1) Consistent with common market practice, Grant Thornton's CuEq tonnage calculations implicitly assume 100% recoverability and payability for all metals across the selected trading peers and precedent transactions. Whilst this approach facilitates comparability across different assets, it does not reflect actual metallurgical outcomes or realised payabilities. The metal equivalencies derived are solely for valuation purposes and do not represent, nor are intended to replicate, JORC-compliant equivalency reporting (refer to paragraph 10.8 for further details). (2) In calculating Grant Thornton's CuEq tonnage, we have had regard to the average price of each relevant precious and base metal over a 60-day period up to 14 July 2026.

Valuation of Cygnus based on CuEq Multiples

Calculation of CuEq Multiples

10.2 Resource-based valuation multiples for exploration and development-stage mining companies typically exhibit a wide dispersion. This reflects the inherent variability in underlying asset characteristics, including differences in commodity mix, grades, metallurgical performance, pathway to development and jurisdictional risk.

10.3 These challenges are further amplified for polymetallic deposits, where multiple economically recoverable metals are contained within a single orebody. In such cases, direct comparison of Resource-based multiples is not meaningful without adjusting for differing commodity exposures and the relative economic contribution of each metal.

10.4 Accordingly, it is common market practice to express Resources on a metal-equivalent basis, whereby all contained metals are converted into an equivalent quantity of a single reference material. This provides a consistent basis for benchmarking across assets and transactions.

10.5 Cygnus is a polymetallic company, with differing commodity exposures across its principal asset. Chibougamau is predominantly copper, with gold and silver by-product credits. Notwithstanding this diversified exposure, a copper equivalent (CuEq) basis has been adopted, reflecting copper's dominant contribution to Cygnus's aggregate in-situ value at prevailing commodity prices and the "flagship" status of the Chibougamau among Cygnus's asset portfolio.

For personal use only

10.6 The use of a CuEq metric does not represent a copper-only valuation perspective. Rather, it captures the value of all payable metals across the portfolio by converting their contained metal content into copper-equivalent terms based on prevailing commodity prices and assumed metallurgical recoveries. As such, CuEq provides a standardised measure of total in-situ value, enabling like-for-like comparison with peer assets and relevant transactions.

10.7 In principle, a copper equivalent (CuEq) tonnage should reflect both prevailing commodity prices and the relative recoverability and payability of each metal. However, in practice, recoverability and payability assumptions are rarely disclosed on a consistent or sufficiently detailed basis for pre-development assets, and where disclosed, these factors are often not directly reconcilable to reported JORC Mineral Resources or Ore Reserve statements, limiting their practical application in a comparable analysis.

10.8 Accordingly, and consistent with common market practice, Grant Thornton's CuEq tonnage calculations for Cygnus and the listed peers implicitly assume 100% recoverability and payability for all metals across the selected trading peers and precedent transactions. This approach facilitates comparability but does not reflect actual metallurgical outcomes or realised payabilities. Further, the metal equivalencies derived are solely for valuation purposes and do not represent, nor are intended to replicate, JORC-compliant equivalency reporting. These are the reasons why the CuEq of Cygnus shown in the table below are different from those reported by the Company.

10.9 While this standardisation is necessary to apply a market-based framework, it introduces a number of simplifying assumptions, including that, (i) a single cut-off grade is applicable across all metals; (ii) all metals are fully recoverable and payable; (iii) production profiles are stable over the life of mine; (iv) processing and operating costs are broadly equivalent across commodities; and (v) adopted commodity prices are representative of long-term realised prices.

10.10 Notwithstanding these limitations, the CuEq Multiple provides a practical and decision-useful metric for comparing polymetallic assets on a broadly consistent basis and is commonly adopted by market participants when assessing pre-development polymetallic mining companies under a fair market value framework. The table below shows the calculation of the CuEq tonnage of Cygnus adopted for the purpose of the valuations.

Figure 73 - Grant Thornton's CuEq tonnage calculation for Cygnus

CuEq tonnage calculation	Measured				Indicated				Inferred[4]			
kt (unless stated otherwise)	Cu	Au	Ag	Li	Cu	Au	Ag	Li	Cu	Au	Ag	Li
JORC Mineral Resources (kt)		100				6,300				13,651		
Grade[1]	2.7	0.3	0.5	0.0	2.3	0.8	7.8	0.0	2.1	1.7	7.9	1.0
Contained metal[2]	**4**	**1**	**2**	**0**	**146**	**166**	**1,563**	**0**	**182**	**454**	**2,168**	**54**
Commodity price[3]	13,456	4,387	70	24,713	13,456	4,387	70	24,713	13,456	4,387	70	24,713
Value of contained metal (US$m)	**54**	**4**	**0**	**0**	**1,965**	**728**	**109**	**0**	**2,449**	**1,992**	**152**	**1,327**
Contained metal in Cu terms (CuEq)[5]	**4**	**0**	**0**	**0**	**146**	**54**	**8**	**0**	**182**	**148**	**11**	**99**
Total contained metal in Cu terms (CuEq)		**4**				**208**				**440**		
M+I						**213**						
M+I+I						**652**						

Source: GTCF analysis, S&P Global, Cygnus public announcements, Cygnus Management.

For personal use only

Notes: 1) Grade is in % for Cu and g/t for Au and Ag. 2) Contained metal is in Koz for Au and Ag 3) Commodity prices represent the average price of each relevant precious and base metal over a 60-day period up to 14 July 2026. 4) Inferred Mineral Resource comprises 8.5Mt at Chibougamau and 51% of 10.1Mt at Pontax 5) Consistent with common market practice, Grant Thornton's CuEq tonnage calculations implicitly assume 100% recoverability and payability for all metals across the selected trading peers and precedent transactions. Whilst this approach facilitates comparability across different assets, it does not reflect actual metallurgical outcomes or realised payabilities. The metal equivalencies derived are solely for valuation purposes and do not represent, nor are intended to replicate, JORC-compliant equivalency reporting (refer to paragraph 10.8 for further details).

10.11 The application of this methodology remains inherently judgemental, particularly in the selection of comparable companies and transactions, and requires consideration of multiple factors that may vary significantly between the different exploration/development copper companies including size of the deposits, grade, availability of infrastructure, cost structure and level of development. In our selection of comparable companies and transactions, we have had regard to: 1) Listed companies with its flagship product focused on copper; 2) Status of development of the flagship project comparable to Cygnus (i.e. exploration/development phase); 3) The existence or availability of mining and processing infrastructure; and 4) Size of the company, including market capitalisation.

10.12 For the purpose of the valuation methodology, we have considered both the following multiples M+I Multiple[50] and M+I+I (or Resource) Multiple[51].

Trading Multiples

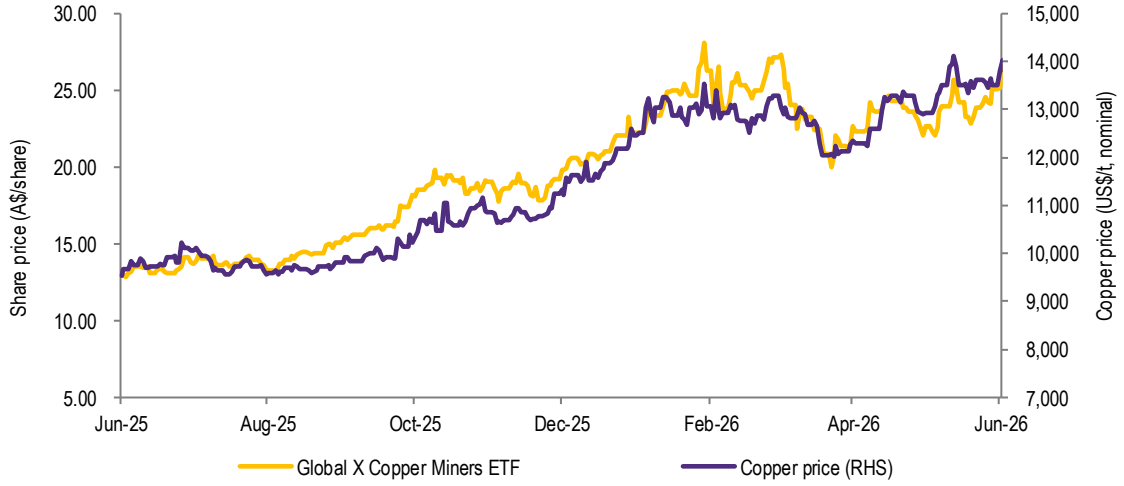
10.13 As illustrated in the figure below, listed copper equities experienced a pronounced and sustained re-rating from mid-2025 through to late February 2026, broadly tracking the sharp increase in copper prices over the same period. This strong equity performance was underpinned by robust investor demand, supported by tightening copper market fundamentals, elevated spot prices and expectations of structurally higher copper demand driven by electrification, renewable energy investment and supply constraints. During this period, the Global X Copper Miners ETF exhibited a strong positive correlation with copper prices.

10.14 This upward momentum reversed rapidly following the escalation of the Iran conflict in March 2026. Since that point, both copper prices and copper-exposed equities have experienced a contraction through March and April 2026. The sell-off has coincided with a broader reassessment of global growth prospects, rising inflation pressures and higher interest rate expectations, which weighed on risk appetite for cyclical and commodity-linked equities. However, the decline proved relatively short-lived, with copper prices recovering strongly during the subsequent months. By June 2026, both copper prices and Global X Copper Miners ETF had regained a substantial portion of their earlier losses and were trading near the highest levels observed during the period under review. The recovery suggests that investor confidence in the longer-term fundamentals of the copper market remained largely intact, supported by ongoing expectations of structural demand growth, constrained future supply and the strategic importance of copper to electrification and energy transition themes. Notwithstanding this recovery, the re-escalation of hostilities in the Middle East since mid-July 2026 has renewed uncertainty across global markets and contributed to ongoing volatility in both copper prices and copper-exposed equities.

[50] Measured and Indicated Resources under the JORC Code, which we have recalculated to express as CuEq tonnage.
[51] Measured, Indicated and Inferred Resources under the JORC Code, which we have recalculated to express in terms of CuEq tonnage.

For personal use only

Figure 74 - Performance of Global X Copper Miners ETF and copper prices since mid-2025



Source: S&P Global, GTCF analysis.

10.15 In light of this volatility, and to reduce the sensitivity of valuation outcomes to short-term market movements, which may not necessarily be reflective of long-term fundamentals, the CuEq Multiple analysis has been undertaken using equity values determined based on the 60-day VWAP of the listed peers. The use of VWAP-based measures is intended to smooth short-term price dislocations and provide a broader representation of market pricing over a longer observation period.

10.16 In our opinion, this is appropriate in the context of a fair market value assessment. Fair market value reflects the price that would be agreed between a willing buyer and a willing seller, each acting knowledgeably, prudently and without compulsion. In volatile market conditions, informed market participants would not typically rely on a single trading day when forming valuation judgements, particularly where pricing may be influenced by short-term macro-economic or geopolitical factors. Instead, market participants commonly consider pricing over a reasonable period to assess prevailing market value.

For personal use only

Figure 75 - CuEq Multiples of the selected listed companies

CuEq Multiples - Trading peers		Grant Thornton assessed CuEq tonnage (kt)[1]		CuEq Multiple (times) 60-day VWAP[2]	
Company	EV A$m	M+I[3]	M+I+I[3]	M+I[3]	M+I+I[3]
North American explorers/developers					
Firefly Metals	1,614	1,067	1,842	1609x	932x
Abitibi Metals	204	321	628	634x	324x
Kodiak Copper	83	378	1,708	306x	68x
Western Copper and Gold	775	11,289	15,879	83x	59x
PolarX Limited	50	145	207	427x	300x
Sandfire Resources America	370	616	738	598x	500x
NorthIsle Copper-Gold	1,178	4,331	5,205	257x	213x
Trilogy Metals	935	915	2,485	1330x	490x
Australian explorers/developers					
Carnaby Resources	178	288	446	705x	455x
KGL Resources	190	492	700	499x	351x
True North Copper	78	397	575	209x	144x
Havilah Resources	363	1,385	2,422	228x	130x
Caravel Minerals	178	1,871	3,324	105x	59x
Cyprium Metals	312	1,105	3,101	262x	93x
Cannindah Resources	60	176	181	403x	393x
Coda Minerals	42	794	887	69x	62x
Average				**483x**	**286x**

Around the peer group M+I+I average Materially above peer group M+I+I average Materially below peer group M+I+I average

Sources: Company announcements, S&P Global, Company presentations and websites, other publicly available information.
Notes: (1) The CuEq tonnage assessed by Grant Thornton have been calculated by applying the most recently reported JORC Mineral Resource tonnes and grades for each listed peer to estimate contained metal by commodity. Contained metal has been valued on an in-situ basis using the average commodity prices sourced from S&P Global over a 60-day period up to 14 July 2026, with non-copper metals converted to copper equivalent terms using the copper price over this period. For consistency across peers, a simplifying assumption of 100% metallurgical recovery and payability has been adopted for all metals, reflecting the limited availability and comparability of such disclosures for pre-development assets and their lack of direct alignment with reported JORC Mineral Resources or Ore Reserves (refer to paragraph 10.8 for further details). (2) The 60-day VWAP CuEq Multiple is calculated based on Grant Thornton's assessed CuEq tonnage and an enterprise value using the market capitalisation derived from 60-day VWAP (trading days) up to 14 July 2026, adjusted for a 30% control premium (refer to Appendix D), and the latest publicly available net debt/cash position. (3) M+I = Measured plus Indicated, M+I+I = Measured plus Indicated plus Inferred.

10.17 To support benchmarking of the CuEq Multiples across the selected listed companies, the table below summarises the key metrics and attributes considered in assessing the multiples implied in the trading prices of the selected listed companies.

For personal use only

Figure 76 - Benchmarking key metrics and information of the selected listed companies

Benchmarking listed peers		Development	Mineral	Total JORC Mineral Resource				JORC Ore	CuEq tonnage[3]	
Company	Region[1]	Stage	types[2]	Mt	% Cu	Mt Cu	% M&I	Reserves	Mt	%
Cygnus	Canada	PEA (2022)[4]	Cu, Au, Ag, Li	20.1	2.1%	0.43	32%	No	0.65	3.3%
North American explorers/developers										
Firefly Metals	Canada	Development	Cu, Au, Ag	79.7	1.8%	1.43	63%	No	1.84	2.3%
Abitibi Metals	Canada	Exploration	Cu, Zn, Pb, Au, Ag	25.3	1.4%	0.35	51%	No	0.63	2.5%
Kodiak Copper	Canada	Exploration	Cu, Au, Ag	439.3	0.2%	1.09	19%	No	1.71	0.4%
Western Copper and Gold	Canada	DFS (2022)	Cu, Au, Ag, Mo	3,903.3	0.1%	4.86	64%	Yes (1,426.7Mt)	15.88	0.4%
PolarX Limited	Alaska	Scoping Study	Cu, Au, Ag	6.9	2.4%	0.16	60%	No	0.21	3.0%
Sandfire Resources Ameri	USA	PFS (Dec-25)	Cu	31.6	2.3%	0.74	80%	Yes (9.5Mt)	0.74	2.3%
NorthIsle Copper-Gold	Canada	PEA (2025)	Cu, Au, Mo, Re	1,119.8	0.2%	1.71	81%	No	5.21	0.5%
Trilogy Metals	Alaska	DFS (2023)	Cu, Zn, Pb, Au, Ag	130.1	1.6%	2.02	18%	Yes (46.7Mt)	2.48	1.9%
Australian explorers/developers										
Carnaby Resources	QLD	PFS (Mar-26)	Cu, Au	29.2	1.3%	0.38	58%	Yes (8.4Mt)	0.45	1.5%
KGL Resources	NT	PFS (Feb-25)	Cu, Au, Ag	27.5	1.9%	0.51	60%	Yes (14.4Mt)	0.70	2.5%
True North Copper	QLD	Scoping Study	Cu, Au, Ag, Co	54.7	0.7%	0.41	54%	No	0.57	1.1%
Havilah Resources	SA	PFS (Jun-19)	Cu, Au, Co	258.6	0.5%	1.29	54%	Yes (100.1Mt)	2.42	0.9%
Caravel Minerals	WA	PFS (Sep-22)	Cu, Au, Ag	1,276.3	0.2%	3.03	55%	Yes (597Mt)	3.32	0.3%
Cyprium Metals	WA	PFS (Nov-24)	Cu, Au, Ag, Co	511.3	0.5%	2.74	26%	Yes (93.9Mt)	3.10	0.6%
Cannindah Resources	QLD	Exploration	Cu, Zn, Ag	14.5	0.7%	0.10	88%	No	0.18	1.2%
Coda Minerals	SA	Scoping Study	Cu, Zn, Ag	65.5	1.1%	0.72	87%	No	0.89	1.4%

Around the peer group M+I+I average Materially above peer group M+I+I average Materially below peer group M+I+I average

Sources: Company announcements, S&P Global, Company presentations and websites, other publicly available information.
Notes: 1) The region of each selected listed peers is based on the location of their flagship asset. 2) Cu stands for copper, Zn stands for zinc, Pb stands for lead, Au stands for gold, Ag stands for silver and Co stands for cobalt. 3) The CuEq tonnage assessed by Grant Thornton have been calculated by applying the most recently reported JORC Mineral Resource tonnes and grades for each listed peer to estimate contained metal by commodity. Contained metal has been valued on an in-situ basis using the average commodity prices sourced from S&P Global over a 60-day period up to 14 July 2026, with non-copper metals converted to copper equivalent terms using the copper price over this period. For consistency across peers, a simplifying assumption of 100% metallurgical recovery and payability has been adopted for all metals, reflecting the limited availability and comparability of such disclosures for pre-development assets and their lack of direct alignment with reported JORC Mineral Resources or Ore Reserves (refer to paragraph 10.8 for further details). (4) A PEA was completed for the Chibougamau by the previous owners, however, due to ASX reporting requirements is not reportable on the ASX by Cygnus. See paragraphs 6.12 to 6.17 for further details.

10.18 Accordingly, we have considered the qualification characteristics of each comparable company to assess the factors that may have influenced the CuEq Multiples. Each of the peers has categorised as either trading above, below or in line with the peer group 60-day VWAP M+I+I CuEq Multiple average.

Peers which trade broadly around the peer group average of M+I+I Resource Multiple:

- Abitibi Metals is a Canadian copper-gold developer advancing the B26 Polymetallic Deposit in Québec, Canada. The project hosts a high-grade Mineral Resource of 25.3Mt at 2.1% CuEq, comprising 13.0Mt of Indicated Resources and 12.4Mt of Inferred Resources. Since acquiring its interest in 2023, Abitibi has more than doubled the Resource base while maintaining grade, demonstrating strong exploration success and Resource growth potential. While the project is located within an established mining region and benefits from access to regional infrastructure and a skilled workforce, B26 remains an earlier-stage development opportunity without the brownfield processing infrastructure or advanced technical studies (PEA targeted 2027) of some higher-rated peers. Accordingly, Abitibi's valuation is supported by its high-grade Resource base, exploration momentum and district-scale growth potential across the broader Selbaie Camp.

For personal use only

- PolarX is an Australian copper-gold developer advancing the Alaska Range Project in Alaska, USA, which hosts a Mineral Resource of 11.2Mt containing 269kt of copper, 213koz of gold and 3.1Moz of silver. The project benefits from a completed Scoping Study and ongoing support from Northern Star Resources through a staged earn-in arrangement. However, despite the project's high-grade nature and favourable study economics, Alaska Range remains an early-stage development asset with no Ore Reserve, limited existing infrastructure and a requirement for further technical studies, permitting and funding before production can be considered. Accordingly, valuation is primarily supported by Resource quality and exploration upside rather than development de-risking.

- KGL Resources is an Australian copper-focused developer advancing its 100%-owned Jervois Copper Project in the Northern Territory. The project hosts a Mineral Resource of 27.5Mt and a maiden Ore Reserve of 14.4Mt at 2.1% CuEq. An updated Feasibility Study completed in 2025 outlined a 10-year operation producing approximately 266kt of copper alongside silver and gold by-products. KGL has also substantially de-risked project funding through a US$300 million streaming agreement and a further A$300 million equity raising. However, despite its advanced development status, Jervois remains a greenfield project requiring the construction of significant mining and processing infrastructure, with initial capital expenditure estimated at A$362 million. Accordingly, KGL's valuation reflects a balance between its advanced stage of development and funding certainty, offset by the capital intensity and execution risk associated with developing a greenfield mining operation.

- Cannindah Resources is an Australian copper-gold explorer advancing its 100%-owned Mount Cannindah Project in Queensland, Australia, which hosts a Mineral Resource of 14.5Mt at 1.09% CuEq. Recent drilling has continued to support Resource growth potential, with the company focused on expanding and upgrading the existing Resource base following a A$17 million equity raising in 2026. However, the project remains at a relatively early stage of development, with no Ore Reserve, completed economic studies or defined development pathway. In addition, Mount Cannindah does not benefit from significant existing brownfield mining or processing infrastructure. Accordingly, valuation is primarily driven by exploration success and future Resource growth potential.

- NorthIsle Copper and Gold is a Canadian copper-gold developer advancing the North Island Project in British Columbia, Canada. The project hosts a large-scale Mineral Resource containing approximately 1.7Mt of copper and 8.4Moz of gold across multiple deposits and benefits from a brownfield setting with access to established roads, power infrastructure and a deep-water port. A 2025 PEA outlined a staged development strategy with a 29-year mine life and an after-tax NPV of approximately CAD$2.0 billion. However, despite its scale and infrastructure advantages, the project requires significant further de-risking, permitting and financing, with initial capital expenditure estimated at approximately CAD$1.1 billion. Accordingly, NorthIsle's valuation is supported by its substantial Resource base and brownfield characteristics, offset by its capital intensity and long pathway to development.

Peers that trade materially above the peer group average of M+I+I Resource Multiple:

- FireFly Metals is an Australian-listed copper-gold developer advancing the Green Bay Copper-Gold Project in Newfoundland and Labrador, Canada. The project hosts a Mineral Resource of 79.9Mt at 2.3% CuEq and benefits from substantial existing infrastructure associated with the historic Ming underground mine, including processing facilities, underground development, power and port access. FireFly is progressing economic studies (PEA planned 2026) and development planning while evaluating pathways to restart mining operations. Accordingly, the company is supported by a large, high-grade copper-gold Resource and significant brownfield infrastructure advantages, which are expected to reduce development capital requirements and funding risk relative to greenfield peers

For personal use only

- Sandfire Resources America is advancing the Black Butte Copper Project in Montana, USA, which hosts a Mineral Resource of 31.6Mt at 2.3% Cu and an Ore Reserve of 9.5Mt at 2.9% Cu. A 2025 PFS outlined a 1.2Mtpa underground operation with a pre-tax NPV of US$143 million and initial capital expenditure of US$474 million. With key permits already secured, the project is significantly de-risked relative to earlier-stage developers, supporting valuation through its advanced technical studies, Reserve base and permitting status.

- Trilogy Metals is advancing the Upper Kobuk Mineral Projects in Alaska through Ambler Metals, a 50:50 joint venture with South32. Value is principally underpinned by the Arctic Project, which hosts a Mineral Resource of 51.2Mt at 1.9% Cu and was the subject of a DFS completed in 2023, demonstrating a 13-year mine life and pre-tax NPV of approximately US$1.5 billion. In addition, the large-scale Bornite copper-cobalt deposit and broader Ambler Mining District provide substantial district-scale growth optionality. Accordingly, Trilogy's valuation reflects both the advanced development status of Arctic and the strategic value of a potential future multi-deposit mining district.

- Carnaby Resources is an Australian copper-gold developer advancing its 100%-owned Greater Duchess Project in north-west Queensland. The project hosts a JORC Mineral Resource of 29.2Mt at 1.5% CuEq and a maiden Ore Reserve of 8.4Mt at 1.9% CuEq. A PFS completed in March 2026 outlined a 12-year mine life producing 165kt CuEq and benefits from exceptionally low pre-production capital of approximately A$11 million through the use of third-party processing infrastructure. With a Final Feasibility Study and FID expected in 2026, Carnaby's valuation is supported by its advanced development status, defined Reserve base, near-term production profile and exposure to further exploration growth across the broader Greater Duchess district. We note that, immediately prior to the finalisation of this Report, Evolution Mining announced a proposed scrip acquisition of Carnaby Resources, implying an enterprise value of approximately A$198 million and a CuEq Resource Multiple of 444x. Given the transaction remains proposed and has not yet completed, including being subject to customary approvals and conditions, we have not incorporated it into our relevant transaction analysis. Notwithstanding this, the proposed acquisition provides a relevant and contemporaneous market reference point for copper development assets.

Peers that trade materially below the peer group average of M+I+I Resource Multiple:

- Kodiak Copper is a Canadian copper-gold developer focused on advancing its 100%-owned MPD Copper-Gold Project in southern British Columbia, Canada. The company hosts a Mineral Resource of 439Mt at 0.4% CuEq typical of a low-grade porphyry-style system. Kodiak is still firmly in the exploration stage with an updated MRE expected in 2027 and no economic studies on the horizon. The project therefore receives a discount given the uncertain projects economics and expectation of substantial capital investment required for a porphyry-style system.

- Western Copper and Gold is a Canadian copper-gold developer advancing its 100%-owned Casino Copper-Gold-Molybdenum-Silver Project in the Yukon Territory, Canada. Western Copper and Gold hosts a Mineral Resource of 3,903Mt at 0.4% CuEq and Ore Reserves of 1,427Mt at 0.2% Cu. A DFS was completed in 2022 outlining a 27-year mine life and initial capital costs of CAD$3.6 billion and since then, Western have continued to advance the project, focusing on permitting. While Casino represents a globally significant copper-gold project, Western remains primarily a long-dated development story, with future value creation dependent on continued de-risking through the regulatory process and progression toward a construction decision.

For personal use only

- True North Copper is an Australian copper and critical minerals company with a portfolio of assets in the tier-1 Mt Isa mining region of north-west Queensland. True North hosts a Mineral Resource of 55Mt at 1.1% CuEq and has completed a mineral restart study for their flag ship Cloncurry Copper project. Despite owning established processing infrastructure and a defined Resource base, True North trades at a discount largely reflecting the Company's recent operational history, with the Cloncurry restart being suspended following underperformance and liquidity constraints in 2024.

- Havilah Resources is an Australian copper developer centred on the Kalkaroo Project in South Australia, which hosts an Ore Reserve of 100Mt containing approximately 1.1Mt of copper, 3.1Moz of gold and 23.2kt of cobalt. While Kalkaroo is one of the larger undeveloped copper-gold assets within the peer group, the project remains at a pre-development stage, with the current Resource and Reserve estimates dating from 2007 and 2018 respectively. Sandfire Resources' 2026 earn-in agreement has provided a pathway to fund updated drilling and technical studies; however, the project remains dependent on further de-risking before development can be considered. Accordingly, Havilah's valuation reflects the scale of the asset and strategic backing from Sandfire, offset by its greenfield nature, likely capital intensity and limited recent technical advancement.

- Caravel Minerals is an Australian copper development company focused on advancing its 100%-owned Caravel Copper Project, located approximately 150km northeast of Perth in Western Australia's Wheatbelt region. Caravel hosts a Mineral Resource of 1,276Mt at 0.3% CuEq and Ore Reserves of 597Mt at 0.2%. Caravel published a PFS in 2022 identifying a 25-year mine life and an initial capital cost of A$1.4 billion and have since been progressing towards a DFS delayed to delayed to 2026. Similar Western Copper and Gold, Caravel's discount largely reflects the project's low-grade nature, substantial development capital requirements and long pathway to production.

- Cyprium Metals is an Australian copper developer advancing the restart of its 100%-owned Nifty Copper Project. The Company hosts a 511Mt Mineral Resource at 0.6% Cu and a 94Mt Ore Reserve at 0.9% Cu, underpinned by substantial brownfield infrastructure. Whilst Nifty offers a clear pathway to production through the lower-capital cathode restart opportunity, the majority of project value is attributable to the significantly larger sulphide concentrate project, which remains at the PFS stage and is subject to further engineering, financing and execution prior to production. These development risks contribute to Cyprium trading at a discount to peers.

- Coda Minerals is an Australian copper exploration and development company focussed on its 100%-owned Elizabeth Creek Project, located within the Olympic Copper Province in South Australia. Coda hosts a Mineral Resource of 66Mt at 1.4% CuEq, has a completed a scoping study and expects a PFS in late 2026. Despite being located in a prospective copper province, without demonstrating a commercially viable development scenario, Coda receives a discount compared to the peer group.

Transaction Multiples

10.19 When interpreting the CuEq Resource Multiples implied by historical transactions involving copper (or other commodity or base metal) companies, it is important to recognise the material influence of the prevailing price environment at the time those transactions were executed. This reflects the fact that the value of a mining project is fundamentally driven by expected future cash flows, which in turn are highly sensitive to the prevailing and assumed long-term commodity price. Changes in the price environment can materially affect cutoff grades, Reserve statements and production scheduling, resulting in significant potential variability in valuation outcomes. Accordingly, transaction multiples observed during periods of

elevated or depressed commodity prices tend to embed implicit assumptions regarding forward price expectations and risk and may not be directly comparable with the circumstances at the valuation date.

10.20 As discussed in our industry overview and throughout this report, over recent years, copper prices have been highly volatile, reflecting cyclicality, increasingly pronounced structural supply-demand pressures and macro environment. Accordingly, in order to allow a like-for-like comparison, we have adjusted the CuEq Multiples implied in the purchase price of each transaction to reflect the different price environment for copper[52] between the transaction date and the current valuation date. Hereon, we refer to these as Price Adjusted CuEq Multiples.

10.21 Below we have set out the CuEq Multiples and Price Adjusted CuEq Multiples implied in the purchase price of the selected comparable transactions.

Figure 77 - CuEq tonnage and Price Adjusted CuEq Multiples of the selected comparable transactions

CuEq Multiples - Precedent transactions				Grant Thornton assessed CuEq tonnage (kt)[1]		CuEq Multiple (times)		Price Adjusted CuEq Multiple (times)[2]	
			EV						
Target	Announcement date	Stake	A$m	M+I	M+I+I	M+I	M+I+I	M+I	M+I+I
Arizona Sonorar	02-Mar-26	90%	2,102	4,991	5,774	421x	364x	435x	376x
Peel Mining	12-Feb-26	100%	196	439	625	448x	314x	471x	331x
New World	21-May-25	100%	233	514	555	454x	421x	640x	593x
Dore	15-Oct-24	100%	19	112	400	166x	46x	237x	67x
Rex Minerals	08-Jul-24	100%	372	1,661	2,817	224x	132x	309x	182x
GT Gold Corp	10-Mar-21	85%	452	1,514	3,956	298x	114x	453x	173x
Average						**335x**	**232x**	**424x**	**287x**

Around the peer group M+I+I average Materially above peer group M+I+I average Materially below peer group M+I+I average

Source: Company announcements, S&P Global, Company presentations and websites, other publicly available information.
Notes: 1) The CuEq tonnage assessed by Grant Thornton have been calculated by applying the most recently reported JORC Mineral Resource tonnes and grades for each target to estimate contained metal by commodity. Contained metal has been valued on an in-situ basis using commodity prices sourced from S&P Global as at the relevant transaction announcement date, with non-copper metals converted to copper equivalent terms using the copper price as at the same date. For consistency across the targets, a simplifying assumption of 100% metallurgical recovery and payability has been adopted for all metals, reflecting the limited availability and comparability of such disclosures for pre-development assets and their lack of direct alignment with reported JORC Mineral Resources or Ore Reserves (refer to paragraph 10.8 for further details). 2) Grant Thornton has adjusted the CuEq Multiple implied in the purchase price of each transaction based on the average copper price over the last 60-day up to 14 July 2026 as a fraction of copper price at the date of the announcement of each transaction. (4) M+I = Measured plus Indicated, M+I+I = Measured plus Indicated plus Inferred. (4) A PEA was completed for the Chibougamau by the previous owners, however, due to ASX reporting requirements is not reportable on the ASX by Cygnus. See paragraphs 6.12 to 6.17 for further details.

10.22 Below we have summarised the key metrics and attributes considered in assessing the multiples implied in the purchase price of the selected comparable transactions.

[52] Grant Thornton has adjusted the CuEq Multiple implied in the purchase price of each transaction based on the average copper price over the last 60-day up to 14 July 2026 as a fraction of copper price at the date of the announcement of each transaction. For example, if copper prices in the past 60-days are double that of the copper prices prevailing at the announcement of a certain transaction, this has the result of doubling the CuEq Multiple on a Price Adjusted CuEq Multiple basis.

For personal use only

For personal use only

Figure 78 - Benchmarking key metrics and information of the selected comparable transactions

Benchmarking transactions		Development	Mineral	Total JORC Mineral Resource				JORC Ore	CuEq tonnage[3]	
Company/target	Region[1]	Stage	types[2]	Mt	% Cu	Mt Cu	% M&I	Reserves	Mt	%
Cygnus	Canada	PEA (2022)[4]	Cu, Au, Ag, Li	20.1	2.1%	0.43	32%	No	0.65	3.3%
Arizona Sonoran	USA	PFS (2025)	Cu	1,248.5	0.5%	5.77	83%	Yes (513Mt)	5.77	0.5%
Peel Mining	NSW	PFS (underway)	Cu, Zn, Pb, Au, Ag	11.3	2.1%	0.24	76%	No	0.63	5.5%
New World	USA	PFS (Jul-24)	Cu, Zn, Pb, Au, Ag	14.2	1.8%	0.25	88%	Yes (11Mt)	0.55	3.9%
Dore	Canada	PEA (2022)	Cu, Au	10.8	2.8%	0.31	33%	No	0.40	3.7%
Rex Minerals	SA	PFS (Dec-22)	Cu, Au	501.5	0.4%	1.90	51%	Yes (186Mt)	2.82	0.6%
GT Gold Corp	Canada	PEA (underway)	Cu, Au, Ag	841.0	0.3%	2.17	35%	No	3.96	0.5%

Around the peer group M+I+I average Materially above peer group M+I+I average Materially below peer group M+I+I average

Sources: Company announcements, S&P Global, Company presentations and websites, other publicly available information.
Notes: 1) The region of each target is based on the location of their flagship asset. 2) Cu stands for copper, Zn stands for zinc, Pb stands for lead, Au stands for gold, Ag stands for silver and Li stands for Lithium. 3). The CuEq tonnage assessed by Grant Thornton have been calculated by applying the most recently reported JORC Mineral Resource tonnes and grades for each listed peer to estimate contained metal by commodity. Contained metal has been valued on an in-situ basis using the average commodity prices sourced from S&P Global over a 60-day period up to 14 July 2026, with non-copper metals converted to copper equivalent terms using the copper price over this period. For consistency across peers, a simplifying assumption of 100% metallurgical recovery and payability has been adopted for all metals, reflecting the limited availability and comparability of such disclosures for pre-development assets and their lack of direct alignment with reported JORC Mineral Resources or Ore Reserves (refer to paragraph 10.8 for further details).

10.23 While transaction multiples provide an indication of the value attributed to copper development assets by market participants, differences in project scale, Resource quality, development stage, infrastructure, permitting status, funding requirements and transaction-specific circumstances can result in materially different valuation outcomes. Accordingly, we have considered the qualitative characteristics of each comparable transaction to assess the factors that may have influenced the observed Price Adjusted CuEq Multiples. Each of the transactions has categorised as either trading above, below or in line with the group Price Adjusted CuEq Multiple average.

Transactions trading broadly around the peer group average of M+I+I Resource Multiple:

- Arizona Sonoran Copper was acquired by Hudbay Minerals in 2026 through a transaction valued at approximately US$1.48 billion. The acquisition centred on the brownfield Cactus Copper Project in Arizona, USA, which hosts a Mineral Resource of 1,249Mt at 0.5% Cu and benefits from extensive existing infrastructure and historical mining activity. At the time of the transaction, Cactus was one of the more advanced undeveloped copper projects in the United States, supported by ongoing feasibility and permitting work. Accordingly, the transaction multiple reflected the scale of the Resource base, brownfield development advantages and strategic district consolidation benefits with Hudbay's nearby Copper World Project, partially offset by the project's low-grade porphyry nature and significant development capital requirements (US$977 million).

- Peel Mining was acquired by Aeris Resources in 2026 as part of a transaction valued at approximately A$214 million. The acquisition centred on the South Cobar Copper Project, which hosts a Mineral Resource of 11.3Mt at 1.76% Cu containing approximately 200kt of copper. While the project was pre-production, its proximity to Aeris' existing Tritton operations provided a clear development pathway through access to established processing infrastructure and operating expertise. Accordingly, the transaction multiple reflected the brownfield nature of the asset, high-grade Resource base and significant regional synergies available in the Cobar region through the integration of the project with existing Cobar Basin processing operations.

For personal use only

Transactions trading materially above the peer group average of M+I+I Resource Multiple:

- New World Resources was acquired by Kinterra Capital in 2025 following a competitive bidding process involving multiple proposals and competing interest from CAML. The acquisition centred on the Antler Copper Project in Arizona, USA, which hosts a high-grade Mineral Resource of 14.2Mt at 3.8% CuEq, with 88% classified as Measured and Indicated. At the time of the transaction, Antler had completed a PFS, was progressing toward a DFS and had achieved key permitting milestones under the US FAST-41 framework, providing a clear pathway to development. Accordingly, the transaction multiple reflected the project's high-grade Resource base, advanced development status and permitting progress, with value further supported by the competitive nature of the acquisition process.

Transactions trading materially below the peer group average of M+I+I Resource Multiple:

- Doré Copper Mining merged with Cygnus in 2024 through a merger of equals, with former Cygnus and Doré shareholders retaining approximately 55% and 45% ownership of the combined entity, respectively. At the time of the transaction, the Chibougamau Copper-Gold Project hosted a high-grade Mineral Resource of 10.8Mt grading 2.8% Cu and 0.9g/t Au, supported by a completed PEA and significant brownfield infrastructure, including an existing processing facility. Accordingly, the transaction multiple reflected both the merger-of-equals structure and Doré's funding constraints, rather than the full strategic value of the Chibougamau asset base and infrastructure.

- Rex Minerals was acquired by MACH Metals in 2024 through a transaction centred on the Hillside Copper-Gold Project in South Australia. Hillside hosts a large Mineral Resource containing approximately 1,900kt of copper and 1.5Moz of gold and had been extensively de-risked through multiple technical studies, permitting approvals and operational readiness activities. Despite its advanced status, the project remained undeveloped and required significant upfront capital of approximately A$854 million to support construction. Accordingly, the transaction multiple reflected the scale and advanced development status of the project, offset by its greenfield nature and substantial funding requirements.

- GT Gold Corp was acquired by Newmont in 2021 to secure full ownership of the Tatogga Project in British Columbia's Golden Triangle. The acquisition was primarily driven by the Saddle North copper-gold discovery, which hosted a Mineral Resource of approximately 841Mt at 0.3% Cu and offered substantial district-scale exploration upside. At the time of the transaction, the project remained at an early stage of development, with no completed feasibility studies and a PEA still underway. Accordingly, the transaction multiple reflected the strategic value of a large-scale copper-gold discovery in a tier-one jurisdiction, offset by its early development stage, low-grade porphyry nature and significant future development requirements.

Conclusion of a CuEq Multiple

10.24 In assessing an appropriate CuEq Multiple for Cygnus under the Market Approach, it is necessary to consider the specific characteristics of the Company relative to the selected pre-production copper peers. In our view, Cygnus's flagship Chibougamau Project exhibits several attributes which distinguish it from many comparable development-stage copper companies. The project is located within a historically producing mining district, contains multiple defined copper-gold deposits and benefits from substantial existing infrastructure, including a 900Ktpa processing facility.

For personal use only

10.25 From a market participant perspective, these characteristics provide a more advanced and credible pathway towards eventual project development than is typically observed for greenfield copper exploration and development assets. In particular, the existence of a central processing facility, extensive historical mining activity, established infrastructure and a growing Resource inventory across multiple deposits may reduce the quantum of development capital required and provide greater flexibility in the sequencing of future mine development. While the Chibougamau Project remains subject to the risks inherent in any pre-production mining asset, these attributes support the application of a CuEq Multiple at a premium to a listed peer at a similar stage of development but without Cygnus's brownfields characteristics or infrastructure advantages.

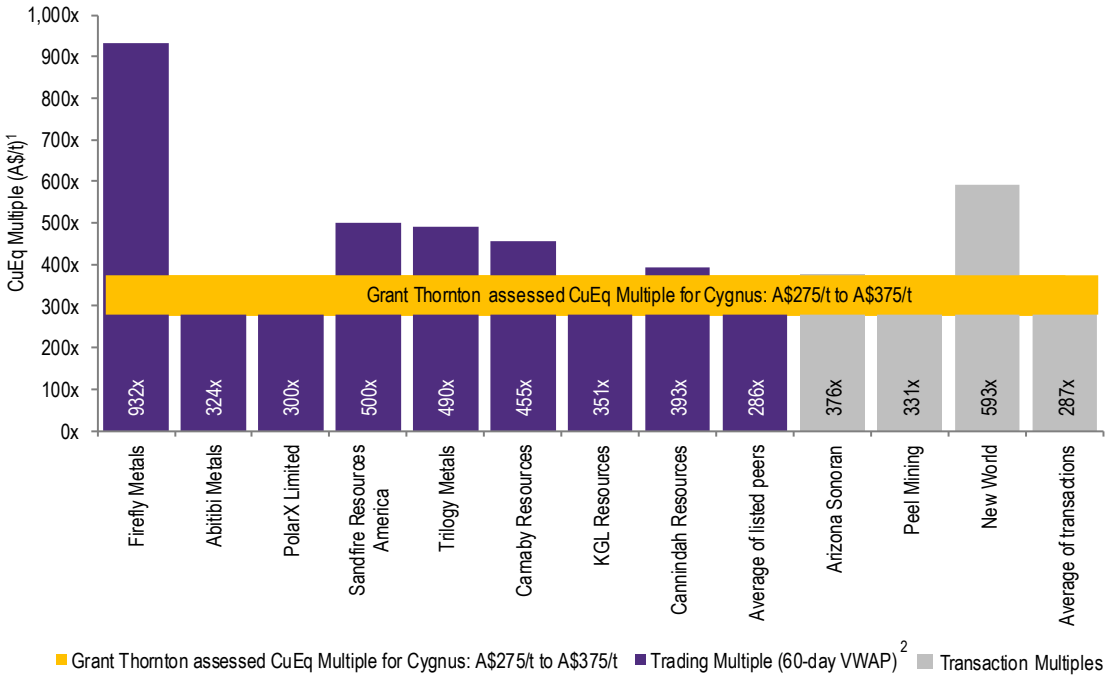
10.26 We recognise that these considerations relate principally to the Chibougamau Project and are not directly applicable to Cygnus's James Bay Lithium Projects. In particular, the Pontax Project does not benefit from comparable brownfield infrastructure or historical production characteristics. Notwithstanding this distinction, we have applied the selected CuEq Multiple across Cygnus's total CuEq Resource base rather than adopting an asset-by-asset valuation framework. In our opinion, this approach is reasonable and consistent with market practice, as listed development-stage mining companies are generally assessed on a portfolio basis and frequently comprise assets with differing commodities, development stages and risk profiles.

10.27 In addition, Cygnus's 51% interest in the Pontax Project provides a source of strategic optionality and commodity diversification that is not evident across the selected pre-production copper peer group. This diversification broadens Cygnus's avenues for value creation and provides additional strategic flexibility relative to a pure-play copper developer.

10.28 Based on the above and our analysis of the listed trading peers and precedent transactions discussed above, we have adopted a CuEq Multiple between A$275/t to A$375/t in our valuation of Cygnus before the Scheme, as set out in the figure below. Peers trading below the peer group average have been removed where their projects lacked the brownfield infrastructure, historical production profile or development advantages associated with Cygnus's Chibougamau Project, limiting their comparability.

For personal use only

Figure 79 - Grant Thornton assessed CuEq Multiple for Cygnus relative to selected listed peers



Source: GTCF analysis, S&P Global, Public announcements.
Notes: 1) CuEq Multiple based on M+I+I CuEq tonnage calculated by Grant Thornton based on JORC Resources. 2) The 60-day VWAP CuEq Multiple is calculated based on Grant Thornton's assessed CuEq tonnage and an enterprise value using the market capitalisation derived from 60-day VWAP (trading days) up to 14 July 2026, adjusted for a 30% control premium (refer to Appendix D), and the latest publicly available net debt/cash position.

10.29 In relation to the figure above, we consider our adopted CuEq Multiple appropriate and supported by the following:

- At the low-end of the range is in line with the average of the listed peers and comparable transactions.

- The range is at a discount to FireFly Metals, Sandfire Resources America, Trilogy Metals and Carnaby Resources all of which demonstrate stronger development and/or operational attributes than Cygnus. FireFly Metals, similar to Cygnus, benefits from an existing brownfield infrastructure base, however, holds a larger Mineral Resource (FireFly: 79.7Mt, Cygnus: 20.1Mt) and with a higher M+I% (FireFly: 63%, Cygnus: 32%). Sandfire, Trilogy and Carnaby all benefit from being far more developed (Sandfire: PFS, Trilogy: DFS, Carnaby: PFS) and each possessing Ore Reserves (Sandfire: 9.5Mt, Trilogy: 46.7Mt, Carnaby: 8.4Mt). While Cygnus possesses a PEA, it was completed in 2022 and it is understood that an updated PEA would be required to progress in a meaningful way.

- The range is in line with Abitibi Metals, KGL Resource and the Peel Mining transaction. Both KGL Resources and Abitibi possess Mineral Resources which are comparable to Cygnus in terms of size (KGL: 27.5Mt, Abitibi: 25.3Mt, Cygnus 20.1Mt) and CuEq % (KGL: 2.5%, Abitibi 2.5%, Cygnus 3.2%), which results in similar CuEq Resource tonnage (KGL: 700kt, Abitibi: 628kt, Cygnus: 644kt). While KGL is more developed possessing a PFS, we believe this is offset by the capex required to develop the mine infrastructure when compared to Cygnus' existing brownfield facilities. Conversely, although Abitibi remains at an earlier stage of development than Cygnus, its valuation appears supported by strong exploration momentum and the potential for meaningful Resource growth, which partially offsets the higher level of development risk. Whilst Peel Mining possessed a smaller Mineral Resource (11.2Mt), this was offset by a higher CuEq grade (5.5%), resulting in a contained CuEq Mineral Resource that was broadly in line with Cygnus (625kt CuEq). Both Peel and Cygnus were at a similar

For personal use only

stage of development, with studies completed but further work required before development. While Peel lacked the brownfield infrastructure benefits of Cygnus, Aeris Resources' ownership of the nearby Tritton processing plant provided potential processing synergies and a lower-risk development pathway, which likely supported transaction value.

- The high end of the range remains at a discount to the New World transaction. New World benefited from the advanced nature of the Antler Project, including a higher-grade Resource (3.9% CuEq versus 3.3% CuEq for Cygnus), substantially greater geological confidence, an 11Mt Ore Reserve and more advanced technical studies, having completed a PFS and advanced toward a DFS. Antler also benefits from favourable infrastructure, permitting and jurisdictional characteristics, further reducing development risk. In addition, the transaction emerged from a competitive sale process, which likely contributed to a higher acquisition multiple.

- The high end of the range is aligned with the Arizona Sonoran transaction. While Arizona Sonoran benefited from the brownfield characteristics of the Cactus Project, a large Mineral Resource of 5.7Mt CuEq and a PFS published in 2025, these advantages were partially offset by the lower-grade nature of the porphyry mineralisation (0.5% CuEq) and the significant capital investment (US$977 million) required to develop the project. As a result, despite the aforementioned benefits, the transaction multiple remained broadly comparable to Cygnus.

Pro-forma adjusted net cash position of Cygnus

10.30 Below we have set out our pro-forma adjusted net cash position of Cygnus.

Figure 80 - Pro-forma adjusted net cash position of Cygnus

Pro-forma adjusted cash position of Cygnus A$m (unless stated otherwise)	*Notes*	
Cash and cash equivalents of Cygnus as at 30 June 2026	1	25.5
Add: Fair value of Cygnus' investment in Stria	2	1.3
Add: Actual cash receipts from exercise of Cygnus Options post 30 June 2026	3	0.0
Add: Pro-forma cash receipts from exercise of in-the-money Cygnus Options	4	0.5
Pro-forma adjusted cash position of Cygnus (before transaction costs)		**27.3**
Less: Estimated transaction costs for Cygnus	5	(4.4)
Pro-forma adjusted cash position of Cygnus (after transaction costs)		**22.9**

Source: Cygnus Management, GTCF analysis.

10.31 In relation to the table above, we note the following:

- *Note 1* - Cygnus had A$25.5 million of cash and cash equivalents as at 30 June 2026.

- *Note 2* - Cygnus holds 1,650,000 shares in TSXV-listed Stria Lithium, its joint venture partner for the Pontax Project, representing approximately 4% of the total issued capital in Stria. For the purpose of our valuation assessment, we have assessed the value of Cygnus investment in Stria to be A$1.3 million, based on the closing share price of Stria at or around the date of this Report, consistent with the approach adopted in the financial accounts of Cygnus.

- *Note 3* - Since 30 June 2026, Cygnus has exercised 228,712 Cygnus Options, 182,970 unlisted options exercisable at CAD$0.0547each on or before 19 April 2029 and 45,742 unlisted options exercisable at

For personal use only

CAD$0.1093 each on or before 12 May 2028. Accordingly, we have included the CAD$15K cash proceeds associated with the exercise of these options, which we have converted to A$ using a CAD:AUD exchange rate of 1.02[53])

- *Note 4*[54] - As discussed in Section 3, Cygnus and CAML must take steps to procure that each Cygnus Option Holder enters into a deed pursuant to which the Cygnus Option Holders may either: i) exercise their options before the Effective Date and participate in the Scheme as Cygnus Shareholders; or ii) if their options remain unexercised, receive replacement CAML options in exchange for their Cygnus options. Grant Thornton has assumed that the in-the-money Cygnus Options will be exercised, with the remainder being replaced with CAML options. More than half of the Cygnus Options (6.7 million) have an exercise price lower than CAD$0.0574 (equivalent to A$0.0583) and some (1.2 million) have an exercise price of CAD$0.109 (equivalent to A$0.111). These Cygnus Options are in-the-money based on our valuation assessment of Cygnus before the Scheme on a minority basis. As a result, Cygnus may receive the associated cash proceeds from the payment of exercise prices, representing a maximum additional cash inflow of A$0.5 million, which we have included in our valuation assessment. The remaining Cygnus Options (3.0 million) have an exercise price higher than CAD$0.224 (equivalent to A$0.228) and accordingly are out-of-the-money.

- *Note 5* - Cygnus Management has estimated transaction costs of A$4.4 million at the high end of their range.

Capital structure of Cygnus

10.32 As at the Last Practical Date, Cygnus has 1,227,592,052 Cygnus Ordinary Shares, 78,221,706 Cygnus Performance Rights, 3,146,535 Cygnus Share Rights and 10,866,123 Cygnus Options. Consistent with the terms of the Scheme, we have had regard to the fully diluted capital structure of Cygnus in our valuation of Cygnus before the Scheme.

10.33 As discussed in paragraph 10.31, Grant Thornton has assumed that all the in-the-money Cygnus Options will be exercised and converted into Ordinary Shares before the implementation of the Scheme, with the remaining Cygnus Options that are not exercised before the implementation of the Scheme being replaced with CAML Options on substantially equivalent terms. Accordingly, while only 7,901,960 Cygnus Options have been assumed to be exercised, the remaining will be replaced. Accordingly, we have considered the full 10,866,073 Cygnus Options in our capital structure of Cygnus for the purpose of assessing a value of Cygnus before the Scheme.

Figure 81 - Capital structure of Cygnus as at the Last Practicable Date

Total number of fully diluted shares in Cygnus #	
Cygnus Ordinary Shares[1]	1,227,592,052
Cygnus Performance Rights	78,221,706
Cygnus Share Rights	3,146,535
Cygnus Options	10,866,073
Total number of fully diluted shares in Cygnus	**1,319,826,366**

Source: Cygnus Management.

[53] Based on the 30-day CAD:AUD exchange rate up to 15 July 2026 sourced from the Reserve Bank of Australia.
[54] All conversions from CAD$ to A$ in this note uses a CAD:AUD exchange rate of 1.02 based on the 30-day CAD:AUD exchange rate up to 15 July 2026 sourced from the Reserve Bank of Australia.

For personal use only

Notes: (1) The 1,227,592,052 Cygnus Ordinary Shares includes the 1,050,000 Cygnus Ordinary Shares paid to vendors under the respective option agreements for the Sakami Project and Berly Lake property (which forms part of the Auclair Project) following shareholder approvals received at the Annual General Meeting on 1 May 2026.

Valuation-cross check based on AMC Report

10.34 As part of the preparation of the IER, Grant Thornton engaged AMC as an independent technical specialist to assist with a review of the assets of Cygnus and to undertake a high-level assessment. AMC's analysis focuses exclusively on transactions involving individual projects or project interests and does not consider trading prices of listed entities or transactions at company level. Accordingly, AMC's work does not incorporate market capitalisation data, control premiums observed in corporate acquisitions or the broader and current equity market and macro dynamics that influence current valuations.

10.35 In undertaking its assessment, AMC identified a range of project-level transactions and derived implied valuation metrics for Cygnus's assets. It is important to note that some of these transactions were completed under materially different macroeconomic, political and commodity price conditions to those prevailing at the valuation date. While AMC has indexed transaction metrics to current commodity prices for comparability, the relationship between commodity prices and project-level transaction values is not necessarily linear, particularly for early-stage or pre-development assets.

10.36 Below we have summarised AMC's technical values of the individual assets of Cygnus.

Figure 82 - AMC's technical valuation of Cygnus

Summary of AMC's technical valuation of Cygnus A$m (unless stated otherwise)	*Section Reference*	Low	Mid	High
Chibougamau Project	Appendix J	62	80	98
James Bay Project		20	26	33
Australian exploration tenements		2	3	4
Enterprise value of Cygnus		**84**	**109**	**134**

Sources: AMC Report.

10.37 As discussed throughout the AMC Report, AMC faced significant limitations in identifying a sufficient number of comparable project-level transactions for both the Chibougamau Project and James Bay Project. This limitation is particularly important in the context of the Chibougamau Project, which accounts for the majority of AMC's technical valuation of Cygnus and, therefore, is the primary driver of its overall valuation conclusion.

10.38 In valuing the Chibougamau Project, AMC expanded its transaction search beyond Canadian copper projects to include Australian copper transactions due to the limited availability of relevant comparables. Despite this broader screening approach, AMC identified only five Canadian copper project transactions, three of which had transaction values below A$4 million and one at A$11 million, together with nine Australian copper project transactions, five of which had transaction values below A$13 million. As a result, the majority of the selected transactions were materially smaller than AMC's assessed value of the Chibougamau Project. In our view, this reduces the relevance of the transaction set, as smaller-scale project acquisitions are unlikely to reflect the value drivers associated with a project of Chibougamau's scale and development profile.

For personal use only

10.39 The limitations of the comparable transaction universe extend beyond scale. Even after broadening the geographic scope of its analysis, AMC was unable to identify project-level transactions involving assets with brownfield infrastructure characteristics comparable to those of the Chibougamau Project.

10.40 This is also reflected in AMC's derived yardstick value for the Chibougamau Project of A$43.4 million, which AMC itself noted appeared low relative to the implied technical value of approximately A$50 million attributed to the project in the Dore Merger. Consequently, AMC adopted A$50 million as the low end of its valuation range, implicitly recognising limitations in the direct application of its transaction-based analysis.

10.41 We note, however, that the Dore Merger completed in October 2024 and therefore does not fully reflect the significant developments achieved at the Chibougamau Project or the improvement in market conditions since that time. Following the acquisition, Cygnus has increased Measured and Indicated JORC Mineral Resources by 78%. Over the same period, copper prices have increased by approximately 45%.

10.42 For the above reason, we consider the high end of AMC's valuation range of A$134 million to be the more relevant point of comparison. However, this is still significantly lower than our valuation range.

10.43 In our view, a substantial portion of this differential reflects the market value attributable to the Chibougamau Project's existing processing facility and associated brownfield infrastructure, which, as discussed above, is not captured by AMC's project-level transaction methodology given their prevailing limitations on the transaction data set. Notwithstanding the capital expenditure required for the existing processing facility to re-start, ownership of an existing processing facility and supporting infrastructure is expected to provide a material economic benefit relative to comparable development-stage projects that require the construction and permitting of new infrastructure.

10.44 Accordingly, while we have had regard to the findings of the AMC Report, we consider AMC's technical valuation presents limitations of its comparable transaction universe and its inability to adequately capture the economic benefits associated with the project's existing infrastructure and broader brownfield characteristics.

Valuation cross-check of Cygnus based on the Quoted Security Method

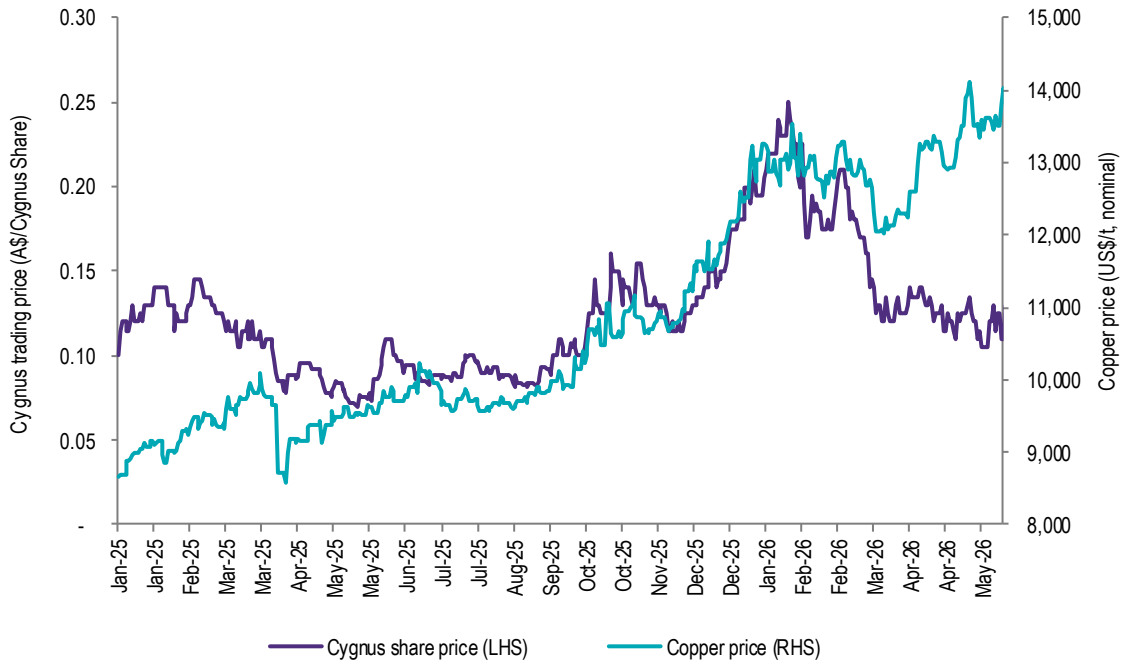
10.45 To cross-check our valuation assessment of Cygnus derived using the CuEq Multiple Approach, we have also considered the trading price of its listed securities on the ASX in the period prior to the announcement of the Scheme on 2 June 2026. In accordance with the requirements of RG 111, we have analysed the liquidity of Cygnus Shares prior to considering them in our valuation assessment. Based on our analysis, set out in Appendix F, we consider it not unreasonable to rely on the trading price of Cygnus Shares for the use of the Quoted Security Price Method to cross-check our valuation of Cygnus derived using the CuEq Multiple Approach.

Analysis of Cygnus's trading prices

10.46 We have set out below the historical performance of Cygnus shares from 1 January 2025 up to the last day of trading prior to the announcement of the Scheme on 2 June 2026 Sydney, Australia time (i.e. 1 June 2026 Sydney, Australia time), against copper prices over the same period.

For personal use only

Figure 83 - Cygnus Shares and copper prices (from 1 January 2025 to 1 June 2026, rebased)



Source: S&P Global, GTCF analysis

10.47 Following the announcement of the Doré transaction at the end of 2024, Cygnus's trading price declined materially between late February 2025 and May 2025. This was consistent with copper prices and copper-exposed equities were increasingly influenced by escalating global trade tensions, tariff announcements and concerns regarding slowing economic growth.

10.48 Between July 2025 and February 2026, Cygnus Shares experienced a significant re-rating, increasing from A$0.08 per share on 1 July 2025 to A$0.185 per share on 14 February 2026 and reaching a peak of A$0.25 per share on 27 January 2026. In our view, this re-rating coincided with a combination of company-specific developments and a materially stronger copper price environment. In relation to the company-specific factors that may have contributed to this re-rating, we note the following developments at the Chibougamau Project:

- *Exploration success and expansion of district-scale potential* - Throughout 2025 and into early 2026, Cygnus reported a series of exploration successes which broadened the perceived scale and prospectivity of the Chibougamau Project beyond its existing Mineral Resource base.

- *Material Resource growth and project de-risking* - On 17 September 2025, Cygnus announced a 78% increase in Measured and Indicated JORC Mineral Resources, increasing from 3.6Mt at 3.0% CuEq for 108kt CuEq to 6.4Mt at 3.0% CuEq for 193kt CuEq. In our view, this represented a de-risking milestone, providing a stronger basis for future development studies and demonstrating Cygnus' ability to rapidly grow and enhance confidence in the Resource inventory.

- *Successful equity raise and funding of growth initiatives* - Cygnus also demonstrated its ability to access capital markets to fund the advancement of the Chibougamau Project. On 20 June 2025, the Company announced an A$18.3 million placement to institutional and sophisticated investors at A$0.086 per Cygnus Share, with proceeds intended to fund Resource growth, Resource conversion, exploration activities, permitting and development studies.

For personal use only

10.49 The appreciation in Cygnus Shares over this period also occurred against a backdrop of strong copper price performance. Copper prices increased approximately 27% from US$10,050/t on 1 July 2025 to US$12,775/t on 14 February 2026, peaking at US$13,524/t on 29 January 2026. The strength in copper prices reflected ongoing concerns regarding mine supply constraints together with strong structural demand associated with electrification, renewable energy infrastructure and electric vehicle adoption. In our view, these favourable market conditions provided additional support for copper development companies and likely amplified the re-rating in Cygnus Shares.

10.50 Notwithstanding this, a number of market commentators questioned the sustainability of copper prices at these elevated levels[55]. On 13 March 2026, Cygnus announced it had received firm commitments to raise A$25.0 million from institutional and sophisticated investors at an issue price of A$0.16 per share, representing a 5.9% discount to the last traded share price. The proceeds were intended to fund Resource growth and conversion activities, exploration at targets including Joe Mann and Gwillim, permitting activities, completion of development studies and early infrastructure works.

10.51 We have further benchmarked below Cygnus's trading performance since 1 June 2025[56] against 1) the Sprott Junior Copper Miners ETF[57]; 2) the Global X Copper Miners ETF[58]; and 3) the VanEck Gold Miners ETF[59].

[55] In January 2026, Goldman Sachs observed that uncertainty surrounding potential US copper tariffs had contributed to elevated copper prices and stated that it believed "the price has overshot its fair fundamental level". Similarly, Macquarie commented that while copper prices could remain volatile and potentially reach new highs, prices above US$11,000/t were unlikely to be sustainable absent a materially tighter physical market.

[56] We have selected 1 June 2025 as the commencement date for this analysis as, in our view, it represents a reasonably stabilised trading base following completion of the Doré transaction and the subsequent period of market volatility and macroeconomic uncertainty discussed above. The period also provides a sufficiently long observation window to assess Cygnus's share price performance relative to broader market and sector benchmarks across varying commodity price and market conditions.

[57] The Sprott Junior Copper Miners ETF provides exposure to companies primarily engaged in copper exploration, development and early-stage production. The ETF tracks the Nasdaq Sprott Junior Copper Miners Index, a rules-based index comprising small-, mid- and micro-cap mining companies that derive a significant portion of their business from copper-related activities. Constituents are listed on major global stock exchanges and operate projects across leading copper-producing regions, including Canada, Australia, the United States, Chile, Peru, Mexico and parts of Africa, providing diversified exposure to the emerging segment of the global copper mining industry.

[58] The Global X Copper Miners ETF provides exposure to a broad portfolio of global companies engaged in copper mining. The ETF tracks the Solactive Global Copper Miners Total Return Index, a rules-based index comprising primarily large- and mid-cap copper producers and diversified mining companies that generate a significant portion of their revenues from copper mining. Constituents are listed on major global stock exchanges and operate mines across key copper-producing regions, including Chile, Peru, Canada, Australia, the United States, Mexico and other mining jurisdictions, offering diversified exposure to the global copper mining sector.

[59] The VanEck Gold Miners ETF provides exposure to a diversified portfolio of companies primarily engaged in gold mining. The ETF tracks the NYSE Arca Gold Miners Index, a rules-based index comprising predominantly large- and mid-cap gold producers, along with select companies involved in silver mining where gold mining is a significant component of their business. Constituents are listed on major global stock exchanges and operate mines across leading gold-producing regions, including Canada, the United States, Australia, South Africa, China and Latin America, offering diversified exposure to the global gold mining industry. While Cygnus is principally a copper-focused development company, the Chibougamau Project contains a significant gold component, and a meaningful proportion of the project's value is attributable to gold by-products. Accordingly, we consider it appropriate to also benchmark Cygnus against a broader gold mining index to assess whether movements in gold-related equities may have influenced the Company's trading performance during the period.

For personal use only

Figure 84 - Cygnus trading price performance versus the Sprott Junior Copper Miners ETF, Global X Copper Miners ETF and VanEck Gold Miners ETF (rebased to Cygnus's share price on 1 June 2025), overlayed with copper prices (RHS)



Source: S&P Global, GTCF analysis

10.52 As illustrated in the figure above, Cygnus Shares performed broadly in line with both the Sprott Junior Copper Miners ETF and the Global X Copper Miners ETF between March 2025 and December 2025, suggesting that Cygnus' share price performance during this period was largely influenced by movements in the broader copper sector. However, between December 2025 and early February 2026, Cygnus Shares materially outperformed both benchmark indices. At its peak, Cygnus Shares traded approximately 35% to 45% above the selected copper benchmarks, substantially exceeding the gains achieved by the broader sector over the same period.

10.53 In our opinion, the elevated trading levels may have incorporated optimistic market expectations regarding future exploration success, project development outcomes and potential strategic activity.

10.54 Following February 2026, Cygnus Shares retraced and, by late March 2026, had returned to levels broadly consistent with the selected copper benchmarks. While the decline in Cygnus' share price was directionally consistent with the broader weakness observed across the copper sector during this period, the earlier premium to peer performance was largely unwound. In our view, this suggests that a portion of the outperformance observed in early 2026 reflected factors that were not sustained over the longer term and, accordingly, the peak trading prices should be interpreted with caution when assessing Cygnus' standalone value.

10.55 As discussed above, Cygnus materially outperformed both selected copper benchmarks between December 2025 and February 2026, trading at a premium of approximately 35% to 45% relative to those indices at its peak. However, this premium was subsequently unwound following the March 2026 correction and was not re-established despite an improvement in copper sector sentiment and a recovery in the benchmark indices. In our opinion, this indicates that the exceptional share price performance observed in early 2026 was not solely attributable to broader copper market conditions and, with the benefit of hindsight, may not represent a sustainable standalone measure of value.

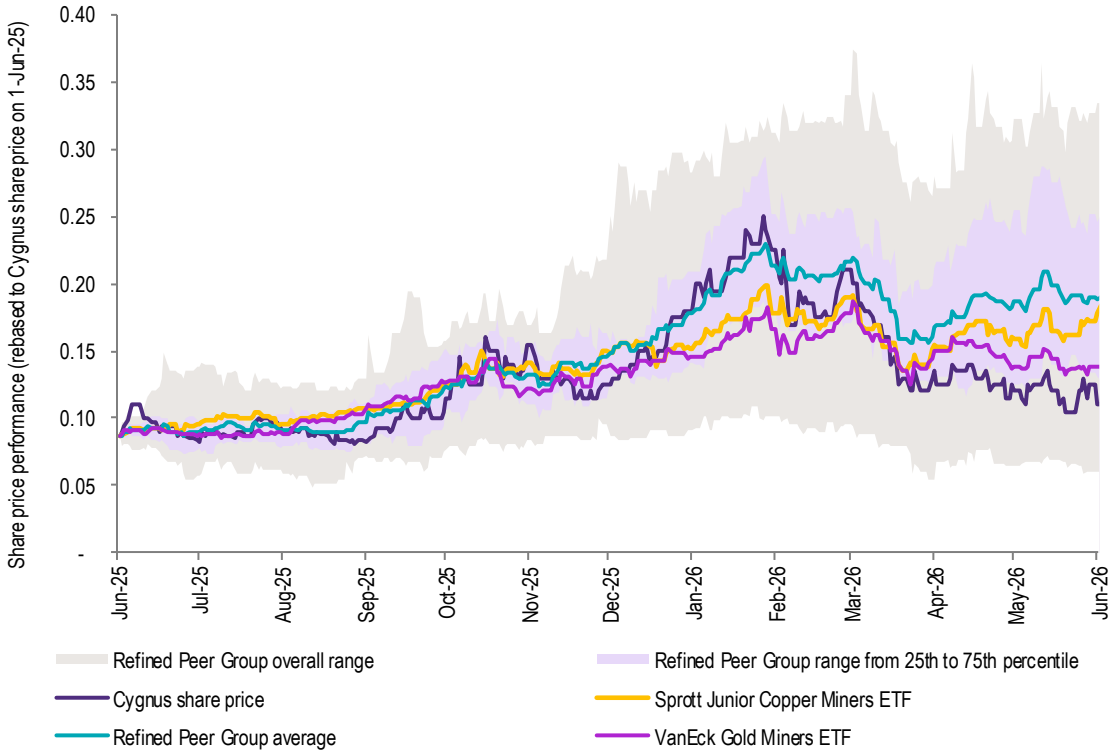
For personal use only

10.56 The relationship between Cygnus Shares and the selected copper benchmarks diverged from April 2026. While both the Sprott Junior Copper Miners ETF and the Global X Copper Miners ETF recovered a portion of their earlier declines in line with improving copper prices, Cygnus Shares remained broadly range-bound through to the announcement of the Scheme. As a result, Cygnus underperformed both copper-related benchmarks during this period despite having broadly tracked those benchmarks between March 2025 and December 2025.

10.57 In addition to the benchmark analysis above, we have compared the trading performance of Cygnus Shares over the twelve months preceding the announcement of the Scheme against the share price performance of a selected group of listed copper development companies. Given the broad universe of comparable companies, we have refined the peer group by excluding FireFly Metals, Carnaby Resources, True North Copper, NorthIsle Copper and Gold and Trilogy, whose share price performance was considered anomalous relative to the broader peer set and would otherwise distort the analysis.

10.58 Rather than presenting the performance of each individual peer, we have analysed: i) the overall trading range of the refined peer group; ii) the interquartile range (25th to 75th percentile), which excludes the companies at the upper and lower ends of the distribution; and iii) the average share price performance of the refined peer group. We have also overlaid the performance of the Sprott Junior Copper Miners ETF and VanEck Gold Miners ETF to provide an additional market-based reference point.

Figure 85 - Cygnus trading price performance versus selected listed peers and Sprott Junior Copper Miners ETF and VanEck Gold Miners ETF (rebased to Cygnus's share price on 1 June 2025)



Source: S&P Global, GTCF analysis.
Note: (1) Refined Peer Group excludes FireFly Metals, Carnaby, True North Copper, NorthIsle and Trilogy

10.59 Cygnus Shares traded broadly within the interquartile range of the refined peer group between June 2025 and December 2025, before trending towards the upper quartile between December 2025 and early February 2026. Cygnus subsequently reverted towards the middle of the interquartile range where it

For personal use only

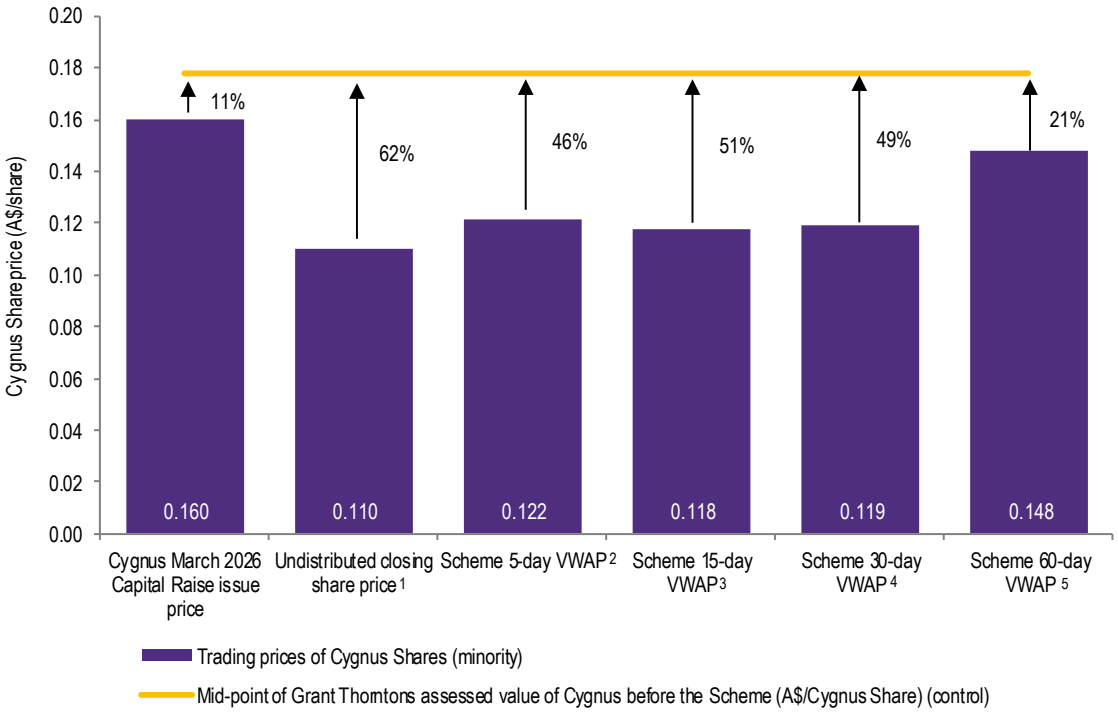
remained until approximately April 2026. Thereafter, Cygnus's trading performance lagged the broader peer group, resulting in its trading price falling below the interquartile range by the date of the Scheme announcement.

10.60 Notably, the positive re-rating observed across the refined peer group from mid-March 2026 was broadly consistent with the recovery exhibited by the Sprott Junior Copper Miners ETF and reflected improving sentiment towards copper-focused equities following the rebound in copper prices from their early March 2026 lows. The absence of a corresponding re-rating in Cygnus Shares despite the recovery in copper-focused equities suggests that, by this stage, broader sector sentiment was no longer the primary determinant of Cygnus's trading performance. Rather, investors appear to have been increasingly focused on company-specific factors and future project milestones, including progression of technical studies, permitting activities and further project de-risking.

Conclusion on the trading prices

10.61 Overall, based on the analysis above, we consider the control value per Cygnus Share implied in our control value of Cygnus under the CuEq Multiple Method to be reasonable as illustrated below. Refer to the executive summary for further details.

Figure 86 - Benchmarking value range with the trading price of Cygnus Shares before the announcement of the Scheme



Source: S&P Global, GTCF analysis.
Notes: (1) Undistributed closing share price represents the closing share price of Cygnus Shares on 1 June 2026, being the day prior to the announcement of the Scheme on 2 June 2026. (2) 5-day VWAP represents the VWAP of Cygnus Shares 5 days up to the announcement of the Scheme (2 June 2026). (3) 15-day VWAP represents the VWAP of Cygnus Shares 15 days up to the announcement of the Scheme (2 June 2026). (4) 30-day VWAP represents the VWAP of Cygnus Shares 30 days up to the announcement of the Scheme (2 June 2026). (5) 60-day VWAP represents the VWAP of Cygnus Shares 60 days up to the announcement of the Scheme (2 June 2026).

For personal use only

11. Valuation of the Scheme Consideration

Valuation summary

11.1 As discussed in Section 9, we have assessed the fair market value of the Scheme Consideration, being a share in the Combined Group on a minority basis, using both the Quoted Security Price Method, relying on the trading price of CAML Shares, and the SOTP Approach, relying on the DCF Method for CAML on a standalone basis and our valuation assessment of Cygnus before the Scheme under the Market Approach detailed in Section 10 both on a minority basis.

11.2 Below we have set out our valuation assessment of the Scheme Consideration per Cygnus Share based on these methodologies.

Figure 87 - Valuation assessment of the Scheme Consideration

Valuation assessment of the Scheme Consideration A$/Cygnus Share (minority basis)	*Section* *Reference*	Low	High
Quoted Security Price Method	*Figure 94*	0.1600	0.1750
SOTP Approach	*Figure 95*	0.1615	0.1999
Grant Thornton adopted value of the Scheme Consideration		**0.1600**	**0.1999**

Source: GTCF Analysis.

Valuation of the Scheme Consideration using the Quoted Security Price Method

11.3 In accordance with the requirement of RG111, we have analysed the liquidity of CAML Shares prior to considering them in our valuation assessment. Based on our analysis, set out in Appendix G, we consider that CAML Shares exhibit sufficient liquidity to support the use of the Quoted Security Price Method for the purposes of a valuation cross-check. This conclusion reflects CAML' comparatively 1) high level of free float; 2) high level of volume shares traded as a percentage of free float; 3) and low average and median bid-ask spread in the last twelve-months relative to its selected listed peer group.

Analysis of CAML trading prices

Introduction

11.4 In the ordinary course, we would place primary reliance on the trading prices of CAML Shares following the announcement of the Scheme as a proxy for the value of the Scheme Consideration to be received by Cygnus Shareholders. However, the assessment in the current circumstances is less straightforward. Since the announcement of the Scheme on 2 June 2026, the trading prices of CAML Shares have been influenced by a range of factors unrelated to the underlying merits of the Transaction, including heightened volatility across global equity and commodity markets and the shares trading on an ex-dividend basis following the payment of CAML's final 2025 dividend on 5 June 2026. These factors have introduced short term distortions into CAML's trading performance and make it more challenging to determine an appropriate value range for the Scheme Consideration by reference solely to post-announcement trading prices.

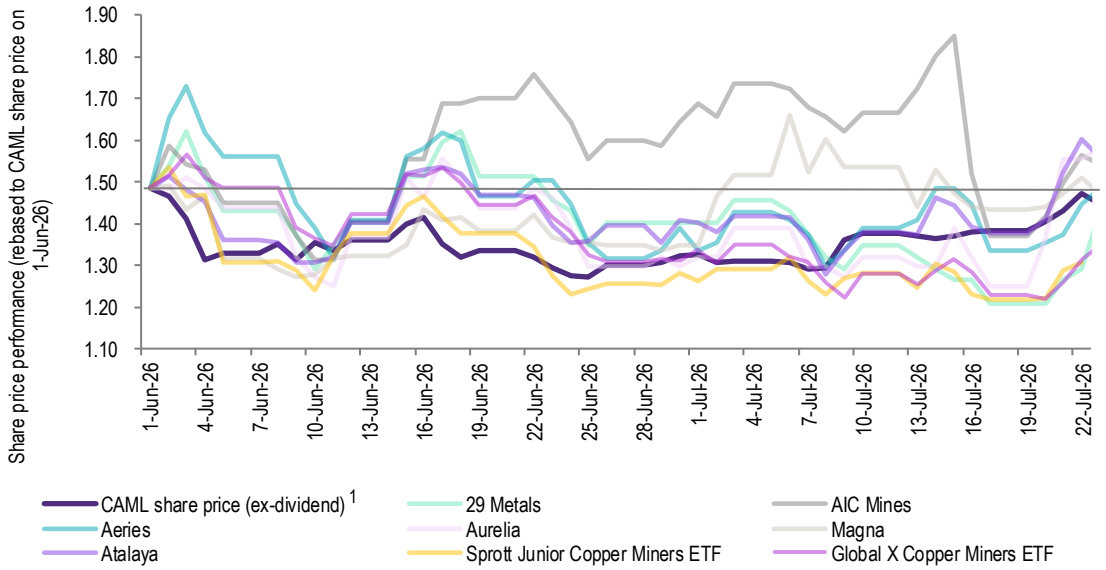
For personal use only

11.5 Accordingly, while the post-announcement trading prices of CAML Shares remain relevant, we do not consider it appropriate to rely solely on a relatively short trading period following announcement of the Scheme. Instead, we have also considered the trading performance of CAML over a longer period and relative to selected listed copper producers and copper-related equity indices.

Trading prices after the announcement of the Scheme

11.6 The trading performance of CAML Shares since announcement of the Scheme compared with listed peers and relevant indexes is summarised in the graph below.

Figure 88 - Movement in CAML share price against listed junior copper producers and selected copper equity indices from 1 June 2026 to 23 July 2026



Source: S&P Global, GTCF analysis
Notes: (1) The trading prices of CAML Shares on 1 June 2026 to 4 June 2026 have been adjusted to an ex-dividend basis by subtracting CAML's final 2025 dividend of 7.5 pence per share carrying an ex-dividend date of 5 June 2026. This ensures a like-for-like comparison of the movement in the CAML trading prices over the observation period.

11.7 As illustrated above, the share price performance of CAML following announcement of the Scheme has generally been consistent with the performance of the selected listed copper producers and copper-related equity indices. While CAML's share price declined during part of the period, similar movements were observed across much of the copper sector, reflecting changes in commodity prices and broader market conditions rather than factors specific to CAML alone or factors associated with the acquisition of Cygnus.

11.8 While certain selected copper producers outperformed CAML during the period, such performance was often associated with company-specific developments. For example, AIC Mines announced positive drilling results at the Jericho deposit and Magna Mining reported record quarterly production and operational performance. These announcements provided incremental valuation support specific to those companies and are not directly comparable to the circumstances of CAML.

11.9 We have also considered equity research published following announcement of the Transaction. While individual analysts differed in their assessments of the risks and opportunities associated with the acquisition, the published commentary generally recognised that the acquisition of Cygnus provides CAML with a significant long-term development asset and addresses a key uncertainty that had previously existed regarding CAML's future growth profile. Specifically:

For personal use only

- *RBC* - considered the proposed transaction to be strategically positive overall, stating that it "*addresses CAML's lack of meaningful near-term growth and <10 year mine life remaining at existing operations*" and provides "*a credible development stage asset to extend the portfolio's earnings horizon*". RBC further noted that "*the Cygnus acquisition addresses CAML's declining growth profile at a reasonable 0.8x P/NAV multiple*" and that "*the deal likely represents the most compelling option available in the current market*". RBC concluded that the Transaction "*removes the M&A uncertainty that has weighed on the stock and gives CAML a credible answer to the growth question – even if that answer is a few years away*"[60].

- *Berenberg* - Berenberg's assessment acknowledged both the opportunities and risks associated with the Transaction. The broker noted that the acquisition "*does provide financial flexibility for progressing studies on Chibougamau*" and potentially "*preserving balance sheet capacity for future growth initiatives*"[61].

11.10 The variability in CAML's trading prices following announcement of the Scheme is reflected in the VWAP analysis below. The analysis demonstrates that valuation indications based on shorter post-announcement trading periods are generally more closely aligned with CAML's trading prices immediately prior to announcement of the Scheme, whereas VWAPs calculated over longer periods since the announcement of the Scheme are more significantly influenced by broader market volatility and sector-wide movements in copper equities.

Figure 89 - VWAP analysis for CAML trading prices ex-dividend post announcement of the Scheme

VWAP	VWAP (£/CAML share)[1]	Equivalent VWAP (A$/Cygnus share)
Up to 23 Jul 2026		
1 day	1.4629	0.1682
5 day	1.4185	0.1630
10 day	1.3917	0.1600
10 trading days post CAMLs final 2025 dividend ex-dividend date	1.3479	0.1549
5 trading days post CAMLs final 2025 dividend ex-dividend date	1.3394	0.1540
From CAMLs final 2025 dividend ex-dividend date	1.3429	0.1544

Source: S&P Global
Notes: (1) CAML Shares traded on an ex-dividend basis on 5 June 2026, reflecting CAML's final 2025 dividend of 7.5 pence per share. Given the trading prices of CAML between the announcement of the Scheme (2 June 2026) and up to this date (5 June 2025) traded on a cum-dividend basis, we have focused on CAML's trading prices after the ex-dividend date in the table above to allow for a like-for-like comparison of price movement. (2) Equivalent VWAP in the figure above have been calculated using the Scheme exchange ratio of 0.06 to convert on a per Cygnus share basis and then an GBP:AUD exchange rate of 1.92.

11.11 In our opinion, the post-announcement trading prices of CAML Shares should not be viewed in isolation when assessing the value of the Scheme Consideration to be received by Cygnus Shareholders. This is particularly the case given the announcement occurred during a period characterised by heightened volatility in copper prices, broader equity market uncertainty and CAML Shares trading on an ex-dividend basis shortly after announcement. Accordingly, we have also considered below the trading performance of CAML over a longer period.

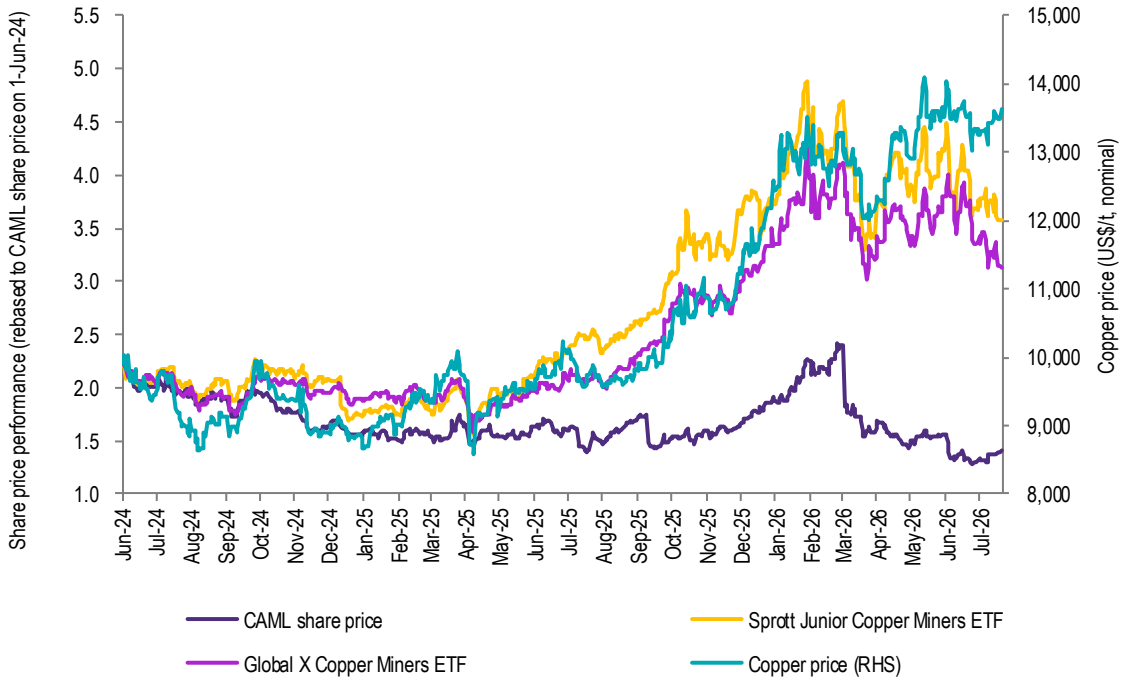
[60] Sourced from RBC broker reports dated 2 June 2026 and 29 June 2026.
[61] Sourced from Berenberg broker report dated 3 June 2026.

For personal use only

Analysis of the historical trading prices

11.12 In the figure below we have benchmarked CAML's trading performance against the Sprott Junior Copper Miners ETF, the Global X Copper Miners ETF and copper prices since 1 June 2024 to assess whether CAML's trading performance has been consistent with broader copper market conditions.

Figure 90 - CAML trading price performance versus FTSE 250 Index, Sprott Junior Copper Miners ETF and Global X Copper Miners ETF (rebased to CAML's share price on 1 June 2024), overlayed with copper prices (RHS)



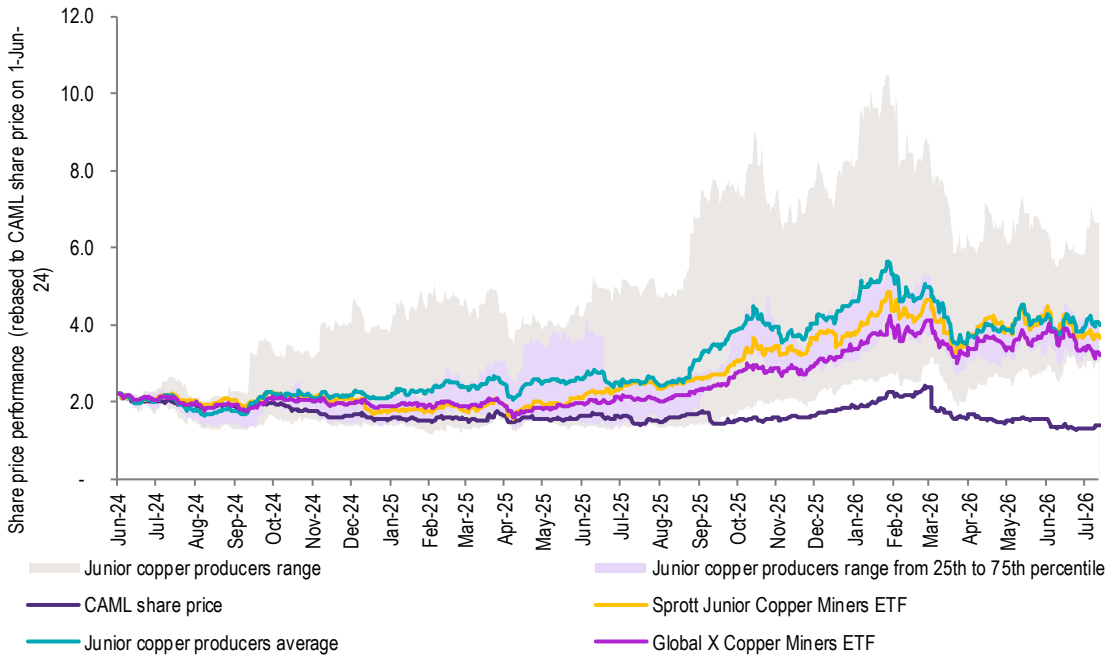
Source: S&P Global, GTCF analysis.

11.13 As illustrated above, CAML's share price materially underperformed both copper prices and broader listed copper equities over the observation period. While copper prices increased by approximately 35% between June 2024 and the date of this Report, the Sprott Junior Copper Miners ETF and Global X Copper Miners ETF increased by approximately 65% and 45%, respectively. In contrast, CAML's share price declined by approximately 38% over the same period and remains materially below levels reached in early 2023.

11.14 While these indices provide a useful benchmark for broader copper equity performance, they comprise a diversified portfolio of companies with differing asset bases, jurisdictions and stages of development. Accordingly, we have also benchmarked CAML's performance against a selected group of listed copper producers to assess whether CAML's underperformance reflects broader factors affecting copper producers generally or factors specific to CAML.

For personal use only

Figure 91 - CAML trading price performance versus selected listed junior copper producers, the Sprott Junior Copper Miners ETF and the Global X Copper Miners ETF (rebased to CAML's share price on 1 June 2024)



Source: S&P Global, GTCF analysis.
Notes: (1) We have excluded 29Metals from the rebasing analysis in the figure above as it considerably underperformed during the operation period due to company-specific circumstances, including prolonged operational disruptions, elevated funding requirements and balance sheet pressures following the suspension of the Capricorn Copper mine. These factors are not comparable to CAML or the other listed copper peers.

11.15 As illustrated in the figure above, CAML similarly underperformed each of the selected junior copper producers over the observation period. While performance across the peer group did vary, the majority of peers generated returns broadly consistent with the copper equity benchmarks, evidenced by the consistency of the peers 25th to 75th percentile range against these indices over the period. Further, while some junior copper producers materially outperformed the indices, the weaker performers generally exhibited only modest underperformance relative to the broader copper mining sector.

11.16 In our opinion, the sustained underperformance of CAML relative to both the broader copper sector and selected listed peers suggests that investors have increasingly focused on factors specific to CAML rather than the performance of the copper sector generally. While CAML's existing operations continue to generate significant cash flows, investor commentary and analyst research indicate increasing focus on the finite nature of the company's existing asset base and the need for future growth and Reserve replacement opportunities.

11.17 The widening divergence between CAML and the broader copper sector coincided with a number of developments that increased investor focus on CAML's long-term production profile and capital allocation strategy. While no single event is likely to explain CAML's trading performance, we consider the following developments to be relevant in understanding the increasing divergence between CAML and the broader copper sector:

- *Attempted acquisition of New World Resources Limited (May to July 2025)* - Between May and July 2025, CAML pursued the acquisition of New World Resources Limited, owner of the Antler Copper Project in Arizona, as part of its strategy to expand its copper exposure and secure a long-life development asset. However, the transaction ultimately evolved into a competitive bidding process with

For personal use only

Kinterra Capital, culminating in CAML electing not to match Kinterra's final offer of A$0.067 per share. While CAML demonstrated a clear willingness to deploy capital towards a growth acquisition, the unsuccessful outcome left the company without the replacement asset the market had anticipated.

- *Capital allocation priorities shift towards growth opportunities (September 2025)* – On 10 September 2025, CAML announced its 1HCY25 financial results and operating update, replacing its anticipated interim dividend with a US$10 million share buyback programme. CAML Shares declined 13.4% on the day, reflecting a negative market reaction to the reduction in near-term shareholder returns. Importantly, CAML Management also indicated that future dividends would revert towards the company's stated dividend policy of 30% to 50% of free cash flow, compared to historically higher payout levels. Together with commentary regarding the ongoing search for a growth asset and a strategic review of the Sasa operation, the announcement signalled a greater emphasis on retaining capital for future investment opportunities, reinforcing investor focus on the need for a growth transaction.

- *Impairment of the Ore Reserve at the Sasa Project (March 2026)* - On 3 March 2026, CAML announced that revisions to the expected mine life and other assumptions for the Sasa zinc-lead operation were expected to result in a non-cash impairment charge of up to US$120 million, subsequently confirmed at US$117.8 million in the company's CY25 full-year results. CAML's shares fell 23.8% on the date of the initial announcement and declined further in subsequent weeks. While the impairment itself was non-cash in nature, the announcement was significant as it highlighted a reduction in the economic life and future cash flow generating capacity of one of CAML's core operating assets.

11.18 The above observations are broadly consistent with commentary published by institutional equity analysts covering CAML. While analysts continued to recognise the strong operating performance and cash generation of CAML's existing assets, commentary increasingly focused on Reserve replacement, future mine life and the Company's ability to establish a credible long-term growth pipeline. Specifically:

- Berenberg noted that "*the key issue facing the CAML investment thesis is the short life of its two producing assets"* and that *"the market has fixated on the need to provide future cash flows from the business*"[62].

- RBC also highlighted CAML's "*lack of meaningful near-term growth and <10 year mine life remaining at existing operations"* and subsequently observed that the proposed Cygnus acquisition *"removes the M&A uncertainty that has weighed on the stock"* and provides *"a credible answer to the growth question*"[63].

11.19 In our opinion, the broker commentary suggests that investor attention has increasingly shifted from the current operating performance of CAML's existing assets towards the Company's longer-term growth profile, Reserve replacement strategy and future capital deployment decisions.

11.20 Institutional equity analysts covering CAML currently maintain price targets at a material premium to recent trading prices, as summarised below.

[62] Sourced from Berenberg 2 June 2026 broker report on CAML titled "Cygnus Metals deal offers medium-term hope".
[63] Sourced from RBC 29 June 2026 broker report on CAML titled "Second time's the charm".

For personal use only

Figure 92 - CAML price targets by institutional equity analysts

CAML broker price targets £/CAML Share	Report date	Price target	Premium to CAML Share price on 17 July 2026[1]
Broker 1	29-Jun-26	1.70	20.9%
Broker 2	16-Jun-26	1.85	31.6%
Broker 3	2-Jun-26	1.90	35.1%
Broker 4	17-Apr-26	1.60	13.8%
Average		**1.76**	**25.4%**
Median		**1.78**	**26.2%**

Source: Various brokers, GTCF analysis.
Notes: (1) The premium to CAML Share price on 17 July 2026 based on CAML closing share price of £1.406 on 17 July 2026.

11.21 While analyst price targets should not be regarded as a measure of market value, they indicate that certain market participants attribute greater value to CAML than is presently reflected in prevailing trading prices. Importantly, these target prices are principally derived using DCF-based valuation methodologies based on long-term forecast cash flows and future development opportunities and hence are more reflective of the underlying market value.

11.22 We have also set out below the trading prices of CAML before the announcement of the Scheme adjusted on an ex-dividend basis.

Figure 93 - VWAP analysis for CAML trading prices prior to the announcement of the Scheme on an ex-dividend basis

VWAP	VWAP (£/CAML share)[1]	Equivalent VWAP (A$/Cygnus share)[2]
Up to 01 Jun 2026		
5 day	1.4807	0.1702
10 day	1.4725	0.1692
1 month	1.4739	0.1694
3 month	1.5413	0.1772

Source: S&P Global
Notes: (1) The trading prices of CAML in the figure above have been adjusted to be presented on an ex-dividend basis by subtracting the 7.5 pence final dividend for 2025 which carried an ex-dividend date of 5 June 2026. (2) Equivalent VWAP in the figure above have been calculated using the Scheme exchange ratio of 0.06 to convert on a per Cygnus share basis and then an GBP:AUD exchange rate of 1.92.

Conclusion on the trading prices

11.23 The VWAP analysis above demonstrates that the implied value of the Scheme Consideration is sensitive to the observation period adopted. Prior to announcement of the Scheme, CAML's trading prices implied a value of approximately A$0.169 to A$0.177 per Cygnus Share, based on the 10-day, 1-month and 3-month VWAPs. By comparison, post-announcement trading prices imply a lower value range of approximately A$0.154 to A$0.168 per Cygnus Share, depending on the observation period selected.

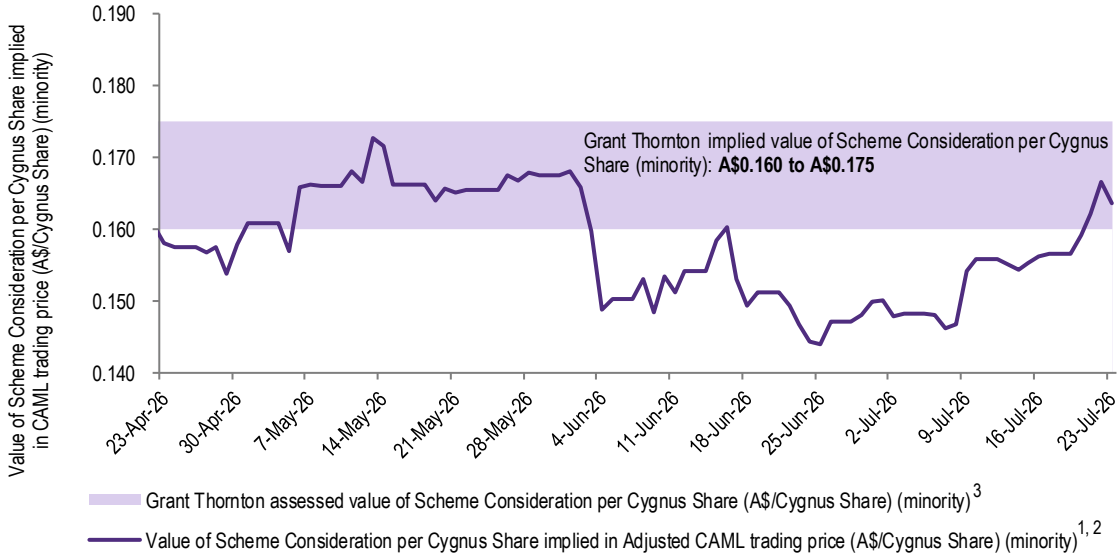
11.24 In our opinion, neither the pre-announcement nor post-announcement trading prices should be relied upon in isolation. The pre-announcement trading prices do not reflect the strategic impact of the proposed acquisition of Cygnus, while the post-announcement trading period is relatively short and coincided with CAML Shares trading on an ex-dividend basis, together with heightened volatility in copper prices and broader equity markets. As discussed above, these factors are likely to have influenced short-term trading performance and may not fully reflect the value implications of the Transaction.

For personal use only

11.25 Accordingly, we have considered both the pre-announcement and post-announcement trading evidence in assessing the value of the Scheme Consideration. Having regard to the range of VWAPs observed, together with the limitations associated with each observation period, we consider a valuation range of A$0.160 to A$0.175 per Cygnus Share to provide an appropriate representation of the market value of the Scheme Consideration based on the trading prices of CAML Shares.

11.26 The selected range is supported by the more recent post-announcement trading prices, which generally fall within or close to the lower end of the range, whilst also recognising that CAML Shares traded at materially higher levels immediately prior to announcement of the Scheme and that the post-announcement trading period may not fully reflect the potential long-term implications of the Transaction.

Figure 94 - Grant Thornton assessed value of Scheme Consideration A$ per Cygnus Share versus value of Scheme Consideration implied in the ex-dividend trading price of CAML Shares on the same basis



Sources: S&P Global, GTCF analysis.
Notes: (1) The trading prices of CAML in the figure above have been adjusted up to 5 June 2025 to be presented on an ex-dividend basis by subtracting the 7.5 pence final dividend for 2025 which carried an ex-dividend date of 5 June 2026. (2) The daily £$ of each CAML Share has been converted to A$ using the AUD:GBP exchange rate fixed in the Exchange Ratio of A$1: £0.53. (3) Grant Thornton has calculated the value of the Scheme Consideration A$ per Cygnus Share implied in the £$ trading prices of CAML Shares using the Exchange Ratio of 0.06 to convert on a per Cygnus share basis and then an exchange rate of A$1: £0.53 discussed above.

Valuation of the Scheme Consideration using the SOTP Approach

11.27 In assessing the fair market value of the Scheme Consideration, being a share in the Combined Group on a minority basis, using the SOTP Approach we have aggregated the following:

- The value of Cygnus on a minority basis under the Market Approach detailed in Section 10 and hence not replaced here;
- The value of CAML before the Scheme on a minority basis under the DCF Method, which is based on a review of the technical assumptions undertaken by AMC; and
- The Combined Groups' pro-forma capital structure after the Scheme.

11.28 Below we have set out a summary of our valuation assessment of the Combined Group under this approach and the equivalent minority value per Cygnus Share.

For personal use only

Figure 95 - Valuation assessment of the Scheme Consideration using the SOTP Approach

Valuation assessment of the Scheme Consideration - DCF Method A$m (unless stated otherwise)	*Section Reference*	Low	High
Enterprise value of Cygnus before the Scheme (control)	*Figure 72*	179.4	244.7
Enterprise value of CAML on a standalone basis (control)	*Figure 103*	583.3	737.6
Enterprise value of the Combined Group (control)		**762.7**	**982.2**
Add: Pro forma adjusted net cash position of the Combined Group	*Note 1*	160.3	160.3
Equity value of the Combined Group (control)		**923.0**	**1,142.5**
Less: Minority discount	*Note 2*	23.1%	23.1%
Equity value of the Combined Group (minority)		**710.0**	**878.8**
Pro-forma number of fully diluted shares in the Combined Group	*Figure 70*	263,755,146	263,755,146
Value per CAML Share post Scheme (A$/CAML Share) (minority)		**2.6919**	**3.3321**
Exchange Ratio (number of CAML Shares for every 1 Cygnus Share)	*Section 2*	0.06	0.06
Value of the Scheme Consideration (A$/Cygnus Share) (minority)		**0.1615**	**0.1999**

Source: GTCF Analysis.

11.29 *Note 1* - Below we have set out the pro forma adjusted net cash position of the Combined Group, calculated by aggregating the net cash position of both Cygnus and CAML as at 30 June 2026, adjusting for pro-forma cash receipts from exercise of in-the-money Cygnus Options and CAML Options as well as estimated transaction costs for the Combined Group.

Figure 96 - Pro forma adjusted net cash position of the Combined Group

Net cash position of the Combined Group US$m (unless stated otherwise)	*Section Reference*	
Add: Cash and cash equivalents of CAML	*Section 7*	97.2
Less: Gross borrowings		(0.9)
Add: Fair value of equity interest in Aberdeen Minerals Ltd	*Note A*	4.8
Add: Pro-forma cash receipts from exercise of in-the-money CAML Options	*Note B*	0.1
Net cash position of CAML as at 30 June 2026 (US$m)		**101.2**
USD:AUD Exchange Rate	*Note C*	1.44
Net cash position of CAML as at 30 June 2026 (A$m)		**145.5**
Pro-forma adjusted cash position of Cygnus as at 30 June 2026 (A$m)	*Figure 80*	27.3
Pro-forma adjusted cash position of the Combined Group (A$m)		**172.9**
Less: Estimated transaction costs for the Combined Group (A$m)	*Note D*	(12.6)
Pro-forma adjusted cash position of the Combined Group (A$m)		**160.3**

Source: Cygnus Management, CAML Management GTCF Analysis. Notes: (Note A) As at the date of this Report, CAML holds a 32.6% interest in Aberdeen Mineral Ltd, a privately owned UK-based base metals exploration and development company that reported a post-tax loss of US$0.5 million in CY25. CAML accounts for Aberdeen as an associate under the equity method given its significant influence over the company. We have adopted CAML Management's fair value assessment of its equity interest in Aberdeen of US$4.7 million as at 31 May 2026 as a proxy for value at the date of this Report. In addition, CAML holds warrants to subscribe for further Aberdeen shares, having partially exercised these warrants in January 2026 for US$1.1 million (£0.85 million), increasing its shareholding from 28.4% to 32.6%. The remaining warrants, which permit up to a further £2.0 million investment, have been valued by CAML Management at US$59,000 using a Black-Scholes model. Accordingly, we have adopted a combined value of US$4.8 million for CAML's equity interest and warrants in Aberdeen as at the date of this Report. (Note B) All the CAML Options have an exercise price of US$0.01 per share and accordingly are all in-the-money. Given we are capturing the in-the-money CAML Options in our pro forma capital structure of the Combined Group, we have considered the associated cash proceeds from the payment of exercise prices, representing US$0.1 million. (Note C) The USD:AUD Exchange Rate of 1.44 is based on the 30-day average USD:AUD exchange rate up to 15 July 2026. (Note D) Cygnus Management estimate transaction costs of up to A$4.4 million and CAML Management estimate transaction costs of US$5.7 million (equivalent to A$8.2 million based on the USD:AUD Exchange Rate of 1.44 discussed above). This results in aggregate estimated transaction costs for the Combined Group of A$12.6 million which we have captured in our pro-forma adjusted cash position of the Combined Group.

For personal use only

11.30 *Note 2* - We have then converted the control equity value of the Combined Group derived from the above to a minority basis by applying the inverse of the control premium of 30%, consistent with our control premium analysis (refer to Appendix D), and converted this to a value per share.

Valuation of CAML on a standalone basis under the DCF Method

11.31 For the purpose of our valuation assessment of CAML based on the DCF Method, Grant Thornton Corporate Finance was provided with the CAML Financial Model which summarises the forecast LOM cash flows for the Kounrad and Sasa Projects up to CY33 and CY34, respectively. The CAML Financial Model is the corporate financial model utilised by CAML Management and is prepared on a nominal and post-tax basis. Grant Thornton Corporate Finance has assessed the net present value of the Kounrad and Sasa mines using nominal, ungeared, post-tax cash flows, having regard to the Grant Thornton Corporate Finance assessment of copper, silver, zinc and lead prices, exchange rates and discount rates.

11.32 AMC has reviewed the production, operating cost and capital expenditure forecasts for the Kounrad and Sasa operations incorporated within the CAML Financial Model and considers them to be reasonable in the context of the underlying mine plans, operating performance and supporting technical information. Accordingly, AMC has not identified any matters that would warrant adjustment to the life-of-mine cash flow forecasts adopted in the CAML Financial Model.

11.33 While Grant Thornton Corporate Finance believes that the assumptions underlying the CAML Financial Model are reasonable and appropriate to be adopted for the purpose of our valuation, we have not disclosed them in our IER as they contain commercially sensitive information and they do not meet the requirements for presentation of prospective financial information as set out in ASIC Regulatory Guide 170 “Prospective Financial Information”.

11.34 The assumptions adopted by Grant Thornton Corporate Finance do not represent projections by Grant Thornton Corporate Finance but are intended to reflect the assumptions that could reasonably be adopted by industry participants in their pricing of similar businesses. We note that the assumptions are inherently subject to considerable uncertainty and there is significant scope for differences of opinion. It should be noted that the value of Cygnus could vary materially based on changes to certain key assumptions.

Key assumptions in the CAML Financial Model

Commodity prices

11.35 For the purpose of forming a view on the appropriate commodity prices to use for the valuation, Grant Thornton Corporate Finance has had regard to both historical and forecast prices prepared by various investment analysts and other publicly available information.

11.36 Given the volatility in global markets and macro-economic uncertainties, the current levels of precious metal prices relative to historical long run prices, and the widely varying views of industry analysts, assumptions regarding future metal prices are inherently subject to considerable uncertainty. It should be noted that the value of the mineral assets could vary materially based on changes in metal price expectations. In assessing future prices, we have considered the following:

- Historical nominal price and current spot price.

- Broker forecasts for the price of copper, zinc, lead and silver from Consensus Estimates dated June 2026.

- Other publicly available industry estimates and commentary.

11.37 In the table below we have summarised the commodity price forecasts adopted by Grant Thornton for the purpose of our DCF valuation of CAML. The adopted low and high commodity prices have been selected by adjusting the average consensus prices by +/- 5% to provide a range around market expectations. Refer to Appendix H for further details and discussion on our commodity price assessment.

Figure 97 - Grant Thornton adopted commodity price forecasts summary

Grant Thornton adopted commodity price forecast summary							
Base metal	Metric	2HCY26	CY27	CY28	CY29	CY30	LT
Copper (low)	US$/t, nominal	12,113	12,032	12,042	12,248	12,309	12,723
Copper (high)		13,388	13,299	13,309	13,537	13,605	14,062
Zinc (low)	US$/t, nominal	3,058	2,877	2,753	2,792	2,842	3,003
Zinc (high)		3,380	3,179	3,043	3,085	3,141	3,320
Lead (low)	US$/t, nominal	1,894	1,917	1,933	1,877	1,874	2,142
Lead (high)		2,094	2,118	2,136	2,074	2,071	2,367
Silver (low)	US$/oz, nominal	72	69	62	53	51	53
Silver (high)		80	76	68	59	57	59

Source: Various consensus providers, GTCF analysis.

11.38 We note that forecast commodity prices beyond the near and medium term are inherently uncertain and, in our opinion, should be interpreted with caution. This is because the number of contributing analysts and forecasting institutions generally declines materially over longer forecast horizons, while the reliability of individual forecasts also tends to diminish as the forecast period extends. Notwithstanding these limitations, long-term consensus forecasts represent the best available market-based evidence regarding expected commodity prices and are widely utilised by market participants, analysts and valuation practitioners when undertaking mining asset valuations.

11.39 Importantly, the valuation of CAML is less sensitive to long-term commodity price assumptions than many mining companies. This reflects the remaining mine lives of the Kounrad and Sasa operations, with a substantial proportion of the value of these assets derived from cash flows expected to be generated within the first five years of the forecast period.

Production profile

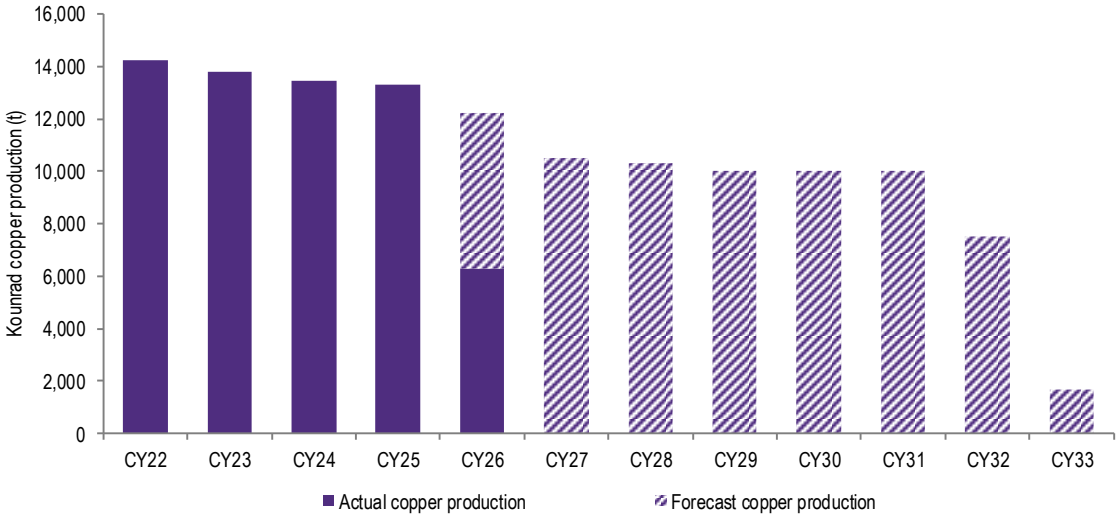
11.40 Production forecasts for Kounrad and Sasa are based on the LOM plans provided by CAML Management, which have been reviewed by AMC and have not identified any matters that would warrant adjustment.

11.41 Since commencing production in 2012, the Kounrad Project has produced approximately 179kt of copper cathode and has maintained a relatively stable production profile of around 14ktpa over the past decade. CAML's latest guidance forecasts copper production of between 12kt and 13kt in CY2026, with production expected to continue to gradually decline thereafter as the operation transitions from higher-grade oxide material to lower-grade mixed and sulphide-bearing dumps, resulting in lower recoveries and a reduction in leachable copper available for extraction. Current mine plans for the Kounrad Project extend to 2033, reflecting the substantial remaining inventory of leachable material across the dump complex.

For personal use only

For personal use only

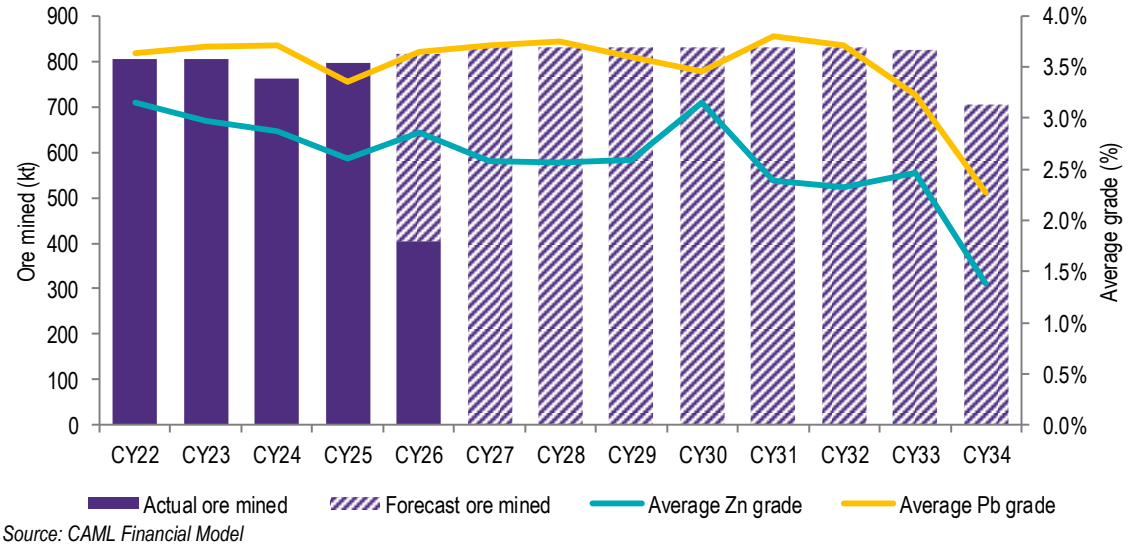
Figure 98 - Kounrad production profile



Source: CAML Financial Model.

11.42 Mining at Sasa is centred on the Svinja Reka and Central ore bodies. Following an updated life-of-mine plan completed in 2026, the operation has a current mine life estimate to 2034, based on the existing Svinja Reka Ore Reserve and Mineral Resource inventory. Production has remained relatively consistent in recent years and is expected to remain broadly stable over the near term, supported by ongoing underground development and access to defined Ore Reserves. Over the longer term, production is forecast to gradually decline as mining progresses into lower-grade areas of the ore bodies, resulting in lower contained metal production.

Figure 99 - Sasa production profile



Source: CAML Financial Model

11.43 We note that Sasa's revenue profile is materially affected by the life-of-mine silver stream held by OR Royalties Inc. (formerly Osisko Gold Royalties Ltd). Under the arrangement, all refined silver attributable to Sasa must be delivered to OR Royalties at a fixed contractual price of approximately US$6.00/oz. As Sasa does not produce refined silver, CAML is required to purchase refined silver in the open market to satisfy its delivery obligations, resulting in an ongoing exposure to prevailing silver prices. The Financial Model

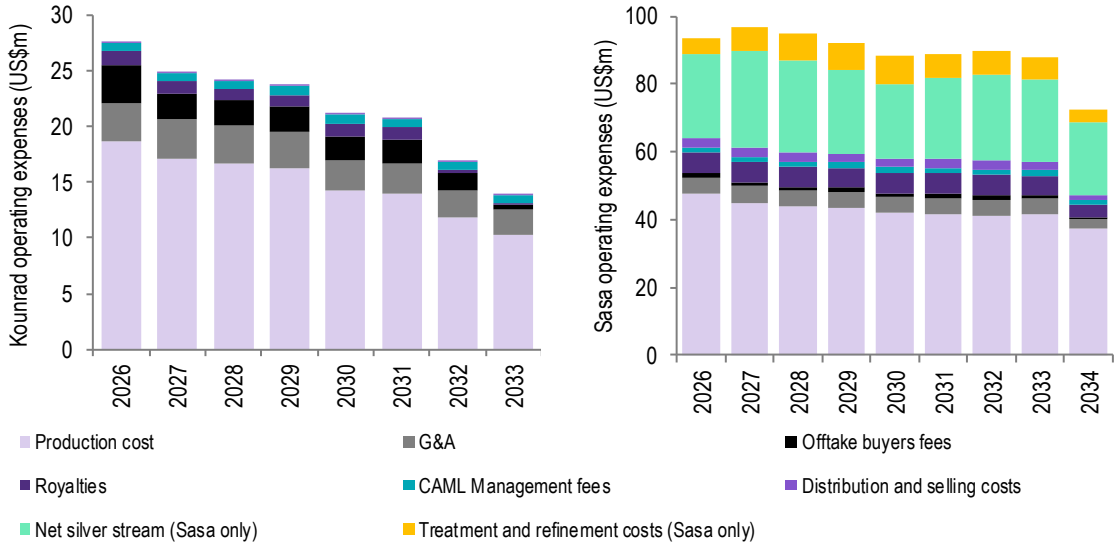
For personal use only

separately forecasts the revenues and costs associated with the stream arrangement, reflecting its impact on Sasa's operating cash flows.

Operating costs

11.44 The magnitude of operating cost of Kounrad and Sasa differ materially and reflect the distinct characteristics of the underlying operations, as set out in the figure below.

Figure 100 - Operating costs for the Kounrad (LHS) and Sasa (RHS) Projects



Source: CAML Financial Model.

11.45 Konrad's costs are primarily associated with the leaching and processing of historically mined material.

- Production costs are forecast to total c. US$119 million across the LOM. Production costs primarily comprise labour, reagent and consumable costs associated with the leaching process, together with energy, maintenance, environmental, insurance and other site operating costs required to support production.

- G&A costs are forecast to total c. US$24 million across the LOM and primarily comprise personnel costs and other corporate overheads required to support the Company's operations, including professional services, business development activities, office and travel expenses, insurance, and regulatory compliance costs.

- Offtake buyers fees are forecast to total US$16 million across the LOM and relates to the offtake agreement with Traxys.

11.46 On the other hand, Sasa incurs the full range of costs associated with an active underground mining operation. Accordingly, Sasa's operating costs are generally more labour, equipment and development intensive than those incurred at Kounrad.

- Production costs are forecast to total c. US$383 million across the LOM. Production costs primarily comprise materials and consumables, labour, contractor and support services, electricity, and other operating costs associated with the mining, processing and maintenance activities required to sustain production.

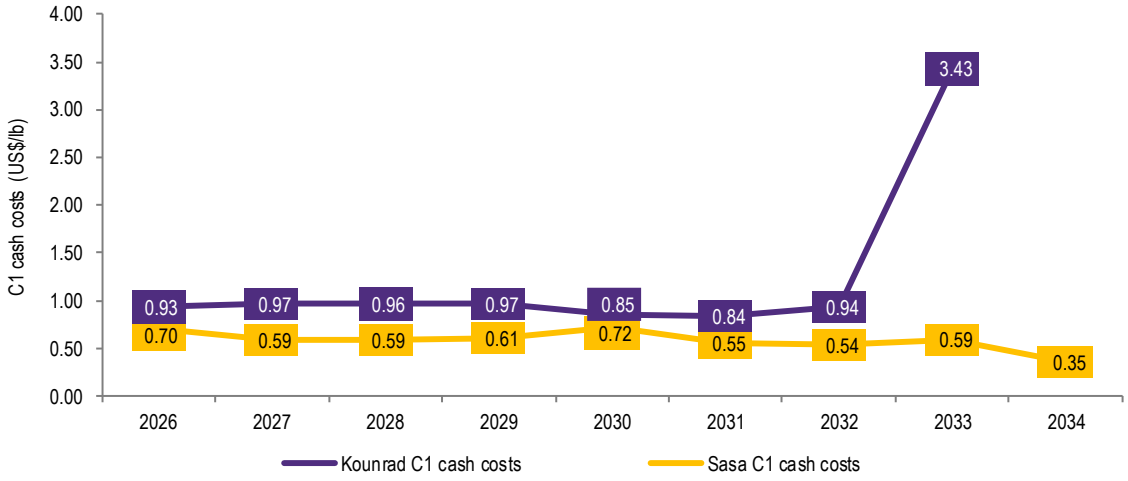
For personal use only

- Net silver stream costs are silver stream purchases less the silver stream amortisation. Silver stream purchases are forecast to total c. US$232 million and silver stream amortisation is forecast to total c. US$11 million. These costs relate to the Company's streaming arrangement, under which a portion of future silver production is delivered to the streaming counterparty. These costs comprise both ongoing payments associated with the delivery of agreed streamed ounces and the amortisation of the upfront consideration previously received under the streaming agreement.

- Treatment and refinement costs comprise the treatment of zinc and lead and, the refinement of silver. Zinc and lead treatment is forecast to total US$60 million across the LOM and silver treatment is forecast to total US$1 million across the LOM. These costs represent the third-party charges required to process the Company's concentrate into payable metal products.

11.47 Overall, operating expenses for both Kounrad and Sasa are expected to remain relatively constant throughout the LOM, tapering off slightly towards the end in line with production. As demonstrated in the figure below, Sasa's C1 costs are slightly lower than Kounrad across the LOM on a per pound basis. Both operation's C1 costs remain relatively stable, averaging US$0.58/lb across remaining LOM for Sasa and US$0.92/lb to 2032 for Kounrad. However, Kounrad sees a steep increase as production decreases in the final year of production, rising to a peak of US$3.43/lb in its final year.

Figure 101 - Forecast C1 cash costs for the Kounrad and Sasa Projects



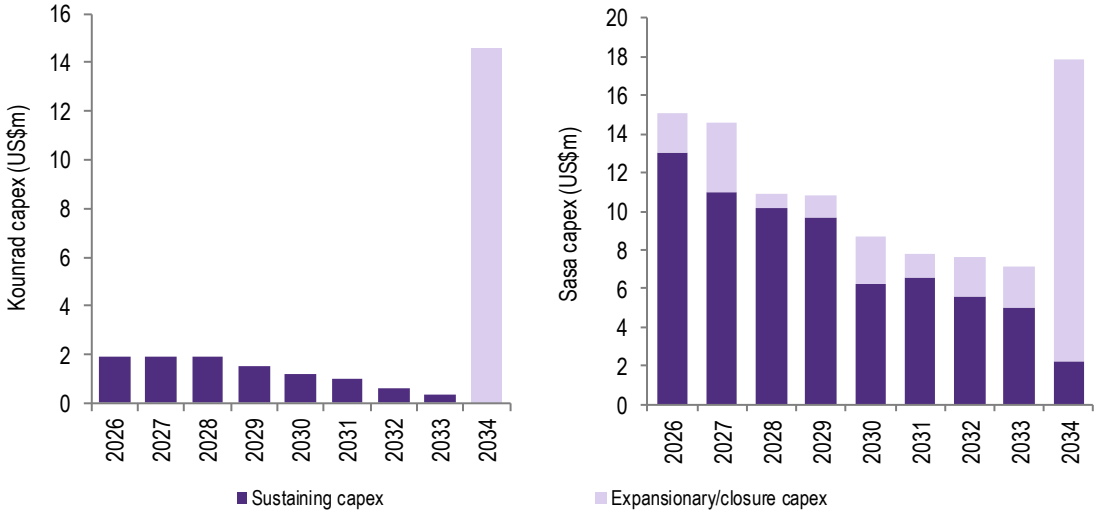
Source: CAML Financial Model.

Capex

11.48 Capex estimates for Kounrad and Sasa vary in-line with the nature of the operations. The Kounrad Project capex is solely focused on maintaining and optimising the leaching operation including dump relocation activities, leach pad infrastructure, and SX-EW equipment such as pipes, anodes and cathodes. The Kounrad Project has a large closure capex in 2034 coinciding with the closure of the mine. In comparison, the Sasa Project sustaining capex primarily relates to underground development, mining infrastructure and process plant investments required to maintain current operations and production levels, while expansionary capex is focused on developing future mining areas and associated infrastructure, including decline development, backfill and tailings-related facilities, to support ongoing Reserve extraction and the long-term continuation of the operation with a peak in the final year for closure of mine.

For personal use only

Figure 102 - Capex forecast for the Kounrad (LHS) and Sasa (RHS) Projects



Source: CAML Financial Model.

Tax

11.49 Tax payable has been modelled at the project level using the applicable corporate tax rate in each project jurisdiction, being 20.0% for the Kounrad Project (Kazakhstan) and 10.0% for the Sasa Project (North Macedonia). In addition, withholding tax has been separately applied to the Kounrad Project at 10.0%, increasing to 15.0% from 2026 in accordance with the applicable tax regime. In addition, corporate income is modelled to be taxed at 25% in line with the UK company tax rate.

Corporate costs

11.50 The value derived from the Kounrad and Sasa Projects does not include the corporate expenses relating to head office costs, listing fees, directors, management and centralised functions. The CAML Financial Model includes forecasts for corporate costs relating to head office costs, listing fees, directors, management and centralised functions. For the purposes of our control valuation of CAML, we have incorporated in our valuation the cost savings that would be available to a pool of potential purchasers. We have estimated these costs at US$5 million based on historical corporate compliance costs and director fees and key management personnel cost. These costs mainly relate to the elimination of costs associated with company secretary costs, audit fees and other centralised overlapping functions. The present value of the forecasts corporate costs has been assessed on a post-tax basis based on the WACC assessment for the Kounrad Project and Sasa Project outlined below, blended to a single discount rate based on their assessed NPVs as a weight.

Discount rate

11.51 We have separately assessed a discount rate for the Kounrad and Sasa Projects based on the WACC given their different asset specific risks and tax rates.

11.52 Our WACC for the Kounrad Project is between 9.55% to 10.28% (nominal) while our discount rate for the Sasa Project is between 10.55% to 11.48% (nominal). The difference between each is the adopted specific risk premiums, reflecting their different characteristics and risk profiles. Specifically, we have adopted an asset specific risk premium of 0.25% to 0.50% for the Kounrad Project and between 1.50% to

For personal use only

2.00% for the Sasa Project. In our view, Kounrad exhibits a lower level of asset-specific risk given its long operating history, straightforward processing route, demonstrated record of stable production and cash flow generation, and relatively low operational complexity.

11.53 Conversely, Sasa is an underground lead-zinc operation and is therefore exposed to a higher degree of mining, geotechnical and operational risk. In addition to the reduction in mine life identified in March 2026, AMC highlighted a number of risks that could adversely affect future production and cash flows, including maintaining planned production rates as the deposit deepens and narrows, uncertainty regarding the metallurgical performance of future ore, potential impacts on plant throughput arising from changing ore hardness, variability in ROM ore characteristics, and the operational risks associated with the transition to paste-fill mining methods. Collectively, these factors contribute to a greater degree of uncertainty regarding the achievement of forecast production and financial outcomes at Sasa and support the application of our higher asset-specific risk premium compared to Kounrad.

11.54 Refer to Appendix E for further details regarding our discount rate assessment.

Valuation of Mineral Resources outside the LOM

11.55 No additional value has been ascribed to the Mineral Resources for the Kounrad and Sasa Projects that are not included in the LOM as AMC consider the values derived from the application of their assessed production cases are all encompassing.

Valuation summary

11.56 Our valuation assessment of CAML under the DCF Method is summarised in the table below.

Figure 103 - Valuation summary of CAML under the DCF Method

Valuation assessment of CAML - DCF Method US$m (unless stated otherwise)	*Section Reference*	Low	High
Kounrad Project		334.6	391.2
Sasa Project	Section 11	107.9	159.3
Corporate costs		(36.9)	(37.7)
Enterprise value of CAML (control)		**405.6**	**512.9**
USD:AUD Exchange Rate	*Note 1*	1.44	1.44
Enterprise value of CAML (A$m) (control)		**583.3**	**737.6**

Source: Financial Model, GTCF analysis.
Notes: (1) The USD:AUD Exchange Rate of 1.44 is based on the 30-day average USD:AUD exchange rate up to 15 July 2026.

Conclusion on the selected range for the Scheme Consideration

11.57 In assessing the value of the Scheme Consideration, we have considered two complementary methodologies:

- The first methodology is based on the trading prices of CAML Shares. As Cygnus Shareholders will receive listed CAML Shares under the Scheme and will hold minority interests in the Combined Group, the trading prices of CAML Shares provide a direct market-based indication of the value of the consideration being received. However, as discussed above, interpretation of CAML's trading prices in the period immediately following announcement of the Scheme is complicated by a number of factors,

For personal use only

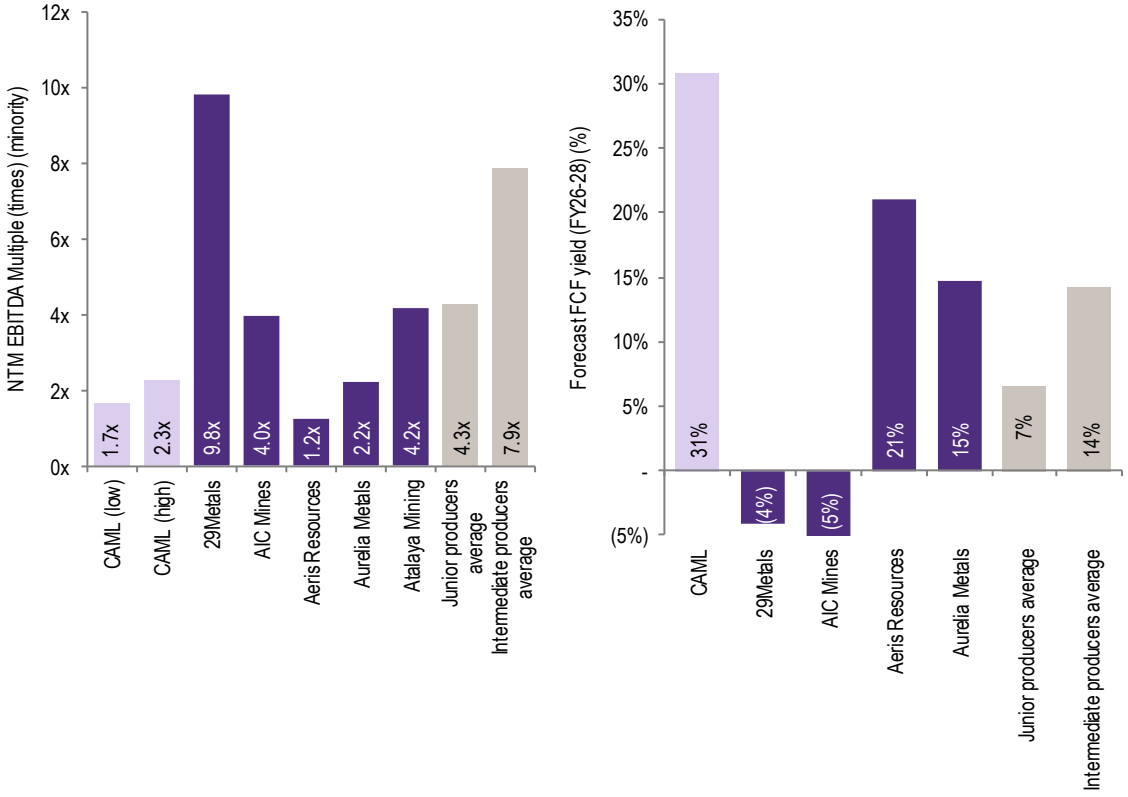
including the shares trading on an ex-dividend basis shortly after announcement and broader volatility affecting copper prices and listed copper equities and the short period of time. Accordingly, we have considered trading prices over both the post-announcement period and a longer observation period.

- The second methodology is based on a Sum of the Parts assessment of the Combined Group immediately following implementation of the Scheme. Under this approach, the value of the Scheme Consideration is assessed by reference to the value of the interests that Cygnus Shareholders will hold in the Combined Group following implementation of the Transaction. This methodology reflects our assessment of the standalone value of Cygnus immediately prior to the Scheme together with our fundamental valuation of CAML's existing operations under the DCF Method, adjusted to reflect the pro forma ownership structure of the Combined Group following implementation of the Scheme.

11.58 While the methodologies approach the valuation from different perspectives, both seek to estimate the value of the Scheme Consideration to be received by Cygnus Shareholders. The trading price methodology reflects prevailing market assessments of value, while the Sum of the Parts methodology provides a fundamental assessment of the underlying value attributable to the interests that Cygnus Shareholders will receive following completion of the Transaction.

11.59 In our opinion, the relative trading performance of CAML Shares should also be considered in the context of the Company's underlying operating and financial performance. As illustrated in the Figure below, CAML compares favourably with the selected peer group across a range of key operating and financial metrics, including profitability, cash generation, returns on capital and balance sheet strength. Notwithstanding this, CAML's trading performance has materially lagged both the broader copper sector and a number of comparable listed copper producers.

Figure 104 - NTM EBITDA Multiple of CAML based on our valuation of the Scheme Consideration (low and high) and selected listed copper equities compared to the forecast FCF yield



Source: S&P Global, GTCF analysis.

For personal use only

Notes: (1) In calculating the NTM EBITDA Multiple for the listed peers, the enterprise value has been sourced from S&P Global as at 13 July 2026 and includes net debt (interest bearing liabilities less non-restricted cash and cash equivalents), non-controlling interests and AASB 16 liabilities. (2) The NTM EBITDA Multiples of the listed peers have been calculated using the forecast NTM EBITDA based on the median of broker consensus estimates sourced from S&P Global as at 13 July 2026. (3) The forecast FCF yield is based on the forecast revenue and FCF based on the median of broker consensus estimates sourced from S&P Global as at 13 July 2026. (4) In calculating the NTM EBITDA Multiple for CAML, we have calculated the enterprise value of CAML based on our assessed value of the Scheme Consideration on a A$ per Cygnus Share basis, which we converted to GBP using a AUD:GBP exchange rate of 1.92 and then converting to a per CAML Share basis using the Exchange Ratio of 0.06.

11.60 In our view, this apparent disconnect suggests that trading prices may reflect factors beyond the current operating performance and cash generating capability of CAML's existing asset portfolio. Consistent with the broker commentary discussed above, investors appear to have increasingly focused on CAML's future growth profile, Reserve replacement requirements and capital allocation strategy, rather than the strong financial and operational performance of its existing operations.

11.61 While the proposed acquisition of Cygnus has the potential to address this key concern, uncertainty remains regarding the completion of the Scheme and the timing, development strategy and ultimate value that may be realised from the Chibougamau Project. Furthermore, the period since announcement of the Scheme has been relatively short and has coincided with heightened volatility in copper prices, broader commodity markets and equity markets. Accordingly, in our opinion, recent trading prices may be more heavily influenced by shorter-term market movements and investor sentiment than by a full reassessment of the strategic implications of the Transaction and its potential impact on CAML's longer-term growth profile.

11.62 In these circumstances, we consider it appropriate to place also reliance on a fundamental valuation of the Scheme Consideration, which incorporates both the value of CAML's existing operations and the value attributable to the Cygnus assets being acquired under the Scheme, rather than relying solely on the prevailing trading prices of CAML Shares.

For personal use only

12. Sources of information, disclaimer and consents

Sources of information

In preparing this report Grant Thornton Corporate Finance has used various sources of information, including:

- Annual reports / consolidated accounts of Cygnus and CAML.
- CAML Financial Model provided by CAML Management.
- Access to other relevant documents in the Cygnus and CAML data rooms.
- Other Cygnus and CAML announcements.
- Transaction databases such as S&P Global Capital IQ and Mergermarket.
- IBISWorld.
- Other industry reports provided by the Cygnus and CAML as well as available in the public domain.
- Various broker reports for the listed peers.
- Other publicly available information.

In preparing this report, Grant Thornton Corporate Finance has also held discussions with, and obtained information from, Cygnus Management, CAML Management and the advisers of Cygnus.

Limitations and reliance on information

This report and opinion are based on economic, market and other conditions prevailing at the date of this report. Such conditions can change significantly over relatively short periods of time.

Grant Thornton Corporate Finance has prepared this report on the basis of financial and other information provided by Cygnus and CAML, and publicly available information. Grant Thornton Corporate Finance has considered and relied upon this information. Grant Thornton Corporate Finance has no reason to believe that any information supplied was false or that any material information has been withheld. Grant Thornton Corporate Finance has evaluated the information provided by the Cygnus and CAML through inquiry, analysis and review, and nothing has come to our attention to indicate the information provided was materially misstated or would not afford reasonable grounds upon which to base our report. Nothing in this report should be taken to imply that Grant Thornton Corporate Finance has audited any information supplied to us, or has in any way carried out an audit on the books of accounts or other records of Cygnus and CAML.

This Report has been prepared to assist the Directors of Cygnus in advising Cygnus Shareholders in relation to the Scheme. This Report should not be used for any other purpose. In particular, it is not intended that this Report should be used for any purpose other than as an expression of Grant Thornton Corporate Finance's opinion on the transaction.

For personal use only

Cygnus has indemnified Grant Thornton Corporate Finance, its affiliated companies and their respective officers and employees, who may be involved in or in any way associated with the performance of services contemplated by our engagement letter, against any and all losses, claims, damages and liabilities arising out of or related to the performance of those services whether by reason of their negligence or otherwise, excepting gross negligence and wilful misconduct, and which arise from reliance on information provided by Cygnus or CAML, which Cygnus or CAML knew or should have known to be false and/or reliance on information, which was material information Cygnus or CAML had in its possession and which Cygnus or CAML knew or should have known to be material and which did not provide to Grant Thornton Corporate Finance. Cygnus will reimburse any indemnified party for all expenses (including without limitation, legal expenses) on a full indemnity basis as they are incurred.

Consents

Grant Thornton Corporate Finance consents to the issuing of this report in the form and context in which it is included in the Scheme Booklet. Neither the whole nor part of this report nor any reference thereto may be included in or with or attached to any other document, resolution, letter or statement without the prior written consent of Grant Thornton Corporate Finance as to the form and context in which it appears.

For personal use only

Appendix A – Valuation methodologies

Capitalisation of future maintainable earnings

The capitalisation of future maintainable earnings multiplied by appropriate earnings multiple is a suitable valuation method for businesses that are expected to trade profitably into the foreseeable future. Maintainable earnings are the assessed sustainable profits that can be derived by a company's business and excludes any abnormal or "one off" profits or losses. This approach involves a review of the multiples at which shares in listed companies in the same industry sector trade on the share market. These multiples give an indication of the price payable by portfolio investors for the acquisition of a parcel shareholding in the company.

Discounted future cash flows

An analysis of the net present value of forecast cash flows or DCF is a valuation technique based on the premise that the value of the business is the present value of its future cash flows. This technique is particularly suited to a business with a finite life. In applying this method, the expected level of future cash flows are discounted by an appropriate discount rate based on the weighted average cost of capital. The cost of equity capital, being a component of the WACC, is estimated using the Capital Asset Pricing Model. Predicting future cash flows is a complex exercise requiring assumptions as to the future direction of the company, growth rates, operating and capital expenditure and numerous other factors. An application of this method generally requires cash flow forecasts for a minimum of five years.

Orderly realisation of assets

The amount that would be distributed to shareholders on an orderly realisation of assets is based on the assumption that a company is liquidated with the funds realised from the sale of its assets, after payment of all liabilities, including realisation costs and taxation charges that arise, being distributed to shareholders.

Market value of quoted securities

Market value is the price per issued share as quoted on the ASX or other recognised securities exchange. The share market price would, prima facie, constitute the market value of the shares of a publicly traded company, although such market price usually reflects the price paid for a minority holding or small parcel of shares, and does not reflect the market value offering control to the acquirer.

Comparable market transactions

The comparable transactions method is the value of similar assets established through comparative transactions to which is added the realisable value of surplus assets. The comparable transactions method uses similar or comparative transactions to establish a value for the current transaction. Comparable transactions methodology involves applying multiples extracted from the market transaction price of similar assets to the equivalent assets and earnings of the company. The risk attached to this valuation methodology is that in many cases, the relevant transactions contain features that are unique to that transaction and it is often difficult to establish sufficient detail of all the material factors that contributed to the transaction price.

For personal use only

Appendix B – Comparable listed companies descriptions

Company	Description
Cygnus listed peers - North American explorers/developers	
FireFly Metals Ltd	FireFly Metals Ltd engages in the exploration and evaluation of mineral deposits in Australia and Canada. The company operates through three segments: Green Bay; Pickle Grow; and Limestone Well. It primarily explores for gold, titanium, vanadium, and copper deposits. Its flagship project is the Green Bay copper-gold project located in Newfoundland, Canada. The company was formerly known as Auteco Minerals Limited and changed its name to FireFly Metals Ltd in November 2023. FireFly Metals Ltd was incorporated in 2004 and is based in West Perth, Australia.
Abitibi Metals Corp.	Abitibi Metals Corp. engages in the acquisition, exploration, and development of base and precious metal properties in Canada. The company primarily explores for gold, copper, zinc, and silver deposits. It's flagship project owned 100% interests in the B26 property consists of 66 contiguous mining claims covering an area of 3,328.51 hectares located in south of the Selbaie mine. The company was formerly known as Goldseek Resources Inc. and changed its name to Abitibi Metals Corp. in October 2023. Abitibi Metals Corp. was incorporated in 2018 and is based in London, Canada.
Kodiak Copper Corp.	Kodiak Copper Corp. explores and develops base metals properties in North America. It explores for gold, copper, molybdenum, silver, and diamond deposits. The company's advanced asset is the 100% owned Man, Prime and Dillard Property covering approximately 357 square kilometers located in the prolific Quesnel Trough in southern British Columbia, Canada. It holds 100% interests in the Mohave Project which covers approximately 10.4 square kilometers located in the Arizona, the United States; and in the Kahuna Property located in the Nunavut, Canada. The company was formerly known as Dunnedin Ventures Inc. and changed its name to Kodiak Copper Corp. in April 2020. The company was incorporated in 1987 and is headquartered in Vancouver, Canada.
Western Copper and Gold Corporation	Western Copper and Gold Corporation, an exploration stage company, engages in the exploration and development of mineral properties in Canada. It explores for gold, copper, silver, and molybdenum deposits. Its principal property is the Casino mineral property located in Yukon, Canada. The company was formerly known as Western Copper Corp. and changed its name to Western Copper and Gold Corporation in October 2011. Western Copper and Gold Corporation was incorporated in 2006 and is headquartered in Vancouver, Canada.
PolarX Limited	PolarX Limited engages in the exploration and development of mineral properties in the United States. The company primarily explores for copper, gold, and silver deposits. Its flagship property is the Alaska Range project comprising the Stellar Gold Copper property with 231 contiguous state mining claims; Caribou Dome Copper property with 216 contiguous state mining claims; and the Senator Copper property mineral claims in Alaska. PolarX Limited is based in Subiaco, Australia.
Sandfire Resources America Inc.	Sandfire Resources America Inc. engages in the acquisition, exploration, and development of resource properties in the United States. The company explores for copper, cobalt, and silver deposits. Its flagship property is the 100% owned Black Butte copper project located in central Montana, the United States. The company was formerly known as Tintina Resources Inc. and changed its name to Sandfire Resources America Inc. in January 2018. Sandfire Resources America Inc. was incorporated in 1998 and is headquartered in Vancouver, Canada. Sandfire Resources America Inc. operates as a subsidiary of Sandfire Resources Ltd.
NorthIsle Copper and Gold Inc.	NorthIsle Copper and Gold Inc., a junior resources company, engages in the acquisition, exploration, and development of mineral properties in Canada. The company explores for copper, gold, molybdenum, rhenium, and other metal deposits. It holds a 100% interest in the North Island copper and gold project, which consists of 218 mixed legacy and cell mineral claims, including the Hushamu, Red Dog, Northwest Expo, Pemberton Hills, West Goodspeed, and Goodspeed deposits, covering an area of 34,523 hectares located on northern Vancouver Island, British Columbia. NorthIsle Copper and Gold Inc. was incorporated in 2011 and is headquartered in Vancouver, Canada.
Trilogy Metals Inc.	Trilogy Metals Inc. engages in the exploration and development of mineral properties in the United States. It primarily explores copper, cobalt, lead, zinc, gold, and silver properties. The company principally holds interests in the Upper Kobuk mineral projects that include the Arctic, which contains polymetallic volcanogenic massive sulfide deposits; and Bornite that contains carbonate-hosted copper-cobalt deposits covering an area of approximately 448,217 acres located in the Ambler mining district in Northwest Alaska. The company was

For personal use only

	formerly known as NovaCopper Inc. and changed its name to Trilogy Metals Inc. in September 2016. Trilogy Metals Inc. was founded in 2004 and is headquartered in Vancouver, Canada.
Cygnus listed peers - Australian explorers/developers	
Carnaby Resources Limited	Carnaby Resources Limited, together with its subsidiaries, engages in the exploration and development of mineral properties in Australia. The company explores for gold, lithium, copper, nickel, platinum group elements, and base metal deposits. Its flagship property is the Greater Duchess Copper Gold Project covering an area of approximately 1,924 square kilometers located in Queensland. The company was formerly known as Berkut Minerals Limited and changed its name to Carnaby Resources Limited in May 2019. Carnaby Resources Limited was incorporated in 2016 and is based in Subiaco, Australia.
KGL Resources Limited	KGL Resources Limited develops, explores, and evaluates mineral properties in Australia. The company explores for copper, silver, gold, lead, and zinc deposits. It's flagship project owned 100% interests in the Jervois project covering an area of approximately 252 square kilometers for exploration leases and 37.9 square kilometers for exploration licenses located in the Northern Territory, Australia. The company was formerly known as Kentor Gold Limited and changed its name to KGL Resources Limited in August 2013. KGL Resources Limited was incorporated in 1998 and is based in Brisbane, Australia.
True North Copper Limited	True North Copper Limited engages in mineral exploration and development activities in Australia. It primarily explores copper, cobalt, gold, and silver deposits. The company holds 100% interest in the Cloncurry project located near Cloncurry, Northwest Queensland; and Mount Oxide project located in North-West Queensland. The company was incorporated in 2006 and is based in Cloncurry, Australia.
Havilah Resources Limited	Havilah Resources Limited, together with its subsidiaries, engages in the exploration and evaluation of mineral exploration tenements and mining leases in Australia. The company explores for copper, gold, cobalt, uranium, tungsten, molybdenum, and iron ore deposits, as well as rare earth elements. Its flagship properties are the Grants and Maldorky iron ore, the Kalkaroo gold-copper-cobalt, and the Mutooroo copper-cobalt projects located in northeastern South Australia. Havilah Resources Limited was founded in 1996 and is based in Kent Town, Australia.
Caravel Minerals Limited	Caravel Minerals Limited, together with its subsidiaries, explores for mineral tenements in Western Australia. The company explores for copper, gold, silver, and molybdenum deposits. It holds an interest in the 100% owned Caravel Copper project located in Perth, Western Australia. The company was formerly known as Silver Swan Group Limited and changed its name to Caravel Minerals Limited in November 2012. Caravel Minerals Limited was incorporated in 2006 and is based in Subiaco, Australia.
Cyprium Metals Limited	Cyprium Metals Limited engages in the identifying, exploration, evaluation, and development of mineral properties in Australia. It explores for copper and gold deposits. The company's flagship property is the Nifty Copper Complex located on the western edge of the Great Sandy Desert in the north-eastern Pilbara region, Western Australia. The company was incorporated in 1983 and is based in Subiaco, Australia.
Cannindah Resources Limited	Cannindah Resources Limited, together with its subsidiaries, engages in the exploration, evaluation, and development of various mineral projects in Australia. The company explores for copper, gold, and silver deposits. Its flagship property is the 100% owned Mt Cannindah Project located in Queensland. The company was formerly known as Planet Metals Limited and changed its name to Cannindah Resources Limited in December 2014. Cannindah Resources Limited was incorporated in 2004 and is headquartered in Perth, Australia.
Coda Minerals Limited	Coda Minerals Limited, an exploration company, focuses on the exploration, discovery, and development of minerals in the base metals, precious metals, and battery minerals sector in Australia. The company explores for copper, cobalt, silver, gold, and uranium. It's flagship project owned 100% interests in the Elizabeth Creek Copper-Cobalt project that covers an area of 701 square kilometers located in South Australia. The company was incorporated in 2018 and is based in West Perth, Australia.

For personal use only

CAML listed peers	
29Metals Limited	29Metals Limited operates as a copper-focused base and precious metals mining company in Australia and Chile. The company explores copper, gold, silver, zinc, and lead deposits. It is also involved in base and precious metals mining, mineral production, and associated activities; exploration for mineral resources; and Cervantes, and Gossan Valley projects. Its primary assets include the Golden Grove property covering an area of approximately 129 square kilometers located in Western Australia; the Capricorn Copper property covering an area of approximately 1,900 square kilometers situated in Queensland; and Redhill property covering an area of approximately 227 square kilometers. 29Metals Limited was incorporated in 2021 and is headquartered in Melbourne, Australia.
AIC Mines Limited	AIC Mines Limited engages in the exploration, development, and production of mines in Australia. The company operates through Mining, and Exploration and Corporate segments. It explores for gold, copper, silver, and zinc deposits. AIC Mines Limited was incorporated in 1993 and is based in Subiaco, Australia.
Aeris Resources Limited	Aeris Resources Limited explores, produces, and sells precious metals in Australia. It explores for copper, zinc, gold, and silver deposits. The company was formerly known as Straits Resources Limited and changed its name to Aeris Resources Limited in December 2015. Aeris Resources Limited was incorporated in 2010 and is based in Brisbane, Australia.
Aurelia Metals Limited	Aurelia Metals Limited engages in the exploration and production of mineral properties in Australia. The company primarily explores for gold, silver, copper, lead, and zinc deposits. It owns and operates three underground mines, including Peak Mine, Hera, and Dargues Mine in New South Wales, Australia. The company was formerly known as YTC Resources Limited and changed its name to Aurelia Metals Limited in June 2014. Aurelia Metals Limited was incorporated in 2004 and is headquartered in Brisbane, Australia.
Magna Mining Inc.	Magna Mining Inc. engages in the acquisition, exploration, and development of mineral properties in Canada. The company explores for nickel, copper, cobalt, platinum, palladium, gold, and silver deposits. Its primary assets include the McCreedy West copper underground mine located on the north range of the Sudbury Igneous Complex; the Levack mine; the Podolsky mine; the 84%-owned Shakespeare mine, which comprises 29 patented claims, 3 leased claims, and 787 mining claims covering an area of 18,074.94 hectares located within the Dunlop, Porter, Shakespeare, Hyman, and Baldwin Townships in Sudbury, Canada; and the 100%-owned Crean Hill mine located in Sudbury, Canada. Magna Mining Inc. was founded in 2016 and is headquartered in Sudbury, Canada.
Atalaya Mining Copper, S.A.	Atalaya Mining Copper, S.A., together with its subsidiaries, engages in the mineral exploration and development in Spain. The company's flagship property is the Proyecto Riotinto, an open-pit copper mine located in the Andalusia region of Spain. It explores for copper concentrates, silver by-products, and gold. The company was formerly known as Atalaya Mining Plc and changed its name to Atalaya Mining Copper, S.A. in January 2025. Atalaya Mining Copper, S.A. was incorporated in 2004 and is based in Seville, Spain.

Source: S&P Global

For personal use only

Appendix C - Comparable transaction descriptions

Target	Description
Cygnus precedent transactions	
Arizona Sonoran Copper Company Inc.	Arizona Sonoran Copper Company Inc. engages in the development, mining, and exploration of copper assets. The company develops the Cactus Mine Project in Arizona for copper cathode production. Its project activities include mine redevelopment, copper exploration, mineral resource and reserve evaluation, technical reporting, and operational planning. Arizona Sonoran Copper Company Inc. was formerly known as Elim Mining Incorporated and changed its name to Arizona Sonoran Copper Company Inc. in July, 2021. Arizona Sonoran Copper Company Inc. was incorporated in 2019 and is based in Toronto, Canada. As of June 24, 2026, Arizona Sonoran Copper Company Inc. operates as a subsidiary of Hudbay Minerals Inc
Peel Mining Limited	Peel Mining Limited engages in the exploration for economic deposits of minerals in Australia. It explores for copper, silver, gold, lead, and zinc deposits. The company's flagship project is the owned Mallee Bull project in, which the company holds 100% interest covers approximately an area of 85 square kilometers located in the south of Cobar, New South Wales. Peel Mining Limited was incorporated in 2006 and is headquartered in Subiaco, Australia.
New World Resources Limited	New World Resources Limited engages in the exploration and development of mineral properties in North America. The company explores for copper, zinc, silver, gold, and lead deposits. It holds 100% interest in the Antler copper project situated near the east of Yucca in northwestern Arizona; the Javelin VMS project covering approximately 4,000 acres located near Antler project in Arizona; and the Tererro copper-gold-zinc VMS project located near north-east of the city of Albuquerque in northern New Mexico. The company was formerly known as New World Cobalt Limited and changed its name to New World Resources Limited in December 2019. New World Resources Limited was incorporated in 2004 and is based in Sydney, Australia. As of August 22, 2026, New World Resources Limited operates as a subsidiary of Kinterra Capital Corp.
Doré Copper Mining Corp.	Doré Copper Mining Corp. was a Canadian copper-gold exploration and development company focused on the advancement of its Chibougamau Copper-Gold Project in Québec, Canada. The company consolidated a district-scale land package across the Chibougamau and Joe Mann mining camps, including several former producing mines, high-grade copper and gold deposits, a central processing facility and associated infrastructure. Doré's principal assets included the Corner Bay, Devlin, Cedar Bay and Joe Mann deposits, which collectively formed the basis of a potential hub-and-spoke mining and processing operation. In December 2024, Doré merged with Cygnus Metals Limited, with its assets becoming the foundation of Cygnus' Chibougamau Copper-Gold Project.
Rex Minerals Limited	Rex Minerals Limited was an Australian copper and gold development company focused on advancing its 100%-owned Hillside Copper-Gold Project on the Yorke Peninsula in South Australia. Hillside is a large-scale iron oxide copper-gold (IOCG) deposit and one of the largest undeveloped copper-gold projects in Australia, supported by a substantial Mineral Resource and an advanced level of technical, environmental and permitting work. In addition to Hillside, Rex owned the Hog Ranch Gold Project in Nevada, United States, together with a portfolio of regional exploration interests. In October 2024, Rex was acquired by MACH Metals Australia Pty Ltd following a scheme of arrangement.
GT Gold Corp.	GT Gold Corp. was a Canadian copper and gold exploration company focused on advancing the wholly owned Tatogga Project in British Columbia's Golden Triangle, one of Canada's premier mineral districts. The company's principal asset was the Saddle North copper-gold porphyry discovery, located within the broader Tatogga property, which also hosted the Saddle South gold-silver system and significant district-scale exploration potential. GT Gold's activities were centred on resource delineation and exploration aimed at advancing Tatogga toward development. In 2021, GT Gold was acquired by Newmont Corporation, which viewed the project as a strategic long-term copper-gold growth asset within the Golden Triangle region.
CAML precedent transactions	
Adriatic Metals Plc	Adriatic Metals Plc was a precious and base metals mining company focused on the exploration, development and operation of polymetallic deposits in Southeast Europe. Its principal asset was the wholly owned Vareš Silver Operation in Bosnia and Herzegovina, which produces silver-lead and zinc concentrates from underground mining operations. In addition to Vareš, the company held the Raška Project in Serbia and a broader portfolio of exploration interests targeting silver, zinc, lead, gold and copper mineralisation. In September 2025, Adriatic Metals was acquired by DPM Metals Inc. (formerly Dundee Precious Metals Inc.).

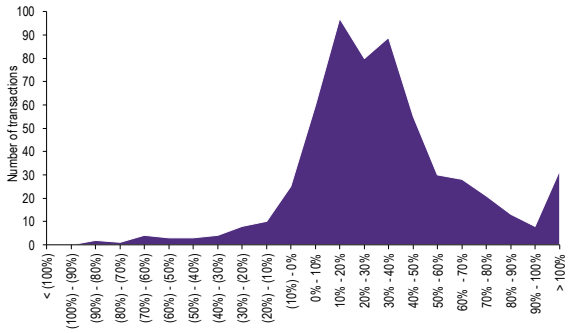
Copper Mountain Mining Corporation	Copper Mountain Mining Corporation was a Canadian copper producer focused on the operation, development and exploration of copper assets in Canada, Australia and the United States. Its principal asset was the Copper Mountain Mine, an open-pit copper-gold-silver mining operation located in British Columbia, Canada. The company also held the development-stage Eva Copper Project in Queensland, Australia, and a portfolio of exploration and growth opportunities. In June 2023, Copper Mountain Mining Corporation was acquired by Hudbay Minerals Inc., creating a larger copper-focused mining company with operations across the Americas
Lynx Resources Ltd	Lynx Resources Ltd was a private mining company focused on the ownership and operation of the SASA Mine in North Macedonia, one of Europe's larger producing lead-zinc-silver mines. Its principal asset was the underground SASA Mine, which produced lead and zinc concentrates containing payable silver and represented the company's primary source of value. In 2017, Lynx Resources was acquired by Central Asia Metals plc, which subsequently assumed ownership and operation of the mine.

For personal use only

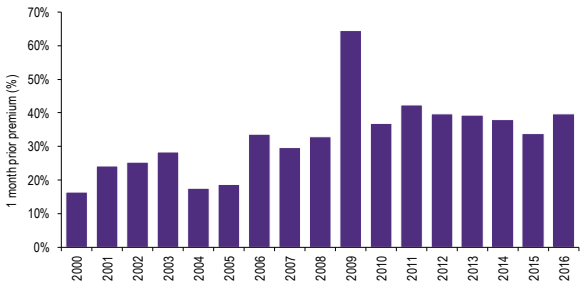
Appendix D – Control Premium Study

Evidence from studies indicates that premium for control on successful takeovers has frequently been in the range of 20% to 40% in Australia, and that the premium vary significantly for each transaction.

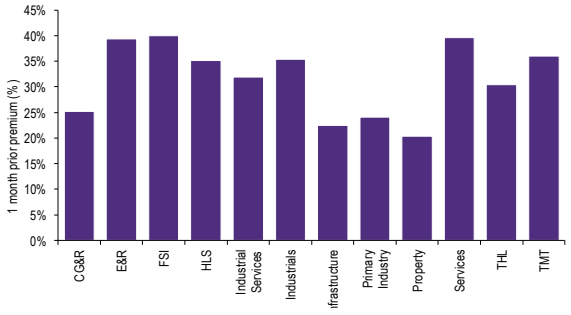
1 Month Prior Control Premium



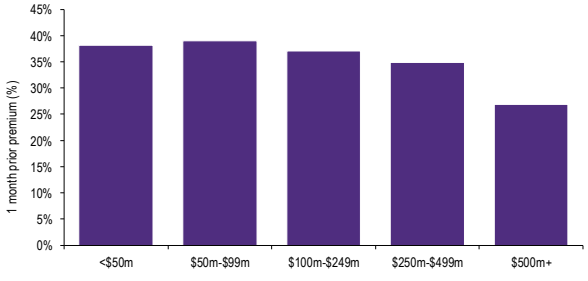
Control premium per completion date



Control premium per industry



Control premium and size



	Control premium
Average	34.33%
Median	29.34%

Source: GTCF Analysis

For personal use only

For personal use only

Appendix E – Discount rate

Introduction

The cash flow assumptions associated with CAML have been prepared on a nominal, geared and post-tax basis. Accordingly, we have assessed a range of nominal post-tax discount rates for the purpose of valuing CAML.

As the cash flow assumptions associated with CAML are built from a sum of the Kounrad and Sasa Projects, we have separately assessed a discount rate for the Kounrad and Sasa Projects to capture the different specific risk and optimal capital structure profiles of each project.

The discount rates were determined using the WACC formula. The WACC represents the average of the rates of return required by providers of debt and equity capital to compensate for the time value of money and the perceived risk or uncertainty of the cash flows, weighted in proportion to the market value of the debt and equity capital provided. However, we note that the selection of an appropriate discount rate is ultimately a matter of professional judgment.

Under a classical tax system, the nominal WACC is calculated as follows:

$$\text{WACC} = R_d \times \frac{D}{D+E} \times (1-t) + R_e \times \frac{E}{D+E}$$

Where:

- Re = the required rate of return on equity capital;
- E = the market value of equity capital;
- D = the market value of debt capital;
- Rd = the required rate of return on debt capital; and
- t = the statutory corporate tax rate.

We have used the CAPM, which is commonly used by practitioners, to calculate the required return on equity capital.

The CAPM assumes that an investor holds a large portfolio comprising risk-free and risky investments. The total risk of an investment comprises systematic risk and unsystematic risk. Systematic risk is the variability in an investment's expected return that relates to general movements in capital markets (such as the share market) while unsystematic risk is the variability that relates to matters that are unsystematic to the investment being valued.

The CAPM assumes that unsystematic risk can be avoided by holding investments as part of a large and well-diversified portfolio and that the investor will only require a rate of return sufficient to compensate for the additional, non-diversifiable systematic risk that the investment brings to the portfolio. Diversification cannot eliminate the systematic risk due to economy-wide factors that are assumed to affect all securities in a similar fashion. Accordingly, whilst investors can eliminate unsystematic risk by diversifying their

For personal use only

portfolio, they will seek to be compensated for the non-diversifiable systematic risk by way of a risk premium on the expected return. The extent of this compensation depends on the extent to which the company's returns are correlated with the market as a whole. The greater the systematic risk faced by investors, the larger the required return on capital will be demanded by investors.

The systematic risk is measured by the investment's beta. The beta is a measure of the co-variance of the expected returns of the investment with the expected returns on a hypothetical portfolio comprising all investments in the market - it is a measure of the investment's relative risk.

A risk-free investment has a beta of zero and the market portfolio has a beta of one. The greater the systematic risk of an investment the higher the beta of the investment.

The CAPM assumes that the return required by an investor in respect of an investment will be a combination of the risk-free rate of return and a premium for systematic risk, which is measured by multiplying the beta of the investment by the return earned on the market portfolio in excess of the risk-free rate.

Under the CAPM, the required nominal rate of return on equity (Re) is estimated as follows:

$$R_e = R_f + \beta_e (R_m - R_f)$$

Where:

- Rf = risk free rate
- βe = expected equity beta of the investment
- (Rm – Rf) = market risk premium

Risk-free rate - 4.50% (Kounrad and Sasa Projects)

In the absence of an official risk-free rate, the yield on government bonds (in an appropriate jurisdiction) is commonly used as a proxy. Accordingly, we have observed the yields on the 10-year US Treasury Bond over several intervals from a period of 5 trading days to 10 trading years. We have summarised this in the table below.

For personal use only

Figure 105 - 10-year US Treasury bond analysis

United States Treasury Constant Maturity - 10 Year Valuation Date: July 14, 2026	Low	High	Average
Previous 5 trading days	4.54%	4.62%	4.58%
Previous 10 trading days	4.48%	4.62%	4.55%
Previous 20 trading days	4.38%	4.62%	4.50%
Previous 30 trading days	4.38%	4.62%	4.50%
Previous 60 trading days	4.30%	4.67%	4.49%
Previous 1 year trading	3.97%	4.67%	4.32%
Previous 2 years trading	3.63%	4.79%	4.21%
Previous 3 years trading	3.63%	4.98%	4.31%
Previous 5 years trading	1.19%	4.98%	3.09%
Previous 10 years trading	0.52%	4.98%	2.75%

Source: S&P Global

Given increased volatility in global capital markets resulting from geopolitical tensions in the Middle East, together with recent movements in government bond yields and evolving investor sentiment, we have placed more emphasis on the average risk-free rate observed over a shorter period of time. Having regard to the above, we have adopted a risk-free rate of 4.50% in our discount rate assessment for the Kounrad and Sasa Projects.

Market risk premium – 5.50% (Kounrad and Sasa Projects)

The market risk premium represents the additional return an investor expects to receive to compensate for additional risk associated with investing in equities as opposed to assets on which a risk-free rate of return is earned. However, given the inherent high volatility of realised rates of return, especially for equities, the market risk premium can only be meaningfully estimated over long periods of time. In this regard, Grant Thornton studies of the historical risk premium over periods of 20 to 80 years suggest a risk premium between 5.50% for the US markets.

Asset beta – 0.9 to 1.0 (Kounrad and Sasa Projects)

The beta measures the expected relative risk of the equity in a company. The choice of the beta requires judgement and necessarily involves subjective assessment as it is subject to measurement issues and a high degree of variation.

An equity beta includes the effect of gearing on equity returns and reflects the riskiness of returns to equity holders. However, an asset beta excludes the impact of gearing and reflects the riskiness of returns on the asset, rather than returns to equity holders. Asset betas can be compared across asset classes independent of the impact of the financial structure adopted by the owners of the business.

Equity betas are typically calculated from historical data. These are then used as a proxy for the future which assumes that the relative risk of the past will continue into the future. Therefore, there is no right equity beta and it is important not to simply apply historical equity betas when calculating the cost of equity.

For the purpose of the report, we have had regards to the observed asset betas of comparable listed peers split between those that are in the producing stage of the mining cycle. We have performed regressions of the historical betas over 5-year monthly and 2-year weekly time period with MSCI indices. We have

For personal use only

primarily focused on the asset betas of the comparable listed peers in the producing stage of the mining cycle given that Kounrad and Sasa are both operating mines.

Figure 106 - Beta analysis of the comparable listed peers

			2-year weekly (global index)				5-year monthly (global index)			
Beta Analysis		Market cap	Equity	R	Gearing	Ungeared	Equity	R	Gearing	Ungeared
Company	Country	(A$m)	Beta	Squared	Ratio	Beta	Beta	Squared	Ratio	Beta
Central Asia Metals Limited	United Kingdom	454	1.08	0.17	0.5%	1.08	0.86	0.13	1.7%	0.84
Junior copper producers										
29Metals Limited	Australia	385	1.70	0.08	50%	1.26	0.99	0.03	74%	nmf
AIC Mines Limited	Australia	483	1.36	0.14	6%	1.31	(0.07)	0.00	4%	nmf
Aeris Resources Limited	Australia	425	1.05	0.06	24%	0.90	1.12	0.04	19%	nmf
Aurelia Metals Limited	Australia	449	1.29	0.09	2%	1.27	1.01	0.07	13%	0.93
Magna Mining Inc.	Canada	569	1.89	0.18	1%	1.87	1.60	0.10	1%	1.60
Atalaya Mining Copper, S.A.	Spain	2,361	1.61	0.29	2%	1.57	1.32	0.22	8%	1.24
Amerigo Resources Ltd.	Canada	1,169	1.47	0.26	2%	1.46	1.55	0.36	12%	1.45
Median						**1.31**				**1.34**
Average						**1.38**				**1.30**
Intermediate copper producers										
Antofagasta plc	United Kingdom	66,308	1.75	0.40	14%	1.60	1.17	0.26	16%	1.06
Lundin Mining Corporation	Canada	28,938	2.00	0.34	7%	1.90	1.26	0.20	8%	1.19
Hudbay Minerals Inc.	Canada	12,973	2.22	0.33	14%	2.05	1.53	0.21	52%	1.16
Freeport-McMoRan Inc.	United States	120,189	2.10	0.42	13%	1.94	1.59	0.36	16%	1.44
Capstone Copper Corp.	Canada	9,535	2.43	0.42	20%	2.13	1.67	0.25	19%	1.47
Ivanhoe Mines Ltd.	Canada	14,303	2.24	0.43	7%	2.13	1.36	0.25	6%	1.30
First Quantum Minerals Ltd.	Canada	31,145	2.17	0.36	33%	1.74	1.29	0.15	77%	0.82
Median						**2.00**				**1.25**
Average						**1.98**				**1.23**
Overall median						**1.67**				**1.24**
Overall average						**1.65**				**1.24**

Source: S&P Global and GTCF analysis
Notes: 1) Asset betas are calculated using data provided by S&P Global as at 14 July 2026. 2) The betas are based on five-year period with monthly observations as well as two-year period with weekly observations and based on the MSCI Index. 3) Betas have been ungeared based on the average gearing ratio (i.e. net debt divided by shareholders' equity based on market values)

It should be noted that the above betas are drawn from the actual and observed historical relationship between risk and returns. From these actual results, the expected relationship is estimated generally on the basis of extrapolating past results. Despite the arbitrary nature of the calculations, it is important to assess their commercial reasonableness. That is to assess how closely the observed relationship is likely to deviate from the expected relationship.

Consequently, while measured equity betas of the listed comparable companies provide useful benchmarks against which the equity beta used in estimating the cost of equity for SBM, the selection of an unsystematic equity beta requires a level of judgement.

The asset betas of the selected companies are calculated by adjusting the equity betas for the effect of gearing to obtain an estimate of the business risk of the comparable companies, a process commonly referred as de-gearing. The betas are de-geared using the average historical gearing levels of those respective companies over several years.

For personal use only

In addition to reviewing the asset betas of listed companies we have reviewed asset betas assessed by independent experts in recent transactions as detailed in the table below.

Figure 107 - Asset beta benchmarking

Asset beta benchmarking Independent expert report	Date	Commodity	Asset beta
Xanadu Mines	Mar-25	Cu, Au	0.9 to 1.1
De Grey Mining	Mar-25	Au, Cu	0.9 to 1.1
Cloncurry Copper	Jul-19	Cu, Au	1.2 to 1.3
Oz Minerals	Mar-23	Cu, Ni	1.1 to 1.2
Panoramic Resources	Dec-19	Cu, Ni	1.2 to 1.4
Newcrest Mining	Sep-23	Cu, Au	1.1 to 1.3

Source: Public announcements

We note that CAML's value is derived primarily from operating assets with established production histories and cash flow generation, which we consider supports selection towards the lower end of the observed peer group range. In particular, Kounrad is a long-established copper operation with a demonstrated operating history, a simple processing route and lower operational complexity than many base metals mining operations, which we consider supports selection towards the lower end of the observed peer group range. This is also demonstrated by actual asset beta of CAML which is the lowest among all the listed peers selected above. Accordingly, we have selected an asset beta between 0.9 to 1.0.

We used the following formula to undertake the de-gearing and regearing exercise:

$$\beta_e = \beta_a \left[1 + \frac{D}{E} \times (1 - t) \right]$$

Where:

- βe = Equity beta
- βa = Asset beta
- t = corporate tax rate

Having regard to selected asset betas discussed above, the assumed 'optimal' capital structure for the Kounrad and Sasa Projects, which is a subjective exercise that carries a significant possibility of estimation error (refer to the Capital Structure Section below for further discussions) and the Kazakh and North Macedonian corporate tax rate of 20.00% and 10.00% respectively for Kounrad and Sasa, we have recalculated the equity beta for the Kounrad Project between 1.08 to 1.20 and the Sasa Project between 1.10 to 1.23. We have summarised the equity beta calculations for the Kounrad and Sasa Projects in the table below.

For personal use only

Figure 108 - Equity beta calculations for Kounrad and Sasa

Equity beta computation		Kounrad		Sasa	
	Calculation	Low	High	Low	High
Selected asset beta	A	0.90	1.00	0.90	1.00
Proportion of debt	B	20.0%	20.0%	20.0%	20%
Proportion of equity	C	80.0%	80.0%	80.0%	80%
Gearing (debt/equity)	**D = B/C**	**25.0%**	**25.0%**	**25.0%**	**25.0%**
Tax rate	E	20.0%	20.0%	10.0%	10.0%
Equity beta	**F = A*(1+(1-E)*D)**	**1.08**	**1.20**	**1.10**	**1.23**

Source: GTCF analysis.

Specific risk premium – 0.25% to 0.50% for Kounrad and 1.50% to 2.00% for Sasa

The specific risk premium represents the additional return an investor expects to receive to compensate for country, size and project related risks not reflected in the beta of the observed comparable companies.

While a common asset beta range has been adopted for the Kounrad and Sasa Projects to reflect their similar exposure to broader market and commodity price risks, we have applied separate SRPs to account for differences in their respective operational, technical and jurisdictional risk profiles. In our view, Kounrad exhibits a lower level of asset-specific risk given its long operating history, straightforward processing route, demonstrated record of stable production and cash flow generation, and relatively low operational complexity. Conversely, Sasa is an underground lead-zinc operation and is therefore exposed to a higher degree of mining, geotechnical and operational risk as demonstrated in the reduction of mine life in March 2026. AMC highlighted a number of risks that could adversely affect future production and cash flows, including maintaining planned production rates as the deposit deepens and narrows, uncertainty regarding the metallurgical performance of future ore, potential impacts on plant throughput arising from changing ore hardness, variability in ROM ore characteristics, and the operational risks associated with the transition to paste-fill mining methods. Collectively, these factors contribute to a greater degree of uncertainty regarding the achievement of forecast production and financial outcomes at Sasa and support the application of our higher asset-specific risk premium compared to Kounrad.

We note that the selection of the SRP involves a certain level of professional judgement and as a result, the total specific risk premium is not fully quantifiable with analytical data.

Cost of debt – 7.0% (Kounrad and Sasa Projects)

For the purpose of estimating the cost of debt applicable to the Kounrad and Sasa Projects, Grant Thornton Corporate Finance has considered the interest rates of facilities held by comparable listed peers. Based on our analysis, Grant Thornton Corporate Finance has adopted a pre-tax cost of debt between 7.0% in our discount rate assessment for both the Kounrad and Sasa Projects.

Capital structure – 20% debt and 80% equity (Kounrad and Sasa Projects)

Grant Thornton Corporate Finance has considered the gearing ratio which a hypothetical purchaser of the business would adopt in order to generate a balanced return given the inherent risks associated with debt financing. Factors which a hypothetical purchaser may consider include the shareholders return after interest payments, and the businesses ability to raise external debt.

For personal use only

The appropriate level of gearing that is utilised in determining the WACC for a particular company should be the "target" gearing ratio, rather than the actual level of gearing, which may fluctuate over the life of a company. The target or optimal gearing level can therefore be derived based on the trade-off theory which stipulates that the target level of gearing for a Project is one which the present value of the tax benefits from the deductibility of interest are offset by the present value of costs of financial distress. For the purpose of the discount rate assessment Grant Thornton Corporate Finance has adopted a capital structure for the Kounrad and Sasa Projects of 20% debt and 80%.

Tax rate – 25.0% (Kounrad and Sasa Projects)

Tax payable has been modelled at the project level using the applicable corporate tax rate in each project jurisdiction, being 20.0% for the Kounrad Project (Kazakhstan) and 10.0% for the Sasa Project (North Macedonia). In addition, withholding tax has been separately applied to the Kounrad Project at 10.0%, increasing to 15.0% from 2026 in accordance with the applicable tax regime. In addition, corporate income is modelled to be taxed at 25.0% in line with the UK company tax rate.

We have selected 25.0% as the appropriate corporate tax rate across both Kounrad and Sasa for the WACC computation.

Discount rate summary

Based on the assumptions discussed above, we have presented our discount rate assessment for the Kounrad and Sasa Projects in the tables below.

Figure 109 - Grant Thornton discount rate analysis for the Kounrad Project

WACC computation for CAML - Kounrad	Low	High
Risk-free rate	4.50%	4.50%
Market risk premium	5.50%	5.50%
Asset beta	0.90	1.00
Equity beta	1.07	1.19
Specific risk premium	0.25%	0.50%
Cost of equity	**10.63%**	**11.53%**
Cost of debt (pre-tax)	7.0%	7.0%
Tax rate	25.0%	25.0%
Cost of debt (post-tax)	**5.3%**	**5.3%**
Proportion of debt	20.0%	20.0%
Proportion of equity	80.0%	80.0%
Nominal WACC	**9.55%**	**10.28%**

Source: GTCF analysis.

For personal use only

Grant Thornton

Figure 110 - Grant Thornton discount rate analysis for the Sasa Project

WACC computation for CAML - Sasa		
	Low	High
Risk-free rate	4.50%	4.50%
Market risk premium	5.50%	5.50%
Asset beta	0.90	1.00
Equity beta	1.07	1.19
Specific risk premium	1.50%	2.00%
Cost of equity	**11.9%**	**13.0%**
Cost of debt (pre-tax)	7.0%	7.0%
Tax rate	25.0%	25.0%
Cost of debt (post-tax)	**5.3%**	**5.3%**
Proportion of debt	20.0%	20.0%
Proportion of equity	80.0%	80.0%
Nominal WACC	**10.55%**	**11.48%**

Source: GTCF analysis.

As a cross-check to the discount rates adopted in our valuation, we have undertaken a benchmarking exercise for WACCs used across other independent reports, brokers and CAML which are set out in the table below. CAML's discount rates for impairment testing were supported by detailed WACC calculations prepared by management and used in determining the recoverable value of the respective operations.

Figure 111 - WACC benchmarking for producing mines

WACC benchmarking						
	Real/Nominal	Date	Commodity	Production	Cost of Equity	WACC (%)
CAML Impairement testing						
Kounrad	Nominal	2025	Cu	13kt		9.38%
Sasa	Nominal	2025	Zn, Pb	17kt, 25kt		9.95%
Brokers reports for CAML						
Kounrad	Nominal	2026	Cu			8.00%
Sasa	Nominal	2026	Zn, Pb			10.00%
Independent Experts for other miners						
Edna May Project	Nominal	Jul-15	Au	82koz	10.9-12.8%	9-10%
Mt Rowden	Nomnial	Jul-15	Au	102koz	10.9-12.8%	9-10%
Mt Carlton	Nomnial	Jul-15	Au, Ag, Cu	96koz, 456koz, 2kt	10.9-12.8%	9-10%
Cracow	Nomnial	Jul-15	Au	85koz	10.9-12.8%	9-10%
Pajingo	Nomnial	Jul-15	Au	70koz	10.9-12.8%	9-10%
Copper Mountain Mine	Nominal	Feb-18	Cu	40kt	8.6-9.1%	8-8.5%
Oz Minerals	Nominal	Mar-23	Cu, Au	124kt, 211koz	10.1-10.7%	9.5-10.1%
Panoramic Resources	Nominal	Dec-19	Cu, Ni, Co	7kt, 4.5kt, 0.4kt	8.8-10.1%	8.1-9.1%
Newcrest Mining	Nominal	Sep-23	Au, Cu, Ag	2.1Moz, 133kt, 1.4Moz	10.7-11.9%	9.7-11.1%

Source: Public announcements, S&P Global

For personal use only

Appendix F – Liquidity analysis of Cygnus

We have set out below the monthly trading volume of Cygnus shares between June 2025 and May 2026, as a percentage of the total shares outstanding, as well as free float shares outstanding.

Figure 112 - Liquidity Analysis - Cygnus

Month end	Volume traded ('000)	Monthly VWAP ($)	Total value of shares traded ($'000)	Volume traded as % of total shares	Cumulative Volume traded as % of total shares	Volume traded as % of free float shares	Cumulative Volume traded as % of free float shares
Jun 2025	34,151	0.0932	3,182	4.0%	20.3%	6.3%	31.9%
Jul 2025	30,886	0.0922	2,847	2.9%	23.2%	4.6%	36.4%
Aug 2025	52,848	0.0837	4,425	5.0%	28.2%	7.8%	44.2%
Sep 2025	56,910	0.1013	5,764	5.3%	33.5%	8.4%	52.6%
Oct 2025	64,069	0.1359	8,706	6.0%	39.5%	9.4%	62.1%
Nov 2025	25,401	0.1277	3,243	2.4%	41.9%	3.7%	65.8%
Dec 2025	43,168	0.1490	6,432	4.1%	46.0%	6.4%	72.2%
Jan 2026	56,622	0.2171	12,292	5.3%	51.3%	8.4%	80.5%
Feb 2026	40,019	0.1956	7,828	3.8%	55.1%	5.9%	86.4%
Mar 2026	47,409	0.1537	7,288	4.5%	59.5%	7.0%	93.4%
Apr 2026	32,027	0.1316	4,213	2.6%	62.1%	4.1%	97.6%
May 2026	37,810	0.1178	4,453	3.1%	65.2%	4.9%	102.4%
Min				**2.39%**		**3.75%**	
Average				**4.08%**		**6.40%**	
Median				**4.03%**		**6.33%**	
Max				**6.02%**		**9.45%**	

Source: S&P Global as at 1 June 2026, GTCF analysis

In relation to the table above, we note the following:

- The level of free float for Cygnus is at circa 63.7%[64] as at 1 June 2026.
- Cygnus is covered by several investment analysts who provide regular updates on performance to the market on a regular basis.
- During the last 12 months approximately 102.4% of the free float shares were traded with average monthly volume of circa 6.40%.

Below we have benchmarked the liquidity of Cygnus with its listed peers.

[64] Sourced from Capital IQ as at 1 June 2026.

For personal use only

Figure 113 - Liquidity benchmarking – Cygnus

Liquidity analysis Company	Country	Free float (%)	Average volume traded as a % of total shares	Average volume traded as a % of free float shares	Cumulative volume traded as a % of total shares	Cumulative volume traded as a % of free float shares
Cygnus Metals Limited	Australia	63.7%	4.1%	6.4%	65.2%	102.4%
FireFly Metals Ltd	Australia	90.5%	11.5%	12.7%	178.4%	197.0%
Abitibi Metals Corp.	Canada	86.8%	5.6%	6.4%	96.3%	111.0%
Kodiak Copper Corp.	Canada	96.3%	3.1%	3.2%	44.7%	46.5%
Western Copper and Gold Corporation	Canada	87.3%	3.6%	4.1%	49.5%	56.7%
PolarX Limited	Australia	74.0%	3.8%	5.1%	57.3%	77.4%
Sandfire Resources America Inc.	Canada	13.1%	0.0%	0.1%	0.3%	2.1%
NorthIsle Copper and Gold Inc.	Canada	90.0%	3.9%	4.4%	55.5%	61.6%
Trilogy Metals Inc.	Canada	61.9%	4.3%	7.0%	53.9%	87.1%
Carnaby Resources Limited	Australia	78.4%	6.2%	7.9%	95.0%	121.2%
KGL Resources Limited	Australia	44.5%	1.7%	3.9%	23.7%	53.3%
True North Copper Limited	Australia	47.5%	5.3%	11.2%	97.3%	204.8%
Havilah Resources Limited	Australia	60.8%	2.4%	3.9%	32.9%	54.1%
Caravel Minerals Limited	Australia	76.2%	2.5%	3.2%	36.0%	47.3%
Cyprium Metals Limited	Australia	57.5%	4.5%	7.9%	66.8%	116.2%
Cannindah Resources Limited	Australia	51.5%	2.5%	4.8%	41.1%	79.7%
Coda Minerals Limited	Australia	71.4%	3.8%	5.4%	58.2%	81.5%
Low		**13.1%**	**0.0%**	**0.1%**	**0.3%**	**2.1%**
Average		**67.7%**	**4.0%**	**5.7%**	**61.9%**	**88.2%**
Median		**71.4%**	**3.8%**	**5.1%**	**55.5%**	**79.7%**
High		**96.3%**	**11.5%**	**12.7%**	**178.4%**	**204.8%**

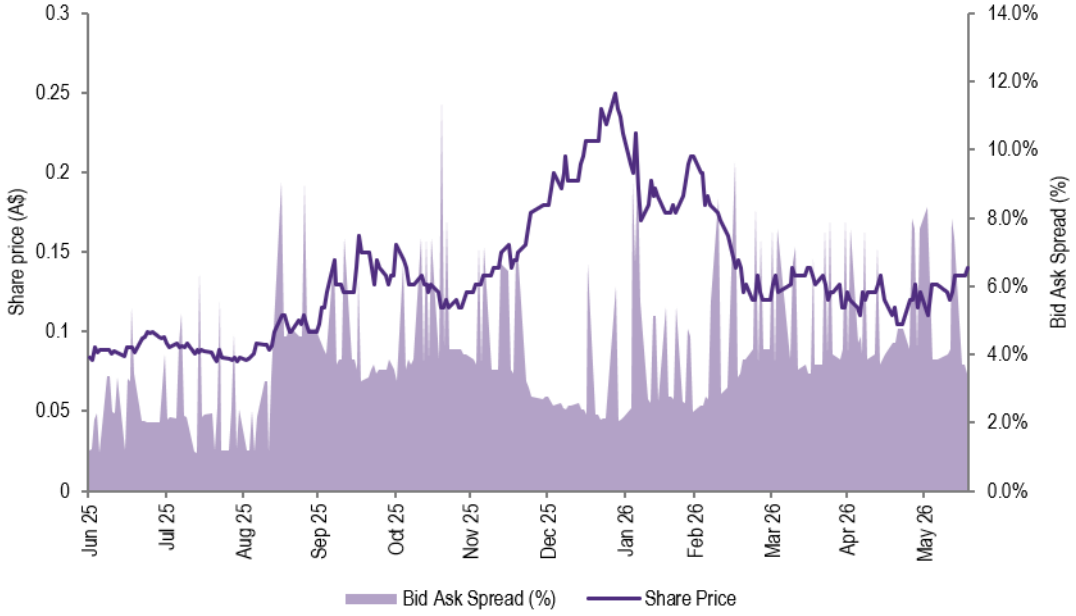
Source: S&P Global, GTCF analysis

As set out in the table above, Cygnus' twelve-month cumulative volume traded as a percentage of free float shares is above the median and average of the peer group. Additionally, Cygnus' average monthly volume of 102.4% of free float shares is also above the average and median of the peer group average of 88.2%.

Where a company's shares are relatively illiquid and not heavily traded, the market typically observes a difference between the 'bid' and 'ask' price for the shares as there may be a difference in opinion between the buyer and seller on the value of the shares. The historical bid-ask spread of Cygnus share has been relatively low, exhibiting an average and median bid-ask spread of c. 2.0% and 1.9% respectively since April 2025. Since June 2025 the average and median bid-ask spread was c.1.5% and c.1.2%.

For personal use only

Figure 114 - Cygnus Bid-Ask Spread since June 2025



Source: S&P Global, GTCF analysis

For personal use only

Appendix G – Liquidity analysis of CAML

We have set out below the monthly trading volume of CAML shares between June 2025 and June 2026, as a percentage of the total shares outstanding, as well as free float shares outstanding.

Figure 115 - Liquidity Analysis of CAML

Month end	Volume traded ('000)	Monthly VWAP ($)	Total value of shares traded ($'000)	Volume traded as % of total shares	Cumulative Volume traded as % of total shares	Volume traded as % of free float shares	Cumulative Volume traded as % of free float shares
Jul 2025	22,019	1.5010	33,050	12.6%	47.9%	13.8%	52.4%
Aug 2025	7,804	1.5912	12,418	4.5%	52.4%	4.9%	57.3%
Sep 2025	21,852	1.5369	33,584	12.5%	64.9%	13.7%	70.9%
Oct 2025	22,824	1.5418	35,190	13.1%	78.0%	14.4%	85.3%
Nov 2025	11,580	1.5778	18,270	6.7%	84.7%	7.3%	92.6%
Dec 2025	14,831	1.7738	26,308	8.6%	93.3%	9.4%	102.0%
Jan 2026	24,034	2.0331	48,864	14.0%	107.3%	15.3%	117.3%
Feb 2026	21,019	2.2019	46,282	12.3%	119.6%	13.4%	130.7%
Mar 2026	27,399	1.7471	47,868	16.1%	135.7%	17.6%	148.3%
Apr 2026	24,302	1.5112	36,726	14.3%	149.9%	15.6%	163.9%
May 2026	13,796	1.5474	21,348	8.1%	158.0%	8.8%	172.7%
Jun 2026	33,589	1.3806	46,371	19.7%	177.7%	21.5%	194.3%
Min				**4.47%**		**4.89%**	
Average				**11.87%**		**12.97%**	
Median				**12.56%**		**13.73%**	
Max				**19.71%**		**21.54%**	

Source: S&P Global, GTCF analysis

With regard to the above analysis, we note that:

- CAML is covered by investments analysts who provide updates on performance to the market every few months.
- The level of free float for CAML is at c. 91.5%[65].
- During the last 12 months, approximately 194.3% of the free float shared were traded with an average monthly volume of c. 12.97% of the total free float shares.

Below we have benchmarked the liquidity of CAML with its comparable peers.

[65] Sourced from Capital IQ as at 1 July 2026.

For personal use only

Figure 116 - Liquidity benchmarking for CAML

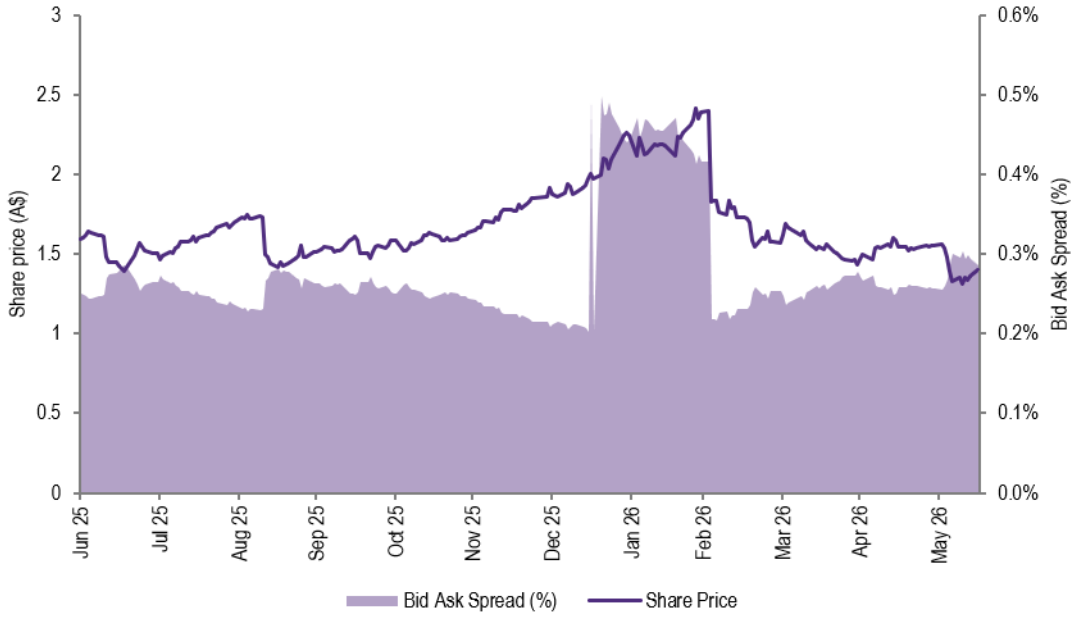
Liquidity analysis Company	Country	Free float (%)	Average volume traded as a % of total shares	Average volume traded as a % of free float shares	Cumulative volume traded as a % of total shares	Cumulative volume traded as a % of free float shares
Central Asia Metals plc	United Kingdom	91.5%	11.9%	13.0%	177.7%	194.3%
29Metals Limited	Australia	54.8%	8.2%	15.0%	136.0%	248.0%
AIC Mines Limited	Australia	62.4%	5.4%	8.7%	97.3%	155.9%
Aeris Resources Limited	Australia	64.9%	13.8%	21.2%	183.5%	282.5%
Aurelia Metals Limited	Australia	70.3%	6.8%	9.6%	127.4%	181.3%
Amerigo Resources Ltd.	Canada	85.9%	9.0%	10.4%	128.2%	149.3%
Magna Mining Inc.	Canada	51.7%	4.8%	9.3%	75.3%	145.7%
Atalaya Mining Copper, S.A.	Spain	75.5%	9.5%	12.6%	140.6%	186.2%
Low		**51.7%**	**4.8%**	**8.7%**	**75.3%**	**145.7%**
Average		**69.6%**	**8.7%**	**12.5%**	**133.2%**	**192.9%**
Median		**67.6%**	**8.6%**	**11.5%**	**132.1%**	**183.7%**
High		**91.5%**	**13.8%**	**21.2%**	**183.5%**	**282.5%**

Source: S&P Global, GTCF analysis

As set out in the table above, CAML's free float sits above the average and median of the basket of listed comparable companies. Additionally, CAML's cumulative volume traded as a percentage of free float shares was 194.3%, which is also above the average and median of the peer group.

Where a company's shares are relatively illiquid and not heavily traded, the market typically observes a difference between the 'bid' and 'ask' price for the shares as there may be a difference in opinion between the buyer and seller on the value of the shares. CAML's bid ask spread has been consistently below 0.3% over the last twelve months, with a short period hovering around 0.5%.

Figure 117 - CAML Bid-Ask Spread since June 2025



Source: S&P Global, GTCF analysis

Appendix H – Commodity price forecasts

Below we summarise the consensus commodity price forecasts adopted by Grant Thornton in its assessment of the forecast prices for the commodities produced by CAML's Kounrad and Sasa Projects: copper, zinc, lead and silver. We have relied on the following market consensus providers as part of this process:

- Consensus Economics (19 June 2026, survey date 15 June 2026), being the latest monthly publication available as at the date of this Report. Consensus Economics surveys more than 25 commodity analysts each month and provides forecast commodity prices for copper, zinc, lead and silver.

- Department of Industry, Science and Resources (DISR) – Resources and Energy Quarterly (June 2026 edition, published 3 July 2026). The DISR June 2026 quarterly report contains the Office of the Chief Economist's forecasts for key resource and energy commodities, including outlooks for commodity prices, global supply and demand, production and consumption trends, and Australian export volumes and values. DISR publishes commodity price forecasts for copper and zinc but does not provide forecasts for lead or silver.

For personal use only

For personal use only

Grant Thornton

Copper

Copper price forecast US$/t nominal	2HCY26	CY27	CY28	CY29	CY30	LT
BoA Securities	13,750	15,333	15,000	13,771	nd	nd
Commerzbank	14,000	14,375	nd	nd	nd	nd
Goldman Sachs	13,650	13,800	13,700	13,900	14,100	nd
UBS	13,448	13,779	14,330	14,330	13,779	14,185
Pezco Economics	13,598	13,618	13,572	13,412	13,316	14,832
WestPac	13,570	13,373	12,000	nd	nd	nd
BMO	12,950	13,425	12,750	12,250	12,200	nd
Moody's Analytics	13,294	13,428	13,301	13,484	13,681	13,966
4intelligence	13,134	13,395	13,293	13,261	13,586	14,445
Swift Economics	13,300	13,392	14,260	14,121	14,242	14,374
RBC Capital Markets	12,676	13,228	13,228	13,228	11,023	nd
Oxford Economics	13,101	13,117	13,599	14,152	14,726	nd
OCBC	12,500	12,600	nd	nd	nd	nd
TD Securities	13,188	12,575	11,000	nd	nd	nd
Bank Julius Baer	11,875	12,375	12,500	13,000	13,500	nd
Investec	11,684	12,125	12,732	12,125	11,464	10,227
Capital Economics	13,005	12,000	nd	nd	nd	nd
Deutsche Bank	12,500	12,000	11,093	11,348	nd	nd
Econ Intelligence Unit	13,150	11,900	12,226	12,907	12,890	nd
S&P Global Mkt Intel	12,224	12,058	12,094	12,100	12,243	nd
Euromonitor International	11,440	11,614	11,509	11,751	11,971	nd
Prometeia	12,677	11,825	nd	nd	nd	nd
JP Morgan	12,750	11,625	nd	nd	nd	nd
ISGR	12,000	10,463	10,300	10,900	11,600	10,500
Macquarie	11,900	10,225	10,500	11,000	11,500	nd
DISR	10,145	11,663	13,203	13,917	14,451	14,611
Average	**12,750**	**12,666**	**12,676**	**12,892**	**12,957**	**13,392**
Grant Thornton adopted	**12,750**	**12,666**	**12,676**	**12,892**	**12,957**	**13,392**
Grant Thornton adopted (Low)	**12,113**	**12,032**	**12,042**	**12,248**	**12,309**	**12,723**
Grant Thornton adopted (High)	**13,388**	**13,299**	**13,309**	**13,537**	**13,605**	**14,062**

Source: Consensus Economics June 2026, DISR June 2026.
Notes: (1) The adopted low and high prices have been calculated by adjusting the consensus average by ±5.0%.

For personal use only

Grant Thornton

Zinc

Zinc price forecast US$/t nominal	2HCY26	CY27	CY28	CY29	CY30	LT
WestPac	3,495	3,420	2,800	nd	nd	nd
BMO	3,450	3,400	3,200	3,000	3,000	nd
Pezco Economics	3,378	3,303	3,272	3,250	3,230	3,589
4intelligence	3,378	3,270	3,335	3,296	3,376	3,590
Investec	3,175	3,108	3,086	3,131	3,064	3,292
Commerzbank	3,250	3,200	na	nd	nd	nd
JP Morgan	3,450	3,138	na	nd	nd	nd
UBS	3,500	3,200	3,200	3,200	3,200	3,373
TD Securities	3,288	3,075	2,756	nd	nd	nd
Capital Economics	3,368	3,100	na	nd	nd	nd
S&P Global Mkt Intel	3,357	3,023	2,830	2,794	2,804	nd
BDO Advisory	3,150	3,025	na	nd	nd	nd
ISGR	3,000	2,980	3,000	3,100	3,300	3,200
Oxford Economics	3,259	2,936	2,884	2,942	3,001	nd
Prometeia	3,056	2,957	na	nd	nd	nd
Deutsche Bank	3,000	2,900	2,826	2,891	nd	nd
RBC Capital Markets	3,307	2,866	2,646	2,646	2,646	nd
Euromonitor International	2,893	2,864	2,877	2,880	2,944	nd
Swift Economics	2,860	2,803	2,750	2,779	2,800	2,849
BoA Securities	3,375	2,833	2,672	2,812	nd	nd
Macquarie	2,950	2,625	2,700	3,000	3,200	nd
DISR	2,887	2,588	2,431	2,359	2,321	2,237
Average	**3,219**	**3,028**	**2,898**	**2,939**	**2,991**	**3,161**
Grant Thornton adopted	**3,219**	**3,028**	**2,898**	**2,939**	**2,991**	**3,161**
Grant Thornton adopted (Low)	**3,058**	**2,877**	**2,753**	**2,792**	**2,842**	**3,003**
Grant Thornton adopted (High)	**3,380**	**3,179**	**3,043**	**3,085**	**3,141**	**3,320**

Source: Consensus Economics June 2026, DISR June 2026.
Notes: (1) The adopted low and high prices have been calculated by adjusting the consensus average by ±5.0%.

For personal use only

Grant Thornton

Lead

Lead price forecast US$/t nominal	2HCY26	CY27	CY28	CY29	CY30	LT
BoA Securities	2,025	2,228	2,367	2,489	nd	nd
Swift Economics	2,182	2,202	2,298	2,315	2,347	2,452
Commerzbank	2,100	2,200	na	nd	nd	nd
TD Securities	2,200	2,138	2,116	nd	nd	nd
Prometeia	2,046	2,108	na	nd	nd	nd
Morgan Stanley	1,925	2,100	2,200	2,238	2,500	2,584
RBC Capital Markets	2,094	2,094	2,094	1,984	1,984	nd
UBS	1,984	2,094	2,205	2,315	2,359	2,467
S&P Global Mkt Intel	2,009	2,115	2,184	2,195	2,200	nd
E2 Economia	2,015	2,078	2,119	2,108	2,097	2,216
Econ Intelligence Unit	2,090	2,038	2,045	2,020	2,020	nd
Investec	1,896	2,006	2,094	2,161	2,094	2,345
4intelligence	2,019	1,965	1,927	1,954	2,002	2,129
Euromonitor International	1,985	1,961	1,973	2,001	2,021	nd
ISGR	1,980	1,945	1,943	1,920	1,900	1,950
Macquarie	1,930	1,950	2,000	2,100	2,200	nd
Pezco Economics	1,934	1,953	2,031	2,035	1,995	2,231
Oxford Economics	1,941	1,944	1,963	1,983	2,003	nd
WestPac	1,965	1,880	1,400	0	0	nd
Panmure Liberum	1,875	1,830	1,880	1,890	1,916	1,920
BMO	1,800	1,800	1,813	1,850	1,900	nd
Capital Economics	1,875	1,753	na	nd	nd	nd
Average	**1,994**	**2,017**	**2,034**	**1,975**	**1,973**	**2,255**
Grant Thornton adopted	**1,994**	**2,017**	**2,034**	**1,975**	**1,973**	**2,255**
Grant Thornton adopted (Low)	**1,894**	**1,917**	**1,933**	**1,877**	**1,874**	**2,142**
Grant Thornton adopted (High)	**2,094**	**2,118**	**2,136**	**2,074**	**2,071**	**2,367**

Source: Consensus Economics June 2026.
Notes: (1) The adopted low and high prices have been calculated by adjusting the consensus average by ±5.0%.

For personal use only

Silver

Silver price forecast US$/oz nominal	2HCY26	CY27	CY28	CY29	CY30	LT
Commerzbank	88	94	nd	nd	nd	nd
OCBC	86	96	nd	nd	nd	nd
Deutsche Bank	86	90	89	nd	nd	nd
UBS	98	85	65	48	47	54
RBC Capital Markets	80	90	80	65	55	nd
JP Morgan	88	86	nd	nd	nd	nd
Investec	80	88	88	72	69	46
Pezco Economics	82	85	84	82	81	90
TD Securities	80	83	75	nd	nd	nd
BoA Securities	93	77	58	54	nd	nd
Morgan Stanley	74	71	64	57	57	36
Swift Economics	73	71	70	72	72	74
Euromonitor International	68	67	64	59	58	nd
Bank Julius Baer	74	66	65	65	65	nd
BMO	69	64	53	44	41	nd
4intelligence	73	65	56	45	46	49
Macquarie	73	65	55	45	40	nd
Oxford Economics	65	60	60	60	61	nd
S&P Global Mkt Intel	70	54	44	37	34	nd
ISGR	62	52	60	55	50	65
Panmure Liberum	62	49	40	38	35	36
Capital Economics	53	39	nd	nd	nd	nd
Average	**76**	**73**	**65**	**56**	**54**	**56**
Grant Thornton adopted	**76**	**73**	**65**	**56**	**54**	**56**
Grant Thornton adopted (Low)	**72**	**69**	**62**	**53**	**51**	**53**
Grant Thornton adopted (High)	**80**	**76**	**68**	**59**	**57**	**59**

Source: Consensus Economics June 2026.
Notes: (1) The adopted low and high prices have been calculated by adjusting the consensus average by ±5.0%.

For personal use only

Appendix I – Glossary

Aberdeen Minerals	Aberdeen Minerals Limited
Abitibi Metals or Abitibi	Abitibi Metals Corp.
Ag	Silver
AIM	Market of that name operated by the LSE
AIM	Alternative Investment Market
AISC	All-In Sustaining Cost
AMC	AMC Consultants Pty Ltd
APES 225	APES 225 Valuation Services
Arizona Sonoran or Arizona	Arizona Sonoran Copper Company Inc.
ASIC	Australian Securities Investment Commission
ASX	Australian Securities Exchange
ATO	Australian Taxation Office
Au	Gold
AUD$ or A$	means Australian dollars, being the lawful currency of the Commonwealth of Australia.
Berenberg	Joh. Berenberg, Gossler & Co. KG
C1	Direct cash cost of producing a unit of metal, excluding sustaining and capital costs.
CAD$ or C$	means Canadian dollars, being the lawful currency of Canada.
Call Option Deed	CAML has entered into a call option deed with Ocean Partners in respect of their relevant interests in an aggregate 120,906,526 Cygnus Shares representing, 9.9% of Cygnus Shares on issue as at the Last Practical Date
CAML	Central Asia Metals PLC
CAML Director	A director of CAML
CAML Financial Model or Financial Model	The financial model provided by CAML Management containing cash flow forecasts for the Kounrad and Sasa Projects
CAML Management	The management of CAML
CAML Options	An option in CAML
CAML Ordinary Shares	An ordinary share in CAML
CAML Shareholder	Each person who is registered as the holder of a CAML Share in the CAML Share Register from time to time
CAML Shares	A share in CAML
Cannindah Resources	Cannindah Resources Limited
Capex	Capital expenditure
Capital Asset Pricing Model or CAPM	A financial model that estimates an asset's expected return as the sum of the risk-free rate and a market risk premium scaled by the asset's beta.
Caravel Minerals or Caravel	Caravel Minerals Limited
Carnaby Resources or Carnaby	Carnaby Resources Limited
Chibougamau Project	Cygnus Metals' copper-gold development project located in the Chibougamau mining district of Québec, Canada
CIM	Canadian Institute of Mining, Metallurgy and Petroleum's
Coda Minerals	Coda Minerals Ltd
Combined Group	CAML immediately after the acquisition of Cygnus
Combined Group Share	A share in the Combined Group
Consensus Economics	Consensus Economics Inc.
Court	The Supreme Court of Western Australia, or another court of competent jurisdiction under the Corporations Act agreed by Cygnus and CAML
Cu	Copper
CuEq	Copper equivalent

For personal use only

CuEq Multiple	Enterprise value divided by CuEq tonnage
CY	Financial year ended 31 December
Cygnus	Cygnus Metals Limited
Cygnus Directors	A director in Cygnus
Cygnus Management	The management of Cygnus
Cygnus Options	An option in Cygnus
Cygnus Ordinary Share	An ordinary share in Cygnus
Cygnus Performance Rights	A performance rights in Cygnus
Cygnus Share Rights	A share right in Cygnus
Cygnus Shareholder	Each person who is registered as the holder of a Cygnus Share in the Cygnus Share Register from time to time
Cyprium Metals or Cyprium	Cyprium Metals Limited
DCF Method	Discounted cash flow methodology
Development Stage	The current point of progress of a mining project along the lifecycle from exploration through to production, reflecting the level of technical studies completed, approvals obtained and development activities undertaken.
DFS or Definitive Feasibility Study	A detailed technical and economic study of a mining project undertaken to a level sufficient to support a development decision and, where applicable, the declaration of Ore Reserves in accordance with the JORC Code (2012).
Directors of Cygnus or Directors	The directors of Cygnus
DISR	Department of Industry, Science and Resources
Doré or Dore	Doré Copper Mining Corp.
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
Effective Date	The date on which the Scheme becomes effective.
Equinox Partners	Equinox Partners Investment Management LLC
ETF	Exchange Traded Fund
Ex-dividend	Ex-Dividend means a share is trading without entitlement to a declared dividend, such that a purchaser of the share will not receive that dividend.
Existing CAML Shareholders	CAML Shareholders before implementation of the Scheme
Exploration	Activities undertaken to identify, investigate and evaluate the presence, extent and quality of mineralisation, including geological mapping, geochemical sampling, geophysics and drilling.
FCF	Free cash flow, being cash flows from operating activities less cash flows from investment activities
FID	Final investment decision
FireFly Metals or FireFly	FireFly Metals Ltd
FY	Financial year ended 30 June
GBP$ or £	means pounds sterling, being the lawful currency of the United Kingdom.
Gold Leaf Corporate Pty Ltd	Gold Leaf Corporate Pty Ltd
GT Gold Corp	GT Gold Corp.
GTCF	Grant Thornton Corporate Finance
Havilah Resources or Havilah	Havilah Resources Limited
IER	Independent Expert Report
Independent Expert	Grant Thornton Corporate Finance
Indicated	Indicated resources
Inferred	Inferred resources
IPO	Initial Public Offering
Iran Conflict	Conflict in Iran which commenced on 28 February 2026
James Bay Lithium Projects	Cygnus' portfolio of three lithium exploration projects (Pontax, Auclair and Sakami) covering approximately 390 km² within the highly prospective James Bay lithium district of Quebec

For personal use only

JORC	The JORC Code (Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves) prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia
KGL Resources or KGL	KGL Resources Limited
Kodiak Copper	Kodiak Copper Corp.
Kounrad Project	CAML's 100%-owned copper cathode production operation located in central Kazakhstan
Last Practicable Date	Has the meaning given in the Scheme Booklet
LHS	Left hand side
LOM	Life of Mine
LSE	London Stock Exchange
M&A	Mergers and acquisitions
M+I	The aggregate of Measured and Indicated Mineral Resources
M+I+I	The aggregate of Measured, Indicated and Inferred Mineral Resources (i.e. total Mineral Resources)
March 2026 Capital Raise	The A$25 million capital raise via a share placement to institutional and sophisticated invested completed by Cygnus A$0.16 per Cygnus Share on 13 March 2026
Market Approach	Application of CuEQ Multiples
May 2022 PEA	The PEA completed for the Chibougamau Project in May 2022 by its prior owners Doré
Mineral Resource or Resource	A concentration or occurrence of solid material of economic interest in or on the Earth's crust, in such form, grade or quality that there are reasonable prospects for eventual economic extraction, as set out in the JORC Code (2012).
MSCI	A global provider of equity market indices and investment research
New CAML Options	CAML Options to be issued to Cygnus Options Holders as replacements for Cygnus Options based on the terms of the Scheme
New CAML Shares	CAML Ordinary Shares to be issued to Scheme Participants in transfer for their Cygnus Shares held as at the Record Date
New World	New World Resources Limited
NI 43-101	Canadian National Instrument 43-101 — Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators, or any successor instrument, rule or policy.
Northisle Copper-Gold	Northlsle Copper and Gold Inc.
NPAT	Net Proft after Tax
NTM	Next-twelve months
Ocean Partners	Ocean Partners Holding Limited
Optimised Feasibility Study	A feasibility study incorporating optimisation of key technical and economic parameters.
Ore Reserve or Reserve	The economically mineable part of a Measured and/or Indicated Mineral Resource, which includes diluting materials and allowances for losses that may occur when the material is mined or extracted, and is defined by appropriate Modifying Factors, as set out in the JORC Code (2012)
PEA	Preliminary Economic Assessment, an early-stage economic evaluation of a mining project.
Peel Mining or Peel	Peel Mining Limited
PFS or Pre Feasibility Study	An early- to mid-stage technical and economic assessment used to evaluate whether a project is potentially viable and worth progressing to more detailed study or development.
PolarX Limited	PolarX Limited
Price Adjusted CuEq Multiple	CuEq multiple adjusted to reflect the different price environment of copper at the date of the comparable transactions
Probable	A category of Ore Reserve derived from Indicated and, in some circumstances, Measured Mineral Resources, for which the confidence in Modifying Factors is lower than for a Proven Ore Reserve, as defined under the JORC Code (2012).

For personal use only

Proven	A category of Ore Reserve derived from Measured Mineral Resources, for which the highest level of confidence exists in geological, technical and economic factors, as defined under the JORC Code (2012).
Quoted Security Price Method or QSM	Quoted price for listed securities, where there is a liquid and active market
RBC	Royal Bank of Canda
Record Date	Means 5.00pm on the second business day following the Effective Date, or such other date agreed in writing (acting reasonably, taking account of ASX requirements) between the Cygnus and CAML.
Report	Grant Thornton's IER
Rex Minerals	Rex Minerals Ltd
RG 111	Regulatory Guide 111 Contents of expert reports
RG 112	Regulatory Guide 112 Independence of experts
RG 74	Regulatory Guide 74 Acquisitions approved by members
RHS	Right hand side
ROM	Run-of-Mine, being ore or mineralised material that has been mined and stockpiled without having undergone processing or beneficiation.
Sandfire Resources America or Sandfire	Sandfire Resources America Inc.
Sasa Project	CAML's 100%-owned underground zinc-lead operation located in North Macedonia
Scheme Booklet	The Scheme Booklet associated with the recommended Scheme of Arrangement between Cygnus and its shareholders in relation to the proposed acquisition of Cygnus by CAML
Scheme Consideration	The Scheme consideration to be provided to Scheme Participants under the terms of the Scheme, for the transfer of their Cygnus Shares held as at the Record Date, comprising, for each Scheme Participant 0.06 New CAML Shares for each Cygnus Share held.
Scheme Meeting	The meeting of Cygnus Shareholders ordered by the Court to be convened under section 411(1) of the Corporation Act to consider and vote on the Scheme
Scheme or Transaction	The proposed scheme of arrangement between Cygnus and CAML by which CAML has agreed to acquire all of the ordinary issued capital in Cygnus
Scheme Participants	A Cygnus Shareholder as at the Record Date
Scoping Study	A high-level, order-of-magnitude technical and economic study undertaken early in project evaluation to assess potential viability, recognising that it is based on limited technical and economic parameters and is insufficient to support Ore Reserve estimation
Share Sale Facility	As part of the Scheme, and subject to receipt of any required regulatory approvals, CAML intends to put in place a share sale facility where, eligible Cygnus Shareholders, excluding Ineligible Foreign Shareholders, who hold 85,176 Cygnus Shares or fewer as at the Scheme Record Date may elect for the New CAML Shares that would otherwise be issued to them under the Scheme to be sold on their behalf after implementation of the Scheme by a third party broker
SID	Scheme Implementation Deed
SOTP Approach	Sum-of-the-parts approach
Sprott Junior Copper Miners ETF	The Sprott Junior Copper Miners ETF provides exposure to companies primarily engaged in copper exploration, development and early-stage production.
SRP	Specific Risk Premium
Stria Lithium or Stria	Stria Lithium Inc.
SX-EW	Solvent Extraction and Electrowinning
Symorgh Investments	Symorgh Investments Pty Ltd
Takeovers Panel	The Australian body responsible for resolving disputes concerning control transactions under the Corporations Act.
The Global X Copper Miners ETF	The Global X Copper Miners ETF provides exposure to a broad portfolio of global companies engaged in copper mining.
The VanEck Gold Miners ETF	The VanEck Gold Miners ETF provides exposure to a diversified portfolio of companies primarily engaged in gold mining

Traxys	A global commodities trader and marketer specialising in the sourcing, financing, transportation and sale of metals, minerals and other raw materials
Trilogy Metals or Trilogy	Trilogy Metals Inc.
True North Copper	True North Copper Limited
TSX	Toronto Stock Exchange
TSXV	TSX Venture Exchange
UK	United Kingdom
USD$	means United States dollars, being the lawful currency of the United States of America.
VWAP	Volume-weighted average price
WACC	Weighted Average Cost of Capital
Western Copper and Gold	Western Copper and Gold Corporation
Zn	Zinc

For personal use only



Appendix J – AMC Technical Specialist Report

For personal use only

AMC Consultants Pty Ltd.
ABN 58 008 129 164

Level 12, 477 Collins Street
Melbourne VIC 3000
Australia

T +61 3 8601 3300
E melbourne@amcconsultants.com

amcconsultants.com

For personal use only

Report

Independent Technical Specialist Report

Cygnus Metals Limited

AMC Project 0126169
27 July 2026

For personal use only

27 July 2026

The Directors
Grant Thornton Australia Ltd
Grosvenor Place, Level 26, 225 George Street
Sydney, NSW, 2000

Dear Directors

Cygnus Mining Limited

Independent Technical Specialist Report

Cygnus Mining Limited (Cygnus) advised in its Market Release dated 2 June 2026 that it had entered into a binding scheme implementation deed with Central Asia Metals Limited (CAML) in relation to a proposal for CAML to acquire 100% of the issued shares in Cygnus by way of a scheme of arrangement (Transaction).

Grant Thornton Australia Ltd (GTA) advised AMC Consultants Pty Ltd (AMC) that:

1 Cygnus engaged GTA to prepare an independent expert's report (IER) in relation to the Transaction.
2 GTA required technical advice in relation to its preparation of the IER and an independent technical specialist's report (ITSR) to accompany the IER.

Accordingly, Cygnus engaged AMC to provide technical advice to GTA and prepare the ITSR concerning the mineral assets of Cygnus (Cygnus Mineral Assets) and CAML (CAML Mineral Assets).

As instructed by GTA, the scope of ITSR consists of:

- AMC's description of the Mineral Assets.
- AMC's review of Cygnus' estimates of Mineral Resources.
- AMC's review of CAML's estimates of production profiles, capital expenditure, and operating costs for material producing CAML Mineral Assets for which life-of-mine plans were provided by CAML.
- AMC's valuations of Cygnus' Mineral Resources, and Cygnus' exploration properties.
- The valuation date is 17 July 2026.

AMC's valuations as referred to in this letter and described in the ITSR are presented on a 100% Cygnus basis, noting that Cygnus does not hold 100% of some of the Cygnus Mineral Assets.

The locations of the Cygnus Mineral Assets are at Chibougamau and at James Bay, both in Quebec Canada and in Western Australia, Australia.

The location of the CAML Mineral Assets are in Macedonia and in Kazakhstan.

The ITSR is attached to this letter and is to be read in conjunction with this letter.

For personal use only

Executive summary

Mineral Assets

Cygnus Mineral Assets are located in three regions across Canada and Australia.

Chibougamau Project Complex (Chibougamau) located in Central Quebec includes a combined Mineral Resource of 14.9 Mt at 3.3% copper equivalent (CuEq). Land tenure over the Chibougamau comprises tenements clustered in three main areas at Copper Rand, Devlin/Corner Bay and Joe Mann:

- Copper Rand:
  - 15 mining concessions and 304 exploration tenements, 100% owned by CBAY Minerals Inc. (CBAY).
- Corner Bay – Devlin:
  - One mining lease and 142 exploration tenements, 100% owned by CBAY.
  - 17 exploration tenements, 56.41% owned by CBAY.
- Joe Mann:
  - Two mining concessions and 82 exploration tenements, 100% owned by CBAY.
  - One mining concession and 68 exploration tenements, 65% owned by CBAY.
- There are also a group 22 isolated exploration tenements in the Chibougamau region at Gwilllim and three at Tortigny.

At James Bay in northern Quebec, Cygnus has a major landholding of 389.6 km^2, comprising three lithium projects over 775 tenements:

- Pontax, an Indicated and Inferred NI43-101 Mineral Resource of 8.3 Mt at 1.02% Li_2O was announced on 16 October 2024. Avenir Metals Ltd, a wholly owned subsidiary of Cygnus, has earned a 51% interest in the joint venture over the 68 mining titles at Pontax. Pontax Extension is 100% owned by Cygnus.
- Auclair, including the Pegasus prospect. 100% owned by Cygnus.
- Sakami, 100% owned by Cygnus.

The Western Australian tenements are 100% Cygnus owned:

- Bencubbin REE Project.
- Snake Rock Project – nickel, copper, gold and PGEs.
- Bonnie Rock –silver-lead-zinc with associated gold.

CAML Mineral Assets, located in Europe, are:

- The Sasa Mine is located in the northeast of North Macedonia, near the border with Bulgaria, and approximately 150 km east of the capital city of Skopje.
- Kounrad is a heap leach operation located approximately 15 km north of the city of Balkhash, in central Kazakhstan.

For personal use only

AMC's engagement

In providing technical advice to Grant Thornton and preparing the ITSR, AMC:

- Has taken instruction from and reported to Grant Thornton.
- Has been provided with technical information by Cygnus and CAML for the purposes of the assignment.
- Has limited its review of operating costs to site-based costs.
- Has not reviewed State or third-party royalties, taxes, concentrate transport charges, and smelting and refining charges.
- Has been indemnified by Cygnus against actions arising from the assignment:
  - Other than those arising from actions taken or omitted to be taken by AMC illegally, in bad faith, or resulting from gross negligence, recklessness, fraud or material breach of the engagement as agreed.
  - As a result of use by AMC of information provided by Cygnus or its representatives that is false, misleading, or incomplete in a material respect.
- Is being paid a fee by Cygnus according to its normal per diem rates which is not contingent on the outcome of the Transaction.

VALMIN Code

AMC has prepared this letter and the ITSR attached to this letter as a Specialist in accordance with the VALMIN Code[1].

JORC and CIM Codes

Cygnus Mineral Resources and CAML Mineral Reserves are reported in accordance with the CIM Standard[2]. AMC has reviewed the Mineral Resources and the Mineral Reserves to be reported in general accordance with the JORC Code[3].

In this letter and the ITSR attached to this letter, AMC's use of the terms Mineral Resources, Ore Reserves are in accordance with the JORC Code. The term Mineral Reserves is in accordance with the CIM standard.

ASIC Regulatory Guides

AMC has prepared this letter and the ITSR attached to this letter in compliance with the requirements of the Australian Securities & Investments Commission (ASIC) Regulatory Guide 111 (Content of expert reports) and Regulatory Guide 112 (Independence of experts).

AMC's independence

Neither AMC nor the contributors to this letter and the ITSR attached to this letter have any interest, direct or indirect, in Cygnus or CAML, or their subsidiaries or associated companies that could be reasonably construed to affect their independence. AMC will not receive benefits other than the fee

[1] Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, The VALMIN Code, 2015 Edition. Prepared by the VALMIN Committee of the Australasian Institute of Mining and Metallurgy (AusIMM) and Australian Institute of Geoscientists (AIG). Effective 30 January 2016. Mandatory for AusIMM and AIG members from 1 July 2016.

[2] Canadian National Instrument 43-101 (NI 43-101) Standards of Disclosure for Mineral Projects and CIM Definition Standards for Mineral Resources and Mineral Reserves (2014)

[3] Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, The JORC Code 2012 Edition. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australasian Institute of Geoscientists and Minerals Council of Australia (JORC). Effective 20 December 2012 and mandatory from 1 December 2013.

For personal use only

paid to AMC in connection with preparation of the ITSR. That fee paid to AMC is not dependent on the contents of this letter and the ITSR attached to this letter. Therefore, AMC does not have any pecuniary or other interests that could reasonably be regarded as capable of affecting its ability to provide an unbiased opinion as presented in this letter and the ITSR attached to this letter.

AMC does not, nor do its directors or employees, have any other business relationship with Cygnus or related companies other than the carrying out of individual consulting assignments as engaged. AMC has had no part in formulation of the Transaction or its outcome.

Based on the above, AMC concludes that it is independent.

AMC's sources of information and site visits

Principal items of information provided by Cygnus and CAML via separate datarooms and to AMC and considered by AMC in the preparation of this letter and the ITSR attached to this letter are listed in Appendix B of the ITSR. That list is not exhaustive.

Although the Chibougamau and Pontax projects are significant components of the Mineral Assets in terms of value, AMC considered that a site visit was not warranted for the purposes of preparing the ITSR because:

1 There were no developments or no activities on site at the time of preparing the ITSR that would, in AMC's opinion, be likely to reveal information that could impact the AMC's assessments for the projects. Drilling is performed over winter over frozen lakes. There is currently no drilling activity.

2 There was sufficient current information available to allow an informed evaluation to be made without an inspection in the form of studies, photos, exploration reports, maps, and aerial photos and discussions off-site with Cygnus personnel.

AMC did not visit the exploration projects that are not part of the key operations on the basis that they were not material to the overall value of Cygnus.

For the purposes of preparing this letter and the ITSR attached to this letter, AMC reviewed material technical reports and information. The material reviewed included public documents and internal Cygnus and CAML information not available to the public. Key documents included the draft NI 43-101 Technical Reports on certain operations, life-of-mine plans, mineral documentation, , management and production reports, specialist reports prepared by external consultants, and technical data including drillhole data, block models, pit and underground design files, topographical surfaces, and mine schedules.

AMC did not audit the information provided to it but aimed to satisfy itself that all that information was prepared in accordance with proper industry standards and is based on data that AMC considers to be of acceptable quality and reliability. Where AMC has not been so satisfied, AMC has included comment in the ITSR.

In correspondence relating to AMC's commission by Cygnus to prepare the ITSR, Cygnus agreed to comply with those obligations of the commissioning entity under the VALMIN Code including that it would provide AMC with all the information it is aware of about the subject of AMC's assignment in sufficient detail to enable AMC to determine its relevance.

Cygnus has represented in writing that to the best of its knowledge, it has provided AMC with all material information relevant to its Mineral Assets as described in the ITSR.

For personal use only

In preparing this letter and the ITSR attached to this letter, AMC has relied on information provided by Cygnus and CAML, and AMC has no reason to believe that information is materially misleading or incomplete or contains any material errors.

Cygnus, through its acceptance of AMC's proposal to prepare the ITSR, agreed to release and indemnify AMC for any loss or damage howsoever arising from AMC's reliance on any information provided by Cygnus in connection with this letter and the ITSR attached to this letter that is materially inaccurate or incomplete.

Cygnus was provided with a draft of this letter and the ITSR attached to this letter to enable correction of any factual errors and notation of any material omissions. The views, statements, opinions, and conclusions expressed by AMC in the ITSR are based on the assumption that all data provided to it by Cygnus are complete, factual, and correct to the best of Cygnus' knowledge.

Effective date

This letter and the ITSR attached to this letter and the conclusions in them are effective at 17 July 2026. Those conclusions may change in the future with changes in relevant metal prices, further exploration, and other technical developments regarding the Mineral Assets, and the market for mineral assets.

AMC valuation of exploration assets

AMC has provided GTA with valuations of Mineral Resources and of the Exploration Tenements of Cygnus.

For the Exploration Tenements, it is not possible to project cash flows and/or production estimates with sufficient confidence to rely on discounted cash flow methodology. AMC therefore has considered other methods to value the Exploration Assets. These methods are commonly used in Australia to value exploration assets and are discussed in the ITSR.

The VALMIN Code defines:

- A technical value as an assessment of a mineral asset's future net economic benefit under a set of assumptions deemed most appropriate by a practitioner, excluding any premium or discount to account for market considerations.
- a market value as the estimated amount of money (or the cash equivalent of some other consideration) for which the mineral asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing wherein the parties each acted knowledgeably, prudently and without compulsion.

AMC's values of Exploration Tenements are Market Values.

AMC's valuations of Cygnus Mineral Resources, and Cygnus Exploration Tenements are summarized below.

Tenure

Cygnus provided AMC with recent independent reports on the standing of its material tenements (Tenure Reports). The titles of the Tenure Reports are listed in Appendix B to the ITSR. Further to those Tenure Reports, AMC has prepared the ITSR on the basis that the material tenements are current and in good standing.

For personal use only

Cygnus

Two valuation approaches were used for the Valuation of the Mineral Resources. The first approach considered the Technical Value of the Mineral Resources using the Yardstick Value method from comparable transactions. The second method considered previous actual transactions of parts of the Mineral Assets to determine a Technical Value of those parts of the Mineral Assets.

Two approaches were used for the Valuation of Cygnus' WA tenements and Canadian tenements that do not include Mineral Resources (Exploration Tenements), as preferred under the VALMIN Code. The Valuation considered both the Past Expenditure method and the Unit Area method. Actual transactions of tenements were also considered where appropriate.

To determine the Technical Value of the Mineral Assets, AMC considered the outcome of the approaches to provide a range for the Mineral Resources that is based on comparable transactions and the actual transaction, and a range for the tenements that is based on Yardstick Values, the Area Method. Past Expenditure and actual transactions.

The summary of the two approaches is a range of implied Technical Values for the Cygnus Mineral Assets, including Mineral Resources and Exploration Tenements, of between $84M and $134M with a preferred value at the mid-point of $109M.

AMC's values of the Mineral Assets are Technical Values, as defined in the VALMIN Code. As such, in determining the Technical Value for the Chibougamau Mineral Resources, AMC recommends the preferred value for these assets is at the midpoint of the range of values.

AMC understands that Chibougamau has a history of mining and was processing ore on-site up until 2018. In addition to the processing plant housed in a shed, other infrastructure remains on site. In providing a Technical Value, AMC has considered the metal in the ground. The Technical Value of the Mineral Resource does not consider any premium or discount to account for market considerations such as proximity to a processing plant or other infrastructure that might influence the Market Value.

The Technical Values of the individual assets are provided in Table ES1.

Table ES1 Cygnus Mineral Asset Technical Value summary

Project		Lower (A$M)	Mid Point (A$M)	Upper (A$M)
Chibougamau	Tenements	12	15	18
	Chibougamau	50	65	79
sub-total		**62**	**80**	**98**
James Bay	Tenements	9	11	14
	Pontax	5	8	10
sub-total		**14**	**19**	**24**
Australia	Tenements	2	3	4
Total		**78**	**102**	**126**

Detailed project descriptions and explanation of the valuation methodologies are provided in the following sections of this ITSR.

CAML

AMC reviewed the Sasa Mine and Kounrad Mineral Resource estimates and the Sasa Mineral Reserve estimate which are reported in accordance with the Canadian National Instrument 43-101 (NI 43-101)

Standards of Disclosure for Mineral Projects and CIM Definition Standards for Mineral Resources and Mineral Reserves (2014).

In AMC's opinion, these estimates were prepared in general accordance with the JORC Code.

AMC consider the Sasa Mine physicals and capital and operating costs as presented in the CAML financial model to be a suitable basis for the AMC Production Case.

The Kounrad waste dumps are the result of historic open pit mining of the Kounrad copper porphyry deposit carried out between 1936 and 2005 and consist of copper oxide and low-grade sulphide material. Two main areas are present: the smaller eastern dumps with higher-grade oxide material, and the larger western dumps containing a higher proportion of mixed and sulphide material.

AMC considers the Kounrad physicals and capital and operating costs as presented in the CAML financial model to be a suitable basis for the AMC Production Case.

For personal use only

For personal use only

AMC Qualifications

AMC is a firm of mineral industry consultants whose activities include the preparation of due diligence reports and reviews on mining and exploration projects for equity and debt funding and for public reports.

The contributors to the ITSR are listed in Appendix A.

Format of the ITSR

The ITSR attached to this letter is in the form of separate sections for each of the Mineral Assets.

In the ITSR:

- The valuation date is 17 July 2026.
- Monetary figures are expressed in 2026 Australian dollars (A$) or United States dollars (US$) or Canadian dollars (C$) unless otherwise noted.
- Costs are presented on a real, cash cost basis unless otherwise specified.
- Production and costs are presented on a calendar year basis unless otherwise specified.
- A list of contributors to the ITSR is presented in Appendix A.
- A list of key reference material is presented in Appendix B.
- Abbreviations are defined and a glossary of terms used is presented in Appendix C.

Fees

Cygnus will pay AMC a professional fee according to AMC's normal per diem rates for the preparation of the ITSR and reimburse AMC for of out-of-pocket expenses. The fee or its payment is not contingent upon the content of the ITSR or the outcome of the Transaction, and AMC will not receive any other benefit for the preparation of the ITSR.

Consent

The ITSR has been provided to GTA for the purposes of forming its opinion as to whether the Transaction is in the best interests of the Newcrest shareholders. AMC has given its consent for the ITSR to be appended to GTA's IER and to be included, in full, in the scheme documents and has not withdrawn that consent before their lodgement with the Australian Securities & Investments Commission. Neither this letter or the ITSR nor any part of them may be used for any other purpose without written consent.

The signatories to this letter and, accordingly, the ITSR attached to this letter are corporate members of the AusIMM and bound by its Code of Ethics.

Yours faithfully

Andrew Proudman
F AusIMM
Senior Principal Consultant

David Lee
F AusIMM
Director and Head of Transactions and Corporate

For personal use only

Quality control

The signing of this statement confirms this report has been prepared and checked in accordance with the AMC Peer Review Process.

Project Manager	The signatory has given permission to use their signature in this AMC document	27 July 2026
	Andrew Proudman	Date
Peer Reviewer	The signatory has given permission to use their signature in this AMC document	27 July 2026
	Andrew Hall	Date
Author	The signatory has given permission to use their signature in this AMC document	27 July 2026
	Andrew Proudman, David Lee & Nigel Thiel	Date

Important information about this report

Confidentiality

This document and its contents are confidential and may not be disclosed, copied, quoted or published unless AMC Consultants Pty Ltd. (AMC) has given its prior written consent.

No liability

AMC accepts no liability for any loss or damage arising as a result of any person other than the named client acting in reliance on any information, opinion or advice contained in this document.

Reliance

This document may not be relied upon by any person other than the client, its officers and employees.

Information

AMC accepts no liability and gives no warranty as to the accuracy or completeness of information provided to it by or on behalf of the client or its representatives and takes no account of matters that existed when the document was transmitted to the client but which were not known to AMC until subsequently.

Precedence

This document supersedes any prior documents (whether interim or otherwise) dealing with any matter that is the subject of this document.

Recommendations

AMC accepts no liability for any matters arising if any recommendations contained in this document are not carried out, or are partially carried out, without further advice being obtained from AMC.

Outstanding fees

No person (including the client) is entitled to use or rely on this document and its contents at any time if any fees (or reimbursement of expenses) due to AMC by its client are outstanding. In those circumstances, AMC may require the return of all copies of this document.

Public reporting requirements

If a Client wishes to publish a Mineral Resource or Ore / Mineral Reserve estimate prepared by AMC, it must first obtain the Competent / Qualified Person's written consent, not only to the estimate being published but also to the form and context of the published statement. The published statement must include a statement that the Competent / Qualified Person's written consent has been obtained.

For personal use only

Contents

1 Introduction 1
1.1 Mineral Assets 1
1.2 AMC's engagement 1
1.3 AMC's report 2
1.4 JORC Code 2
1.5 Site visits 2
1.6 Format of the ITSR 2
1.7 Cygnus Valuation approach 3
1.8 Standing of tenements 4
2 Cygnus Metals 5
2.1 Cygnus Mineral Assets 5
2.1.1 Location and background 5
2.2 Mineral Resource estimates 10
2.2.1 Chibougamau 11
2.2.1.1 Geology and Mineral Resources 11
2.2.1.2 Local geology and mineralisation 12
2.2.1.3 Data collection 17
2.2.1.4 Mineral Resource estimation process 18
2.2.1.5 Reported Mineral Resource 18
2.2.2 James Bay 20
2.2.2.1 Geology and mineralisation 20
2.2.2.2 Data collection 22
2.2.2.3 Mineral Resource estimation 22
2.2.2.4 Pontax Mineral Resource 23
2.3 Valuation methods – Cygnus Mineral Assets 23
2.3.1 The Yardstick Value method 24
2.3.2 The Unit Area method 24
2.3.3 The Past Expenditure Method 24
2.4 Mineral Resources Yardstick Value determinations 25
2.4.1 Copper 25
2.4.2 Gold 27
2.4.3 Lithium 28
2.4.4 Actual transactions 29
2.5 Mineral Resource Technical Values 29
2.5.1 Chibougamau Mineral Resource Technical Value 29
2.5.2 James Bay Mineral Resource Technical Value 30
2.5.3 Summary of Mineral Resource Technical Values 30
2.6.1.1 Past Expenditure method 31
2.6.1.2 Unit Area method - comparable transactions 33
2.6.1.3 Summary of Chibougamau tenements Technical Value 35
2.6.2 James Bay tenement Technical Value 35
2.6.2.1 Past Expenditure method 35
2.6.2.2 Unit Area method – comparable transactions 36
2.6.2.3 Unit Area method - actual transactions 37
2.6.2.4 Summary of James Bay tenement Technical Value 38
2.6.3 WA tenements 39
2.6.3.2 Unit Area method 40
2.6.3.3 Summary of WA tenements Technical Value 42
2.6.4 Summary Technical Value of Exploration Tenements 43

2.7 Summary Mineral Asset Technical Value 43
3 Central Asia Metals 45
3.1 Overview 45
3.2 Sasa 45
3.2.1 Location and background 45
3.2.1.1 Ownership 45
3.2.1.2 Location 45
3.2.1.3 Physiography 46
3.2.1.4 Mineral Tenure 46
3.2.1.5 Background 47
3.2.1.6 Description 47
3.2.1.7 Historical performance 48
3.2.2 Geology and Mineral Resources 49
3.2.2.1 Regional and deposit geology 50
3.2.2.2 Exploration history 51
3.2.2.3 Geological data collection and collation 51
3.2.2.4 Resource Estimate 53
3.2.3 Mining and Ore Reserves 55
3.2.3.1 Geotechnical 55
3.2.3.2 Mining method 56
3.2.3.3 Cut-off grade 57
3.2.3.4 Mine design 57
3.2.3.5 Mining equipment 58
3.2.3.6 Mine infrastructure 58
3.2.3.7 Mining schedule 58
3.2.3.8 Ore Reserves 61
3.2.4 Mineral processing 62
3.2.4.1 Metallurgical Testing 62
3.2.4.2 Recovery modelling 63
3.2.4.3 Sasa processing plant 63
3.2.4.4 Historical Performance 64
3.2.4.5 Forecast Performance 65
3.2.4.6 Tailings Storage Facility 66
3.2.4.7 Transportation of Concentrates 68
3.2.5 Site infrastructure and services 68
3.2.6 Environmental, social and permitting 69
3.2.6.1 Permitting 69
3.2.6.2 Environmental 69
3.2.6.3 Social 70
3.2.6.4 Closure 70
3.2.7 Capital and operating costs 71
3.2.7.1 Capital Costs 71
3.2.7.2 Operating Costs 71
3.2.8 Risk and opportunities 71
3.2.8.1 Risks 72
3.2.8.2 Opportunities 72
3.2.9 AMC Production Case 72
3.3 Kounrad 73
3.3.1 Location and background 73
3.3.1.1 Ownership 73
3.3.1.2 Location 73

For personal use only

For personal use only

3.3.1.3 Physiography 74
3.3.1.4 Mineral tenure 74
3.3.1.5 Background 75
3.3.2 Geology and Mineral Resources 76
3.3.2.1 Dump geology 77
3.3.2.2 Exploration history 77
3.3.2.3 Geological data collection and collation 78
3.3.2.4 Grade estimates 79
3.3.3 Mining and Ore Reserves 81
3.3.4 Mineral processing 81
3.3.4.1 Metallurgical testing 81
3.3.4.2 Recovery Modelling 82
3.3.4.3 Leach Recoveries 84
3.3.4.4 SX-EW Efficiency 85
3.3.4.5 Kounrad processing plant 85
3.3.4.6 Site Laboratory 90
3.3.4.7 Maintenance 90
3.3.4.8 Site infrastructure and services 90
3.3.5 Environmental, social and permitting 91
3.3.5.1 Permitting 91
3.3.5.2 Environmental 92
3.3.5.3 Health and Safety 92
3.3.5.4 Social 92
3.3.5.5 Closure 93
3.3.6 Capital and operating costs 93
3.3.7 Key risks and opportunities 94
3.3.7.1 Risks: 94
3.3.7.2 Opportunities: 94
3.3.8 AMC production case 94

Tables

Table 2.1 Chibougamau Mineral Resource estimate effective as of 31 October 2025 18
Table 2.2 Pontax Mineral Resource estimate as of 16 October 2024 23
Table 2.3 Pontax JORC Mineral Resource effective as of 14 August 2023 23
Table 2.4 Comparable copper transactions with Mineral Resources or Ore Reserves 25
Table 2.5 Comparable transactions with gold Mineral Resources 27
Table 2.6 Comparable transactions with lithium Mineral Resources 28
Table 2.7 Technical Value of Chibougamau Mineral Resources from comparable transactions 30
Table 2.8 Mineral Resource Technical Value summary 30
Table 2.9 Implied Technical Value of Chibougamau tenements based on past expenditure 32
Table 2.10 Comparable transactions of Canadian copper and gold-based tenements 33
Table 2.11 Technical Value of Chibougamau tenements using the Unit Area method 35
Table 2.12 Technical Value of James Bay tenements using the Past Expenditure method 36
Table 2.13 Unit Area comparable transactions of Canadian lithium-based tenements 36
Table 2.14 Technical Value of James Bay tenements using the comparable transaction Unit Area method 37
Table 2.15 Technical Value of James Bay tenements using the actual transaction Unit Area method 38

For personal use only

Table 2.16 Summary Technical Value of James Bay tenements 39
Table 2.17 Technical Value of WA tenements using the exploration expenditure method 40
Table 2.18 Comparable transactions of copper based tenements 41
Table 2.19 Technical Value of WA tenements using the Unit Area method 42
Table 2.20 Summary Technical Value of WA tenements 43
Table 2.21 Technical Value of Exploration Tenements 43
Table 2.22 Summary of implied Cygnus Mineral Asset Technical Value 44
Table 3.1 Sasa Production history 2008-2025 48
Table 3.2 Total Mineral Resource estimation for the Sasa lead zinc deposit, 31 December 2025 49
Table 3.3 Dilution and Mining Recovery Factors by mining method 57
Table 3.4 Annual mining schedule 59
Table 3.5 Sasa Ore Reserves as at 31 December 2025 61
Table 3.6 Sasa process plant – key design parameters 64
Table 3.7 Historical Plant Performance Data Since 2017 65
Table 3.8 Forecast Plant Performance From 2026 65
Table 3.9 Sasa Mine Capital Costs (US$M) 71
Table 3.10 Sasa Mine Operating Costs (US$M) 71
Table 3.11 Sasa Mine Production Case 72
Table 3.12 Kounrad In-Situ Dump Leach Operation Production History 76
Table 3.13 Kounrad Mineral Resource estimation as at 2017 77
Table 3.14 Kounrad In Situ Dump Leach Operation Mineral Reserve estimate as of 31 December 2025 81
Table 3.15 Leach Recoveries and Recoverable Contained Metal 84
Table 3.16 Solvent Extraction Design Parameters 86
Table 3.17 Annual Total Consumables Data for 2025 87
Table 3.18 Historical Kounrad Annual Copper Production 87
Table 3.19 Summary of Kounrad Production Schedule 89
Table 3.20 Kounrad Copper Cathode Analysis 89
Table 3.21 Summary of Kounrad capital costs 93
Table 3.22 Summary of Kounrad operating costs 93
Table 3.23 Kounrad Production Case 94

Figures

Figure 2.1 Location plan Copper Rand, Corner Bay – Devlin, and Joe Mann land tenure. 6
Figure 2.2 Location Plan James Bay lithium projects 7
Figure 2.3 Pontax tenement plan 8
Figure 2.4 Auclair tenement plan 8
Figure 2.5 Sakami tenement plan 9
Figure 2.6 WA Tenement locations 10
Figure 2.7 AGB geology 12
Figure 2.8 Dore Lake Complex geology 13
Figure 2.9 Corner Bay - Devlin geology 14

Figure 2.10 Joe Mann and Devlin geology 15
Figure 2.11 Geology plan for Pontax 21
Figure 2.12 Comparable transactions – plot of contained gold versus implied indexed value 28
Figure 2.13 Comparable copper-gold transaction Unit Area values per km^2 34
Figure 2.14 Comparable transaction Unit Area values per km^2 42
Figure 3.1 Location of the Sasa Mine 45
Figure 3.2 Extent of Sasa concessions 46
Figure 3.3 Sasa regional geology 50
Figure 3.4 Sasa deposit geology 51
Figure 3.5 Isometric mine design overview showing mining methods looking Northeast 57
Figure 3.6 Annual LOM ore tonnes mined by mining method 60
Figure 3.7 Annual ore tonnes mined actual and LOM forecast 61
Figure 3.8 Flowsheet for the Sasa Processing Plant 64
Figure 3.9 Sasa Mine TSF Outline 67
Figure 3.10 Location of Kounrad 73
Figure 3.11 Kounrad Concession Extents 75
Figure 3.12 Waste dump drillhole locations 78
Figure 3.13 Western Dumps Column Test Results 82
Figure 3.14 Western Dumps Leach Design Recovery Curves 83
Figure 3.15 Dumps that have Undergone Leaching 88

Appendices

Appendix A List of Contributors
Appendix B Sources
Appendix C A list of abbreviations used in the ITSR

For personal use only

Distribution list

1 e-copy to Cygnus Metals Limited
1 e-copy to AMC Australia office

OFFICE USE ONLY
Version control (date and time)
27 July 2026 16:30 MAC

For personal use only

1 Introduction

AMC Consultants Pty Ltd (AMC) has prepared this independent technical specialist's report (ITSR) in relation to the Cygnus Metals Limited (Cygnus) mineral assets (Cygnus Mineral Assets) and the Central Asia Metals Ltd (CAML) mineral assets (CAML Mineral Assets). This ITSR includes:

- Cygnus:
  - A description of the Cygnus Mineral Assets.
  - An independent opinion as to the Technical Value of the Cygnus Mineral Assets using valuation methods appropriate under the VALMIN Code[4].
- CAML:
  - A brief description of the operating CAML Mineral Assets that are included in the CAML financial model[5].
  - AMC's review regarding the reasonableness of the technical inputs and assumptions to the CAML financial model, covering estimates of production profiles, capital expenditure, and operating costs for the producing CAML Mineral Assets.
  - AMC's production case for the purposes of value modelling by GTA for the CAML Mineral Assets.
  - AMC's scope excluded all mineral assets not included in the CAML financial model.
  - AMC's production case, consisting of a life-of-mine (LOM) production and cost estimate (AMC Production Case) and Technical Values are presented on a 100% basis.

1.1 Mineral Assets

Cygnus Mineral Assets comprise the Chibougamau Copper-Gold project (Chibougamau), three lithium projects located in Quebec, Canada (James Bay) and three tenements in Western Australia (WA tenements) prospective for base metal, gold, and rare earth elements (Cygnus Mineral Assets).

The CAML Mineral Assets comprise the Sasa Mine (Sasa) in Macedonia and the Kounrad Operation (Kounrad) in Kazakhstan (CAML Mineral Assets).

1.2 AMC's engagement

In preparing the ITSR, AMC:

- Has taken instruction from and reported to GTA.
- Has been provided with technical information by Cygnus and CAML for the purposes of the assignment.
- Has limited its review of operating costs to site-based costs.
- Has been indemnified by Cygnus against actions arising from the assignment:
  - Other than those arising from actions taken or omitted to be taken by AMC illegally, in bad faith, or resulting from gross negligence, recklessness, fraud or material breach of the engagement as agreed.
  - As a result of use by AMC of information provided by Cygnus or its representatives that is false, misleading, or incomplete in a material respect.

[4] Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports, The VALMIN Code 2015 Edition, Prepared by The VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Mineral industry Consultants Association with the participation of the Australian Securities and Investment Commission, the Australian Stock Exchange Limited, the Minerals Council of Australia, the Petroleum Exploration Society of Australia, the Securities Association of Australia and representatives from the Australian finance sector.

[5] 2026.03.31 CAML Financial Model.xlsm

Is being paid a fee by Cygnus according to its normal per diem rates which is not contingent on the outcome of the proposed Transaction.

1.3 AMC's report

This ITSR has been prepared by AMC. This report has been prepared in accordance with the Australasian Code for Public Reporting of Technical Assessment and Valuation of Mineral Assets (2015) (the VALMIN Code) to the extent that the code is relevant to AMC's engagement, as well as the Australian Securities and Investment Commission (ASIC) Regulatory Guides 111 (Content of expert reports) and 112 (Independence of experts).

1.4 JORC Code

Cygnus Mineral Resources and CAML Mineral Reserves are reported in accordance with the CIM Standard[6]. AMC has reviewed the Mineral Resources and the Mineral Reserves and considers them to be reported in general accordance with the JORC Code[7].

AMC's use in the Report of the terms Mineral Resources and Ore Reserves are in accordance with the JORC Code.

1.5 Site visits

AMC did not visit either the Cygnus or CAML Mineral Assets for the purposes of this ITSR.

AMC is familiar with metal deposits of the type that underpin the Scheme and there was no significant exploration or development activity in progress at the time of preparing the Report. Exploration at Golden Eye at Chibougamau is carried out in winter as drilling is performed over a frozen lake. There is no access in summer. AMC considers that there is sufficient current information available provided by Cygnus to allow an informed Valuation to be made without an inspection.

AMCs review of CAML was restricted to the reasonableness of the technical inputs and assumptions to the financial model pertaining to CAML's operations. Due to time restrictions AMC relied on a recent site visit by another independent consultant.

1.6 Format of the ITSR

In the ITSR:

- The Valuation date is 17 July 2026.
- Monetary figures are expressed in 2026 Australian dollars ($ or A$), Canadian Dollars (C$) or United States dollars (US$) unless otherwise noted.
- Costs are presented on a real, cash cost basis unless otherwise specified.
- Production and costs are presented on a calendar year basis unless otherwise specified.
- A list of contributors to the ITSR is presented in Appendix A.
- A list of key reference material is presented in Appendix B.
- A list of abbreviations used in the ITSR is presented in Appendix C.

[6] Canadian National Instrument 43-101 (NI 43-101) Standards of Disclosure for Mineral Projects and CIM Definition Standards for Mineral Resources and Mineral Reserves (2014)

[7] Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, The JORC Code 2012 Edition. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australasian Institute of Geoscientists and Minerals Council of Australia (JORC). Effective 20 December 2012 and mandatory from 1 December 2013.

For personal use only

For personal use only

1.7 Cygnus Valuation approach

Key aspects of the scope of this ITSR are:

- Review the Cygnus Mineral Assets
- Provide an independent opinion as to the Technical Value of the Cygnus Mineral Assets using valuation methods appropriate under the VALMIN Code[8].
- Report on the findings including the independent Technical Value of the Cygnus Mineral Assets.

A Preliminary Economic Assessment (PEA) was completed by Doré Copper Mining Corp. (Doré Copper) in 2022 for Chibougamau. The low proportion of Indicated Mineral Resource, additional drilling by Cygnus and work towards an updated PEA change the economics, rendering the 2022 PEA outdated. Cygnus is treating Chibougamau, along with its other Mineral Assets, as ongoing exploration properties.

For exploration properties, it is not possible to project cash flows and/or production estimates with sufficient confidence to rely on discounted cash flow methodology. Therefore, AMC has considered other methods to value the exploration properties.

Two valuation approaches were used for the Valuation of the Mineral Resources. The first approach considered the Technical Value of the Mineral Resources using the Yardstick Value method from comparable transactions. The second method considered previous actual transactions of parts of the Mineral Assets to determine a Technical Value of those parts of the Mineral Assets.

Two approaches were used for the Valuation of Cygnus' WA tenements and Canadian claims (tenements) that do not include Mineral Resources (Exploration Tenements), as preferred under the VALMIN Code. The Valuation considered both the Past Expenditure method and the Unit Area method. Actual transactions of tenements were also considered where appropriate.

To determine the Technical Value of the Mineral Assets, AMC considered the outcome of the approaches to provide a range for the Mineral Resources that is based on comparable transactions and the actual transaction, and a range for the tenements that is based on Yardstick Values, the Area Method. Past Expenditure and actual transactions.

The VALMIN Code defines a Technical Value as an assessment of a Mineral Asset's future net economic benefit at the Valuation Date under a set of assumptions deemed most appropriate by a Practitioner, excluding any premium or discount to account for market considerations.

The VALMIN Code defines a Market Value to mean the estimated amount of money (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing wherein the parties each acted knowledgeably, prudently and without compulsion. The term Market Value as defined in the VALMIN code has the same intended meaning as the term Fair Market Value in the VALMIN Code.

[8] Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports, The VALMIN Code 2015 Edition, Prepared by The VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Mineral industry Consultants Association with the participation of the Australian Securities and Investment Commission, the Australian Stock Exchange Limited, the Minerals Council of Australia, the Petroleum Exploration Society of Australia, the Securities Association of Australia and representatives from the Australian finance sector.

In providing the Technical Value of the Mineral Resource, AMC does not consider any premium or discount to account for market considerations such as proximity to a processing plant or other infrastructure that might influence the Market Value at Chibougamau.

1.8 Standing of tenements

Verification of the standing of Cygnus' tenements is not within the scope of this assignment.

Clause 7.2 of the VALMIN Code states that:

- "The Status of Tenure is Material and requires disclosure. A determination of the Status of Tenure is necessary and **must** be based on a sufficiently recent inquiry to ensure that the information is accurate for the purposes of the Public Report in question."

Cygnus has stated that to the best of its knowledge and belief the tenements are in good standing. Accordingly, AMC has prepared this Valuation based on the tenements being in good standing.

For personal use only

For personal use only

2 Cygnus Metals

2.1 Cygnus Mineral Assets

2.1.1 Location and background

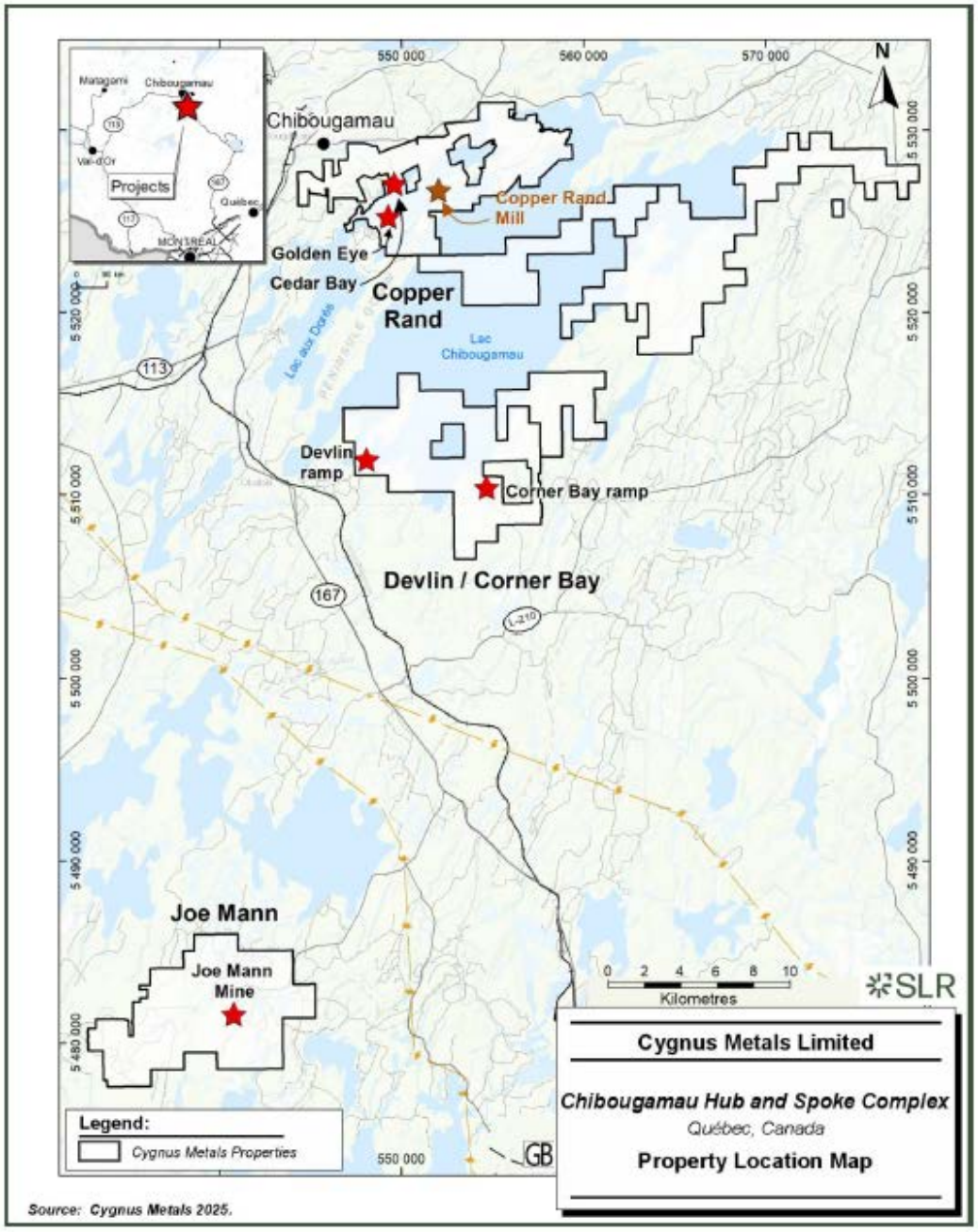
Cygnus Mineral Assets are located in three regions being the Chibougamau Project Complex (Chibougamau) located in Central Quebec, at James Bay in northern Quebec, and in Western Australia.

Chibougamau has a combined Mineral Resource of 14.9 Mt at 3.3% copper equivalent (CuEq) with 6.4 Mt at 3.0% CuEq (Measured and Indicated) and 8.5 Mt at 3.5% CuEq (Inferred). Land tenure over the Chibougamau comprises tenements clustered in three main areas. These tenement areas are Copper Rand, Devlin/Corner Bay and Joe Mann (Figure 2.1):

- Copper Rand:
  - 15 mining concessions and 304 exploration tenements, totalling 14,311 ha, 100% owned by CBAY Minerals Inc. (CBAY).
- Corner Bay – Devlin:
  - One mining lease and 142 exploration tenements, totalling 7,114 ha, 100% owned by CBAY.
  - 17 exploration tenements totalling 444 ha, 56.41% owned by CBAY.
- Joe Mann:
  - Two mining concessions and 82 exploration tenements, totalling 3,180 ha, 100% owned by CBAY.
  - One mining concession and 68 exploration tenements, totalling 3,030 ha (65% CBAY).

There are also 22 separate exploration tenements in the Chibougamau district at Gwilllim and three at Tortigny.

Figure 2.1 Location plan Copper Rand, Corner Bay – Devlin, and Joe Mann land tenure.



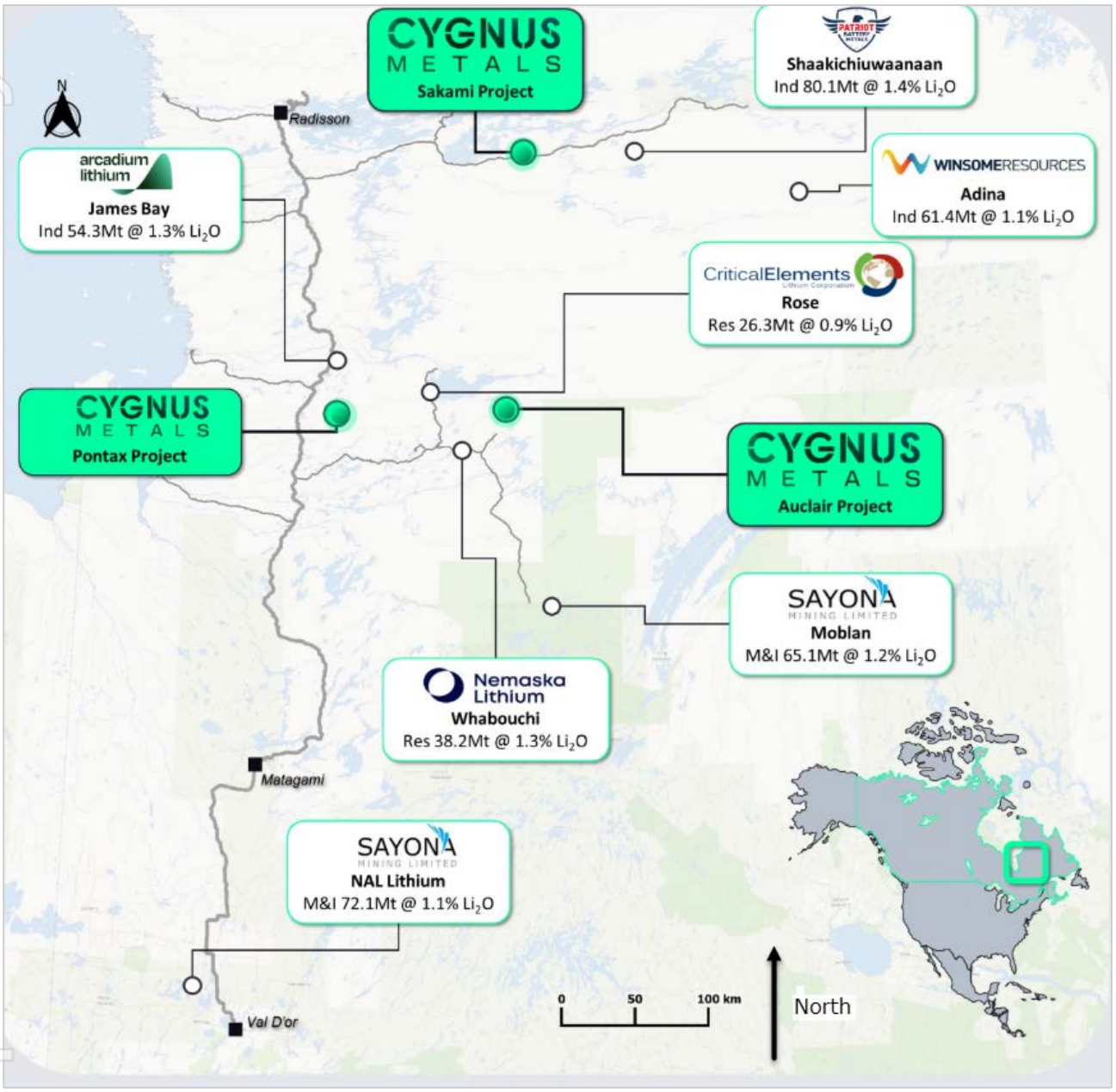
Source: Cygnus PEA 2025

At James Bay in northern Quebec, Cygnus has a major landholding of 389.6 km^2, comprising three lithium projects over 775 tenements:

- At Pontax, an Indicated and Inferred NI43-101 Mineral Resource of 8.3 Mt at 1.02% Li_2O was announced on 16 October 2024. Avenir Metals Ltd, a wholly owned subsidiary of Cygnus, has earned a 51% interest in the joint venture over the 68 mining titles at Pontax. Pontax Extension is 100% owned by Cygnus.
- At Auclair, significant spodumene mineralisation has been identified, including the Pegasus prospect.
- The Sakami Project is located 44 km west of Patriot Battery Metals' Corvette Project and on the same La Grande greenstone belt.

For personal use only

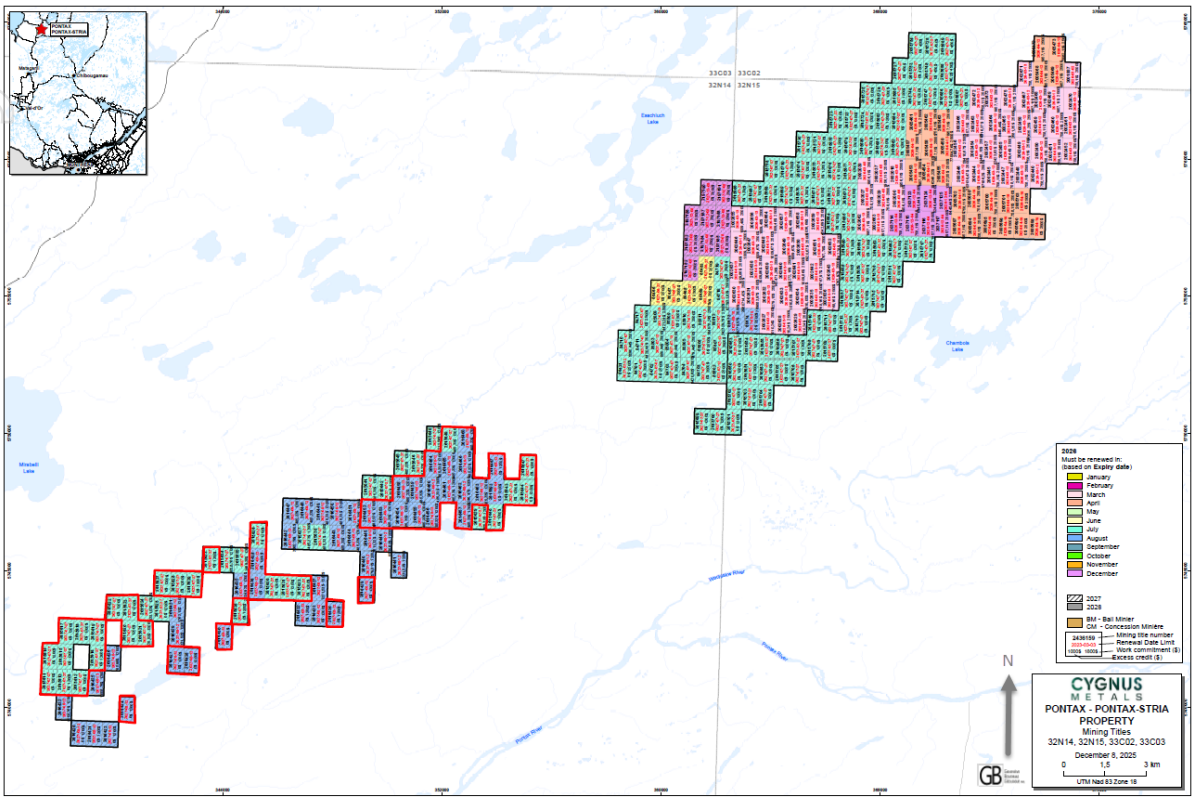
Figure 2.2 Location Plan James Bay lithium projects



Source: Cygnus website July 2026

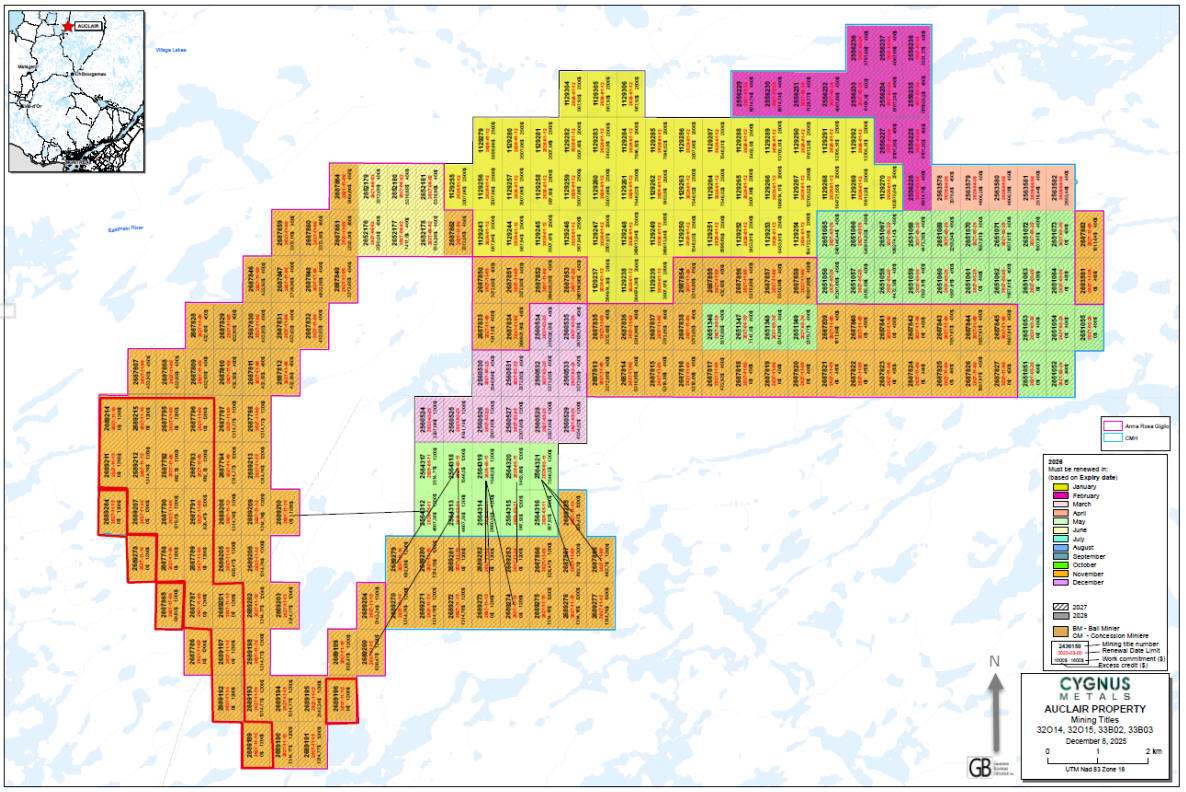
For personal use only

Figure 2.3 Pontax tenement plan



Source: Cygnus dataroom

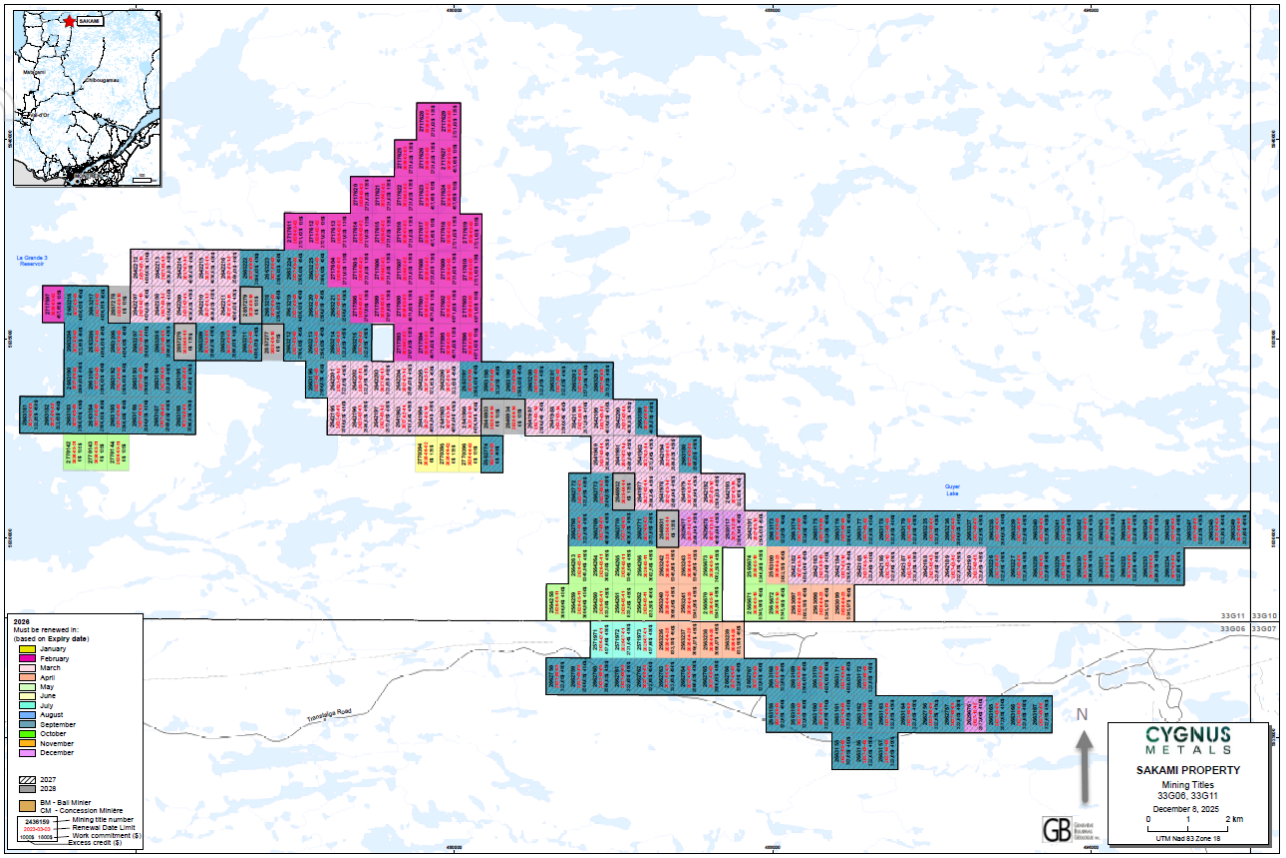
Figure 2.4 Auclair tenement plan



Source: Cygnusdataroom

For personal use only

Figure 2.5 Sakami tenement plan



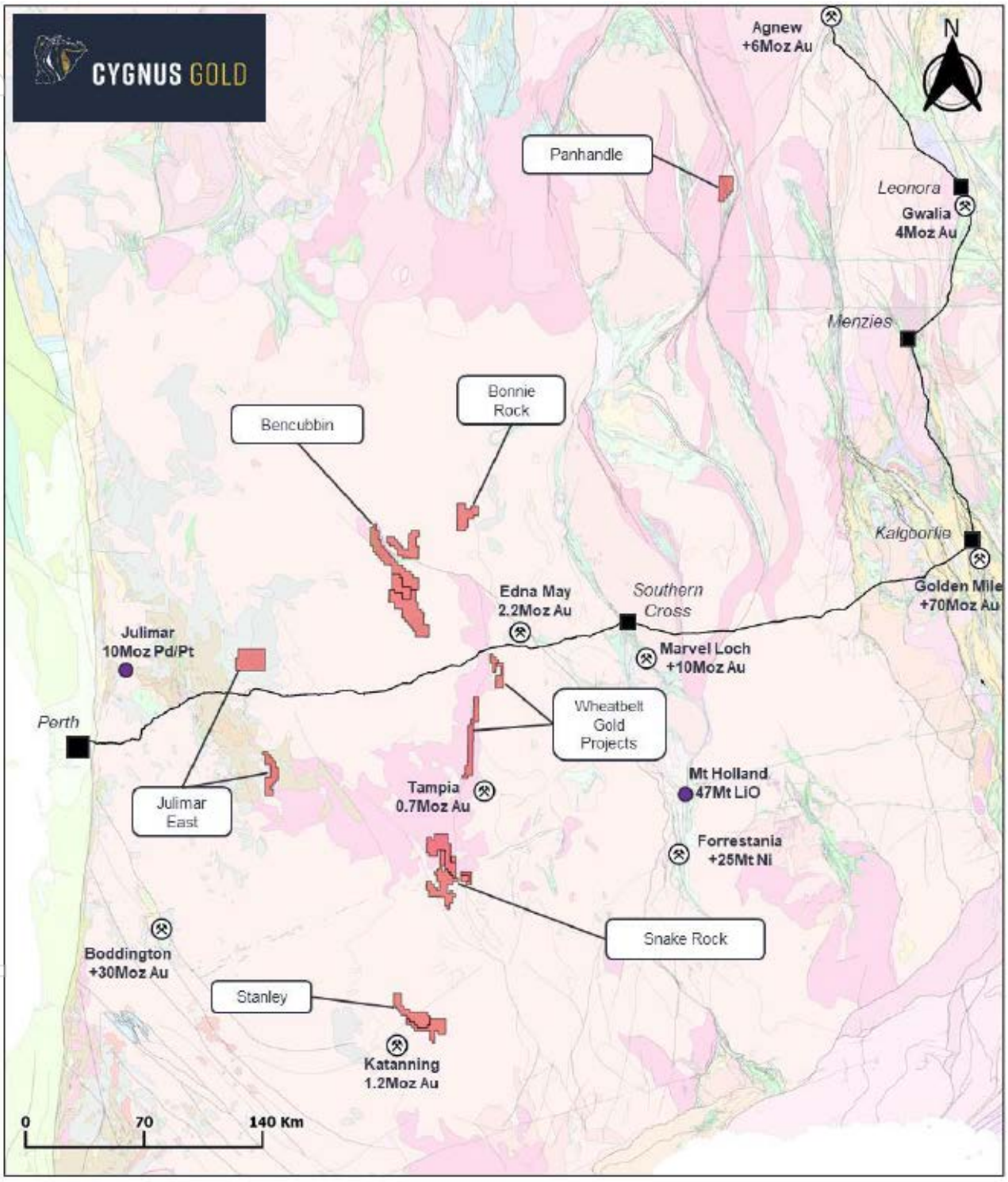
Source: Cygnus.
Notes: Holders: Cygnus = Cygnus Mining Limited, Cygnus (CSP) = Cygnus CSP Pty Ltd, Cygnus Far West = Cygnus Far West Pty Ltd

The WA tenements comprise approximately 423 km^2 of 100% Cygnus owned granted tenements located over underexplored greenstone belts in Western Australia (Figure 2.6):

- Bencubbin REE Project – thick consistent clay profile developed over an REE enriched granite margin. Other targets include lithium, nickel, copper and gold.
- Snake Rock Project – The project is prospective for nickel, copper, gold and PGEs.
- Bonnie Rock – prospective for silver-lead-zinc skarn mineralisation with associated gold.

For personal use only

Figure 2.6 WA Tenement locations



Source: Cygnus dataroom
Notes: Other tenements are now relinquished.

2.2 Mineral Resource estimates

Mineral Resource estimates for Chibougamau were undertaken by SLR Consulting (Canada) Ltd (SLR) and reported in accordance with the Canadian National Instrument (NI)43-101 (Chibougamau NI43-101).

For personal use only

AMC reviewed the SLR reports and Cygnus' Australian Securities Exchange (ASX) Mineral Resource releases, including JORC Table 1, to confirm the data collection and estimation processes met industry-accepted practices.

2.2.1 Chibougamau

2.2.1.1 Geology and Mineral Resources

The Chibougamau Mineral Resource estimate has an effective date of 31 October 2025. The geology and mineralisation are reported in the Chibougamau NI43-101 as follows:

The Corner Bay, Devlin, Golden Eye, Cedar Bay, and Joe Mann deposits are located at the northeastern extremity of the Abitibi subprovince in the Superior province of the Canadian Shield.

The Abitibi Greenstone Belt (AGB) has an Archean age bedrock comprising large volumes of mafic to felsic volcanic rocks overlain by and/or interbedded with sedimentary rocks, with a core of massive felsic to intermediate batholiths and plutons with various compositions (Figure 2.7). On a large scale, the stratigraphy is regarded as a sequence of laterally continuous mafic and felsic volcanic units unconformably overlain by successor basins.

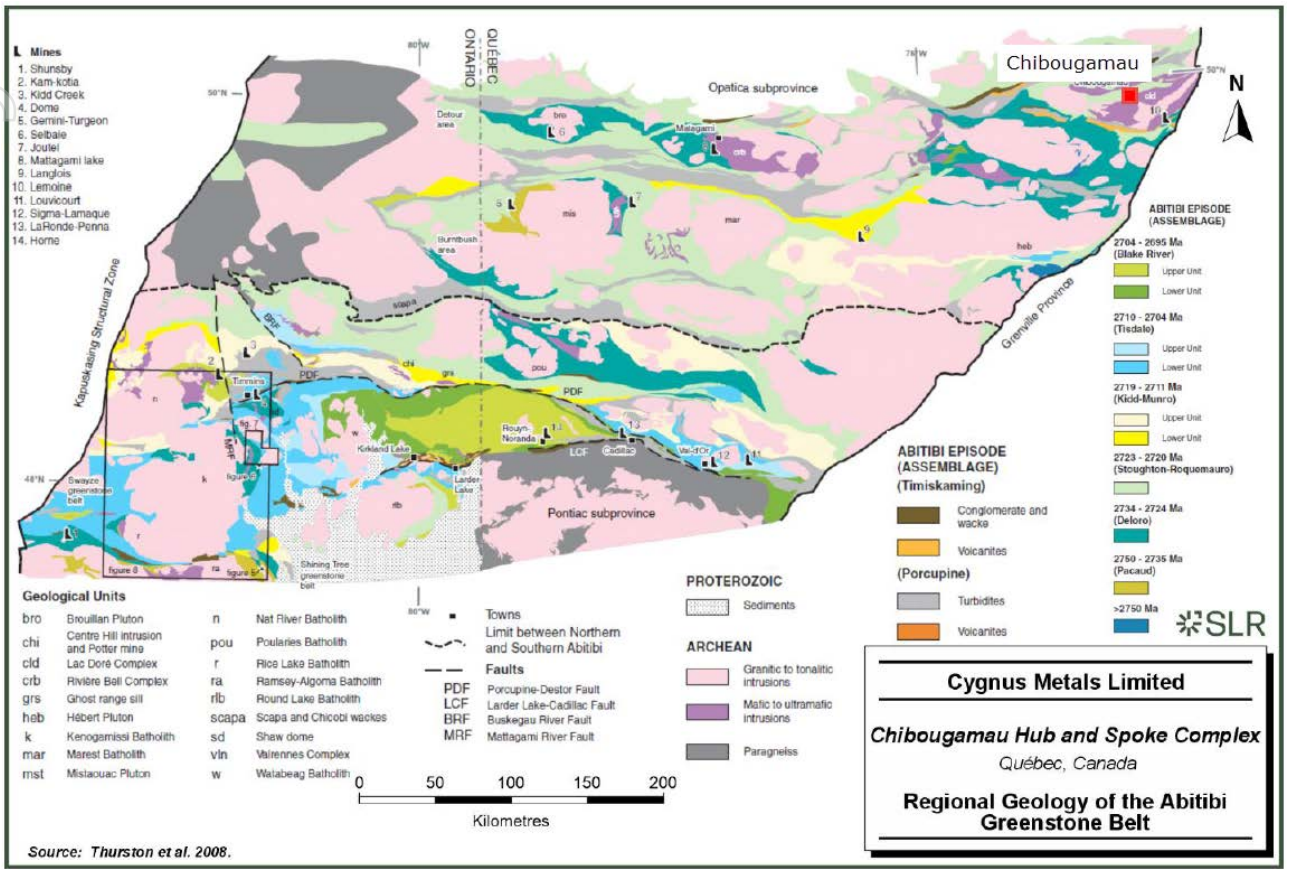
Most of the volcanic rocks, deep-water sedimentary rocks, massive subvolcanic intrusive complexes, and felsic to intermediate plutons formed during the magmatic activity referred to as the synvolcanic period. This period was followed by the syn- and -post-tectonic periods, characterized by erosion, sedimentation, deformation, and alkaline magmatism.

The AGB is divided into northern and southern volcanic zones based on stratigraphic and structural criteria. Both zones are made of thick mafic volcanic successions. However, komatiites, abundant in the southern zone and uncommon in the northern zone and around Chibougamau. The southern part of the AGB is estimated to have a composite stratigraphic thickness over 45 km thick. It is internally variable and cut by major structures.

The northern part of the AGB represents an initially complete terrane with various stages of volcanic construction and basin development and phases of deformation and plutonism. The AGB hosts numerous gold deposits in the southern zone along major faults. Most gold deposits are orogenic, forming during the syntectonic period. The AGB also hosts many volcanogenic massive sulphide (VMS) deposits, which can be gold-rich, such as the Lemoine deposit in the Chibougamau area. These VMS deposits are abundant in both the southern and northern parts and form clusters around sub-volcanic intrusive complexes, such as the Flavrian Pluton in the southern part of the AGB and the Bell River Intrusive Suite (Matagami mining camp) in the north.

For personal use only

Figure 2.7 AGB geology



Source: Chibougamau NI43-101

2.2.1.2 Local geology and mineralisation

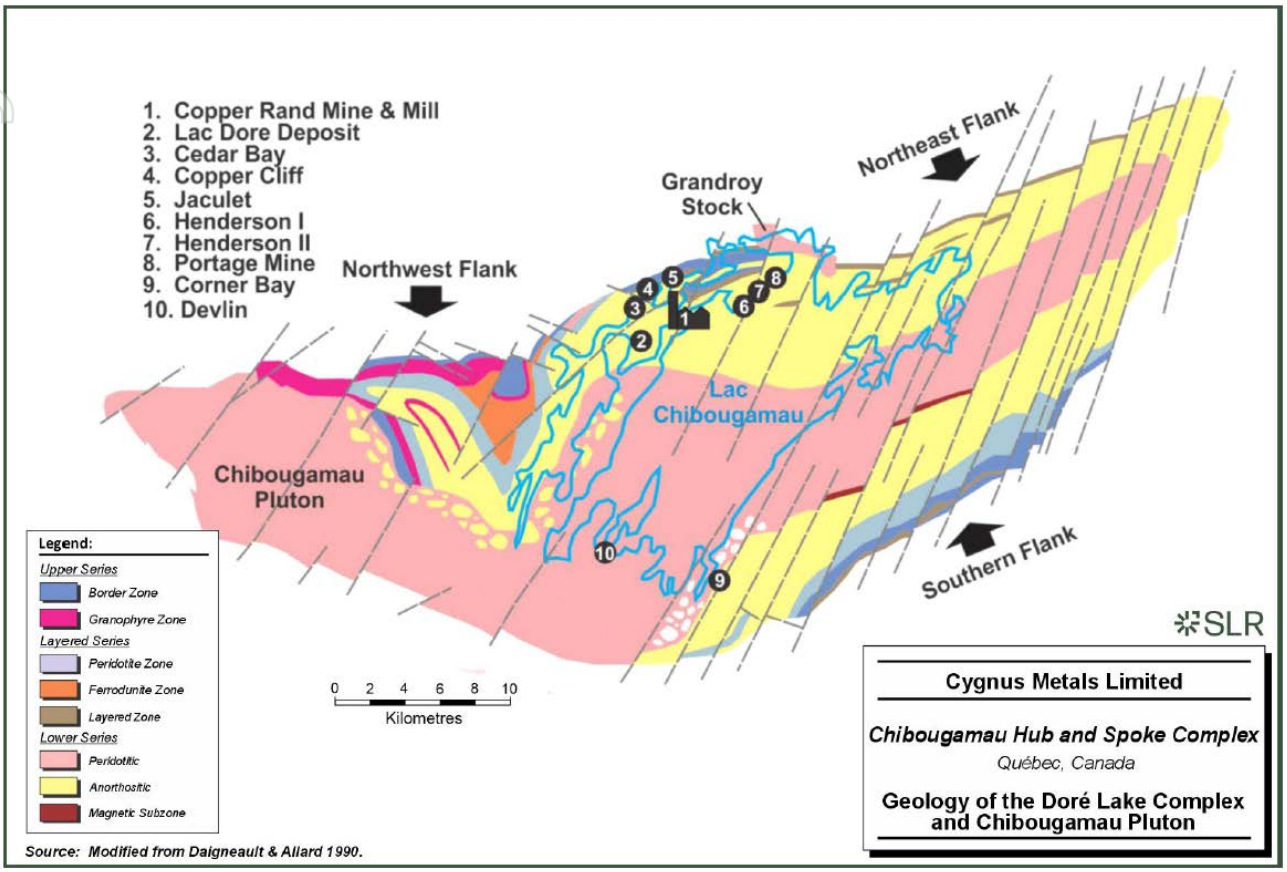
Corner Bay

The Corner Bay deposit is located on the southern flank of the Dore Lake Complex (DLC) (Figure 2.8). It occurs within in the Lower Series of the DLC layered intrusion, composed mainly of anorthosite to gabbroic anorthosite. Numerous dykes of various compositions (diorite to tonalite) were injected into anorthosite and are related to the intrusive activity of the Chibougamau Pluton.

A Proterozoic diabase dyke, Main Dike, strikes north-northeast and cuts across the region and the Corner Bay deposit. The anorthositic sequence hosts copper mineralization, which generally consists of lenses and/or veins of quartz, carbonate with chalcopyrite and pyrite, and lesser pyrrhotite, sphalerite, and molybdenite.

For personal use only

Figure 2.8 Dore Lake Complex geology



Source: Chibougamau NI43-101

Lithologies at Corner Bay are cut by numerous north-south, northwest- southeast, and north-northeast striking brittle-ductile shears. The north-south shear zones trending 015° are interpreted to represent early alteration patterns and/or late activated extension fractures with syn- to late-orogenic tectonic movement. The Corner Bay deposit occurs within these structures.

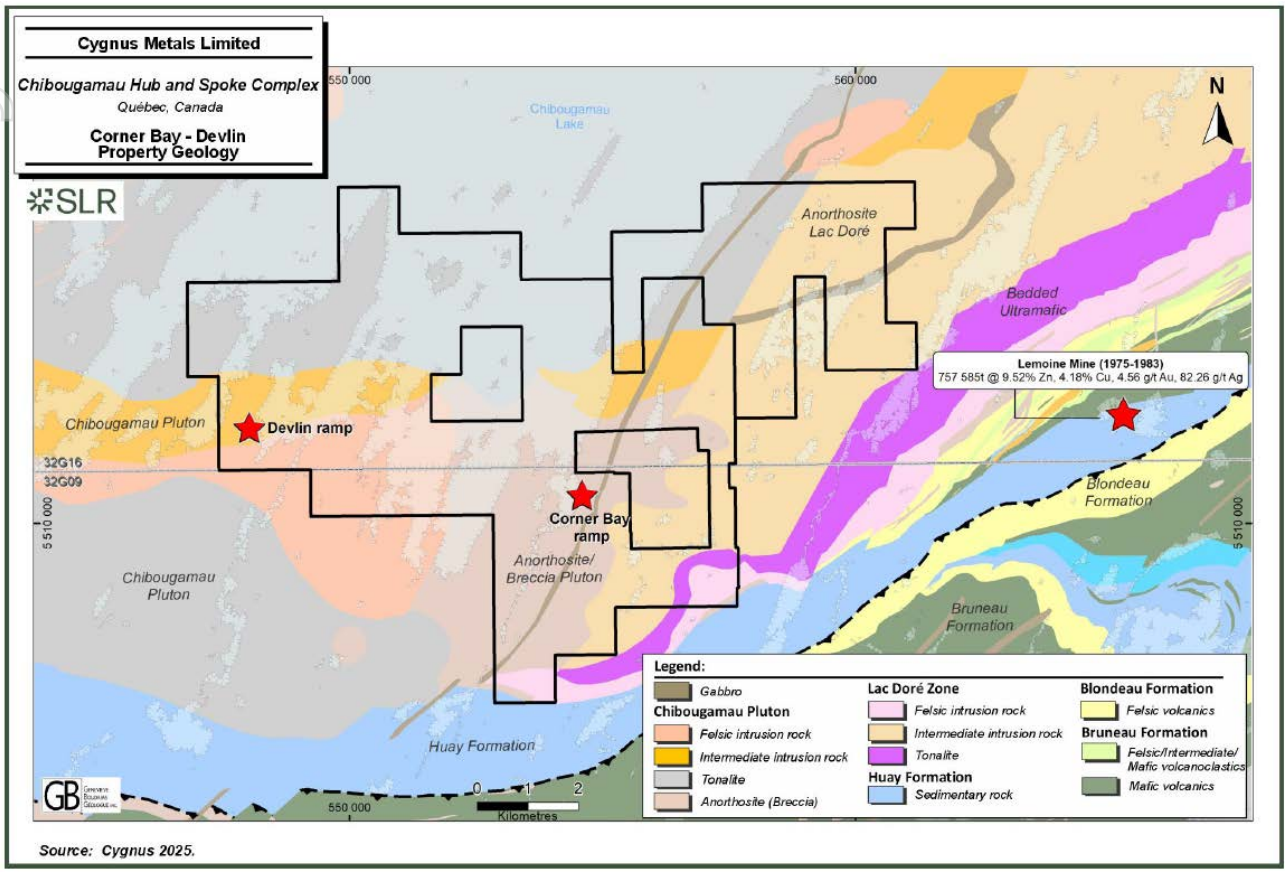
The Corner Bay deposit is a high-grade copper-gold deposit located on the south flank of the DLC. It is hosted by a 015° trending shear zone more or less continuous with a strong 75° to 85° dip towards the west. The host anorthosite rock is sheared and sericitized over widths of 2 m to 25 m. The deposit is cut by a diabase dyke and is limited to the north by a fault structure and to the south by the known LaChib deformation zone striking 150° with a dip of 60° to the south.

The mineralization is characterized by veins or lenses of massive to semi-massive sulphides associated with a brecciated to locally massive quartz-calcite material. The sulphides assemblage is composed of chalcopyrite, pyrite, and pyrrhotite, with lesser amounts of molybdenite and sphalerite. Late remobilized quartz-chalcopyrite-pyrite veins occur in a common wide halo around the main mineralization zones.

The Corner Bay deposit consists of three main mineralized veins (subparallel Main Vein 1 and Main Vein 2) above the dyke, and Main Vein below the dyke that make up the bulk of the deposit, and four other parallel smaller veins (three West Veins and East Vein). The Corner Bay deposit has been traced over a strike length to over 1,100 m and remains open at depth.

For personal use only

Figure 2.9 Corner Bay - Devlin geology



Source: Chibougamau NI43-101

Devlin

Devlin is located in the middle of the Chibougamau anticline. The deposit is hosted by tonalite or granodiorite, diorite, and a zone of chloritic-epidotic breccia. Generally, the tonalite and diorite are interbedded at varying scales, with banding striking east west and dipping subvertically to 75° to the north, reflecting the original banded nature of the pluton at this locality.

The tonalite occurs on the southern end and east of the Devlin deposit. The tonalite is locally cut by dioritic bands, which are generally porphyritic. Diorite occurs mainly on the borders and contacts of the pluton with the anorthositic rocks of the DLC. This contact zone represents the intrusive breccia zone that consists of varying proportions of tonalite, diorite, gabbro, and anorthosite fragments.

The mineralized vein is hosted by a brecciated zone with a widespread chlorite-epidote alteration association. Vugs are presents in the brecciated tonalite, indicating a high level of porosity leading to a proficient fluid circulation. These vugs are occasionally filled by a mineral assemblage of epidote-chlorite-quartz- pyrite and carbonate.

The Devlin deposit is a flat-lying and undulating magmatic massive sulphide deposit occurring at a depth of less than 100 m from surface. The tabular zone of mineralization (or Main Vein) dips up to 7° to the northeast at the northern extremity. The deposit is hosted by a hydrothermal breccia, though the Main Vein also extends out into unbrecciated banded tonalitic and dioritic rocks.

For personal use only

For personal use only

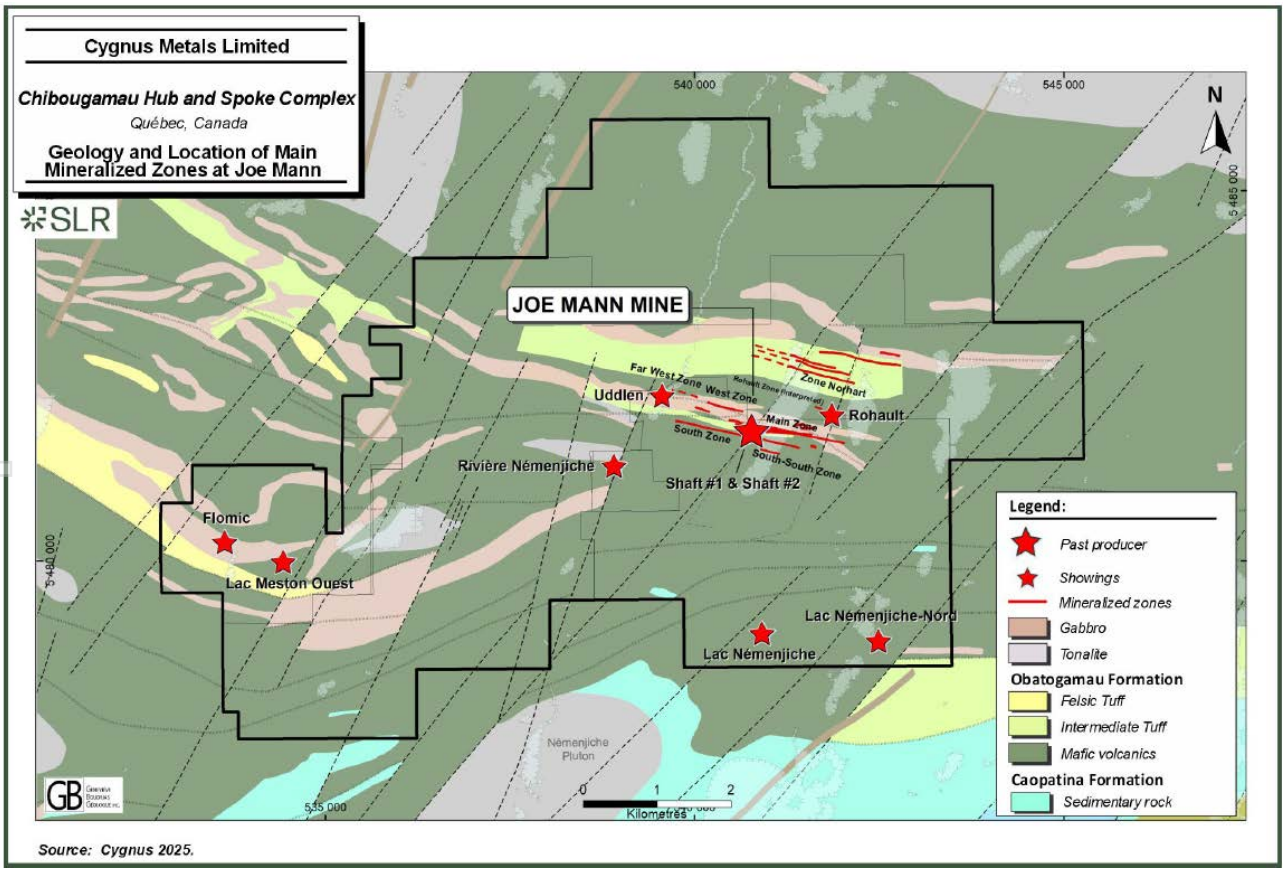
Joe Mann

Joe Mann is located in the middle of the Obatogamau Formation (Figure 2.10), which is a 3 km to 4 km thick volcanic unit, composed of mafic to intermediate lava flows and magmatic gabbro sills. The Obatogamau Formation is bounded at the base by the Vents and the Chrissie Formations, and at the top by the Caopatina Formation, a thick sedimentary including sandstones, conglomerates, and argillites locally interbedded with ash tuffs and basalt flows, which indicate coeval volcanic activity.

In the west the region, the Obatogamau Formation is intruded by the Opawica River anorthosite complex. This stratiform intrusion has an affinity to the Obatogamau Formation basalts. The granitoid intrusions of the region are divided into two groups, synvolcanic plutons, which generally core regional anticlines, and syntectonic plutons. The synvolcanic intrusions are generally polyphased and were emplaced prior to regional deformation. Regional deformation controlled the emplacement of the syntectonic intrusions. They are generally elongated parallel to regional foliation and were intruded along the margins of syn- volcanic plutons.

Joe Mann is located on the south flank of the overfold La Dauversière anticlinal. With east-west regional schistosity and subvertical dip. The east-west trending Guercheville deformation corridor is the main structure that cuts the property and most of gold occurrences are located along this major structure. The metamorphism in the region is defined as upper greenschist facies to locally lower amphibolite facies near pluton contacts, and it affects all the geological units except diabase Proterozoic dykes.

Figure 2.10 Joe Mann and Devlin geology



Source: Chibougamau NI43-101

Local geology is dominated by basalt flows and gabbro sills. They are often sheared in areas with the propensity to develop faults. Felsic dykes cross-cut these units and their contact with the host rock is generally sheared and contains sulphides (pyrite and pyrrhotite).

For personal use only

The primary mineralized zones that were mined at the former Joe Mann mine include the Main, South and West Zones. These three subvertical east-west ductile-brittle shear zones dip 85° to the north, subparallel to stratigraphy. These shear zones are hosted within a stratigraphic package composed of a Fe-Mg carbonate and sericite altered gabbro sills, sheared basalts, and intermediate to felsic tuffs intruded by various felsic intrusions.

The gold mineralization at the former Joe Mann mine is hosted by decimetre scale quartz carbonate veins mineralized with pyrite, pyrrhotite, and chalcopyrite disposed in lens and veinlets parallel to schistosity, and occasionally visible gold. The veins are dominated by vitreous white quartz with minor plagioclase and iron carbonate. They are intensely brecciated and often boudinaged and folded. These veins are characterized by a laminated or banded structure, consisting of alternating ribbons of quartz and mineralized wall rock. The majority of the vein sulphide mineralization is contained in these wall-rock fragments.

Golden Eye

Golden Eye is in a similar geological environment to Copper Rand and other mines in the area. Sericite and chlorite schists have developed within meta anorthosite creating large corridors of alteration. At Golden Eye, this northwest deformation corridor is up to 300 m wide and is defined over a strike length of 1 km that is perpendicular to the Lac Doré fault. The width of the alteration zone expands from 15 m to 25 m in the east to 150 m in the central portion and close to 300 m at the western end where it comes against the Lac Doré Fault. The gold-copper mineralization is hosted in this corridor in a multi-vein system closely related or in contact to acidic to intermediate dykes interpreted as originating from the Chibougamau Pluton.

The Golden Eye deposit is a series of subparallel veins, 0.3 m to 7.7 m thick, over a strike length of up to 550 m. The mineralized veins are composed of quartz and chlorite with pyrite and chalcopyrite. The mineralized lenses dip between 65° to the north in the eastern part of the deposit to subvertical in the central area and to 75° to 80° south in the western part of the deposit. Although most of the mineralized lenses are not very wide, they are similar in geology and alteration style to the Copper Rand Hanging Wall Zone which was narrow at the top but widened significantly at depth.

Cedar Bay

The Cedar Bay deposit is hosted by a sheared and altered gabbroic-anorthosite of the DLC. The meta-anorthosites typically comprise 70% to 90% plagioclase, which has been heavily altered to epidote and albite. The Cedar Bay deposit generally has a northwest strike and dips steeply to the northeast. The gold-copper sulphide veins average approximately 1.5 m wide and are tens to hundreds of metres in strike length. The veins comprise pyrite and chalcopyrite with some gold and minor sphalerite and arsenopyrite. The main alteration minerals are chlorite, quartz, and carbonates. Locally, pyrrhotite dominates the vein mineral assemblage. Pyrrhotite has a very heterogeneous distribution within the mineralization.

The mineralization zone is bounded by a diabase dyke in the north, striking parallel to mineralization. The same style of dyke is prevalent in the Copper Rand mineralization zones. The shears hosting the mineralization at Cedar Bay and other deposits with similar orientation are extensional in nature.

The gold-copper mineralization at Cedar Bay occurs mostly as hydrothermal sulphide veins. The main sulphide minerals are pyrite and chalcopyrite with some pyrrhotite and traces of sphalerite and galena. The matrix of the mineralization is composed of chlorite with minor quartz and carbonate.

For personal use only

2.2.1.3 Data collection

There are multiple phases of drilling history at most of the sites. Drilling was undertaken between 1973 and 2025. This summary considers the more recent drilling and sampling practices by Doré Copper and Cygnus. AMC has reviewed the historic practices recorded and considers these to be in general accordance with practices of the day.

Drilling at Corner Bay by previous operators was between 1973 and 2008. Cygnus, Doré Copper, and AmAuCu Mining Corp. carried out a number of drilling programs from 2017 to 2025.

Drilling at Devlin took place from 1974 to 1982 and from 2013 to 2014. Doré Copper drilled three holes for metallurgical testing in 2021, totalling 333 m, and drilled four holes in 2022, for a total of 336 m. One drill hole, totalling 702 m, was completed in 2024 to test for geophysical anomalies at depth.

From December 2019 to the end of 2024, Doré Copper completed 107 drill holes (including wedges) at Corner Bay totalling 98,128 m. Most of the drilling targeted mineralization in the Main Vein above and below the dyke. In 2025, Cygnus completed 32 drill holes on the Corner Bay deposit totalling 17,133 m. Most of the drilling targeted mineralization in the Main Vein above and below the dyke and the East Vein.

Joe Mann has a mining history back to 1956. Recent drilling at Joe Mann commenced in 2020 with Doré Copper drilling 8,343 m into the Main Zone and West Zone below the underground workings, the Far West Zone, and the South Zone. The West Zone starts at 842 m below surface, dipping into the Joe Mann property boundary. In 2022, Doré Copper completed eight drill holes between 174 m and 630 m deep, for a total of 3,376 m. The results from the 2020 and 2022 drilling program were incorporated where appropriate in the 2025 Mineral Resource estimate.

Recent practices at each site were reasonably similar. The geological logs of DDH core, reverse circulation (RC) and rotary air blast (RAB) samples record lithology, alteration, mineralisation, structure in DDH, weathering, and geotechnical properties. Logging was recorded on Excel logging sheets. All drill core trays were photographed both wet and dry.

Drillhole collars were surveyed at completion of drilling by handheld digital global positioning system GPS. Down-hole surveys were conducted during drilling with a gyroscopic downhole tool, typically every 50 m.

Drilling was generally logged and sampled at 1 m intervals or to boundaries. Drill core was digitally photographed before being cut and sampled. Drill core is generally sampled and analysed on 1 m intervals. Half-core samples are routinely taken, with sample preparation performed by recognised commercial, third-party laboratories following accepted industry practices.

Assaying was performed at recognised commercial, third-party laboratories in Canada. Laboratories used include ALS Laboratories, SGS Laboratories, AGAT Laboratories or Bureau Veritas Laboratories. Analysis was by industry recognised procedures including aqua-regia digest with inductively coupled plasma optical emission spectroscopy (ICP-AES) determination, sodium peroxide fusion or four/multi acid digest with ICP-AES or inductively coupled plasma mass spectroscopy (ICP-MS) determination. All gold assaying was by fire assay with Atomic Absorption Spectrometry (AAS).

Quality assurance quality control (QAQC) was performed using certified reference material (CRM) at a rate of one sample in 50 or more, blanks, field, coarse reject and pulp duplicates. The results of the QAQC assessments at each site did identify minor discrepancies that were either resolvable or were not considered material to the Mineral Resource estimate. Data verification processes were undertaken at each site in general accordance with industry-accepted practice.

For personal use only

Bulk density determinations were available for 29% of the assay sample dataset. Water-immersion Archimedes or pycnometer methods were used. Bulk density was assigned to blocks in the model by OK from composites. Where physical measurements were not available, densities were assigned to composites.

The Qualified Person (QP), Marie-Christine Gosselin of SLR Pty Ltd, took responsibility for the reliability of the sampling information aspect of the estimates. The QP has provided detailed reporting of the data processes applied. AMC considers Cygnus's drilling and sampling employed industry-accepted methods, with assaying by recognised commercial laboratories.

2.2.1.4 Mineral Resource estimation process

The focus at Chibougamau is on copper, gold, and silver as the primary metals of interest. Corner Bay and Devlin are predominantly copper projects with minor gold by-product, whereas Joe Mann, Cedar Bay, and Golden Eye are primarily gold projects, with Cedar Bay containing notable copper and Joe Mann and Golden Eye containing minor copper. All deposits are assumed to be underground projects.

Mineral Resource Estimates were prepared using mineralization domains constructed in Leapfrog Geo. Assay data for copper, gold, and silver were capped, composited, and estimated into sub-blocked models in Leapfrog Edge using multi-pass inverse distance squared (ID2) or cubed (ID3) interpolation. Model validation included standard database checks, wireframe-to-block comparisons, statistical evaluations against composite and nearest neighbour (NN) estimates, and visual inspections in cross and longitudinal sections.

Only blocks satisfying Reasonable Prospects for Eventual Economic Extraction (RPEEE) criteria, including above cut-off grade, with demonstrated mineralization continuity, and minimum thickness criteria, were classified as Mineral Resources. The Mineral Resource was reported within underground shapes derived from indicator shells at the respective deposit cut-off grades.

2.2.1.5 Reported Mineral Resource

Cygnus reported a Mineral Resource estimate for Chibougamau, on 31 October 2025, of 14.9 Mt grading at 2.22% copper,1.30 g/t gold and 7.80 g/t silver at 1.2% and 1.5% copper equivalent (CuEq) cut-off grades for Corner Bay-Devlin and 1.8 g/t or 2.0 g/t gold equivalent (AuEq) cut-off grades as provided in Table 2.1.

Table 2.1 Chibougamau Mineral Resource estimate effective as of 31 October 2025

Cu Project	Classification	COG CuEq (%)	Tonnage (Mt)	Cu (%)	Au (g/t)	Ag (g/t)	CuEq (%)	Cu (kt)	Au (koz)	Ag (koz)	CuEq (kt)
Corner Bay	Indicated	1.2	4.87	2.54	0.27	8.40	2.81	124	43	1,316	137
	Inferred		5.38	2.72	0.24	8.91	2.96	146	41	1,543	159
Devlin	Measured	1.5	0.13	2.73	0.29	0.48	2.92	4	1	2	4
	Indicated		0.63	2.03	0.19	0.24	2.15	13	4	5	13
	M&I		0.75	2.15	0.21	0.28	2.28	16	5	7	17
	Inferred		0.33	1.98	0.21	0.26	2.11	7	2	3	7
Total	Measured	1.2-1.5	0.13	2.73	0.29	0.48	2.92	4	1	2	4
	Indicated		5.50	2.49	0.26	7.48	2.74	137	47	1,321	150
	M&I		5.62	2.49	0.27	7.31	2.74	140	48	1,323	154
	Inferred		5.71	2.67	0.24	8.42	2.91	153	43	1,546	166

For personal use only

Au Project	Classification	COG AuEq (g/t)	Tonnage (Mt)	Cu (%)	Au (g/t)	Ag (g/t)	AuEq (g/t)	Cu (kt)	Au (koz)	Ag (koz)	AuEq (koz)
Joe Mann	Inferred	2.0	0.74	0.22	6.04	-	6.34	2	143	-	151
Cedar Bay	Indicated	1.8	0.26	1.57	6.03	9.94	8.13	4	50	82	67
Cedar Bay	Inferred		0.82	2.02	5.08	11.75	7.77	17	134	309	205
Golden Eye	Indicated		0.51	0.97	4.26	9.87	5.61	5	69	161	91
Golden Eye	Inferred		1.23	0.88	3.38	7.88	4.59	11	134	313	182
Total	Indicated	1.8-2.0	0.76	1.17	4.85	9.89	6.45	9	119	243	158
Total	Inferred		2.79	1.04	4.58	6.93	5.99	29	411	622	538

	Classification	Tonnage (Mt)	Cu (%)	Au (g/t)	Ag (g/t)	CuEq (%)	AuEq (g/t)	Cu (kt)	Au (koz)	Ag (koz)	CuEq (kt)	AuEq (koz)
Total Project	Measured	0.13	2.73	0.29	0.48	2.92	4.66	4	1	2	4	19
	Indicated	6.26	2.33	0.82	7.77	3.02	4.30	146	166	1,563	189	865
	M&I total	6.39	2.33	0.81	7.62	3.02	4.31	149	167	1,565	193	884
	Inferred	8.50	2.14	1.66	7.93	3.47	4.82	182	454	2,168	295	1,318

Source: Chibougamau NI 43-101

Notes:

1. CIM (2014) definitions were followed for Mineral Resources.
2. Mineral Resources are estimated using a long-term copper price of US$9,370 per tonne, a gold price of US$2,400 per ounce, a silver price of US$30 per ounce, and a US/$C$ exchange rate of 1:1.35.
3. Corner Bay
   a. Mineral Resources are estimated at a copper equivalent (CuEq) cut-off grade of 1.2%.
   b. Bulk density varies from 2.85 tonnes per cubic metres (t/m^3) to 3.02 t/m^3 for the estimation domains and 2.0 t/m^3 for the overburden.
   c. Metallurgical recovery is 93% for copper, 78% for gold, and 80% for silver.
   d. CuEq is calculated using the following formula: grade Cu (%) + 0.68919 * grade Au (g/t) + 0.00884 * grade Ag (g/t).
   e. Gold equivalent (AuEq) is calculated using the following formula: grade Au (g/t) + 1.45097* grade Cu (%) +0.01282* grade Ag (g/t).
   f. Wireframes were built using a minimum thickness of 2 m.
4. Devlin
   a. Mineral Resources are estimated at a CuEq cut-off grade of 1.5%.
   b. Bulk density varies from 2.85 to 2.90 t/m^3 for the estimation domains.
   c. Metallurgical recovery is 96% for copper, 73% for gold, and 80% for silver.
   d. CuEq is calculated using the following formula: grade Cu (%) + 0.62517 * grade Au (g/t) + 0.00862 * grade Ag (g/t).
   e. AuEq is calculated using the following formula: grade Au (g/t) + 1.59957* grade Cu (%) + 0.01379* grade Ag (g/t).
   f. Wireframes were built using a minimum height thickness of 1.8 m.
5. Joe Mann
   a. Mineral Resources are estimated at a AuEq cut-off grade of 2.0 g/t.
   b. Bulk density is 2.90 t/m^3 for the estimation domains.
   c. Metallurgical recovery is 95% for copper, 84% for gold, and 80% for silver.
   d. CuEq is calculated using the following formula: grade Cu (%) + 0.72774* grade Au (g/t).
   e. AuEq is calculated using the following formula: grade Au (g/t) + 1.37411* grade Cu (%).
   f. Wireframes were built using a minimum thickness of 1.2 m.
6. Cedar Bay and Golden Eye
   a) Mineral Resources are estimated at a AuEq cut-off grade of 1.8 g/t.
   b) Bulk density is 2.90 t/m^3 for the estimation domains.
   c) Metallurgical recovery 91% for copper, 87% for gold, and 80% for silver.
   d) CuEq is calculated using the following formula: grade Cu (%) + 0.78730* grade Au (g/t) + 0.00905 * grade Ag (g/t).
   e) AuEq is calculated using the following formula: grade Au (g/t) + 1.27016 * grade Cu (%) + 0.01149 * grade Ag (g/t).
   f) Wireframes were built using a minimum thickness of 1.5 m.
7. Mineral Resources are constrained by an underground reporting shape.
8. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
9. Numbers may not add due to rounding.

2.2.2 James Bay

At Pontax, a maiden Inferred JORC Code Mineral Resource of 10.1 Mt at 1.04% Li_2O was announced in August 2023. The Mineral Resource estimate was updated also reported effective as of 16 October 2024 with an Inferred NI43-101 Mineral Resource of 8.3 Mt at 1.02% Li_2O. The Mineral Resource has a 9 km spodumene trend which remains open in all directions.

At Auclair, spodumene mineralisation has been identified over 6km of strike through drilling and prospecting. This includes the Pegasus prospect, a 75 m by 50 m outcrop with coarse spodumene mineralisation present.

Early prospecting on the La Grande greenstone belt at Sakami Project identified a number of pegmatite targets for follow up.

2.2.2.1 Geology and mineralisation

Geology and mineralisation at Pontax are described in detail in the NI 43-101 report (Pontax NI 43-101). There is limited geological information available for Auclair and Sakami. The following description is from Pontax NI 43-101:

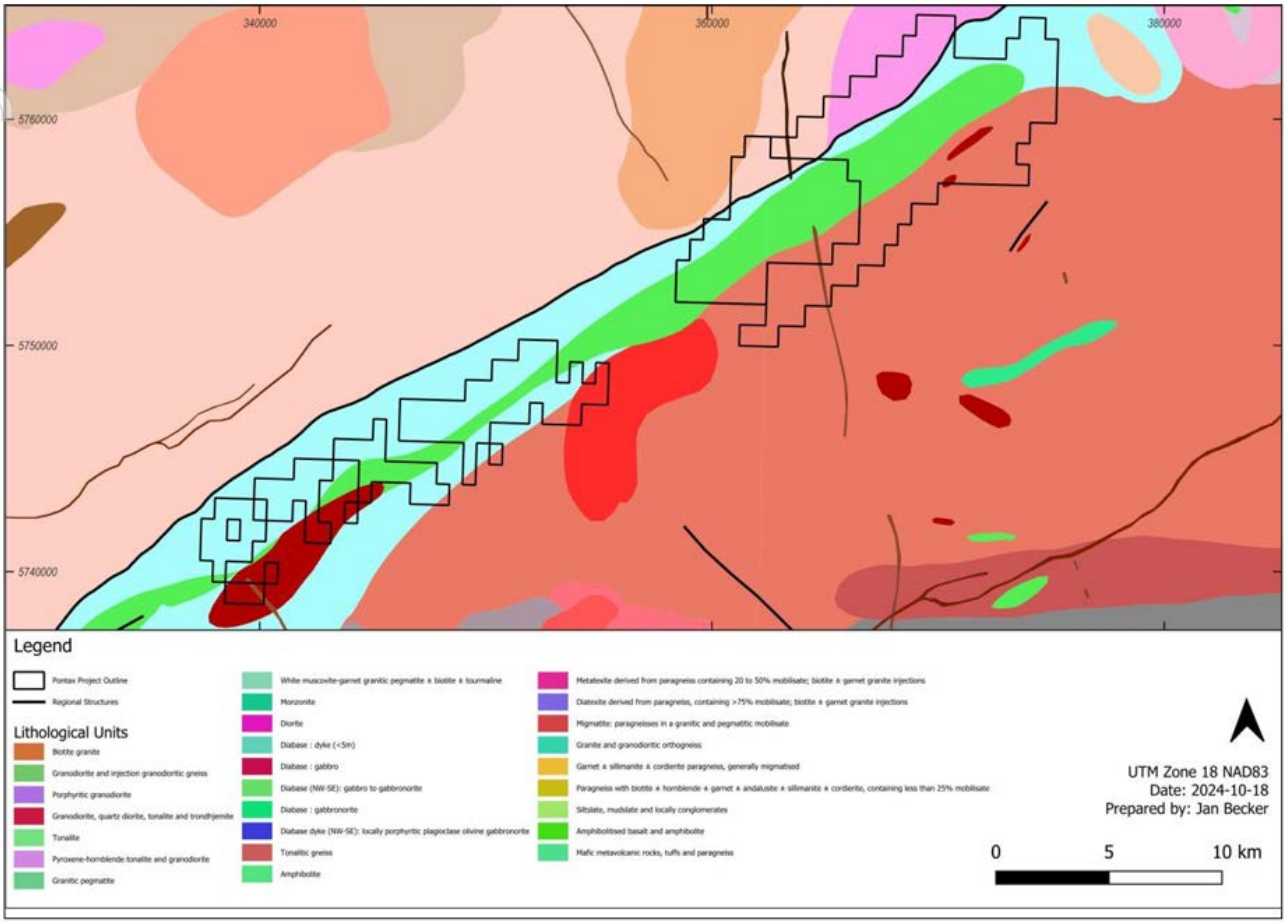
“Available regional geology indicates a 1 km wide supracrustal sequence of mafic volcanics to the south and metagreywackes to the north. Pontax is bound north and south by granitic terrains and links to the supracrustal assemblage in the Elk Lake area that hosts the Eleonore deposit. The volcanic rocks with their capping sediments found in the Pontax area were attributed to the Anatacau-Pivert Formation. This formation is interpreted as the third volcanic cycle of the Lower Eastmain River Volcanic Band. The Lower and Middle Eastmain River Volcanic Belts are located in the south segment of the Archean La Grande Subprovince. The basaltic volcanics of the Anatacau-Pivert Formation are locally intercalated with differentiated volcanics and volcaniclastics, calc-alkalic in composition.

However, alternative mapping indicates that the volcanic belt is located within the Nemiscau Subprovince, bordered to the north and to the south by an assemblage of undifferentiated metasediments and post-tectonic granitoids. Therefore, there is uncertainty whether the Pontax volcanics belong to the La Grande or the Nemiscau Subprovince.

The attribution of the paragneisses observed in the Pontax area, and elsewhere within the Nemiscau Subprovince to the Auclair Formation, is weakly supported. On a broad scale, the Pontax volcanics define a narrow belt, a few kilometres wide and about 100 km long (Figure 2.11).”

For personal use only

Figure 2.11 Geology plan for Pontax



Source Pontax NI 43-101

The Pontax NI 43-101 describes the local geology as being “centred on the poorly documented Chambois Greenstone Belt. The mafic volcanics are flanked to the north by locally migmatized metasediments and cut to the south by pegmatites, with variable granitoids and mafic enclaves. Discontinuous or brecciated lenses of layered quartz-chert and iron-rich amphiboles are interbedded with volcanic rocks in the southeast. North and northwest trending diabase granodioritic dykes crosscut the area.

A batholith is present in the southeast. This batholith consists mainly of massive to strongly deformed and foliated granodiorite with bands and inclusions of diorite. Locally, the granodiorite is cut by stocks and intrusions of pink granite and pegmatite as well as by a white tonalite. The northwest part of the Project area is occupied by a large band of paragneiss and abundant migmatites. The spodumene pegmatites mainly intrude fine-grained meta-basalts and mafic rocks composed of amphibole, epidote, and plagioclase.

The Pontax Lithium deposit is located in the volcano-plutonic belts fringing the Opinaca Subprovince, itself dominated by the granulite facies La Guiche Migmatite Complex. This extensive metasedimentary complex may have played a key role in the formation of pegmatites, with the anatexis of aluminous sediments likely serving as a source for peraluminous granitic melts. These melts intruded the surrounding rocks and subsequently differentiated into lithium-caesium-tantalum (LCT) pegmatites.

The Pontax occurrence consists of a series of decimetre to multi-metre wide spodumene-bearing pegmatite dykes, generally subvertical and oriented at 040º to 050º parallel to the regional tectonic trend. The pegmatites intruded the Chambois greenstone belt.”

For personal use only

For personal use only

2.2.2.2 Data collection

Drillhole data at Pontax consists of 56 DDH for 13,171 m of drilling completed between 2009 and 2023 with NQ size or narrower drillcore. This included 32 holes for 9,614 metres. at Pontax Central in 2023.

The geological logging aimed to be consistent with early logging. Using the same rock types. All data was captured electronically in a database. Validation of the data used Leapfrog Geo software and visual assessments.

Drillhole collars were surveyed by handheld global positioning system (GPS) until a GEODE GPS receiver was used from 2022. Down-hole surveys were conducted during drilling with a single-shot camera every 30 m or 50 m. A multi-shot camera was also used every 3 m up the hole from 2022. Hole deviations were <8º in azimuth and <9º in inclination.

Early samples were typically 0.5 m to 1.5 m long. Later sampling was of 1 m intervals in the pegmatite or to geological contacts, and 1 m outside of the pegmatite.

Later samples were measured for bulk density from available half core using the water immersion method to derive average bulk densities for each rock type. Half-core samples are routinely taken, or occasionally quarter core, with sample preparation procedures following accepted industry practice of crushing and pulverising to 85% passing 75µm.

Assaying was performed at recognised commercial laboratories. Various accepted industry assay methods are used for the different elements. Early samples were sent to ALS-Chemex, in Val-d'Or, and analysed by fire assay plus AA finishing for gold and by ICP-OES after aqua regia digestion for base metals. Spodumene-bearing pegmatites were submitted for ICP-OES analysis after multi-acid digestion, while lithium was assayed by atomic absorption after sodium peroxide fusion at SGS-Lakefield.

Later testing included analysis of up to 56 elements by ICP-AES or ICP-MS after a sodium peroxide fusion. The digested sample is analyzed by ICP-MS and CP-OES. Lithium was reported as ppm metal weight abundance and converted to Li_2O percentage. QAQC was undertaken using CRM and blanks with no issues identified.

Validation checks of data were performed commensurate with industry practices.

2.2.2.3 Mineral Resource estimation

The 3D interpretation was provided by Cygnus and validated by the QP. The wireframe models of pegmatite dyke are based on drill hole descriptions. A total of 35 pegmatitic dykes were used in the estimate.

Grade estimation was carried using OK into a block model using assays composited to 2 m intervals. Data was declustered. The block model parent cell dimensions were 10 mE by 10 mN by 10 mRL sub-blocked to 0.5 mE by 1 mN by 1 mRL. No grade caps were applied.

Variograms were calculated using two recognised software packages to determine spatial continuity. In the domains. Anisotropic variograms were used for the estimate. The variogram models reflect grade trends and geological interpretations.

The block model includes lithium and tantalum grades estimated by NN, OK and ID2. The estimate using OK was reported.

One orientated search ellipse was used to select grade and interpolate Li_2O grades using a single pass. The ellipse size, 250 m by 250 m by 100 m, and anisotropy were based on variography, drill hole spacing, and pegmatite geometry. A minimum of four and a maximum of 12 composites were selected during interpolation. A maximum of four holes per drill hole were used to interpolate.

The pit constrained Mineral Resource reported been tabulated in terms of a pit constrained Li_2O cut-off grade of 0.40%. The underground Mineral Resource is based on the material below the pit and within contiguous mining shape with 0.60% Li_2O cut-off.

The block model estimate was validated by visual assessment, swath plots and statistical comparison between the OK and ID2 estimation methods. The Mineral Resource estimate is reported as both open cut and underground.

AMC considers the Mineral Resource estimate is reported in general accordance with NI 43-101.

2.2.2.4 Pontax Mineral Resource

The Pontax Mineral Resource, prepared in accordance with the CIM standards, effective as of 16 October 2024, has been tabulated in terms of cut-off grade at 0.4% Li_2O for the open pit constrained material and 0.6% for the underground mineable shapes as provided in Table 2.2.

Table 2.2 Pontax Mineral Resource estimate as of 16 October 2024

Category	Cut-off Grade (Li_2O %)	Constraining Shape	Tonne (Mt)	Li_2O (%)	Contained Li_2O (t)
Inferred	0.4	Open Pit	5.14	1.07	54,800
Inferred	0.6	Underground	3.13	0.93	29,200
Inferred	variable	Open Pit + Underground	8.27	1.02	84,000

Source: Pontax NI 43-101
Pit constrained Li_2O cut-off grade of 0.40%. The underground mineral resource is based on the material below the pit and within contiguous mining shape with 0.60% Li_2O cut-off.
Parameters for reasonable prospect of eventual economic extraction:
Pit: Mining cost: Pit rock C$5.5/t, C$2.50 pit waste, UG rock C$100/t, processing C$23, tailing management 42.5, G&A C$20, selling C$1,500, Exchange US$0.76, recovery 84%.

The Pontax Mineral Resource was also prepared in accordance with the JORC Code, effective as of 14 August 2023, with a cut-off grade at 0.5% Li_2O as provided in Table 2.3.

The discrepancy between the JORC and NI 43-101 Mineral Resource estimates primarily due to the cut-off grades applied as determined by the CP and QP respectively.

Table 2.3 Pontax JORC Mineral Resource effective as of 14 August 2023

Resource Category	Cut-off Grade (Li_2O)	Tonnes (Mt)	Grade (Li_2O)	Contained Li_2O (Tonnes)	Grade (Ta_2O_5 ppm)
Inferred	0.5%	10.1	1.04%	105,280	74.79

Source: Cygnus website July 2026

2.3 Valuation methods – Cygnus Mineral Assets

Where projections of production physicals and related costs can be reasonably determined for an operation or development project, it is accepted industry practice (refer Clause 8 of the VALMIN Code) to prepare discounted cash flow (DCF) models from which net present value (NPV) estimates can be determined for the operation or project.

Where this is not the case, such as with Cygnus's Mineral Assets, exploration valuation methods are applied. The methods used for valuation of the Exploration Assets are described below.

For personal use only

For personal use only

In determining the Technical Value of the Mineral Assets, AMC attempted to use two valuation approaches for each type of asset, as preferred under the VALMIN Code.

Due to data limitations, it is not always possible to use more than one method for determining the Technical Value appropriate to a given project. Mineral Resources reported by Cygnus have been valued using the Yardstick Value method from Comparable Transactions, and where present, actual transactions of assets being considered. Technical Values are rounded, and outliers in contributing estimates are sometimes excluded.

The Technical Value of Exploration Tenements, those for which Mineral Resources have not been estimated, is carried out using several generally accepted methods, based on available data. The Technical Value of the Exploration Tenements considers the Past Expenditure method, the Unit Area method and actual transactions available to determine a preferred Technical Value for the Exploration Tenements.

The methods considered in the Valuation Report for determining the Technical Value of the Mineral Assets reported as at the Valuation date are as follows.

2.3.1 The Yardstick Value method

Rules of thumb or Yardstick Values can be used for properties where a Mineral Resource has been quantified. A value per contained metal unit (for example, ounce of gold, tonne of copper, or gold equivalent), as determined from either comparable or actual transactions, is assigned to an actual Mineral Resource or to a preliminary mineralization estimate. A high, mid, and low valuation are generally derived.

2.3.2 The Unit Area method

A value is determined by reference to either actual transactions for the property in question or to recent transactions for projects considered to be similar to those under review (Comparable Transaction). Comparable Transactions are converted to a value per unit area.

2.3.3 The Past Expenditure Method

A Prospectivity Enhancement Multiplier (PEM) generally between 0.5 and 3.0 is applied to past expenditure which AMC judges to be effective in regard to future prospectivity. A PEM is applied to expenditure for tenement or each group of tenements. The following guidelines for PEM are based on AMC experience:

0.5 – 1.0	A proportion of the past expenditure has been ineffective but there is not enough information to be definitive about that proportion. This applies particularly when the overall historical expenditure figures are high. Effective expenditure < 1.0 implies the past work has not fully negated prospectivity but results have generally been fairly negative based on the explorer's current focus and an experience-based judgement of the likelihood for locating mineralisation of potentially economic interest.
1.0	The effective expenditure on exploration has been useful, is fairly recent but it hasn't essentially changed the overall view of prospectivity from the time at which the work was initiated.
1.0 – 2.0	Most of the effective expenditure has been useful and it produced some good quantifiable results e.g. a good anomaly or some good early drilling or sampling results.
2.0 – 3.0	Either a substantial effective expenditure and excellent results indicate the likelihood of delineating a resource or encouraging but earlier stage results apply to a relatively low expenditure figure.

For personal use only

In applying the Past Expenditure Method, tenements with Mineral Resources were attributed zero exploration expenditure as the expenditure is considered to focus on the Mineral Resource. The exploration expenditure that underpins Mineral Resources is accounted for in the Valuation attributed to the Mineral Resource.

2.4 Mineral Resources Yardstick Value determinations

The Technical Value of Mineral Resources has been considered by the rule-of-thumb or Yardstick Value method. A value per contained metal unit (Yardstick Value) determined from comparable transactions is assigned to the contained metal in a Mineral Resource. A range of values was determined to reflect the Mineral Resource classification.

Within Chobougamau, Corner Bay and Devlin are reported as CuEq projects. Joe Mann, Cedar Bay and Golden Eye are reported as AuEq. At James Bay, Pontax is reported as a lithium Mineral Resource. AMC used the tonnages of CuEq, AuEq and lithium metal reported in the Mineral Resources at their respective sites to determine the Technical Value.

The tonnages and grades in the Measured, Indicated, and Inferred classifications are reported separately for each deposit. For the Valuation, AMC checked the metal equivalent content of Mineral Resources reported by Cygnus.

To value Cygnus's Mineral Resources, a search of a subscription database was completed to identify Yardstick Values of comparable transactions. AMC identified relevant CuEq, AuEq and lithium transactions.

2.4.1 Copper

Canadian copper-based transactions (Table 2.4) were adopted as the comparable transactions for determining the Yardstick Values to apply to the CuEq graded Mineral Resources. Due to the limited number of comparable Canadian copper transactions, AMC also considered transactions in Australia, as a market with similar sovereign risk. Transaction values were adjusted (indexed) to account for commodity prices and exchange rates at the time of each transaction and at the Valuation Date.

The transactions identified in the search included some with Inferred Mineral Resources, some with Indicated Mineral Resources, (including some with pre-feasibility or reserve development underway), and without Ore Reserves. Transactions of companies, as opposed to individual Mineral Assets, were omitted.

The Chibougamau Mineral Resources are generally located on approved mining leases close to the company-owned processing plant. As such, AMC considered some projects with Ore Reserves to guide an upper limit by this method. The lower value transactions provided in Table 2.4 guide the lower limit of the Inferred Technical Value.

Table 2.4 Comparable copper transactions with Mineral Resources or Ore Reserves

Country	Date	Project	Buyer	Copper price (US$/lb)	Resource (kt CuEq) (*Reserve)	% Acquired	Transaction Value (A$M)	Implied Value (A$/t CuEq)	Implied Indexed** Value (A$/t CuEq)
Canada	6/12/2024	Thierry	QC Copper & Gold	4.60	264	58.7	11.5	25.5	35.9
	28/11/2024	Poplar	Vizsla Copper Corp	3.84	487	100	3.6	7.5	12.6

For personal use only

Country	Date	Project	Buyer	Copper price (US$/lb)	Resource (kt CuEq) (*Reserve)	% Acquired	Transaction Value (A$M)	Implied Value (A$/t CuEq)	Implied Indexed** Value (A$/t CuEq)
	1/10/2024	Knife Lake	Eros Resources	4.51	74	100	2.5	33.4	49.2
	8/10/2024	Gaspe	Osisko Metals	4.42	1,410	100	2.7	19.3	28.3
	30/8/2023	Green Bay*	Auteco Minerals	3.82	823	100	65.0	79.0	134.4
Australia	6/11/2025	Dingo Minerals Pty Ltd	Breakthrough Minerals Limited	4.94	201	100	12.9	64.2	71.3
	13/07/2025	Greater Duchess Project	Carnaby Resources Limited	4.42	400	17.5	6.0	85.7	106.5
	28/11/2024	Trekelano tenements	Carnaby Resources Limited	4.08	85	100	8.7	102.4	137.7
	20/10/2024	Hillside Ltd*	Mach Metals	4.32	2,359	100	393.0	166.6	211.7
	30/08/2024	Helix Resources	Acta Investments	4.00	33	25	0.5	61.0	83.7
	5/12/2023	North Parkes Assets*	Evolution Mining Limited	3.77	3400	80	475.0	174.6	254.3
	28/08/2023	Develin Creek Project	QMines Limited	3.82	44	100	3.3	75.6	108.6
	6/08/2022	Eva Copper*	Harmony Gold	3.59	1,559	100	251.0	161.0	246.2
	10/02/2021	Nifty, Maroochydore	Cyprium Metals Limited	3.60	1,145	100	60.0	52.4	79.9

Source: S&P Global
Notes: *Include Ore Reserves. ** uses US$6.5/lb as current copper price. Index Ratio is ratio of current US$Cu/lb:US$Cu/lb at transaction date. Index applied to A$/t CuEq at date to make current.

The implied values per tonne are compared with the size of the deposits in Table 2.4. In determining the copper Yardstick Values for the Mineral Resource classifications AMC considered the classification of Mineral Resource in the comparable transactions. Most Mineral Resources in the comparable transactions were either primarily Inferred or blended Inferred and Indicated Mineral Resources. Projects at the low end of Ore Reserve transactions were used to assist defining the upper Technical Value.

From this data the ranges of Yardstick Values applied to each Mineral Resource category are:

- Inferred Mineral Resource: A$50/t to A$120/t CuEq
- Indicated Mineral Resource: A$120/t to A$200/t CuEq
- Measured Mineral Resources: A$200/t to A$250/t CuEq

AMC considers the number of Yardstick Values identified from comparable transactions for contained copper relevant for assessing the Technical Value of Corner Bay and Devlin to be limited. Therefore, AMC also considered the gold Yardstick Values for the contained AuEq tonnages also reported in the Mineral Resource estimates by Cygnus for Corner Bay and Devlin.

2.4.2 Gold

To determine a Technical Value for AuEq projects, AMC performed a similar search of a subscription database over the last three years to identify 17 Yardstick Values from gold projects using the criteria discussed above. Excluding outliers, ten comparable transactions were identified as listed in Table 2.5.

Table 2.5 Comparable transactions with gold Mineral Resources

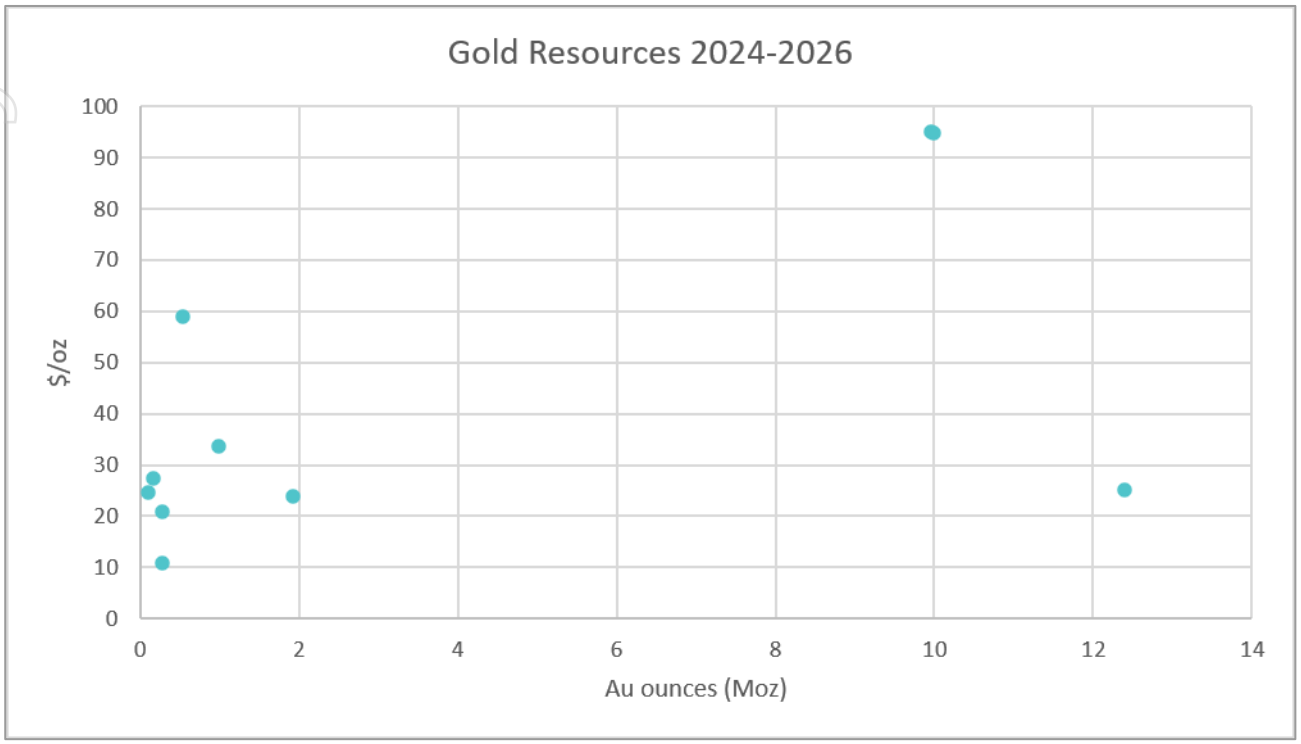
Date	Project	Buyer	Resource (Moz AuEq)	% Acquired	Transaction Value (A$M for %)	Implied Value (A$/oz AuEq	Implied Indexed* Value (A$/oz AuEq)
31/07/2025	Hope Brook Project	Big Ridge Gold Corp.	1.42	20.00	4.39	15.44	20.84
10/03/2026	Cameron Project	Oronova Energy Inc.	0.99	100.00	30.51	30.69	33.57
22/01/2026	Probe Gold Inc.	Fresnillo plc	9.96	100.00	851.25	85.47	95.18
29/04/2026	Ontario Assets	Bellavista Resources Limited	2.75	70.00	47.40	24.58	23.79
3/09/2025	Seven Projects	Fokus Mining Corporation	0.16	100.00	3.35	20.45	27.40
19/12/2025	Northern Superior Resources Inc.	IAMGOLD Corporation	12.40	100.00	293.46	23.67	25.12
22/01/2026	Probe Gold Inc.	Fresnillo plc	10.00	100.00	851.25	85.12	94.80
3/10/2025	Tully Project	Loyalist Exploration Limited	0.11	100.00	1.76	16.49	24.66
29/09/2025	Juby Project and Knight Property	McFarlane Lake Mining Limited	1.49	19.00	2.25	7.97	10.76
15/09/2025	Roger Project	Kintavar Exploration Inc.	0.54	100.00	24.07	44.98	59.06

Source: S&P Global.
Notes:* uses US$4,488 as gold price. Index Ratio is ratio of current US$/oz:US$/oz at transaction date. Index applied to AuEq A$/oz at date to make current. C$/A$: source RBA.

The implied values per ounce are compared with the size of the deposits in Figure 2.12. Transactions fall within the range of A$20 to A$100 per ounce of contained metal, excluding outliers. The implied value shows some influence due to deposit size with higher values seen at larger deposits. However, these also reflection of the advanced status of the projects and are therefore relevant to this Valuation.

For personal use only

Figure 2.12 Comparable transactions – plot of contained gold versus implied indexed value



The Mineral Resources that are subject to the transactions vary in size, mining status and relative proportion of Measured, Indicated, and Inferred Mineral Resource. Implied indexed values, excluding the outliers, are indicated by the transactions to assign ranges of Yardstick Values. The Mineral Resource estimates to which the Yardstick Values will be applied are Indicated and Inferred.

From this data, and AMC experience, the ranges of Yardstick Values applied to each gold Mineral Resource category were:

- Inferred Mineral Resource: A$20/oz to A$35/oz
- Indicated Mineral Resource: A$35/oz to A$60/oz
- Measured Mineral Resource: A$60/oz to A$100/oz

2.4.3 Lithium

To determine a Technical Value for lithium Mineral Resources, AMC performed a search of a subscription database over the last four years to identify comparable transactions of lithium projects using the criteria discussed above. There are limited transactions of projects with lithium Mineral Resources and the range of values per tonnage of Li_2O is wide depending on the stage of the project and whether the lithium is in a spodumene or brine. Excluding outliers, four transactions were identified as listed in Table 2.6.

Table 2.6 Comparable transactions with lithium Mineral Resources

Date	Project	Buyer	Resource k(t Li_2O)	% Acquired	Transaction Value (A$M for %)	Implied Value (A$/t Li_2O)	Implied Indexed* Value (A$/t Li_2O)
15 Dec 2025	Adina	Li-FT Power	896	100	131	146	269
18 Feb 2025	Piedmont	Sayona	1,607	100	440	274	101
23 May 2024	Estevan	E3 lithium	1,010	100	6.2	6.2	10

For personal use only

Date	Project	Buyer	Resource k(t Li_2O)	% Acquired	Transaction Value (A$M for %)	Implied Value (A$/t Li_2O)	Implied Indexed* Value (A$/t Li_2O)
12 Jan 2023	Falcon West	Grid Metals	0.004	100	0.38	95.2	34

Source: S&P Global.
Notes: *uses CNY175225/t as lithium carbonate price converted to Li_2O using 2.473. Index Ratio is ratio of current CNY/t:CNY/t at transaction date. C$/A$: source RBA.

Adina has a large Mineral Resource with a Scoping Study completed in 2024. The Mineral Resource is approximately 80% Indicated and 20% Inferred. This is similar to the Pontax Mineral Resource. There is additional prospectivity for lithium nearby. The Piedmont project recently commenced production and is ramping up. AMC excluded the Estevan project as it is a brine deposit. Falcon West was also excluded due to the small size and historical nature of the resource. Therefore, the relevant transactions have a range of A$100 to A$270 per tonnage of contained Li_2O.

The Mineral Resources that are subject to the transactions are smaller than the comparable transactions. In addition, the Adina project is more advanced as a Mineral Resource. It is also noted the Piedmont transaction was a merger of companies. Implied indexed values, excluding the outliers, are indicated by the transactions to assign ranges of Yardstick Values. The Mineral Resource estimates to which the Yardstick Values will be applied are Indicated and Inferred.

From this data, and AMC experience, the ranges of Yardstick Values applied to each Mineral Resource category were:

- Inferred Mineral Resource: A$100/t to A$175/t
- Indicated Mineral Resource: A$175/t to A$250/t

2.4.4 Actual transactions

In October 2024 Cygnus announced it was acquiring Doré Copper shares in a merger. The transaction included acquisition of the Chibougamau copper and gold project including the Mineral Resources presented in the 2022 PEA, the processing plant and tenements.

The value of the share transfer from Doré Copper to Cygnus was approximately C$24M when the copper price was US$4.33/lb and A$1 bought C$0.928. The Mineral Resource contained approximately 377 kt of Indicated and Inferred copper equivalent. The Mineral Resource in 2026 contains 488 kt of Indicated and Inferred copper equivalent. This implies the Yardstick Value of the actual transaction at the Valuation Date to be approximately A$102/t. This implies a Technical Value of A$50M. AMC notes that this assessment of the actual transaction is indicative. The exploration of the Golden Eye Mineral Resource is ongoing.

2.5 Mineral Resource Technical Values

2.5.1 Chibougamau Mineral Resource Technical Value

In determining the Technical Value ranges for the Chibougamau Mineral Resources, AMC applied the Yardstick Values to the metal contained in the classifications of Mineral Resources for CuEq in the copper projects and AuEq in the gold projects. Comparison between the CuEq and AuEq results suggest the gold value to be higher than the copper value in the copper projects. However, AMC considers the low gold grades in the copper projects result in a biased high AuEq that is based primarily on copper present. Therefore, the CuEq is a more reliable basis for the copper project valuations. The Technical Value of Chibougamau Mineral Resources using the Yardstick Value method is provided in Table 2.7.

For personal use only

For personal use only

Table 2.7 Technical Value of Chibougamau Mineral Resources from comparable transactions

Project	Classification	CuEq (kt)	Yardstick From (A$/t CuEq)	Yardstick To (A$/t CuEq)	Lower Value (A$k)	Upper Value (A$k)
Corner Bay	Indicated	137	120	200	16,440	27,400
	Inferred	159	50	120	7,950	19,080
Devlin	Measured	4	200	250	800	1,000
	Indicated	13	120	200	1,560	2,600
	Inferred	7	50	120	350	840
Subtotal					**27,100**	**50,920**
Project	**Classification**	**AuEq (kt)**	**Yardstick From (A$/oz AuEq)**	**Yardstick To (A$/oz AuEq)**	**Lower Value (A$k)**	**Upper Value (A$k)**
Joe Mann	Inferred	151	20	35	3,020	5,285
Cedar Bay	Indicated	67	35	60	2,345	4,020
	Inferred	205	20	35	4,100	7,175
Golden Eye	Indicated	91	35	60	3,185	5,460
	Inferred	182	20	35	3,640	6,370
Subtotal					**16,290**	**28,310**
Total					**43,390**	**79,230**

AMC considers the range based on the Yardstick Value method alone is low as the actual transaction of Chibougamau implied a Technical Value of A$50M. The actual transaction value was based on the transaction prior to the new discovery at Golden Eye. Therefore, AMC considers A$50M, rather than $43M, derived from comparable transactions, as the low Technical Value, with A$79M being the high Technical Value for Chibougamau Mineral Resources.

The implied Technical Value of Chibougamau Mineral Resources using the combined methods is estimated to be between A$50M and A$79M.

2.5.2 James Bay Mineral Resource Technical Value

Mineral Resource estimates are reported for Pontax using both the Canadian Standard and the JORC Code. AMC valued the JORC Mineral Resource as the preferentially recognised reporting for the Australian market. Based on the tonnages and grades reported in in accordance with the JORC Code at Pontax, there are 105 kt of Li_2O Inferred Mineral Resources of which Cygnus has rights over 51% or 54 kt. On the basis of the implied indexed value of Inferred Mineral Resources being A$100/t to A$175/t, the Technical Value of Cygnus proportion of the Mineral Resources at Pontax using the Yardstick Value method is between A$5M and A$10M.

2.5.3 Summary of Mineral Resource Technical Values

Summary of Mineral Resource Technical Value is between A$60 and A$89M as provided in Table 2.8.

Table 2.8 Mineral Resource Technical Value summary

	Implied value range		
Project	**Lower Value(A$M)**	**Mid Point (A$M)**	**Upper Value(A$M)**
Chibougamau	50	65	79
Pontax	5	8	10
Total	60	73	89

Note: Table subject to rounding

For personal use only

2.6 Tenement Technical Value

AMC has determined a Technical Value for the Exploration Tenements that do not host Mineral Resources, having considered methods commonly used in the industry.

The Exploration Tenements considered include the bundles of tenements around the Mineral Resources at Chibougamau and James Bay and three WA tenements.

AMC considers that the Technical Value of tenements without a Mineral Resource is reflected in the value of the exploration potential determined by the Unit Area method, applying a range of values per unit area based on comparable transactions, the Past Expenditure method, by reviewing past exploration expenditure and the results from that expenditure and from previous actual transactions.

2.6.1 Chibougamau

2.6.1.1 Past Expenditure method

The Past Expenditure method used exploration and expenditure data provided by Cygnus from the 2026 financial year, to which AMC applies a PEM. AMC typically considers the last five years of exploration expenditure as this reflects the intensity of recent exploration activities and therefore the explorer's focus on potential prospectivity.

For Canadian tenements, the expenditure data is captured in the 2026 financial year information by the Work Commitment dollar amounts specified for each tenement as required to maintain regulatory compliance. In addition, any exploration expenses accrued that is over and above the Work Commitment incurred are captured as Excess Credit.

Earlier exploration activity at the tenements is relevant but is not typically considered to attribute any material value. This is particularly true of historic expenditure, as it is expected any significant prospects would have been followed up at that time and potentially converted to a Mineral Resources. The Excess Credit can be accrued from as far back as the claim grant date, which may be as much as 20 years. In the absence of other data, the Excess Credit is combined with the Work Commitment to reflect exploration expenditure on each tenement. As the Excess Credit is held as a current amount and the year of expenditure is not known, the Excess Credit is not indexed.

The expenditure, exploration activity and development of some projects in the district have provided encouragement for further work. Other tenements have had no attention or minimal expenditure. A global PEM was applied to each bundle of tenements. Some specific tenements with high expenditure adjacent to MLs were given separate consideration due to the presence of the Mineral Resources. No value was attributed to the MLs due to the Mineral Resources present and their relatively small areas.

The Technical Value for the Chibougamau tenements that do not host Mineral Resources are summarized in Table 2.9. Using the Past Expenditure method, the Technical Value for Chibougamau tenements is estimated to be between A$12M and A$18M.

Table 2.9 Implied Technical Value of Chibougamau tenements based on past expenditure

Prospect	Nos of Claims	Excess credits(C$)	Work Commitment (C$)	Total(C$)	PEM lower	PEM upper	Area % applied	Lower Value (A$k)	Mid Point (A$k)	Upper Value (A$k)
Copper Rand	139	401,700	219,000	620,700	0.8	1.2	100	506	632	759
Golden Eye 2436192	1	1,638,543	2,500	1,641,043	0.8	1.0	10	134	151	167
Golden Eye 2346202	1	274,834	2,500	277,334	0.8	1.0	10	23	25	28
Golden Eye 2436211	1	151,630	2,500	154,130	0.8	1.0	10	13	14	16
Lac Chibougamau	47	402	56,400	56,802	0.8	1.2	100	46	58	69
Bord de lac est	145	0	174,000	174,000	1.0	1.5	100	177	222	266
Baie Line	5	0	9,000	9,000	1.0	1.2	100	9	10	11
Baie Line 2494616	1	2,873,374	1,800	2,875,174	0.8	1.0	100	2,344	2,637	2,930
Copper Rand	17	0	30,500	30,500	1.0	1.3	100	31	36	40
Corner Bay	5	3,627,828	5,000	3,632,828	1.0	2.0	20	740	1,111	1,481
Corner Bay 2428208	1	3,816,000	2,500	3,818,500	1.0	2.0	10	389	584	778
Corner Bay 2428207	1	1,700,000	2,500	1,702,500	1.0	2.0	10	173	260	347
Corner Back	46	1,417,256	102,000	1,519,256	0.8	1.2	100	1,238	1,548	1,858
Corner Bay 2428285	1	791,950	1,000	792,950	0.8	1.2	20	129	162	194
Corner Bay 2428270	1	609,821	1,000	610,821	0.8	1.2	20	100	124	149
Devlin Extension	44	182,749	52,800	235,549	1.0	1.5	100	240	300	360
Devlin	6	196,796	13,600	210,396	1.0	1.5	100	214	268	322
Gwillim	6	0	7,500	7,500	1.0	1.3	100	8	9	10
Gwiilem JV	16	60,630	28,000	88,630	0.8	1.3	100	72	95	117
Joe Mann	149	6,821,867	294,700	7,116,567	0.8	1.0	100	5,801	6,527	7,252
Joe Mann 2362093	1	870,162	1,000	871,162	1.0	2.0	20	178	266	355
Tortigny Est	3	3,980	4,500	8,480	0.8	1.3	100	7	9	11
Totals				**26,453,822**				**12,573**	**15,047**	**17,521**

Note: C$1 = A$1.019

personal use only

For personal use only

2.6.1.2 Unit Area method - comparable transactions

AMC identified a number of recent transactions for tenements considered prospective for primarily copper and gold but without Mineral Resources in Canada as comparable transactions. These transactions date from between 2023 and 2026 and apply to a range of land areas and stages of exploration. In considering ranges of area values to apply to exploration potential, AMC discounted some upper and lower outlier values and considered the exploration potential identified for each tenement and its location relative to existing infrastructure. Tenements with previously operating mines or that included mining leases or discoveries were included as this reflects the nature of some of the Mineral Assets. Transactions with small areas appear to indicate higher values per area than those with larger dimensions, possibly reflecting a sensitivity to small area calculations or their more strategic demand due to contained or adjacent prospects.

All transactions have been assessed on a value per square kilometre basis. Transaction values per square kilometre are indexed to reflect the copper price at the Valuation Date. The transactions on tenements with primarily copper or gold exploration potential that have been considered by AMC are as listed in Table 2.18.

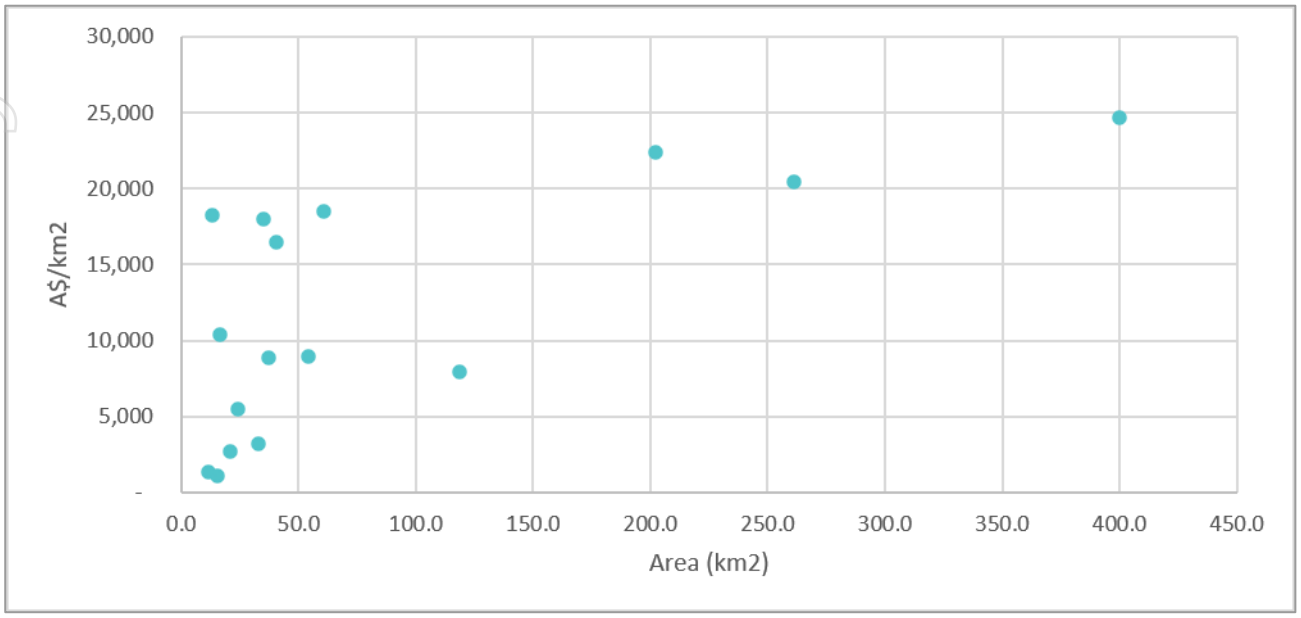
Table 2.10 Comparable transactions of Canadian copper and gold-based tenements

Date	Project	Buyer	Area (km2)	Value (A$M)	Implied Indexed Value (A$/km2)
19/01/2023	14 mineral claims	TRU Precious Metals Corp	35.0	0.27	17,985
1/03/2023	50 claims	EGR Exploration Ltd.	23.6	0.01	621
5/04/2023	El Medio	Heartfield Mining Corp	24.2	0.06	5,498
14/04/2023	Turgeon Lake	Xcite Resources Inc	20.7	0.03	2,669
20/05/2024	Additional claims	Callinex Mines Inc.	118.6	0.74	7,913
3/07/2025	K2 Property	Azimut Exploration Inc.	54.3	0.36	8,908
25/07/2025	Two licenses Totaling 46 Units	Benton Resources Inc.	11.5	0.01	1,341
14/08/2025	3 Licenses Totaling 61 Claim Units	Benton Resources Inc.	15.3	0.01	1,047
3/09/2025	79 Mining claims	Golden Harp Resources Inc.	40.3	0.46	16,492
14/10/2025	14 Mineral claims	Sasquatch Resources Corp.	16.4	0.13	10,344
20/10/2025	Ketch and Portland Projects	Kodiak Copper Corp.	13.1	0.18	18,269
12/11/2025	Pikwa Property	PMET Resources Inc.	261.0	3.39	20,457
28/11/2025	Dufay Property	Fokus Mining Corporation	60.8	0.72	18,460
1/12/2025	Miminiska Project	Canadian Goldfields Discovery Corp.	400.0	6.35	24,652
4/12/2025	Forrest Kerr Project	Kingfisher Metals Corp.	202.0	2.93	22,356
12/12/2025	Olsen Project	QcX Gold Corp.	37.2	0.21	8,831

Source: S&P Global

AMC considered over 60 transactions that occurred between 2023 and 2026. The transactions indicate a wide range of comparable values for copper and gold-based exploration licences. Removing outliers, 17 transactions were identified ranging from around A$1,000/km^2 to A$25,000/km^2. Notably many transaction values, particularly for larger areas, are around A$15,000/km^2 to A$25,000/km^2 (Figure 2.14) reflecting transactions of ground with advanced and prospective exploration projects or historical mineral resources or mining.

Figure 2.13 Comparable copper-gold transaction Unit Area values per km^2



The transactions indicate ranking values per unit area of:

1. between A$1,000/km^2 and A$8,000/km^2 for areas with limited data, no identified prospects or with early signs,
2. between A$8,000/km^2 and A$15,000/km^2 for prospective areas based on geology, geochemical anomalies or prospective adjacent projects,
3. between A$15,000/km^2 and A$25,000/km^2 for both small and larger areas with highly prospective and strategic areas, high-grade drill intercepts over multiple metres or historic mining and Mineral Resources.

AMC's review of Cygnus data and that of previous holders of the Chibougamau tenement packages identified that at the time of Cygnus acquiring Chibougamau there were seven existing deposits/mines within the consolidated land position, including Copper Rand which produced 14.9 Mt at 3.9% CuEq for 268 kt Cu and 1.3 Moz Au and Henderson & Portage which produced 15.6 Mt at 3.7% CuEq for 285 kt Cu and 1.2 Moz Au (Cygnus ASX announcement 15 October 2024).

Minimal modern exploration techniques have been used to target new discoveries in some areas. For example, at Camp, opportunity exists for both blind potential and near surface mineralisation, with multiple high-grade intersections in the top 200m with little follow up exploration.

This includes intersections of up to:

- 5.9m at 26.4% CuEq from 115.8m.
- 4.5m at 16.8% CuEq from 155.8m.
- 8.4m at 9.9% CuEq from 138.6m.

On the basis of the exploration results indicating the further prospectivity, AMC applied the range of between A$15,000/km^2 and A$25,000/km^2 to the tenement packages at Chibougamau.

Copper Rand comprises 15 mining concessions and 304 exploration tenements, totalling 143.11 km^2 and is 100% owned by CBAY.

Corner Bay – Devlin comprises one mining lease and 142 exploration tenements, totalling 71.14 km^2 100% owned by CBAY, and 17 exploration tenements totalling 4.44 km^2, 56.41% owned by CBAY. This latter area equates to ownership of 2.5 km^2.

For personal use only

For personal use only

Joe Mann comprises two mining concessions and 82 exploration tenements, totalling 31.80 km^2, 100% owned by CBAY, and one mining concession and 68 exploration tenements, totalling 30.30 km^2, 65% owned by CBAY. This latter area equates to ownership of 19.7km^2.

The Technical Value using the Area Method for the tenements that do not host Mineral Resources are summarized in Table 2.11. The Technical Value for Chibougamau tenements is estimated to be between A$4M and A$6.7M by this method.

Table 2.11 Technical Value of Chibougamau tenements using the Unit Area method

Prospect	Nos of Claims	% ownership	Area owned* (km^2)	Lower Value (A$k)	Mid Point (A$k)	Upper Value (A$k)
Copper Rand	EL7461	100	143.11	1,500	2,539	3,578
Corner Bay Devlin	142	100	71.14	1,500	1,639	1,779
Corner Bay Devlin JV	17	56.41	2.50	846	454	63
Joe Mann	82	100	31.80	477	636	795
Joe Mann JV	68	65	19.70	296	394	493
Total				**4,024**	**5,365**	**6,706**

Note: *Based on % owned

2.6.1.3 Summary of Chibougamau tenements Technical Value

For determining the Technical Value of the Chibougamau tenements, AMC has adopted Technical Value ranges estimated using the Past Expenditure method. AMC considers the Technical Value using the Comparable Transaction method does not fully capture the prospectivity of the tenements, particularly as extensions of previous mining areas, or the quantum of investment in near Mineral Resource investigations. For example, the C$7M exploration expenditure at Joe Mann is across 108 tenements and is not just development of the Mineral Resource. The Comparable Transactions method does not capture this level of broad investment. Therefore, the Technical Value by Comparable Transactions potentially underestimates the Technical Value by the Unit Area method. AMC considers the Past Expenditure method provides better representation of the Technical Value.

Therefore, the implied Technical Value for the Chibougamau tenements is between A$12M and A$18M with a preferred Technical Value of A$15M.

2.6.2 James Bay tenement Technical Value

2.6.2.1 Past Expenditure method

Due to the limited number of comparable transactions, and with the availability of past expenditure data, AMC considered the Past Expenditure method for James Bay. AMC typically considered the expenditure for the past five years and a reflection of current interest in exploration tenements. The available expenditure data provided includes the regulatory Work Commitment amounts and Excess Credits accumulated over time. Tenements with high Excess Credit are typically those with current high prospectivity or a Mineral Resource. AMC considered the current expenditures to reflect prospectivity closely. Notably the expenditure at Auclair in recent years is high.

The Technical Value using the Past Expenditure method for the tenements that do not host Mineral Resources are summarized in Table 2.12. The Technical Value for James Bay tenements is estimated to be between A$8.5M and A$12M by this method.

Table 2.12 Technical Value of James Bay tenements using the Past Expenditure method

Prospect	Excess credits (C$)	Work Commitment (C$)	Total (C$)	PEM low	PEM high	Lower Value (A$k)	Mid Point (A$k)	Upper Value (A$k)
Pontax	6,850,412	170,000	7,020,412	-	-	-	-	-
Auclair	6,204,251	263,400	6,467,651	1.0	1.5	6,468	8,085	9,701
Sakami	521,448	103,950	625,398	0.8	1.0	500	563	625
Sakami CHM	197,586	29,700	227,286	0.8	1.0	182	205	227
Sakami Giglio	323,903	74,250	398,153	0.8	1.0	319	358	398
Pontax Extension	891,643	368,950	1,260,593	0.8	1.0	1,008	1,135	1,261
Total						**8,477**	**10,345**	**12,213**

2.6.2.2 Unit Area method – comparable transactions

AMC identified recent transactions in Canada for tenements considered prospective for lithium but without Mineral Resources as comparable transactions. The number of comparable transactions for lithium project tenements in Canada in recent years is limited.

These transactions date from between 2023 and 2026 and apply to a range of land areas and stages of exploration. AMC excluded transactions earlier than 2023 due to the high fluctuation in lithium price and different market sentiment.

All transactions have been assessed on a value per square kilometre basis. Transaction values per square kilometre are indexed based on the lithium price at the transaction date to reflect the lithium price at the Valuation Date. The transactions on tenements prospective for lithium potential that have been considered by AMC are as listed in Table 2.18.

Table 2.13 Unit Area comparable transactions of Canadian lithium-based tenements

Date	Project	Buyer	Area (km^2)	Value (A$M)	Implied Indexed Value (A$/$km^2$)
25/01/2023	Peggy Group Lithium Property	Beyond Minerals	73.9	0.83	11,276
19/06/2023	Eagle Lake, Whitefish Lake, Grove Lake	Zimtu Capital	861.2	1.44	1,677
20/07/2023	24 mineral claims	Consolidated Lithium Metals	12.8	0.07	5,208
12/11/2025	Pikwa Property	PMET Resources Inc.	261.0	3.39	20,457
8/06/2026	Augustus Lithium Project – 449 claims	Consolidated Lithium Metals	215.0	2.81	13,052
22/06/2026	Victory Project	Rock Tech Lithium	98.8	0.94	9,539

Source: S&P Global

The limited number of relevant transactions show some variability. Of the limited transactions identified, Zimtu is omitted due to the large holding size. Consolidated Lithium in 2023 related to tenements of unknown potential. Both these transactions possibly reflect a sensitivity to size of the area in the calculations and limited knowledge of prospectivity. The Pitwa transaction is reported as prospective for gold and lithium.

Removing outliers discussed, four transactions are identified ranging from around A$5,000/$km^2$ to A$20,000/$km^2$. Notably, relevant transaction values, particularly for comparable areas, are around A$12,000/$km^2$ to A$20,000/$km^2$ reflecting transactions of ground with advanced and prospective exploration projects or historical mineral resources or mining.

For personal use only

The transactions indicate ranking values per unit area of:

1. between A$2,000/km^2 and A$8,000/km^2 for areas with limited data, no identified prospects or with early signs
2. between A$8,000/km^2 and A$12,000/km^2 for prospective areas based on geology, geochemical anomalies or prospective adjacent projects,
3. between A$12,000/km^2 and A$21,000/km^2 for both small and larger areas with highly prospective and strategic areas, high-grade drill intercepts over multiple metres or historic mining and Mineral Resources.

The 68 Pontax tenements cover an area of 36 km^2 and host a Mineral Resource. As the area is relatively small, the value of the tenements is captured in the Technical Value of the Mineral Resource. Additional value is not attributed to these tenements.

The Technical Value using the Unit Area Method for the tenements that do not host Mineral Resources are summarized in Table 2.14. The Technical Value for James Bay tenements is estimated to be between A$3.5M and A$5.5M by this method.

Table 2.14 Technical Value of James Bay tenements using the comparable transaction Unit Area method

Prospect	Ranking	Nos of Claims	Area owned (km^2)	From (A$/km^2)	To (A$/km^2)	Lower Value (A$k)	Mid Point (A$k)	Upper Value (A$k)
Pontax	3	68	36.1	-	-	-	-	-
Auclair	3	240	127.2	12,000	21,000	1,527	2,099	2,672
Sakami	2	231	100.9	8,000	12,000	807	1,009	1,211
Pontax Extension	2	236	125.4	8,000	12,000	1,003	1,254	1,505
Total						**3,337**	**4,362**	**5,388**

2.6.2.3 Unit Area method - actual transactions

Several tenement packages at James Bay that are part of the Scheme consideration have been the subject of recent transactions.

On 28 July 2023, Cygnus expanded its holding of Auclair to 417 km^2 with the acquisition of 22 tenements from Noranda Royalties and 6998046 Canada Inc. Each claim has an area of approximately 53 Ha, implying an area of 11.66 km^2. At the time mapping had identified spodumene bearing pegmatites. The initial payment for the tenements included C$100,000 plus a total of 1.5 M shares of Cygnus. The share price on the announcement date was A$0.304 (asx.com.au) and C$1 = A$1.11 (RBA.gov.au). This implies a transaction amount of approximately A$567,000.

Since this transaction the lithium price has dropped. Based on the change in lithium carbonate price, the indexed implied value is A$32,125 per km^2 at the Valuation date. Subsequent payments were conditional on defining Mineral Resources. There is no Mineral Resource at Auclair. However, a large spodumene bearing pegmatite target was identified at Auclair in August 2023.

On 28 March 2023, Cygnus acquired the Sakami tenements totalling 118 km^2. Sakami was acquired by paying C$300,000 and 3,450,000 ordinary Cygnus shares. The share price on the announcement date was A$0.234 (asx.com.au) and C$1 = A$1.11 (RBA.gov.au). This implies a transaction amount of approximately A$1,140,000. Based on the change in lithium carbonate price, the indexed implied value is A$7,390 per km^2. There is limited exploration at Sakami since this acquisition.

For personal use only

On 28 March 2023, Cygnus also increased its holding at Auclair twelve-fold to 337 km^2 with the acquisition of Beryl. This multiplier implies the acquired area is 309 km^2. Beryl was acquired by paying C$395,000 and 4,000,000 Cygnus shares. The share price on the announcement date was $0.234 (asx.com.au). This implies a transaction amount of approximately A$1,374,000 or A$3,405 per km^2 as subsequent payments were conditional on defining Mineral Resources. There is no Mineral Resource on these tenements.

On 17 February 2023, Cygnus acquired 70 tenements covering 40 km^2. The tenements are adjacent to the Pontax project. The tenements were acquired by paying C$1,200,000 and 750,000 ordinary Cygnus shares. The share price on the announcement date was A$0.33 (asx.com.au) and C$1 = A$1.11 (RBA.gov.au). This implies a transaction of approximately A$1,592,000. Based on the change in lithium carbonate price, the indexed implied value is A$17,260 per km^2.

27 September 2022, Cygnus acquired 166 tenements as part of Pontax Extension. The tenements were acquired by paying a total of A$300,000 and 5,333,332 ordinary Cygnus shares. The share price on the announcement date was A$0.30 (asx.com.au). This implies a transaction amount of approximately A$1,900,000. Based on the change in lithium carbonate price, the indexed implied value is A$7,290 per km^2. At the time, Pontax Extension was only considered prospective because it abuts Pontax.

The transactions indicate ranking values per unit area of:

1. less than A$7,300/km^2 for areas with limited data, no identified prospects or with early signs.
2. between A$7,300/km^2 and A$17,300/km^2 for prospective areas based on geology, geochemical anomalies or prospective adjacent projects.
3. between A$17,300/km^2 and A$32,100/km^2 for areas with highly prospective and strategic areas, high-grade drill intercepts over multiple metres or historic mining and Mineral Resources.

The Technical Value using the Area Method for the tenements that do not host Mineral Resources are summarized in Table 2.14. The Technical Value for James Bay tenements is estimated to be between A$3.8M and A$8.0M by this method.

Table 2.15 Technical Value of James Bay tenements using the actual transaction Unit Area method

Prospect	Ranking	Nos of Claims	Area owned (km^2)	From A$/km^2	To A$/km^2	Lower Value (A$k)	Mid Point (A$k)	Upper Value (A$k)
Pontax	3	68	36.1	-	-	-	-	-
Auclair	3	240	127.2	17,300	32,100	2,201	3,142	4,083
Sakami	2	231	100.9	7,300	17,300	737	1,241	1,746
Pontax Extension	2	236	125.4	7,300	17,300	915	1,542	2,169
Total						**3,853**	**5,925**	**7,998**

2.6.2.4 Summary of James Bay tenement Technical Value

For the Technical Value of the James Bay tenements, AMC has adopted value ranges estimated using the Past Expenditure method for Auclair. At Sakami and Pontax Extension, the Comparable and Actual Transaction methods are combined with the Past Expenditure method. No value is attributed to Pontax tenements as this value is considered within the value of the Mineral Resource.

In considering the Past Expenditure method, Cygnus has reported that exploration at Auclair identified multiple major spodumene bearing pegmatite trends over 6 km of strike at Auriga, Lyra and Pegasus. First drilling results at Pegasus, returned 43.7 m (true width) at 1.15% Li_2O from 46.4 m. Coarse,

For personal use only

spodumene mineralisation has been observed throughout the Pegasus outcrop. Drilling over the Auriga Trend identified spodumene-bearing pegmatites up to 13.9 m wide over a 1.9 km strike. Surface sampling along the Auriga trend returned grades of up to 6.5% Li_2O. The results from Auclair indicate the expenditure is relevant and that identified prospectivity is to be considered in the Technical Value.

AMC considers the Technical Values by Past Expenditure at Sakami and Pontax Extension potentially underestimate those valuations as they have seen limited exploration activity or expenditure since acquired. The implied Technical Value of Sakami and Pontax Extension is reflected in the comparable and actual transaction Technical Values that consider recent transactions on those tenements.

The Technical Value using these combined methods for the James Bay tenements that do not host Mineral Resources are summarized in Table 2.16. The Technical Value for James Bay tenements is estimated to be between A$8.5M and A$13.6M by this method, with a preferred Technical Value of A$11M.

Table 2.16 Summary Technical Value of James Bay tenements

Prospect	Lower Value (A$k)	Mid Point (A$k)	Upper Value (A$k)
Auclair	6,500	8,100	9,700
Sakami	1,000	1,350	1,700
Pontax Extension	1,000	1,600	2,200
Total	**8,500**	**11,050**	**13,600**

2.6.3 WA tenements

2.6.3.1 Past Expenditure method

In applying the Past Expenditure method, AMC typically considered the expenditure for the past five years as a reflection of current interest in exploration tenements. The cessation of exploration activities might imply there was insufficient prospectivity to warrant continuing. The continuous modest expenditure at Snake Rock since 2018 suggests persistence may be due to prospectivity and the expenditure is relevant, although perhaps limited by budget. Therefore, the information at Snake Rock back to 2018 was used.

A PEM was applied to the expenditure for each tenement based on reported intercepts and the presence of an exploration target at Bencubbin. AMC considered the current expenditures to reflect prospectivity closely.

At Snake Rock, historical and recent geophysics illustrates the prospectivity for Mafic Ultramafic layers with both Cu-Au and Ni-Cr-Cu enrichment intersected.

Drillhole SRRC0007 returned 3 m at 0.96 g/t Au from 93 m to bottom of hole and a DDH tail was completed returning 74.5 m wide zone at 0.15 g/t Au. Within this there was 6.2 m at 0.7 g/t Au and 0.3% Cu, and 3 m at 1.1 g/t Au and 0.4% Cu.

SRRC0007 EOH assayed up to 26.9 ppm Bi, 5.8 ppm Te, and up to 204 ppm W. Follow-up geophysics surveys revealed a unit with increased density coincidental with the magnetic target unit for Cu-Au mineralisation.

SRRD003 assayed 7.35 m at 0.18 g/t Au and 1096 ppm Cu from 136.65 m. It also included 36 m at 0.5% Cr including 4 m at 0.8% Cr from 28 m. Other Ni-Cr intercepts include 12 m at 0.4% Ni from 48 m (SRRC0006), 3m at 1.4% Cr from 93 m with values of up to 0.5% Ni (SRRC0012).

For personal use only

For personal use only

At Bonnie Rock, there is reported to be outcropping silver-lead-zinc skarn mineralisation in two locations with associated gold. It is also prospective for clay-hosted REE mineralisation.

Drilling intersected four narrow <1.5 m bands of mineralisation with peak values 1.0% Cu, 1.5% Pb, 1.7% Zn and 760 g/t Ag. Drillhole DMU1 assayed 2.35 m at 0.34% Cu, 1% Pb, 0.97% Zn & 260.80g/t Ag. Historical rock chip sampling returned assays up to 6.8% Zn, 6.7% Pb, 9.6% Mn and 127g/t Ag at Dam Gossan. Anomalous geochemistry identified over 1400 m, with two other areas found to contain anomalous Zn 400 m south and 1000 m northwest of Dam Gossan.

Native gold reported in petrology. Previous work has not assayed for gold. Anomalously high levels of La, Y, Nb, Tl, Ga, Li and Ba were indicated by qualitative spectrographic analysis.

At Bencubbin, the Welbungin Project is a clay hosted REE prospect extending over 22 km, with an exploration target of 537 Mt grading at 1,524 ppm TREO developed from drilling and sampling. Cygnus has completed 137 AC holes to date. Of these, 56 AC drillholes had samples that measured > 1000 TREO ppm. Select drilling results included:

- 19 m at 1541 ppm TREO including 11 m at 1960 ppm TREO
- 23 m at 1861 ppm TREO including 12 m at 2404 ppm TREO
- 34 m at 1275 ppm TREO including 4 m at 2111 ppm TREO
- 79 m at 1576 ppm TREO including 8 m at 7243 ppm TREO
- 25 m at 2745 ppm TREO including 8 m at 5617 ppm TREO

The Technical Value using the Past Expenditure method for the WA tenements with PEMs applied are summarized in Table 2.12. The Technical Value for the WA tenements is estimated to be between A$2.2M and A$3.5M by this method.

Table 2.17 Technical Value of WA tenements using the exploration expenditure method

Prospect	Total (A$)	PEM low	PEM high	Lower Value (A$k)	Mid Point (A$k)	Upper Value (A$k)
Bencubbin	529,591	1.0	2.0	530	794	1,059
Bonnie Rock	306,636	1.0	1.5	307	383	460
Snake Rock	1,319,216	1.0	1.5	1,319	1,649	1,979
Total				**2,155**	**2,827**	**3,498**

2.6.3.2 Unit Area method

Snake Rock and Bonnie Rock both have a base metal focus including copper. Bencubbin is a rare earth elements (REE) prospect, for which limited comparable transactions are available. As such, AMC identified transactions between 2021 and 2026 for tenements considered prospective for primarily copper in Australia as comparable transactions. AMC discounted some upper and lower outlier values and considered the exploration potential identified for each tenement and its location relative to existing infrastructure. Tenement with previously operating mines or that included mining leases or discoveries were excluded from consideration. Transactions with small areas appear to indicate higher values per area than those with larger dimensions, possibly reflecting a sensitivity to small area calculations or their more strategic demand due to contained or adjacent prospects.

Comparable transactions for tenements with REE are limited. However, as the value per km^2 for copper and lithium above are similar to each other, AMC applied the same rates to Bencubbin as a secondary check of the Past Expenditure method.

All transactions have been assessed on a value per square kilometre basis. Transaction values per square kilometre are indexed based on copper price at the transaction date to reflect the copper price at the Valuation Date. The transactions on tenements with primarily copper exploration potential that have been considered by AMC are as listed in Table 2.18.

Table 2.18 Comparable transactions of copper based tenements

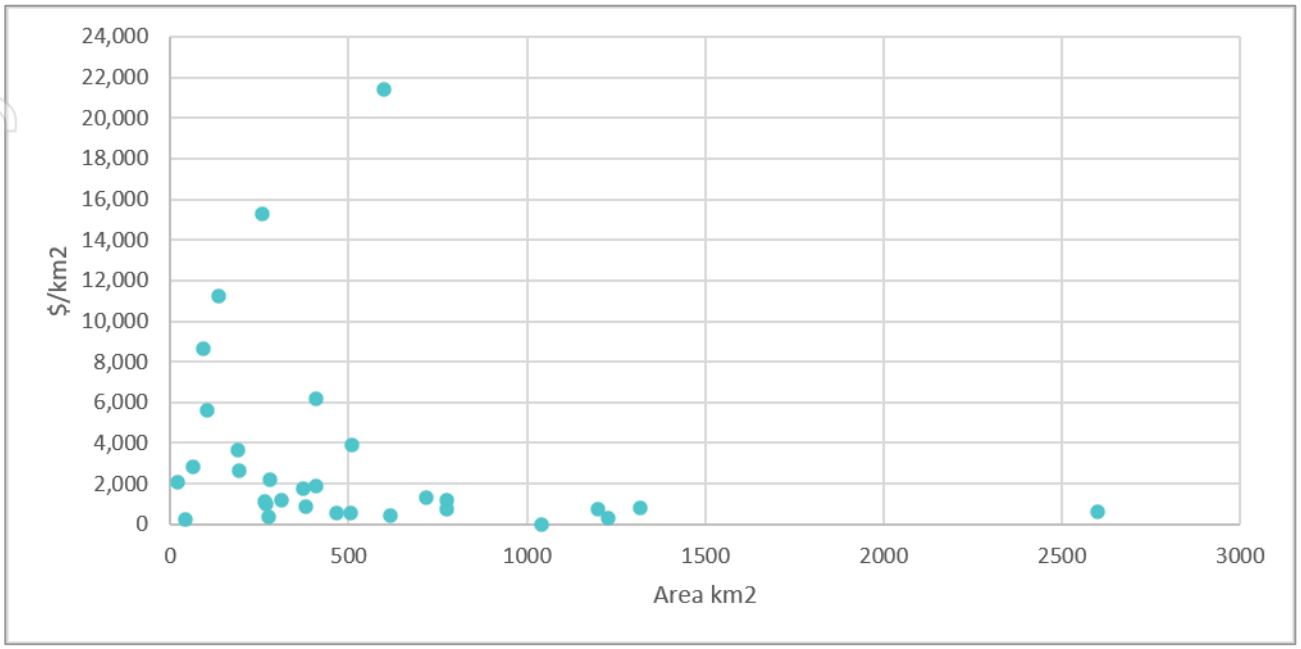
Date	Project	Buyer	Area (km2)	Value (A$M)	Implied Indexed Value (A$/km^2)
16/02/2021	Black Range Project	Resource Base Limited	409	1.52	6,159
18/02/2021	5 exploration licenses	Odin Metals Limited	2600	1.00	639
25/02/2021	2 EPMs	South32 Limited	137	1.00	11,262
24/03/2021	Ravenswood Project	Sunshine Gold Limited	373	0.41	1,769
22/06/2021	Russell Copper Project	Battery Minerals Limited	258	2.60	15,292
23/06/2021	Flanagans Copper-Gold	Bindi Metals Limited	188	0.45	3,633
17/11/2021	Mt Isa East project	Cooper Metals Limited	1200	0.61	759
1/12/2021	Highlands tenements	Larvotto Resources Ltd	776	0.63	1,213
15/12/2021	Top Camp Project	Mayfair Corp. Group	407	0.50	1,868
31/12/2021	Two Copper Projects	Stavely Minerals Limited	270	0.18	980
28/01/2022	Bethanga project	Nexus Minerals Limited	194	0.35	2,619
8/04/2022	Nyngan project	Alchemy Resources	774	0.40	716
15/06/2022	Exploration license EL5425	C29 Metals Limited	91	0.50	8,621
22/07/2022	Mayfield project	Talisman Mining Limited	1043	0.01	19
28/09/2022	Mogul Copper-Zinc project	Kogi Iron Limited	42	0.01	256
30/09/2022	EPM27537	Cooper Metals Limited	275	0.05	347
17/10/2022	Neutral Junction Project	Eastern Metals Limited	504	0.15	569
10/01/2023	North Isa project	Renegade Exploration	20	0.03	2,092
21/04/2023	Two Exploration Licenses	Lodestar Minerals Limited	381	0.20	862
29/06/2023	Broken Hill Projects	Stelar Metals Limited	719	0.56	1,335
17/07/2023	East Tennant Project	Middle Island Resources	1319	0.64	819
15/12/2023	Exploration Licence EL8907	Kincora Copper Limited	600	7.71	21,417
7/05/2024	Four Exploration Licenses	Terra Metals Limited	618	0.18	411
8/05/2024	Baton and Red Dog tenements	Rio Tinto	1228	0.25	287
15/05/2024	Ashburton Project	Austin Metals Limited	510	1.50	3,882
30/06/2024	Blue Rock Valley Project	Oracle Power plc	102	0.40	5,635
2/07/2024	E52/1613	Ironbark Zinc Limited	64	0.13	2,807
13/08/2025	Seven Exploration Licences	Solara Minerals Ltd	310	0.26	1,186
9/09/2025	Three Exploration tenements	Rumble Resources Ltd	280	0.43	2,194
6/11/2025	Cowal Project	Altitude Minerals Ltd	467	0.20	557
29/01/2026	E59/1989	Premier1 Lithium Limited	266	0.28	1,104

Source S&P Global

AMC considered 31 transactions that occurred between 2021 and 2026. The transactions indicate a wide range of comparable values from around A$250/km^2 to A$20,000/km^2 for copper-based exploration licences. Removing outliers, most transaction values, particularly for larger areas, fall below A$3,500 (Figure 2.14) reflecting early-stage exploration projects.

For personal use only

Figure 2.14 Comparable transaction Unit Area values per km²



The transactions indicate ranking values per unit area of:

1. between A$250/km² and A$4,000/km² for areas with limited data, no identified prospects or with early signs.
2. between A$4,000/km² and A$9,000/km² for prospective areas based on geology, geochemical anomalies or prospective adjacent projects.
3. between A$9,000/km² and A$16,000/km² for highly prospective and strategic areas and high-grade drill intercepts over multiple metres.

A range of implied Technical Values for the WA tenements based on their ranking are listed in Table 2.19.

Table 2.19 Technical Value of WA tenements using the Unit Area method

Prospect	Tenement	Ranking 1,2 or 3	Area (km²)	Lower Value (A$k)	Mid Point (A$k)	Upper Value (A$k)
Bencubbin	E70/5716	2	165	660	1,073	1,485
Bonnie Rock	E70/5196	2	82	328	533	738
Snake Rock	E70/4911	2	176	704	1,144	1,584
Total				1,**692**	2,**750**	3,**807**

The Technical Value for the WA tenements determined by AMC using this method is between A$1.7M and A$3.8M with a midpoint of A$2.8M.

2.6.3.3 Summary of WA tenements Technical Value

For the Technical Value of the WA tenements, AMC has adopted value ranges estimated using the Past Expenditure method. The Past Expenditure method is considered a more reliable method as the Area Method applies rates for other commodities. That said, the range of the Area Method results support the Past Expenditure method.

For personal use only

The Technical Value using the Past Expenditure method for the WA tenements that do not host Mineral Resources are summarized in Table 2.20. The Technical Value for the WA tenements is estimated to be between A$2.2M and A$3.5M by this method, with a preferred Technical Value of A$2.8M.

Table 2.20 Summary Technical Value of WA tenements

Prospect	Total (A$)	PEM low	PEM high	Lower Value (A$k)	Mid Point (A$k)	Upper Value (A$k)
Bencubbin	529,591	1.0	2.0	530	794	1,059
Bonnie Rock	306,636	1.0	1.5	307	383	460
Snake Rock	1,319,216	1.0	1.5	1,319	1,649	1,979
Total				**2,155**	**2,827**	**3,498**

2.6.4 Summary Technical Value of Exploration Tenements

For the Technical Value of Exploration Tenements, AMC has adopted Technical Value ranges estimated using the Unit Area method, the Past Expenditure method and actual transactions.

The implied Technical Value for the Exploration Tenements by region determined by AMC is provided in Table 2.21.

Table 2.21 Technical Value of Exploration Tenements

Prospect	Lower Value(A$M)	Mid Point(A$M)	Upper Value (A$M)
Chibougamau	12	15.0	18.0
James Bay	8.5	11.0	13.6
WA tenements	2.2	2.8	3.5
Total	**22.7**	**28.8**	**35.1**

The Technical Value for Cygnus's holding and JV share of the Exploration Tenements determined by AMC using this method is between A$22.7M and A$35.1M with a midpoint of A$28.8M.

2.7 Summary Mineral Asset Technical Value

To determine the Technical Value of Cygnus's Mineral Resources, AMC considered Yardstick Values as ranges of metal prices based on a reasonable population of comparable transactions. In the case of Chibougamau, AMC also considered a previous transaction of part of the same Mineral Assets.

To determine the Technical Value of Exploration Tenements, AMC considered the Area Method based on a reasonable population of comparable transactions, Past Expenditure, and in the case of James Bay, AMC also considered ranges based on previous transactions of tenements making up part of the Mineral Assets and therefore key valuation points for the assets.

AMC considers these methods to be appropriate, recognised methods for Technical Values. Applying these methods, AMC considers the implied Technical Value of the Cygnus Mineral Assets to be between A$84M and A$134M with a preferred value, being the mid-point, of A$109M.

The summary breakdown valuation of the assets for the Scheme is provided in Table 2.22.

The VALMIN Code defines A Technical Value as an assessment of a mineral asset's future net economic benefit under a set of assumptions deemed most appropriate by a practitioner, excluding any premium or discount to account for market considerations.

For personal use only

Table 2.22 Summary of implied Cygnus Mineral Asset Technical Value

Projects		Lower Value (A$M)	Mid Point (A$M)	Upper Value (A$M)
Chibougamau	tenements	12	15	18
	Chibougamau	50	65	79
Sub-total		**62**	**80**	**98**
James Bay	tenements	9	11	14
	Pontax	5	8	10
Sub-total		**14**	**19**	**24**
Australia	tenements	2	3	4
Total		**78**	**102**	**126**

AMC has determined a Technical Value for the Mineral Assets by multiple methods from a low to high range. AMC recommends the Technical Value for the Cygnus Mineral Assets is at the midpoint of the range of values shown in Table 2.22.

AMC notes Chibougamau has a history of mining with a processing plant housed in a shed and other infrastructure remaining on site. In providing a Technical Value, AMC has considered the metal in the ground. The Technical Value of the Chibougamau Mineral Resource does not consider any premium or discount to account for market considerations such as proximity to a processing plant or other infrastructure that might influence the Market Value to a willing buyer or seller.

For personal use only

3 Central Asia Metals

3.1 Overview

Central Asia Metals plc (CAML) is a United Kingdom (UK) public company, and its common shares are listed on the Alternative Investment Market (AIM) of the London Stock Exchange (LSE). CAML is a metal mining company that produces lead, zinc, and copper with projects and operations in North Macedonia (Sasa Mine) and Kazakhstan (Kounrad in situ dump leach operation). CAML also owns an 80% interest in CAML Exploration, a subsidiary formed to progress early-stage exploration opportunities in Kazakhstan, a 100% interest in CAML XD, an entity with a similar purpose, and a 32.6% interest in Aberdeen Minerals Ltd, a privately-owned UK company focused on the exploration and development of base metals opportunities in northeast Scotland.

3.2 Sasa

3.2.1 Location and background

3.2.1.1 Ownership

The Sasa Mine is operated by Rudnik SASA DOOEL, a wholly owned subsidiary of CAML.

3.2.1.2 Location

The Sasa Mine is located in the northeast of North Macedonia, near the border with Bulgaria, and approximately 150 km east of the capital city of Skopje (Figure 3.1). The nearest town is Makedonska Kamenica, approximately 10 km to the south, and provides a highway conduit between the mine and the region for staff and supplies coming in, and export of concentrate products.

Figure 3.1 Location of the Sasa Mine



For personal use only

Source: Sasa NI43-101 draft report

3.2.1.3 Physiography

The climate is subject to continental and Mediterranean influences, with hot dry summers and cold winters. The majority of rainfall is during the spring and autumn and occasionally there are heavy snowfalls on the mountains, rarely in the valleys, from December to February.

The mine workings are situated in the Osogovo Mountains, with an elevation range of approximately 975 to 1,600 masl and occupies a narrowing valley setting on the Kamenica River. Surrounding mountains rise to 2,030 masl around the Sasa Mine and the average annual precipitation is approximately 600 mm.

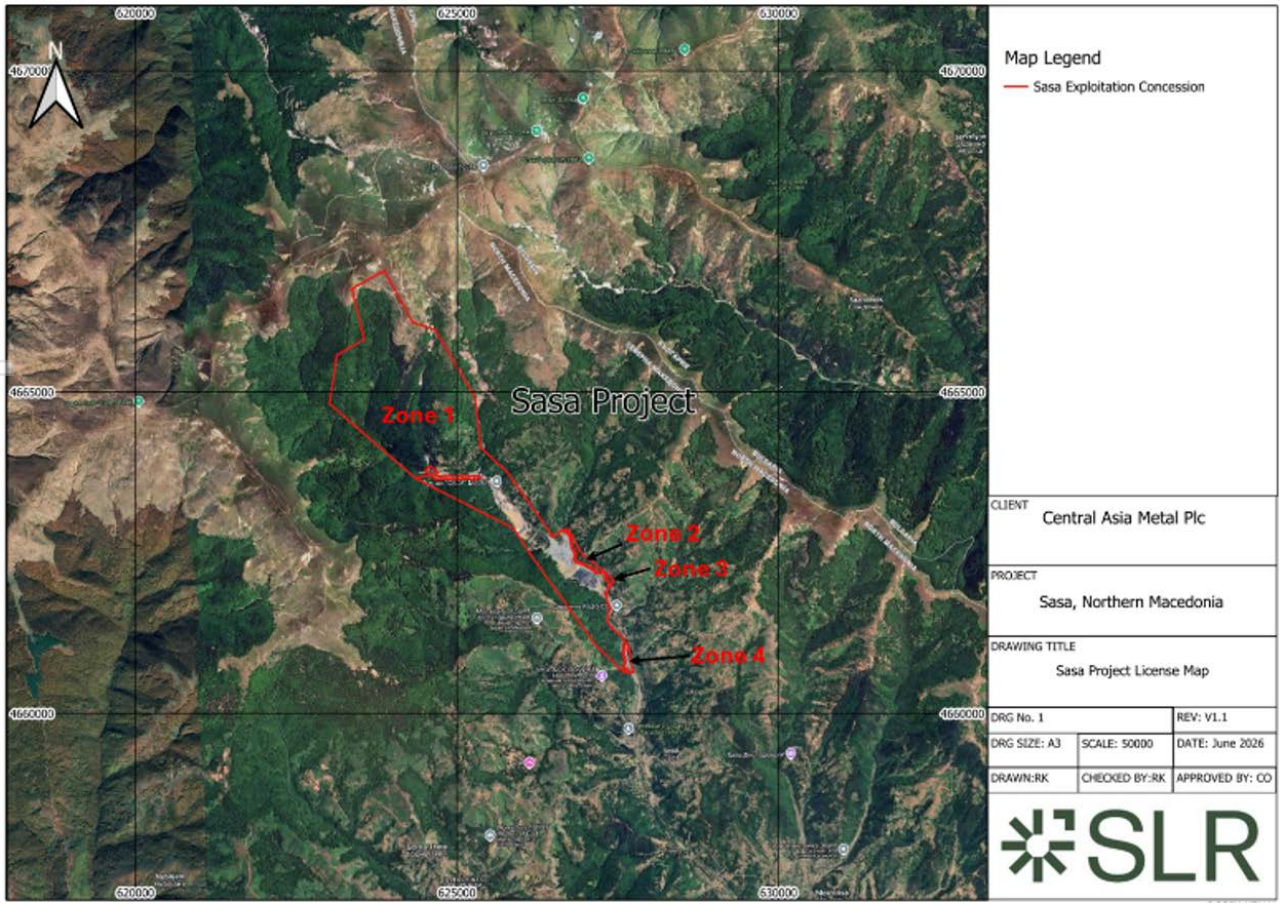
3.2.1.4 Mineral Tenure

The Sasa Mine has an Exploitation Concession (24-4971/1) with an area of approximately 4.22 km^2 (expanded to 6.87 km^2 in February 2026) and is valid until 28 September 2030.

The current LOM at Sasa runs until 2034. Rudnik SASA DOOEL has all required permits to conduct the proposed work on the Property and to continue production as planned. No significant factors and risks that may affect access, title, or the right or ability to perform the proposed work on the Property have been identified by AMC. The QPs of the NI43-101 report consider there are reasonable grounds to expect the concession to be extended beyond the 28 September 2030 expiry.

The extent of the concession is shown in Figure 3.2. The boundaries of the exploitation and exploration concessions are defined in the Gauss-Krüger coordinate system (Hermannskogel datum).

Figure 3.2 Extent of Sasa concessions



Source: Sasa NI43-101 draft report

For personal use only

For personal use only

3.2.1.5 Background

Initial exploration comprising geological surveys of the Osogovo ore-bearing massif and the Sasa locality date from 1954. Exploration continued between 1954 and 1960 with construction of the mine between 1960 and 1965. In November 1965 the underground mine was opened for trial processing with a projected production capacity of 0.3 Mtpa of lead-zinc ore. The Sasa mine started commercial operations from 1966 as a state-owned entity. During the 1990s, ore production at Sasa was roughly 0.5 Mtpa and in 2002 the mining and milling operation was shut down due to lack of operating capital.

The Solway Investments Group (Solway) subsequently purchased the mine, and operations were restarted in 2006. The mine was restored within six months after acquisition with investment and improvement made, particularly within the plant which was re-equipped with a modern flotation circuit allowing production of separate zinc and lead concentrates instead of a bulk concentrate.

On 3 November 2015, it was announced that the Orion Mine Finance Group (Orion) had purchased the Mineral Assets from the Solway Investment Group. Orion partnered with Fusion Capital AG (a privately owned company focused on the acquisition, financing and management of base metals mining operations) to establish Lynx Resources Ltd to acquire the Sasa Mine (via its wholly owned subsidiary Lynx Europe SPLLC Skopje).

CAML took 100% ownership and operation of the Sasa Mine in November 2017.

3.2.1.6 Description

The Sasa Mine comprises the Svinja Reka and Golema Reka lead-zinc deposits which occur as stratiform deposits hosted by quartz-graphite schist and marbles of Lower Palaeozoic age at Svinja Reka and by gneisses at Golema Reka. The Kozja Reka occurrence was historically mined but is not part of the current operation or mine plan.

The Sasa Mine has been in continuous operation since 2006 and over recent years has produced approximately 800 ktpa of ore with average grades of 3.4% Pb and 2.6% Zn from mining at Svinja Reka.

The deposit is accessed by a recently completed Central Decline, extending 3,735 m from the portal (located in the proximity of the process plant/surface infrastructure) to the 750 mRL. Commissioned in early 2025, the Central Decline was built to provide a more direct route to the orebody at depth, mitigate any risk from hoisting, and provide an additional means of emergency egress. It is now used for all transportation of equipment and personnel to and from the mine and transports 80% of the ore to the surface by truck, with the remainder via the Golema Reka shaft.

The Sasa Mine has historically operated using sub-level cave (SLC) and cut and fill (CF) mining methods. CF was used historically at Golema Reka. Svinja Reka was all SLC prior to 2023. However, as the orebody narrows with increasing depth, long-hole stoping (LHS) has recently been adopted as the main mining method for the LOM. Following construction of a paste backfill plant and underground reticulation system in 2023, CF mining methods are also used in specific areas where additional selectivity is required. Both historical voids and new excavations are backfilled with paste material containing cement tailings.

In addition to the CF project, a dry stack tailings (DST) project has recently been completed, and 30% of the tailings produced by the mine is stored as dry stack, while 40% is used for paste backfill (PBF). A maximum of 30% is stored as wet tailings in the existing Tailings Storage Facility (TSF). The tailings strategy is to maximise DST and PBF tailings storage.

Mineral processing is undertaken at the processing plant with varying age components, and which was commissioned in its current configurtion in 2006 and originally designed to process 650 ktpa of ore. The

For personal use only

plant was upgraded in 2007 with additional Metso flotation cells to a nameplate capacity of 850 ktpa. The ore is crushed in three stages, and the milling circuit involves two parallel sets of rod mills, spiral classifiers and ball mills to ensure the extracted material is the appropriate size for liberation by flotation at approximately 74 microns.

The processing plant operates both lead and zinc flotation, producing separate concentrates that are filter pressed to generate products containing 5% to 9% moisture. The concentrates are stored in two separate bays before loading into trucks for transportation.

Approximately 40 kt (dry) of lead concentrate are produced annually with an average process recovery of 94%. Approximately 45 kt (dry) of zinc concentrate are produced annually with an average process recovery of around 86%. The lead concentrate contains on average 72% Pb and the zinc concentrate contains on average 50% Zn. The lead concentrate includes a credit for silver.

The lead and zinc concentrates are transported by truck to smelters in the surrounding region and some concentrates as sent further afield from Burgas. The concentrates are sold under long term contracts. Silver in the concentrates is subject to a streaming agreement with OR Resources Inc. whereby CAML currently receives US$6.665 per ounce for silver.

The LOM plan runs for 9 years, and the mining rate is planned to increase to 830 ktpa for the next 8 years before declining in year 9 to around 700 ktpa. Average grades in the LOM plan are 3.5% Pb and 2.5% Zn.

The Sasa mine operates year-round, 24 hours a day, 7 days a week with 3 x 8 hour working shifts in both the underground mine and process facilities. Most of the mine staff are from the local area and reside in the town of Makedonska Kamenica and surrounding region. The total staff number is approximately 700.

3.2.1.7 Historical performance

A summary of ore processed by the plant and the resulting concentrate production from 2008 to 2025 is shown in Table 3.1.

Table 3.1 Sasa Production history 2008-2025

Item	Unit	2008	2009	2010	2011	2012	2013	2014	2015	2016
Processing Plant										
Ore Processed	kt	854	865	811	758	754	774	780	777	779
Pb Grade	% Pb	4.68	4.43	4.05	3.83	3.93	4.13	4.16	4.04	3.95
Zn Grade	% Zn	4.08	4.14	3.81	3.43	3.35	3.47	3.48	3.52	3.41
Lead Concentrate										
Pb Concentrate	kt	49.1	47.6	41.3	37.1	38.0	41.0	41.6	40.2	39.5
Pb Recovery	%	91.6	94.2	94.4	95.1	94.4	94.4	94.5	94.1	94.1
Pb Grade	% Pb	74.5	75.7	75.2	74.3	73.6	73.6	73.7	73.5	73.3
Pb in Concentrate	kt	36.6	36.1	31.0	27.6	28.0	30.2	30.7	29.5	29.0
Zinc Concentrate										
Zn Concentrate	kt	58.0	61.0	52.8	44.6	43.1	46.2	46.9	47.2	45.5
Zn Recovery	%	82.3	85.5	86.0	86.6	86.2	86.3	86.5	85.8	84.6
Zn Grade	% Zn	49.5	50.2	50.4	50.6	50.5	50.1	50.1	49.8	49.4
Zn in Concentrate	kt	28.7	30.6	26.6	22.5	21.8	23.3	23.5	23.5	22.5

For personal use only

Item	Unit	2017	2018	2019	2020	2021	2022	2023	2024	2025
Processing Plant										
Ore Processed	kt	793	805	821	820	831	807	806	761	799
Pb Grade	% Pb	3.98	3.90	3.77	3.85	3.52	3.63	3.70	3.71	3.35
Zn Grade	% Zn	3.18	3.31	3.29	3.37	3.14	3.15	2.97	2.87	2.61
Lead Concentrate										
Pb Concentrate	kt	40.8	40.3	40.4	41.3	37.9	38.4	39.1	37.6	35.6
Pb Recovery	%	94.6	93.6	94.5	94.3	93.1	93.4	93.1	94.4	94.1
Pb Grade	% Pb	72.9	73.6	72.3	72.0	71.8	71.2	71.0	70.8	70.6
Pb in Concentrate	kt	29.9	29.4	29.2	29.7	27.2	27.4	27.8	26.6	25.2
Zinc Concentrate										
Zn Concentrate	kt	43.7	46.1	47.1	47.6	44.4	42.8	40.2	37.0	35.6
Zn Recovery	%	85.5	84.6	86.5	86.1	84.9	84.6	85.0	85.2	85.7
Zn Grade	% Zn	49.4	48.9	49.6	50.0	49.9	50.1	50.6	50.2	50.2
Zn in Concentrate	kt	21.6	22.5	23.4	23.8	22.2	21.5	20.3	18.6	17.9

Source: Sasa NI43-101

3.2.2 Geology and Mineral Resources

The Mineral Resource estimate as reported by CAML as of 31 December 2025 is shown in Table 3.2. The Mineral Resource is comprised of material from Svinja Reka and Golema Reka. The Mineral Resource estimates have been prepared by CAML under the direction of Graham Greenway a Competent Person as defined by the JORC Code. SLR Consultants reviewed the Mineral Resources with Ché Osmond signing-off as the Qualified Person (QP) as defined by the CIM Code. The Mineral Resources are reported inclusive of material that comprises the Mineral Reserve estimate.

Table 3.2 Total Mineral Resource estimation for the Sasa lead zinc deposit, 31 December 2025

Deposit	Classification	Tonnes (Mt)	Pb (%)	Zn (%)	Ag (g/t)
Svinja Reka	Measured	-	-	-	-
Svinja Reka	Indicated	9.6	4.2	3.0	32.8
Svinja Reka	Inferred	2.3	2.9	2.4	35.5
Golema Reka	Measured	-	-	-	-
Golema Reka	Indicated	1.8	4.1	1.3	13.8
Golema Reka	Inferred	6.8	3.9	1.2	13.2
Total	**Measured**	**-**	**-**	**-**	**-**
Total	**Indicated**	**11.4**	**4.2**	**2.8**	**29.8**
Total	**Inferred**	**9.1**	**3.6**	**1.5**	**18.9**

Notes:

- CIM (2014) definitions were followed for Mineral Resources.
- Mineral Resources are estimated using NSR cut-off values of US$53 per tonne for sub-level caving, US$65 per tonne for cut and fill stoping and $60 per tonne for long-hole stoping.
- Mineral Resources are estimated using metal prices of US$3,041 per tonne for zinc, US$2,506 per tonne for lead and US$31 per ounce for silver.
- Mineral Resources are estimated using metallurgical recoveries of 94% for lead, 82% for zinc and 75% for silver.
- Mineral Resources are estimated using average dry densities ranging from 2.7 to 4.0 t/m^3.
- A minimum thickness of 1.5 m was used to model the mineralised zones.
- Mineral Resources are inclusive of Mineral Reserves. Source Sasa NI 43-101.
- Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

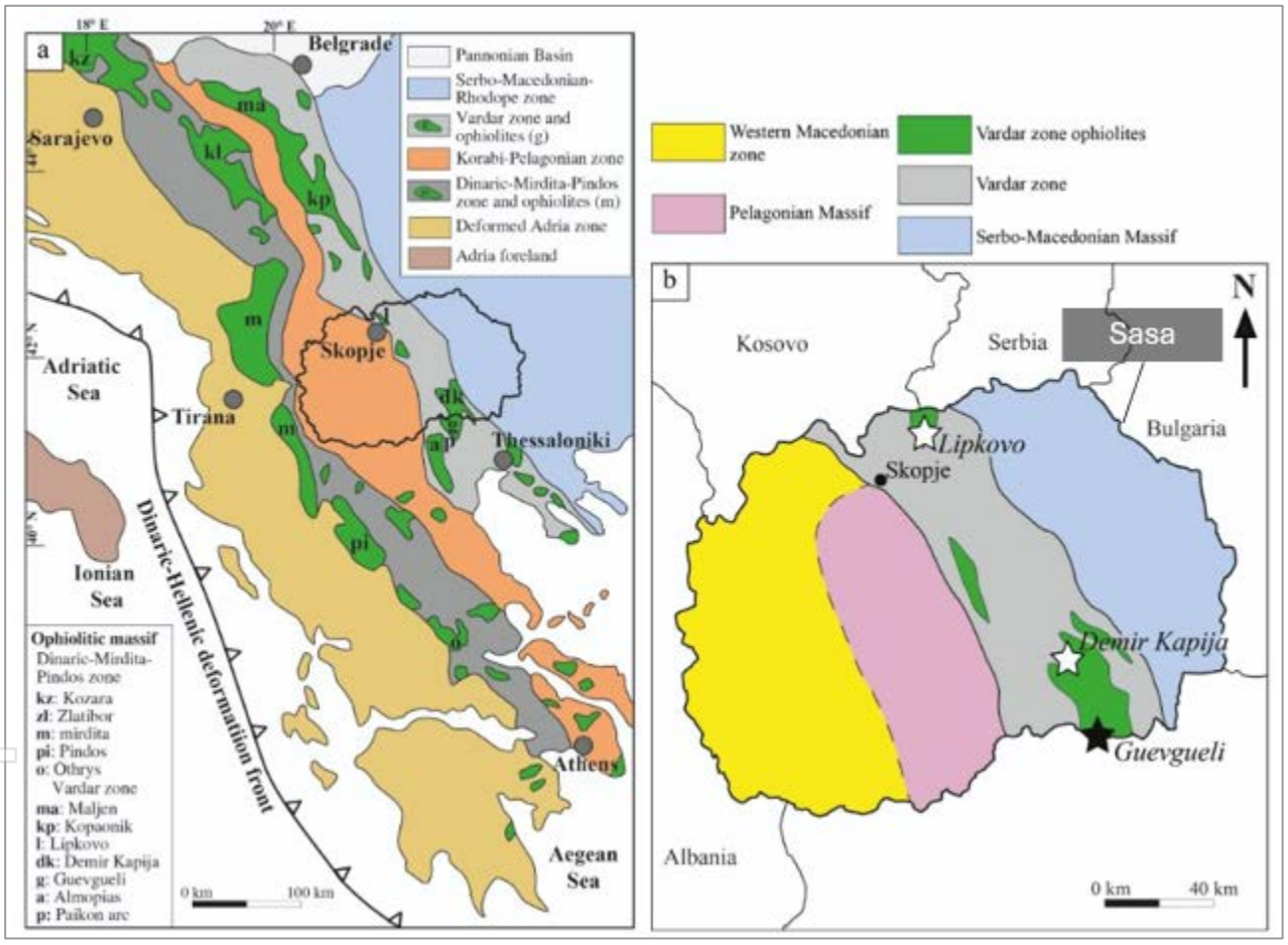
Totals may not represent the sum of the parts due to rounding. Source: Sasa NI43-101.

3.2.2.1 Regional and deposit geology

Regional geology encompassing Sasa Mine is assigned to the north-northwest-trending Serbo-Macedonian Massif (SMM). The Precambrian-Palaeozoic SMM comprises two tectonostratigraphic units, the Lower Unit medium- to lower-amphibolite facies, comprising gneiss, mica schist, quartzite, amphibolite and sporadic marble and 'migmatite'. The Upper Unit is Greenschist facies, comprising Late Neoproterozoic Ocean 'floor' sediments and igneous units, as well as, Lower Ordovician to Lower Carboniferous schist, phyllite, quartzite and marble.

The Sasa Pb-Zn-Ag deposit is a skarn deposits hosted by metamorphic complexes of the SMM Lower Unit (Figure 3.3). Mineralization is predominantly hosted in intercalated quartz-graphite schist (quartz related to hydrothermal ingress) and marble (or cipolin), encompassed by SMM Precambrian Gneiss (Figure 3.4).

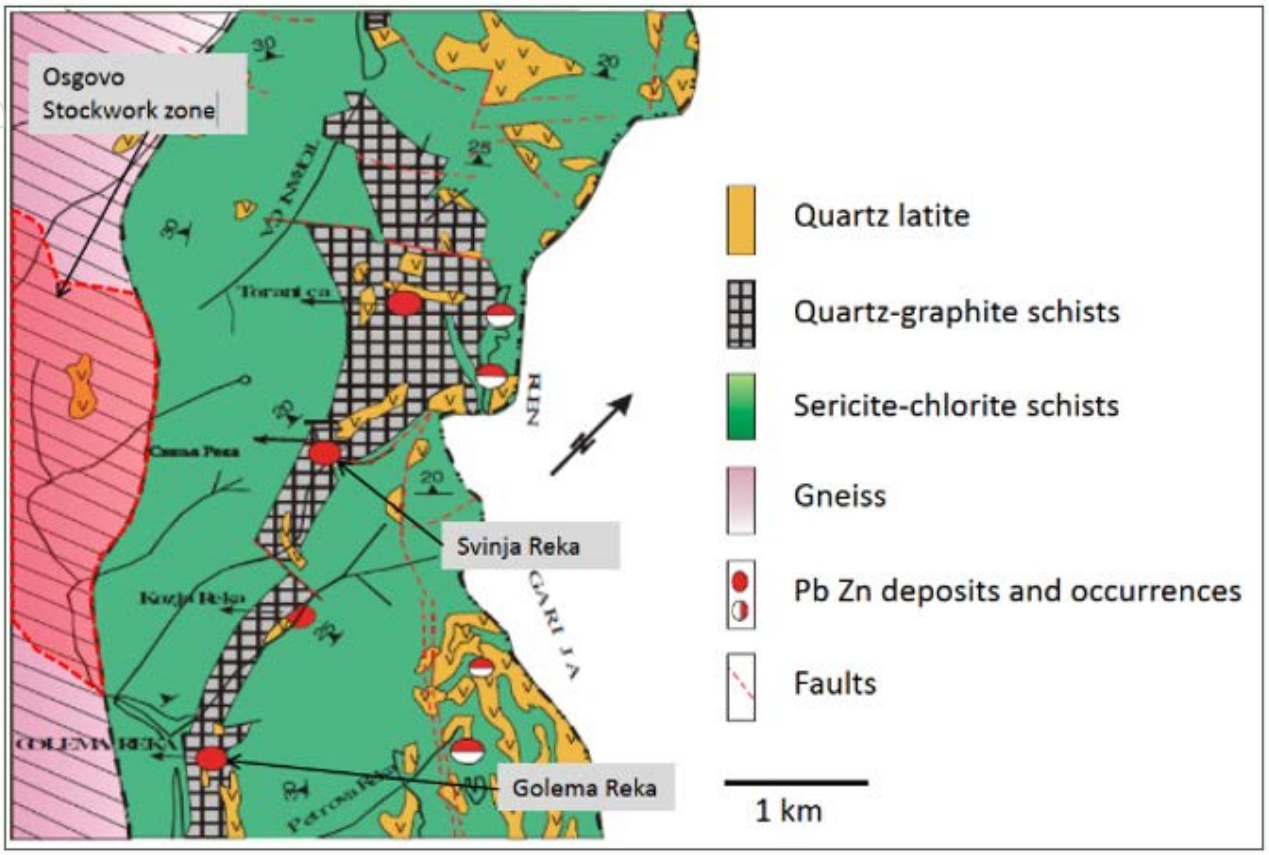
Figure 3.3 Sasa regional geology



Source: Sasa NI 43-101 draft report

For personal use only

Figure 3.4 Sasa deposit geology



Source: Sasa NI43-101 draft report

3.2.2.2 Exploration history

The Project area was explored by Bulgarian geologists in 1936, 1945 and 1946. Detailed work began in 1952 when geological mapping by a team from the Geological Institute Skopje produced maps over the mineralised occurrences. This was followed by geophysics, trenching, drilling and excavating crosscuts through mineralisation as surface.

The Sasa mine commenced operation in 1965 and stopped in 2001 when government funding of operating capital ceased. Solway Investment Group Ltd (Solway) acquired the mine from creditors in 2005. The plant was re-equipped with a flotation circuit allowing production of separate zinc and lead concentrates.

In 2015, Solway sold the Sasa mine to Lynx Europe SPLLC Skopje.

3.2.2.3 Geological data collection and collation

The drilling, sample preparation, assaying and data validation procedures have been reviewed by AMC and are summarised in the following sections.

Drillholes

The drill data set consists of 87 surface and 3,112 underground DDH core from 3,199 drillholes for a total of 222,874 m. These are split into 209,848 m at Svinja Reka and 21,510 m at Golema Reka. All related drilling is DDH core. Drillholes are 10 m to 30 m spacing along strike and down dip, often drilled from the same site, and at 200 m spacing in between mining areas.

For personal use only

For personal use only

Drillholes are generally angled perpendicular to strike. Surface holes are generally perpendicular while underground drillholes vary up to 45 degrees. All surface drillholes were completed using 76 mm diameter, HQ or NQ DDH core. Underground drillholes were completed using 76mm (NQ) diameter, 36 mm diameter (BQ) or AX DDH core in up-holes.

Hole collars were surveyed using a Precision GPS. Downhole surveys are done with a Reflex gyro probe by the Geops (Bulgaria) drill and survey contractor, on 50 m downhole intervals. No downhole surveys were recorded for 50 m to 70 m long underground drillholes.

Sample collection and preparation

Core has been photographed wet and dry, marked up and logged for lithology and mineralisation. Core recovery has been recorded at 95% to 98%. And above 80% in historic drillholes.

Following mark-up, core was sawn in half and samples taken at nominal 1.0 m lengths over appropriate geological intervals.

Samples for assaying were initially prepared on site, with samples being crushed to -3 mm, dried and riffle split to 50% of the sample that is pulverised to -0.74 mm pulp. This is quartered and a 1 g portion taken for analysis. Samples for laboratory testing are assayed for Pb, Zn, Ag and Fe by ICP-MS.

Core pieces 10 cm long were taken at regular intervals for bulk density determinations within both mineralised domains, Previously, bulk density was estimated using a relationship between the Pb+Zn grade and bulk density for determining individual block tonnages in the Mineral Resource model. In AMC's opinion, the bulk density data is of reasonable quality.

Quality assurance and quality control of assays

Samples have been routinely assayed at a commercial geochemistry laboratory. QAQC checks are carried out as part of the standard laboratory procedures.

The Sasa Mine laboratory regularly submits check samples to the SGS laboratory, KCM and Eurotest laboratory in Sofia, Bulgaria. Independent QAQC analysis of the Pb and Zn assay historically database indicate a reasonable quality in the results, with slight bias of lower grade for Pb and a slight high bias for Zn.

The Geology Department routinely submits CRM, blanks and coarse reject duplicates within the core sample batches. Anomalous QAQC results sample lead to re-submission of portions of the batch for re-assay. Generally, the assay results are within acceptable levels of accuracy and precision.

In AMC's opinion, sample preparation and assaying procedures have been applied that are suited to the nature of the mineralisation. Both primary and umpire assaying are conducted using recognized commercial laboratories. A range of industry-standard QAQC procedures have been implemented to monitor accuracy and precision.

The Sasa Mine laboratory is annually audited by the Macedonian Accreditation Institute.

Independent QAQC analysis of the Pb and Zn assay database completed historically by SRK (during 2006) and recently (during 2019). The results of these comparisons are reasonable.

AMC considers the confidence in the sample data in general to be of suitable quality for use in the grade estimation.

For personal use only

Data validation

A series of data validations are undertaken prior to the grade estimation. Validations include:

- Duplicate data.
- Missing intervals.
- Inconsistent from (m) and to (m) values.
- Assays exceeding sensible values.
- Excessive drillhole deviation.

Overall the data is of reasonable quality to support Mineral Resource estimation.

3.2.2.4 Resource Estimate

Geological interpretation

At Svinja Reka, Underground mapping and DDH drilling information are used to interpret the mineralised zones using Leapfrog Geo software. A nominal 2% Pb+Zn cut-off plus lithology were used to constrain the mineralised domains and provide continuity of the orebodies. A minimum thickness if 1.5 m was applied at Golema Reka. Grade boundaries are generally sharp, although some weaker mineralisation was included in the model.

Underground mapping guided the interpretation of the 3-dimensional domain solids, identifying multiple lenses, and pinching and swelling. Three main mineralised zones in Svinja Reka have been updated in December 2024.

Internal waste zones (<2% Pb+Zn) are common within the mined, mapped, and modelled zones for Svinja Reka. In many cases it is practically impossible to remove all these zones. Previously modelled internal waste zones within the mineralised domains were updated in the 2024 model. These were not explicitly modelled at Golema Reka, due to their narrow and discontinuous nature. They are not considered amenable to selective mining.

Grade estimates

Grade data is composited to 1 m intervals. Grade capping is based on log probability plots and the reduction of coefficient of variation to less than 1.5 while keeping metal cut below 5%. Grade capping was applied to the composites at Svinja Reka. No grade capping was applied to the composites at Golema Reka, but a limited search was applied to high zinc grades.

Geostatistical analyses and variography was undertaken. The spatial continuity of Zn, Pb, and Ag composites were evaluated 3D continuity and geometric anisotropy using Leapfrog Edge. Leapfrog Edge was used to model Normal Scores contoured variograms to determine the anisotropy and downhole and three directional variograms.

The block model within the geological wireframes used parent blocks of dimensions 3.5 mE by 14 mN by 7 mRL . A sub-cell split of 16 was applied in all dimensions to accommodate boundaries.

A minimum of 8 and maximum of 26 composites were used per estimate for Pass 1 at Svinja Reka; 6 and 18 for Pass 2; 4 and 10 for pass 3. At Golema Reka a minimum of 6 and maximum of 16 composites were used per estimate for Pass 1 and 2. A discretisation level of 5X, 5Y and 2Z was used so that each block was estimated using a matrix of 50 points. The grade of the parent cell is assigned as the mean estimated grade of these points.

Metal grades were estimated using OK for Pb, Zn and Ag grades. NN estimates were also used to validate the OK estimates. Bulk density values were interpolated using NN and/or a regression formula based on estimated Pb grades. Hard boundaries were applied during the estimation.

Validation of grade estimates

Grade estimation was validated by CAML by:

- Visually comparing drillholes to the estimated model grade.
- Comparing the OK and NN models.
- Comparing input samples, de-clustered samples, and model sample statistics.
- Generation of swath plots on sections along and across strike and vertically.

Mineral Resource classification

The Mineral Resource Estimate has been classified based on the basis of geological and grade continuity confidence and reflect the Competent Person's view on the deposit.

- Indicated classification relies on a minimum of four drillholes and less than 50 m from a drillhole.
- Inferred classification relies on a minimum of two drillholes and less than 150 m from a drillhole.
- Inferred Mineral Resources were also assigned to any areas below and elevation of 700 masl.

Classification criteria

The classification of a Mineral Resource estimate is a matter for the Competent Person, and opinions between resource estimation geologists can differ. In AMC's opinion the application of the classification criteria used to prepare the Mineral Resource estimate is appropriate.

Cut-off grade

Net smelter return (NSR) was calculated based on metal prices, payable metals considering lead, zinc and silver grades, metallurgical recoveries, and realisation costs.

Metal prices used for Mineral Resources were US$3,041 per tonne for zinc, US$2,506 per tonne for lead, and US$31 per ounce for silver. Metallurgical recoveries used were 94% for lead, 82% for zinc and 75% for silver. The NSR calculation also considered the planned underground mining methods based on orebody geometry.

NSR cut-off values (COVs) of US$53 per tonne for SLC, US$65 per tonne for CF and US$60 per tonne for LHS were used to estimate the Mineral Resources.

Depletion

Underground development at the Sasa mine is surveyed by mining surveyors. However, the sub-level caving method prevents access to survey the caving portions of the stopes. To generate an approximation of the caved volume, wireframes volume is generated between the surveyed level development wireframes.

Although the 3D volumes do not exactly represent the locally mined volumes, they are considered to reflect the larger volume and are used for reconciliation. The wireframes of depleted volumes were created and coded to reflect depletion within the block model for reporting of the Mineral Resource.

Compliance with the reporting codes

In AMC's opinion the Sasa Mine Mineral Resource estimate has been classified and reported in accordance with the JORC Code.

For personal use only

AMC has used the block models provided to AMC by CAML to confirm that the tonnage, grades, and classifications reported in the Sasa Mineral Resource Estimate can be reproduced. AMC confirmed this to be the case.

3.2.3 Mining and Ore Reserves

3.2.3.1 Geotechnical

The Sasa deposit is hosted within a sequence of quartz-graphite schists with mineralisation occurring as stratabound lenses. The orebody strikes broadly northwest–southeast and dips to the southwest. Thickness is variable and geological complexity increases at depth. Recent mining indicates narrower ore zones and greater structural complexity in deeper areas requiring tighter control of excavation geometry and sequencing.

The structural setting is dominated by a complex fault network. Four principal fault systems have been identified, generally steeply dipping from southeast to west. The rock mass has been significantly affected by tectonic deformation, resulting in intersecting fault sets and a major structure sub-parallel to the orebody.

Geotechnical characterisation has improved significantly in recent years. Systematic logging of drill core began in 2022, and this data has been built into a geotechnical block model based primarily on Q-prime classification, supported by various additional parameters including total core recovery to identify voids. Logging is completed for all drillholes in areas of interest with historical core and geological logs retained for future reference.

A site-wide geotechnical and structural model was further developed following a visit by TECT Geological Consulting in April 2024. This work incorporated detailed drill core logging and scanline mapping, improving structural interpretation and supporting refinement of the geotechnical domains and design inputs.

Laboratory and geotechnical testwork dates from 1978, 2017 and 2019, and is still considered representative, although current observations suggest that the skarn and schist units being mined may be marginally stronger than those encountered historically.

The mine is not considered high stress. Stress redistribution does lead to localised unloading effects near historical voids which influence ground response.

Ground support is installed in development and production areas in accordance with defined mine standards based on the Q system and supported by local site correlation. Typical support comprises rock bolts, mesh and shotcrete.

Stope stability is assessed through a combination of empirical and numerical methods. Stable spans are derived from Mathews' Stability Graph, supported by site-specific empirical data. Maximum unsupported spans are typically limited to 15 – 20 m, particularly within the hangingwall. Stability is sensitive to span length.

Hangingwall overbreak is a major contributor to stope dilution. Current estimates indicate a global overbreak of approximately 18%. A site-specific regression model has been developed to relate overbreak to geotechnical parameters, supported by empirical stability and Equivalent Linear Overbreak/Slough (ELOS) analysis.

Paste backfill provides local and regional ground support. It is used to fill mined voids and provide confinement for adjacent and overlying stopes. Design parameters include a target unconfined

For personal use only

compressive strength of approximately 1.5 MPa for underhand mining and 0.5 MPa for adjacent exposures. A minimum curing period of 10 days is required before adjacent mining.

3.2.3.2 Mining method

Mining operations have been continuous at Svinja Reka since 2006, and mining methods have been developed and upgraded over time as understanding of the orebody geometry and geotechnical properties has increased.

The mining methods used are SLC, LHS with backfill, and CF. The mining method for the LOM is split between LHS (67%), cut and fill (17%) and SLC (15%).

Historically, the mine operated using SLC however as the orebody narrows with depth, the suitability of this method has declined. Since 2023 a transition to LHS with backfill has been ongoing as the primary mining method. CF mining is also used in areas requiring greater selectivity or with difficult ground conditions. To support the transition to these mining methods a paste fill system has been implemented, with both LHS and CF stopes paste filled. The paste fill plant was commissioned in 2024.

SLC is well suited to the broader, more continuous mineralised zones encountered at shallower levels. However, the method is associated with elevated dilution due to the ingress of caved waste. Narrowing ore widths and greater geological complexity as the mine extends deeper has resulted in SLC becoming less suitable, with difficult draw control, higher dilution and reduced selectivity. SLC is not considered appropriate for the majority of remaining reserve areas, particularly where mineralisation is narrow or discontinuous.

LHS is better suited than SLC to the narrower and more variable mineralisation encountered at depth and is expected to result in lower amounts of dilution. The shallow dip of the orebody, typically around 35° and in places as low as 24°, presents additional challenges to the LHS mining method. Slot raise development at these angles has historically been problematic with failures delaying production. Modified practices, including steepening slot orientation to position the foot of the slot outside the orebody, or firing shallow rings against paste fill, have improved performance. Ore movement along shallow footwalls is challenging and is reported to be assisted by flushing with water from upper levels.

Following extraction, LHS stopes are filled with paste fill, providing both ground support and void elimination. Paste is produced from filtered tailings with binder and delivered underground via a reticulation system. Paste availability, delivery and curing time are critical constraints on the production sequencing.

CF stoping is used in areas where ore geometry or ground conditions are not conducive to LHS. This includes zones of reduced rock mass competence, variable thickness, or increased structural complexity, where greater control of excavation is required.

A summary of the dilution and mining recovery factors by mining method is shown in Table 3.3. A regression formula is used to calculate LHS stope dilution based on ground conditions with the LOM average dilution of 14.5%.

For personal use only

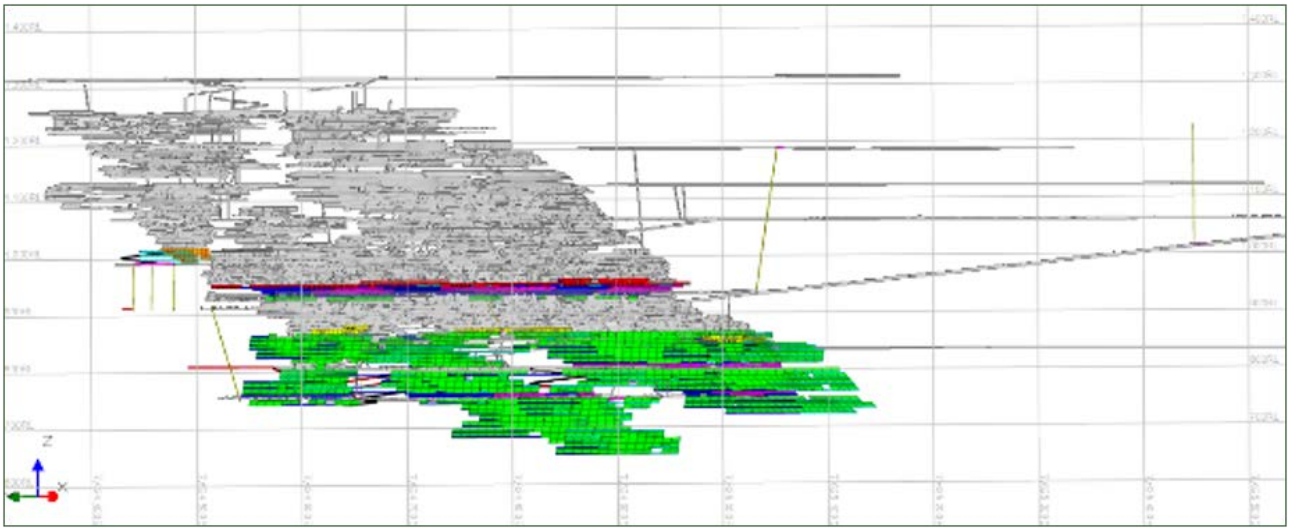
For personal use only

Table 3.3 Dilution and Mining Recovery Factors by mining method

Mining Method	Dilution (%)	Mining Recovery (%)
Sub-Level Caving	30	82
Cut and Fill	10	98
Long-Hole Stoping	14.5 (LOM average)	92

Figure 3.5 provides a global overview of the existing and planned development looking perpendicular to the strike of the orebody. Figure 3.5 shows the existing mined areas in grey, LHS areas in green, CF areas in pink, SLC in red and planned development in blue.

Figure 3.5 Isometric mine design overview showing mining methods looking Northeast



Note: Mined Areas (grey), LHS (green), CF (pink), SLC (red), Planned Development (blue)

3.2.3.3 Cut-off grade

The cut-off grade is estimated using a NSR methodology. The NSR for each mining method were calculated to determine the value of each individual stope and used metal prices, payable metals considering lead, zinc and silver grades, metallurgical recoveries, and realisation costs.

Metal prices used in the calculation of NSR for Ore Reserves were US$2,644 per tonne for zinc, US$2,179 per tonne for lead, and US$27 per ounce for silver.

Metallurgical recoveries used in the calculation of NSR were 94% for lead, 86% for zinc and 75% for silver.

NSR cut-off values of US$53 per tonne for SLC, US$65 per tonne for CF and US$60 per tonne for LHS were used to estimate the Ore Reserves.

AMC consider the use of a NSR approach appropriate for a multi-element orebody and the NSR values reflect the actual operating costs.

3.2.3.4 Mine design

The main access to the underground workings is through the Central Decline, which extends from a portal located adjacent to the paste backfill to a depth of 750 mRL. The Central Decline is used for all personnel and equipment movement and accounts for approximately 80% of ore haulage, transported to surface by truck.

For personal use only

Secondary access is provided by the Golema Reka shaft and the Level 14b portal.

The underground layout comprises a series of production levels, sublevels and strike drives developed within, or adjacent to, the orebody. These provide access for drilling, blasting and mucking activities, and have been designed to support LHS with paste backfill as the principal mining method, supplemented by localised cut-and-fill. The layout also accounts for interaction with historical caved areas from prior mining.

Three principal production horizons are active, centred around the 990, 910 and 750 – 800 levels, with the 830-level functioning as a rail haulage level linking to the Golema Reka shaft system. Prior to commissioning of the Central Decline, this level formed the main ore handling route.

Ore mined from stopes is hauled to ore passes by LHDs (Load Haul Dump) equipment. Material is then hauled to surface by truck or the shaft system. As of early 2026, approximately 20% of ore is hauled via the shaft, with shaft haulage scheduled to be phased out during 2026 and all rock trucked to the surface via the Central Decline.

3.2.3.5 Mining equipment

The mine uses conventional trackless underground mining equipment. LHDs are used for mucking ore from the stope draw points and development headings. Blasted ore is mucked into 20 t and 32 t trucks which transport the ore to the surface via the Central Decline or to the Golema Reka shaft for hoisting. Development drilling is carried out using single-boom jumbo rigs, while production drilling in stopes is undertaken using dedicated long hole drill rigs.

3.2.3.6 Mine infrastructure

Ventilation is based on a mechanical overpressure system that supplies fresh air to active mining areas and exhausts return air through a network of raises and airways. Two principal fans are installed, and fresh air is supplied primarily via the decline portals.

Backfilling at the Sasa mine is undertaken using a cemented paste backfill system. The system has been developed in conjunction with the transition to LHS and CF mining methods.

Paste backfill is produced at a surface plant, where tailings from the flotation process are dewatered using filtration and combined with binder and water to form a paste of suitable consistency. The paste is then piped underground for placement in stopes. This approach allows the significant proportion of process tailings to be returned underground as engineered fill rather than being deposited in surface storage facilities.

Key design parameters for the paste backfill system include target unconfined compressive strength of 1.5 MPa for underhand mining and 0.5 MPa for adjacent exposures, and a curing period of approximately 10 days prior to adjacent mining. Backfill delivery is scheduled at 1,200 m^3/d, requiring approximately 70% utilisation of the paste plant on a short-term basis.

The availability and performance of paste backfill is critical to production. Mining sequences are dependent on fill placement and curing cycles, and any interruption in backfill supply has the potential to impact stope turnaround times and overall output.

3.2.3.7 Mining schedule

The LOM schedule for the Sasa mine is shown in Table 3.4 and runs from 2026 to 2034 (inclusive). The LOM schedule is based on the Ore Reserve with a minor amount of Inferred Mineral Resources (6%), the majority of which are concentrated towards the end of the mine life.

The annual lateral development metres require an increase from current performance of approximately 10,000 m in 2024 and 2025 to a maximum of 13,000 m in 2028.

Production rates vary by mining method. LHS design extraction rates are 750 t per day per stope, and SLC design rates are 500 t per day per stope (24-hour basis). Individual stopes typically contain between 2,500 t and 3,500 t of material, with an average tonnage of 160 t per metre of stope length, depending on width. The operation typically maintains 10 to 12 active stopes per month.

Backfill placement rates are 1,200 m^3 per day. The backfilling cycle includes four days for barricade installation, followed by a curing period of up to 10 days prior to adjacent mining. Paste fill volumes are scheduled to ramp-up as LHS provides a higher proportion of the ore mined.

Table 3.4 Annual mining schedule

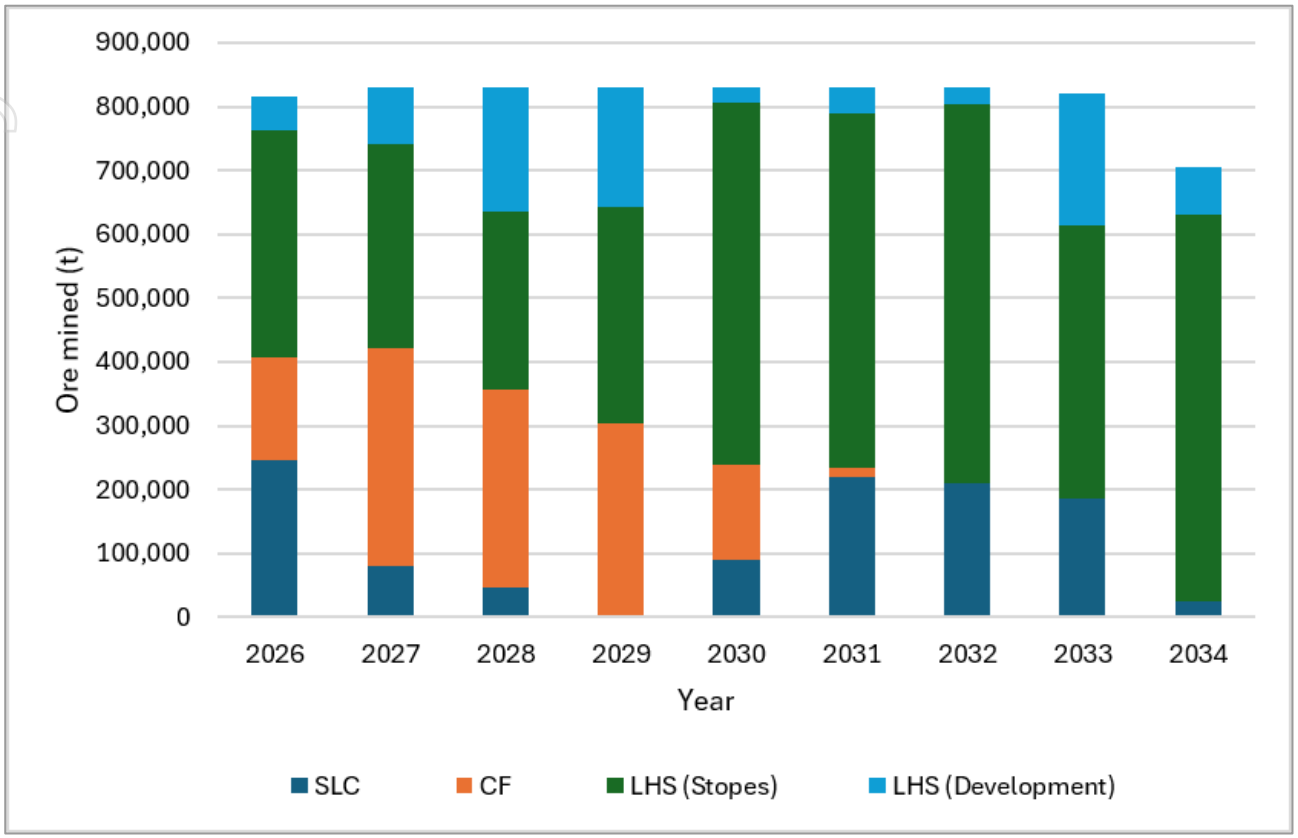
Item	Unit	2026	2027	2028	2029	2030	2031	2032	2033	2034	Total LOM
Probable Ore Reserve	kt	815	780	797	781	768	822	768	698	633	**6,882**
Inferred Resources	kt	1	31	33	50	63	8	62	127	72	**446**
Total Production Tonnes	**kt**	**816**	**830**	**830**	**830**	**831**	**830**	**830**	**825**	**705**	**7,327**
Pb+Zn	%	6.51	6.30	6.31	6.19	6.60	6.19	6.03	5.69	4.33	**5.98**
Pb Grade	% Pb	3.65	3.72	3.75	3.59	3.45	3.80	3.71	3.22	2.27	**3.48**
Zn Grade	% Zn	2.86	2.58	2.56	2.59	3.15	2.39	2.32	2.47	1.39	**2.50**
Ag Grade	g/t Ag	21	24	26	28	25	27	28	27	27	**26**

Source: CAML financial model

The mining schedule by mining method is illustrated in Figure 3.6. LHS stoping contributes 55% of the ore mined with equal contribution from other methods.

For personal use only

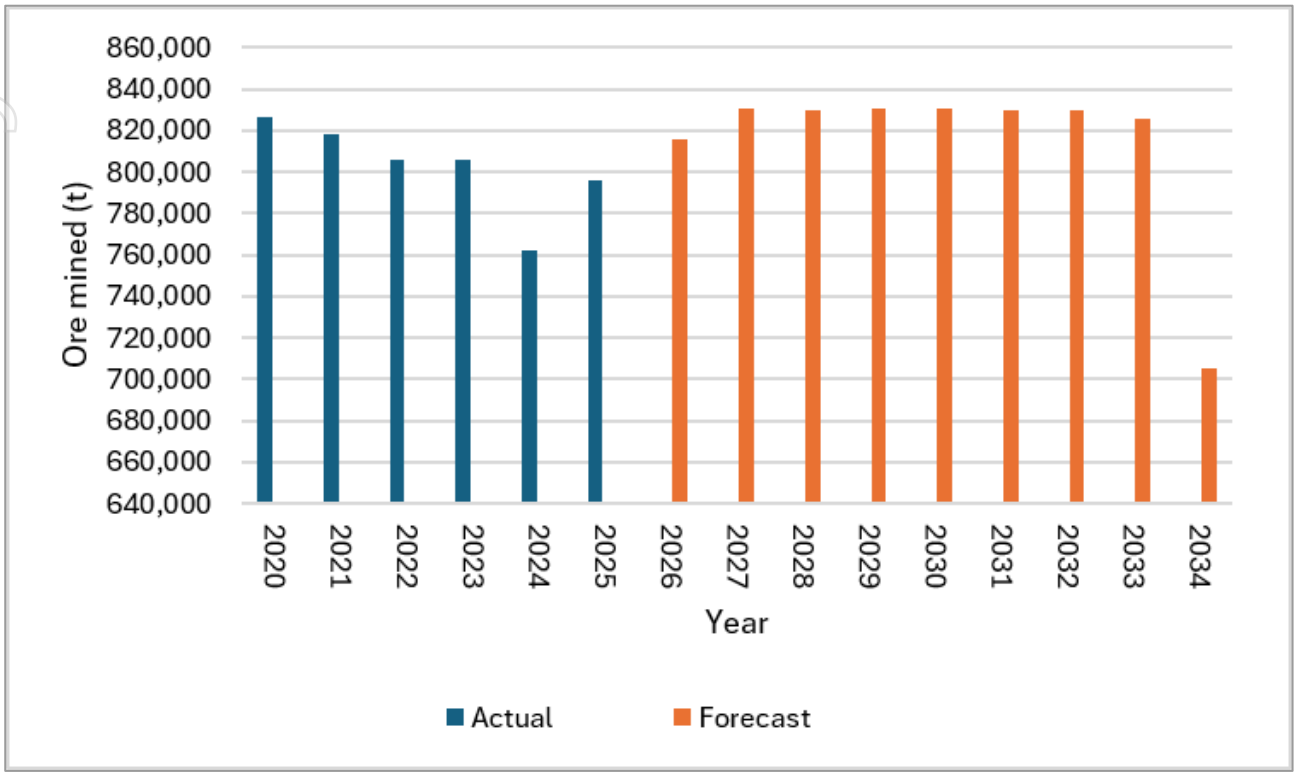
Figure 3.6 Annual LOM ore tonnes mined by mining method



The mining schedule shows a minor increase from recent historical ore production rates that range from 800 to 820 ktpa, to 830 ktpa over the LOM. A dip in production was experienced in 2024 as the mine transitioned to LHS and CF mining methods (Figure 3.7). Production rebounded in 2025 to just under 800 ktpa. January to June 2026 production is 404 kt, on target to achieve the planned 2026 total of 815 kt.

For personal use only

Figure 3.7 Annual ore tonnes mined actual and LOM forecast



The Deswik mining schedule provided to AMC is broadly consistent to the CAML financial model but deviates in the final years with a longer tail. Consequently, AMC considers there is a risk in achieving the final two years of the schedule. However, as the schedule is based almost wholly on Ore Reserves, AMC expects the mine life will continue beyond 2034 as additional Mineral Resources are developed.

3.2.3.8 Ore Reserves

Ore Reserves are reported for the Svinja Reka deposit only (Table 3.5). The Ore Reserve has been estimated by Sasa's technical services team utilising 3D-modelling software (Deswik) and includes the application of appropriate modifying factors. The Ore Reserve estimate has been independently reviewed by another consulting company with no material issues noted.

Table 3.5 Sasa Ore Reserves as at 31 December 2025

Classification	Tonnes (Mt)	Pb (%)	Zn (%)	Ag (g/t)
Proven	-	-	-	-
Probable	6.9	3.5	2.5	26
Total	6.9	3.5	2.5	26

Source Sasa NI 43-101 draft report

Notes:

1. Ore Reserves are estimated using NSR cut-off values of US$53 per tonne for sub-level caving, US$65 per tonne for cut and fill stoping and $60 per tonne for long-hole stoping.
2. Ore Reserves are estimated using metal prices of US$2,644 per tonne for zinc, US$2,179 per tonne for lead and US$27 per ounce for silver.
3. Ore Reserves are estimated using metallurgical recoveries of 94% for lead, 82% for zinc and 75% for silver.
4. A minimum mining width of 1.8 m, including internal but excluding external dilution, has been used.
5. Totals may not represent the sum of the parts due to rounding.

For personal use only

In AMC's opinion the Sasa mine Ore Reserve estimate has been classified and reported by a Competent Person in accordance with the JORC Code.

3.2.4 Mineral processing

3.2.4.1 Metallurgical Testing

The Sasa processing plant was commissioned in 2006, originally designed to process 650 ktpa of ore. The plant was upgraded in 2007 with additional Metso flotation cells to a nameplate capacity of 850 ktpa of ore. However, to match the mine production rate, the plant operates at throughputs less than this and, in recent years, has processed approximately 800 ktpa.

The main minerals present are sphalerite, galena, pyrite and pyrrhotite and the mineralisation varies from coarse to fine grained depending on the ore source. Silver is present and is generally associated with the galena.

As an established operating mine, metallurgical testwork is generally focussed with on-going plant optimisation projects using the on-site metallurgical testwork laboratory. This can also be used to test any ore samples from any new zones as mining progresses.

The ore metallurgy has been very consistent since 2008 with lead and zinc recoveries of circa 94% and 86% respectively, aligning with the LOM plan. Concentrate grades are circa 72% Pb and 50% Zn. Design silver recovery to the lead concentrate is 75%.

The Sasa ore is forecast to get harder, from 13-14 kWh/t to circa 18 kWh/t as mining progresses deeper into the ore body.

Metallurgical testwork has been undertaken on three composite samples that were selected to represent the life of mine ore through to 2032. The testwork did not identify any fundamental metallurgical issues that would prevent successful processing of future ore types represented by these composite samples.

The LOM plan assumes historical metal recoveries will be maintained for life of mine. This assumption is not unreasonable given the consistency of historical process performance, and the favourable results of the composite samples tested. AMC, however, recommends that additional testwork be undertaken on samples representing future ores be tested to firm up this assumption. This should include testing variability samples on discrete ore types, and mining periods.

AMC considers that, without modifications to the processing plant, the processing of harder ore may result in lower mill throughput or a coarser feed the flotation circuit. Coarser feed to flotation would negatively impact flotation recovery. Consistent with AMC's review, there are potential future requirements for additional lead cleaner flotation capacity, scavenger flotation capacity and lead regrind capacity to maintain metallurgical performance as ore characteristics evolve. Modelling of the comminution circuit to understand the likely impact of the harder ore is recommended by AMC. As it is unclear when the harder ore will be processed, it is uncertain if the impact will be material hence it will be captured as a risk rather than adjustment to the AMC production case. It should be noted that no CAPEX allowance has been made in the CAML financial model for plant modifications.

There is an on-going project to investigate the potential for ore sorting. If successful, this could remove the throughput bottleneck due to mill power availability and harder ore, as well as facilitate the ability to mine and process lower grade and/or diluted ore and upgrade it to allow economical extraction.

Initial pre-concentration testwork using ore sorting indicates encouraging results and, on completion of the full testwork programme, an options study will be conducted to determine the best overall

For personal use only

strategy for potential pre-concentration and removal of a significant waste component (resulting in either reduced operating costs and upgraded flotation feed or increased mined tonnes for increased overall metals production). AMC considers the pre-concentration opportunity worthy of further investigation.

3.2.4.2 Recovery modelling

Historically achieved recovery values have been used as the basis for future recovery assumptions. Recovery assumptions remain constant for the LOM.

Recovery Assumptions:

- Zinc recovery to zinc concentrate: 86%
- Lead recovery to lead concentrate: 94%
- Silver Recovery to Lead Concentrate: 75%

As the opportunity is still under investigation, no impact from the adoption of ore sorting has been included in the recovery assumptions.

AMC confirms that the recovery assumptions are consistent with historically demonstrated values and supported by the results from testing of composite samples, selected by the Chief Geologist, as representative of the life of mine ore expected to be processed during the 2022–2032 period. To fully validate the recovery assumptions for the forecast period, AMC would recommend additional variability testwork on samples representing future ores. This would help identify any problematic ore types that could impact process plant performance.

3.2.4.3 Sasa processing plant

Sasa process plant design

The Sasa Mine has been in continuous operation since 2006 and produces approximately 800 ktpa of ore with average grades of 3.4% Pb and 2.6% Zn from mining at Svinja Reka.

The process circuit comprises of:

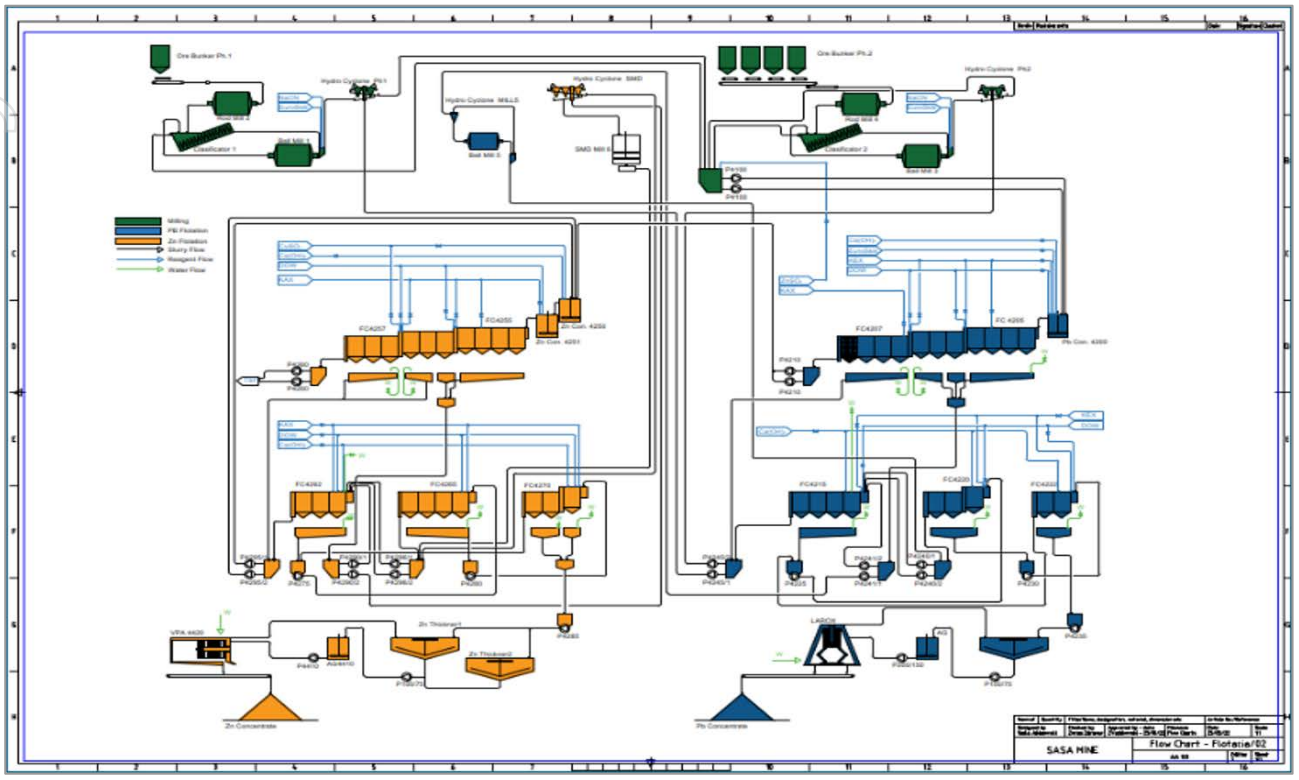
- A three-stage crushing circuit
- Conventional grinding,
- Classification
- Selective flotation circuits to produce lead and zinc concentrates
- Concentrate thickening and filtration for shipment by truck.
- A paste backfill plant and
- Tailings dry stack plant

The post-crushing flowsheet for the Sasa processing plant is shown in Figure 3.8. The key design parameters (Table 3.6) are supported by historical process plant performance.

For personal use only

For personal use only

Figure 3.8 Flowsheet for the Sasa Processing Plant



Source Sasa NI 43-101

Sasa processing plant – key operating parameters

Table 3.6 Sasa process plant – key design parameters

Description	Unit	Value
Plant Operating hours per day	h/d	24
Operating Days per year	d/a	365
Crushing plant utilisation	%	67
Grinding & Flotation availability	%	92
ROM Feed	dry kt/a	830
Crushing nominal feed rate	t/h	150
Grinding & Flotation nominal feed rate	t/h	109
Grinding circuit product partical size (70 to 75% passing)	Micron	75
Zn Recovery to Zn concentrate	%	86
Pb Recovery to Pb concentrate	%	94
Ag recovery to lead concentrate	%	75
Zn concentrate grade (Zn)	% Zn	72
Pb concentrate grade (Pb)	%Pb	49.3
Pb concentrate grade (Ag)	g/t Ag	254.3

Source: Sasa NI 43-101

3.2.4.4 Historical Performance

Historical process plant performance has been used as a basis for LOM processing assumptions.

The historical performance of the processing plant since 2017 is shown in Table 3.7.

For personal use only

Table 3.7 Historical Plant Performance Data Since 2017

Item	Unit	2017	2018	2019	2020	2021	2022	2023	2024	2025
Feed	kt	793	805	821	820	831	807	806	761	799
Pb Grade	%	3.98	3.90	3.77	3.85	3.52	3.63	3.70	3.71	3.35
Zn Grade	%	3.18	3.31	3.29	3.37	3.14	3.15	2.97	2.87	2.61
Pb Rec.	%	94.6	93.6	94.5	94.3	93.1	93.4	93.1	94.4	94.1
Zn Rec.	%	85.5	84.6	86.5	86.1	84.9	84.6	85.0	85.2	85.7
Pb Con.	% Pb	72.9	73.6	72.3	72.0	71.8	71.2	71.0	70.8	70.6
Zn Con.	% Zn	49.4	48.9	49.6	50.0	49.9	50.1	50.6	50.2	50.2

Source: Sasa NI 43-101

For the period 2008 to 2016, the average throughput was 795 ktpa. The average lead grade was 4.13% Pb and recovery was 94.1% to a concentrate grading 74.16% Pb. The average zinc grade was 3.63% Zn, and recovery was 85.5% to a concentrate grading 50.1% Zn.

It is noted that, from the above table and in recent years, there has been a decline in both lead and zinc head grades. However, despite this, metals recoveries and concentrate grades since 2008 have remained at, or close to design levels and are very consistent, indicating consistent metallurgy as the mine deepens.

The % lead in the lead concentrate has been steadily declining over a number of years. As head grades decline, maintaining both concentrate grade and recovery at historical levels becomes increasingly challenging. Sasa's therefore focuses on maximising payable metal production by balancing concentrate grade and recovery.

Lead concentrate grades are typically maintained above approximately 70% Pb. Operating at materially higher concentrate grades can increase circulating loads within the flotation circuit and adversely affect recovery.

In 2008 and 2009, the plant operated at its nameplate capacity of 850 ktpa, but from 2010 to 2016 the feed tonnage was reduced to match the mine output. In 2017 to 2021, feed tonnes increased from circa 800 ktpa to 830 ktpa but, in recent years, has reduced again to circa 800 ktpa. The LOM plan is based on 830 ktpa.

The silver recovery to the lead concentrate for the LOM plan is based on 75% silver recovery to the lead concentrate at a grade of 254.3 g/t Ag.

3.2.4.5 Forecast Performance

Table 3.8 Forecast Plant Performance From 2026

Item	Unit	2026	2027	2028	2029	2030	2031	2032	2033	2034
Feed	kt	815.6	830.2	830.1	830.2	830.6	830.1	830.1	825.3	705.1
Pb Grade	%	3.65	3.72	3.75	3.59	3.45	3.80	3.71	3.22	2.27
Zn Grade	%	2.85	2.58	2.56	2.59	3.15	2.39	2.32	2.47	1.39
Pb Rec.	%	94.0	94.0	94.0	94.0	94.0	94.0	94.0	94.0	94.0
Zn Rec.	%	86.0	86.0	86.0	86.0	86.0	86.0	86.0	86.0	86.0
Pb Con.	% Pb	72.0	72.0	72.0	72.0	72.0	72.0	72.0	72.0	72.0
Zn Con.	% Zn	49.3	49.3	49.3	49.3	49.3	49.3	49.3	49.3	49.3

Source: CAML financial model

Current and historical metallurgical performance is very consistent and aligns very well with the forecast values, despite the trend of lower head grades in recent years. These lower head grades are reflected in the LOM plan.

The ore is getting harder as the mine deepens which presents a bottleneck to throughput with the mills running at full power.

The transition to paste fill mining methods may result in the contamination of the ROM ore with cemented backfill material. This should be closely monitored to ensure there are no negative impacts from processing this material.

Further optimisation of performance is possible, by balancing throughput with ore hardness, grind size, metals recovery and concentrate grades to achieve the best overall economics.

The financial model assumes forecast processing performance will match the highly consistent historical performance. AMC notes no plant modifications are currently budgeted. AMC concur with the testwork findings and note a risk that as ore characteristics evolve, future capital may be required for additional lead cleaner flotation, scavenger flotation, and lead regrind capacity to maintain metallurgical performance.

3.2.4.6 Tailings Storage Facility

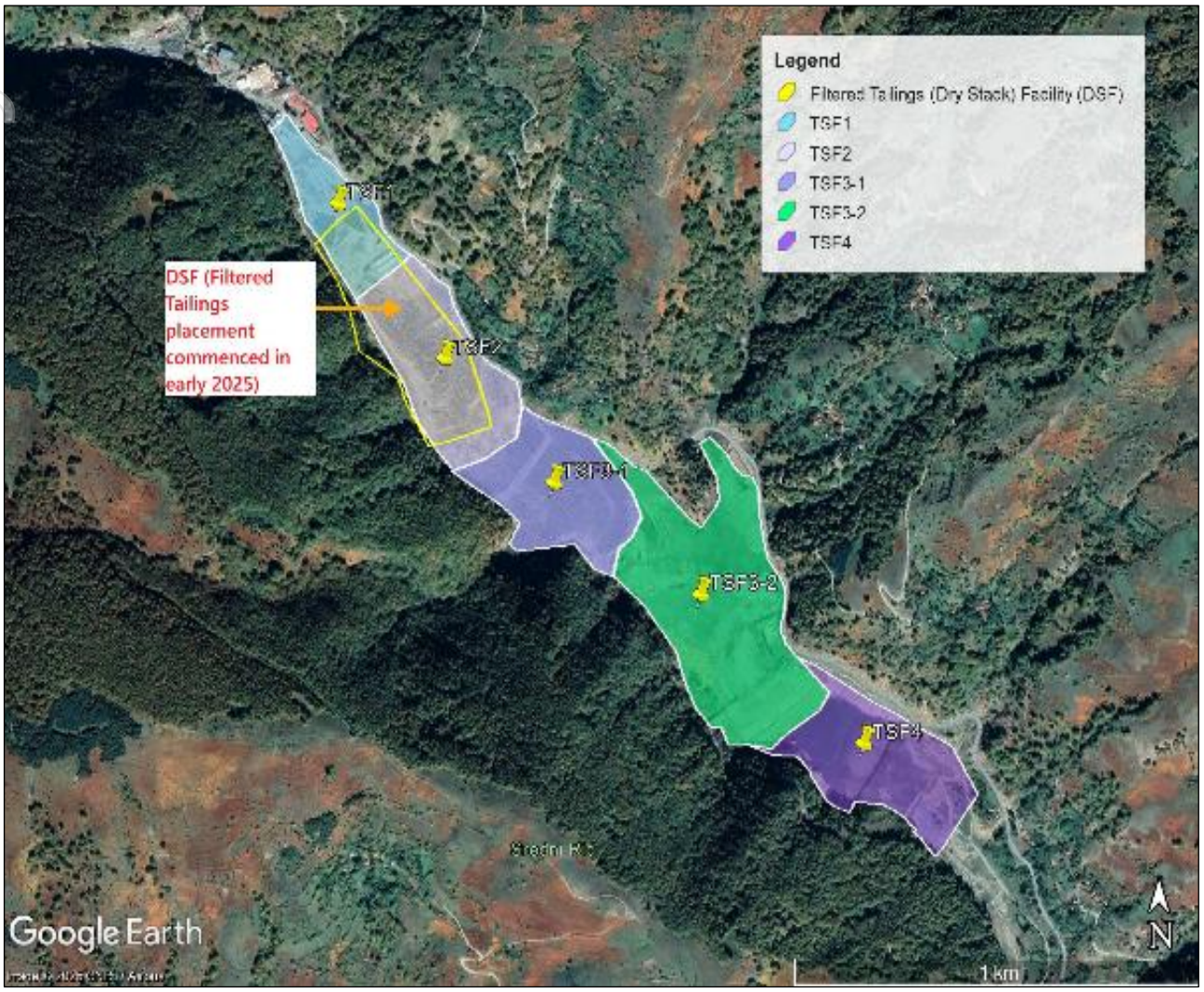
The Sasa TSFs have been operational since the 1960s, with successive TSF development progressing downstream in the steep-sided valley of the Kamenica River, as shown in Figure 3.9

The DST plant was commissioned in 2025. Filtered tailings from the plant are stored on top of TSF-2, and partially TSF-1.

TSF-4 is the only TSF required by the operation for storing wet tailings for the life of mine. TSF-2 and TSF-3.1 have been rehabilitated with soil cover and vegetation, and TSF 3.2 is in the closure phase and has been capped with waste rock.

For personal use only

Figure 3.9 Sasa Mine TSF Outline



Source: Sasa NI 43-101 draft report

TSF-4 was constructed with an HDPE liner whereas the previous TSFs are unlined. The TSF was designed by the Faculty of Engineering, Skopje, in March 2015 to international standards.

Supernatant water is pumped via a pontoon equipped with two 37 kW pumps (one operating, one standby) to the temporary sedimentation ponds downstream of TSF-4 and then discharged to the natural reservoir of the river. Supernatant water is not currently re-used in the process plant.

Tailings management follows the guidelines of the Global Industry Standard on Tailings Management (GISTM). External auditing is carried out annually by Knight Piésold Ltd (Knight Piésold). The latest report (Knight Piésold, October 2, 2025) including risk assessment, concludes that the Sasa Mine TSFs are generally compliant with the minimum stability criteria adopted for GISTM requirements but list several actions to be undertaken, most critically, a raise of the waste rock toe berm and installation of additional piezometers at TSF4. Knight Piésold state that, subject to completion of the actions, TSF4 can continue to operate without an unacceptable risk to public safety or the environment.

Rudnik SASA DOOEL has since initiated a 6.5 m raise of the waste rock berm from 894.5 masl to 901.0 masl. In addition, three further standpipe piezometers have been installed at TSF-4 to monitor phreatic surface conditions beneath and downstream of the TSF-4 embankment.

For personal use only

For personal use only

Dry Stack Tailings Plant

The DST plant was commissioned in April 2025, and filtered tailings from the plant are stored at the DST facility on top of TSF-2 and part of TSF-1. The plant equipment is entirely sourced from Metso. A geotextile membrane is included as a liner on the boundary between the old tailings and the stacked tailings of the first lift.

The water from the thickener overflow is directed to TSF-4, although studies are being undertaken to evaluate recycling it back to the process plant to minimise the use of fresh water.

During wet weather, dry stacking is stopped and more tailings report to TSF-4, in addition to the paste backfill requirement.

In 2025, 0.26 Mt of solids were dry stacked, representing 35.4% of the total tails.

The DST LOM design is for 3.3 Mt of tailings.

Paste Backfill Plant

The paste backfill plant project was started in September 2022, and the first paste was delivered underground in August 2023. The maximum distance pumped to-date is circa 2.8 km down to the 750 level. The plant was designed by Patterson & Cooke, and construction was undertaken by Aktiva Engineering, a Macedonian company. The plant equipment is sourced from various international suppliers.

Circa 36% of the process plant tailings is targeted for paste backfill in 2026.

In 2025, 0.20 Mt of solid tailings as paste was delivered underground, representing 27.5% of the total plant tailings.

Paste backfill remains the priority method for tailings disposal.

3.2.4.7 Transportation of Concentrates

Lead and zinc concentrates are stored in separate areas and loaded into road trucks by FEL. Each truck load is sampled before shipping. The trucks are weighed empty and loaded for accounting.

3.2.5 Site infrastructure and services

The high voltage (HV) power from the state grid to the underground mine is fed at 35 kV to three transformers where the voltage is stepped down to 6 kV with a capacity of 4 MVA (Megavolt-Ampere).

The process water intake structure is situated upstream of the confluence of the Kamenica River with the Kozje River and is used for the flotation circuit. Mine water and return DST water are used for the grinding circuit.

The Kamenica River is captured in a concrete diversion tunnel, constructed beneath the TSF, and exits through the western abutment of TSF-4. A diversion channel also exists on the eastern side for the Petrova River.

The Sasa TSFs have successively developed downstream from TSF-1, TSF-2, TSF-3.1, TSF-3.2 to TSF-4 in the steep-sided valley of the Kamenica River. Except for TSF-4, all the other TSFs are inactive with TSF-1 and TSF-3.1 rehabilitated with soil cover and vegetation, TSF-2 and part of TSF-1 are used for construction of the DST, and TSF 3.2 is in the closure phase and is being capped and remediated. TSF-4 was designed by the Faculty of Engineering, Skopje, in March 2015 to international standards, and

external auditing is carried out annually by Knight Piésold Ltd (Knight Piésold) to Global Industry Standard on Tailings Management (GISTM) standards.

The paste backfill plant and DST plant were commissioned in 2023 and 2025, respectively.

3.2.6 Environmental, social and permitting

3.2.6.1 Permitting

North Macedonia has fully transposed the European Union Intergovernmental Panel on Climate Change (EU IPPC) Directive into national law, and Sasa Mine is permitted as an "A" installation given its scale and sector. Any change to the mining method or process affecting health, the environment, or property requires prior government approval and a corresponding IPPC permit update. In 2024, the IPPC permit was amended to accommodate a switch to dry stack tailings and paste backfill, supported by an Environmental and Social Impact Assessment prepared by in-country consultants; the new IPPC permit was issued in February 2024 and is valid for seven years.

The mine operates under the following active permits:

- IPPC Environmental Permit, valid 2024–2031.
- Water abstraction permit for the Crvena River, valid 2021–2027.
- Water abstraction permit from Kozje River and Zanofito Spring, valid 2024–2034.
- Additional permissions to divert the Petrova River away from TSF 3.2 and the Kamenica River through a diversion channel.

The site also holds an Exploration Concession for lead and zinc, a Mining Operations Permit/Approval of Mining Project covering the underground method, production plans, and safety systems, and a Concession Agreement defining the concession area, duration, and royalty obligations.

3.2.6.2 Environmental

Liabilities and Incident History

Two historical tailings incidents are documented. In August 2003, approximately 150,000 m^3 of tailings leaked from TSF3-1 into the Kamenica River, prior to CAML's ownership and while the mine was non-operational; clean-up and tunnel repair were completed under regulatory supervision, and a 2016 legal review concluded no liability sits with the current owner for residual downstream contamination from this event. In September 2020, approximately 3,000 m^3 of tailings and water spilled from TSF4 via an embankment breach and travelled roughly 11 km to the Kalimanci reservoir; remediation was carried out in line with State Inspectorate and Global Industry Standard on Tailings Management (GISTM) requirements, and an independent January 2021 review found the remediation thorough and diligent.

Management and Monitoring

The mine has held an International Organisation for Standardisation ISO 14001-certified Environmental Management System since 2007, supported by a three-person environmental team. A software-based monitoring system, introduced in 2022, tracks water, air, dust, weather, waste tonnages, and TSF levels/discharge volumes. Weekly, monthly, and quarterly water sampling is required under the IPPC permit, with no exceedances reported other than elevated manganese in TSF drainage. Nuisance dust and noise monitoring are also in place, with no reported non-compliances for noise.

Waste Streams and Emissions

Flotation reagents, including sodium cyanide, are stored and mixed in bunded areas with contained drainage. Explosives are transported under police escort and stored in a secure compound. The site purchases renewable electricity with Guarantees of Origin and has maintained a Scope 1 and 2

For personal use only

For personal use only

greenhouse gas inventory since 2018. A biological sewage treatment plant treats all site effluent prior to river discharge, with no reported exceedances. The TSF and dry stack are the main potential sources of fugitive dust, managed through sprinklers and proactive monitoring.

Biodiversity and Water Management

The site sits within the Osogovo Mountains, near but outside designated protected areas (National Protected Landscape, Important Bird Area, Important Plant Area, and Emerald Network); a Biodiversity Management Plan guides site rehabilitation. The Kamenica River passes through the site via a culvert beneath the TSF, with the Petrova River diverted separately. Water management includes recirculation of process water, dewatering of underground workings (up to 70 l/s), and a chlorination unit supplying potable water, with an annually updated water management plan.

Tailings Management

Tailings monitoring is aligned with GISTM and national requirements for significant dams, with annual external audits by Knight Piésold. TSF4 is the only phase currently receiving wet tailings; TSF1, TSF2, and TSF3.1 are closed, and TSF3.2 is undergoing closure. The most recent Knight Piésold audit (October 2025) found the TSFs generally compliant with GISTM stability criteria, recommending a waste rock toe berm raise and additional piezometers at TSF4 — actions since initiated, including a 6.5 m berm raise and three new piezometers. An early warning system has also been installed as part of the national crisis warning network.

3.2.6.3 Social

The nearest settlements are the village of Sasa (approximately 4 km downstream of TSF4) and the town of Makedonska Kamenica; no resettlement has been required for past or planned mine activities. An internal communications plan (since 2018) and a Stakeholder Engagement Plan support employee and community dialogue, alongside a formal grievance mechanism with recorded and documented responses.

The Sasa Foundation, established in 2018, administers financial support to local organisations under clear governance and selection criteria. Rudnik SASA DOOEL also runs an apprenticeship programme with a dedicated training centre in Makedonska Kamenica, and reverse vending machines promoting recycling generate credits usable locally or donated to the kindergarten.

The local economy is heavily dependent on the mine, with approximately 80% of the workforce living locally. A Business Accelerator project run by the Sasa Foundation reviewed 25 local business ideas, selected 18 for specialist training, and is now actively supporting 4 — covering tourist accommodation, forest fruit cultivation, and mountain biking trail development — to diversify the local economy beyond mining.

3.2.6.4 Closure

The Mine Closure Plan was developed by WSP Golder / WSP (UK) Ltd in 2022, with an update to a fully integrated closure plan underway. Closure and restoration obligations are set out in the IPPC permit, and the financial model includes closure costs through and beyond the current LOM.

Of the five TSF phases: TSF1, TSF2, and TSF3.1 are closed and capped (with TSF1 now under the new Dry Stack Tailings plant, TSF2 in use for DST deposition, and TSF3.1 revegetated with trees); TSF3.2 is undergoing closure, expected to conclude in 2029, with low-growing vegetation planned; and TSF4 remains the active phase. Current regulations require TSF capping to achieve an impermeability of 10^{-9} before revegetation, using local plant species.

3.2.7 Capital and operating costs

3.2.7.1 Capital Costs

A summary of the capital costs for the Sasa Mine is presented in Table 3.9. Total capital costs are estimated at US$80.2 million. In addition, a cost of US$61 million is also estimated for closure.

Table 3.9 Sasa Mine Capital Costs (US$M)

Area / Mining	Units	2026	2027	2028	2029	2030	2031	2032	2033	2034	Total
Development	US$M	6.1	6.2	4.6	2.9	1.2	0.6	0.6	0.4	0.1	**22.7**
Equipment	US$M	3.0	3.5	3.9	4.0	2.6	3.6	2.4	2.6	0	**25.7**
Other	US$M	1.8	0.7	0.3	0.9	0.9	0.8	0.9	0.7	0.7	**7.6**
Processing	US$M	1.3	1.3	1.0	1.0	0.7	1.0	0.9	0.9	0.9	**9.1**
Tailings	US$M	2.4	2.1	0.6	0.5	0.5	0.2	0.2	0.2	0.2	**6.9**
G+A	US$M	0.1	0.2	0.1	0.1	0.2	0.2	0.2	0.2	0.1	**1.2**
Env and social	US$M	0.4	0.5	0.2	0.2	0.3	0.2	0.3	0.2	0.2	**2.4**
Exploration	US$M	1.0	1.8	1.8	0	0	0	0	0	0	**4.6**
Total	US$M	**16.1**	**16.3**	**12.5**	**9.7**	**6.3**	**6.6**	**5.5**	**5.1**	**2.2**	**80.2**

Source: CAML financial model

AMC considers the capital costs to be reasonable, however notes there is a risk additional processing plant capital may be required to treat the harder ore.

3.2.7.2 Operating Costs

A summary of the annual operating costs for the Sasa Mine is provided in Table 3.10. The total operating cost for the LOM is estimated at US$423.7 million and equates to a cost of US$57.8 per tonne of ore milled.

Table 3.10 Sasa Mine Operating Costs (US$M)

Item	Units	2026	2027	2028	2029	2030	2031	2032	2033	2034	Total
Mining		28.5	27.3	26.9	26.4	24.3	24.8	24.4	24.6	22.0	229.2
Processing	US$M	12.4	11.9	11.3	11.3	11.3	11.2	11.2	11.2	9.6	101.4
TSF	US$M	0.6	0.6	0.6	0.6	0.6	0.7	0.7	0.7	0.4	5.3
Backfill Plant	US$M	3.1	3.8	3.3	3.6	4.2	3.6	3.6	3.3	3.7	38.5
Backfill UG Reticulation	US$M	0.6	0.7	0.8	0.9	0.9	1.0	0.9	0.8	0.9	7.5
Dry Stack Tailings	US$M	2.0	1.0	1.2	1.1	0.9	0.9	0.9	1.0	0.9	32.1
G&A	US$M	4.6	4.6	4.5	4.5	4.5	4.4	4.4	4.4	2.6	9.8
Total		**51.8**	**49.9**	**48.6**	**48.4**	**46.7**	**46.4**	**46.0**	**45.9**	**40.1**	**423.7**

Source CAML financial model

Mining costs have increased as the mine transitions from SLC to LHS and CF mining methods. As the new methods are bedded down a minor decrease in the mining costs of the new methods is forecast.

AMC considers the operating costs to be reasonable.

3.2.8 Risk and opportunities

AMC has identified the following material technical risks and opportunities regarding the Sasa mine.

For personal use only

For personal use only

3.2.8.1 Risks

- Maintaining the >800 ktpa mine production rate as the deposit narrows and the mine deepens.
- Achieving the sharp tail at the end of the mining LOM. The Deswik mining schedule provided to AMC shows a more gradual reduction in the production rate to completion than presented in the CAML financial model.
- Limited testing of the future ore's metallurgical response adds uncertainty to the processing assumptions.
- The forecast processing plant throughput rate would be at risk if the ore hardness increases as suggested. As the timing of the change in ore hardness has not been reported, the impact has not been factored into AMC's production case.
- ROM ore variability is detrimental to the performance of the processing facility. Further increases in ore variability may result in the underperformance of the process plant compared to forecast
- The transition to paste fill mining methods may result in the contamination of the ROM ore with cemented backfill material. This should be closely monitored to ensure there are no negative impacts from processing this material.

3.2.8.2 Opportunities

- Extension to the LOM from inclusion of the current Inferred Mineral Resource s and the Golema Reka ore body.
- Additional testwork on future ore sources may identify opportunities to improve processing performance or provide the required time to mitigate the impact of processing any challenging ore.
- Continued metallurgical testwork is recommended to monitor and balance throughput, grind size, metals recovery and concentrate grades for optimal economics. In addition, regular testing and monitoring of ore hardness is recommended as mining progresses and the ore gets harder, as this presents a bottleneck to throughput with the mills running at full power.
- A planned ore sorting testwork programme will inform an options study to evaluate the potential for rejecting a significant fraction of waste rock at high metals recovery to lower process operating costs and de-bottleneck the plant, or alternatively to increase mined tonnes for overall increased metals production. The resultant upgrading of flotation feed may allow mining to use lower cut-off grades.
- Additional testwork on future ore sources may identify opportunities to improve processing performance or provide the required time to mitigate the impact of processing any challenging ore.

3.2.9 AMC Production Case

AMC consider the Sasa Mine physicals and capital and operating costs as presented in the CAML financial model to be a suitable basis for the AMC Production Case. The Production Case is summarised in Table 3.10.

Table 3.11 Sasa Mine Production Case

Item	Units	2026	2027	2028	2029	2030	2031	2032	2033	2034	Total
Mined tonnes	kt	816	830	830	830	831	830	830	825	705	**7,327**
Processing feed	kt	816	830	830	830	831	830	830	825	705	**7,327**
Processing Pb Grade	%	3.65	3.72	3.75	3.59	3.45	3.80	3.71	3.22	2.27	**3.48**
Processing Zn Grade	%	2.85	2.58	2.56	2.59	3.15	2.39	2.32	2.47	1.39	**2.50**
Capital costs	US$M	16.1	16.3	12.5	9.7	6.3	6.6	5.5	5.1	2.2	**80.2**

Item	Units	2026	2027	2028	2029	2030	2031	2032	2033	2034	Total
Operating costs	US$M	51.8	49.9	48.6	48.4	46.7	46.4	46.0	45.9	40.1	**423.7**

3.3 Kounrad

3.3.1 Location and background

3.3.1.1 Ownership

CAML acquired an interest in Kounrad in 2007 through a 60/40 joint venture and in May 2014 completed the acquisition of the remaining 40% to become the sole owner.

CAML owns a 100% interest in the mineral rights for the Kounrad in situ dump leach operation through Sary Kazna LLP (SK), a wholly owned subsidiary. In addition, CAML owns a 100% interest in Kounrad Copper Company LLP (KCC) which owns the Kounrad solvent extraction-electrowinning (SX-EW) plant.

3.3.1.2 Location

Kounrad is located approximately 15 km north of the city of Balkhash, in central Kazakhstan and is centred on the geographic coordinates of latitude 46°59’13”N and longitude 75°1’38”E (Figure 3.10). The village of Kounrad and the open pit are located adjacent to the operation.

Figure 3.10 Location of Kounrad



Source: https://www.un.org/geospatial/content/kazakhstan

For personal use only

3.3.1.3 Physiography

Balkhash is located on the north side of Lake Balkhash at an elevation of approximately 440 metres above sea level (masl) while the processing plant at Kounrad is at an elevation of approximately 420 masl. The base of Kounrad open pit is approximately 330 m below the topographical surface while the height of the dumps range from 15 to 60 m above the topographical surface. The topography surrounding Kounrad is characterised by flat steppe. Vegetation is sparse, consisting of drought resistant steppe grasses and shrubs.

The climate is sharply continental with warm summers (average highs of 29 to 31°C) and cold winters (average lows of -16 to -20°C). Extreme low temperatures of -40°C can occur during winter necessitating robust winterisation of the operation including heating of leaching solutions and to prevent pipelines from freezing. The frost zone penetrates the ground to a depth of 1.5 to 2 m.

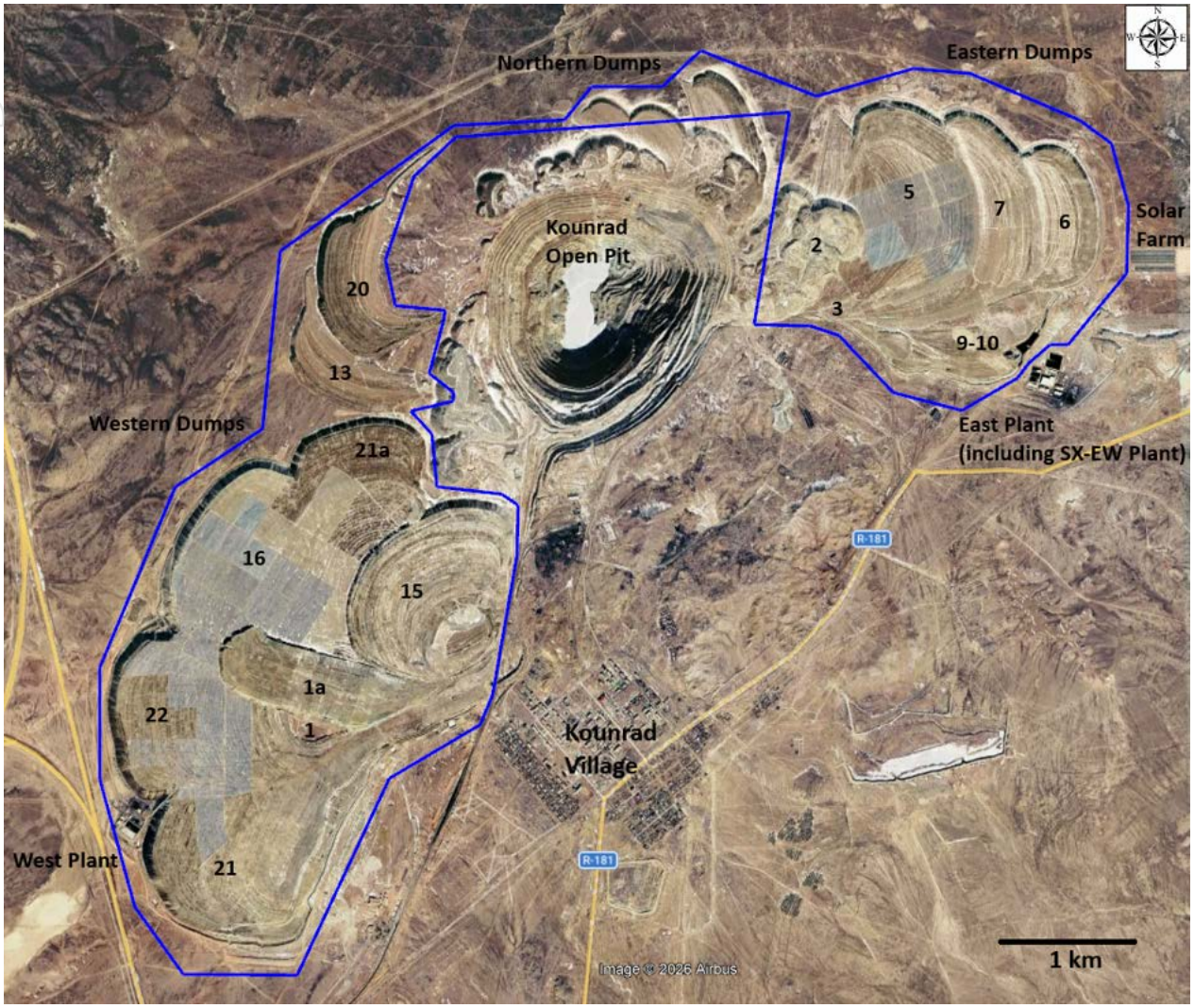
Precipitation is low and varies between 60 to 200 mm per annum and averages 120 mm, with relative humidity of 30-80%. Winter precipitation plays the most significant role in the formation of surface and groundwater, whilst evaporation is high in summer (1,200 – 1,500 mm/yr).

3.3.1.4 Mineral tenure

SK holds a concession area of approximately 14.8 km2 and is shown in Figure 3.11. The concession relates to the exploration and extraction of copper from the waste dumps and has an expiry of August 20, 2034. The Kounrad open pit is under the ownership of Kazakhmys Corporation LLP (Kazakhmys), along with some areas adjacent to the dumps and parts of the dumps.

For personal use only

Figure 3.11 Kounrad Concession Extents



Source: Kounrad NI43-101 draft report

Land tenure for the Kounrad operation is held under a state long-term lease arrangement (temporary, paid, long-term land use) in accordance with the Land Code of the Republic of Kazakhstan. No land-related non-compliances have been identified to date.

The registered designated land use includes:

- Exploration and extraction of copper from technogenic mineral formations (waste dumps) of the Kounrad mine, covering a total area of 13.5 km^2.
- Construction and operation of processing facilities, covering an area of 118,720 m^2.
- Operation and maintenance of a solar power plant, covering an area of 102,596 m^2.

An alignment between the mining concession and the land tenure is required to ensure full consistency between these boundaries.

3.3.1.5 Background

The Kounrad waste dumps are the result of historic open pit mining of the Kounrad copper porphyry deposit carried out between 1936 and 2005 and consist of copper oxide and low-grade sulphide material. Two main areas are present: the smaller eastern dumps with higher-grade oxide material, and the larger western dumps containing a higher proportion of mixed and sulphide material.

For personal use only

For personal use only

The operation involves irrigating the surface of the dumps with acidic raffinate solution which percolates through the dumps and is diverted into channels around the base of the dumps before being pumped to the SX-EW copper plant. SK operates the leaching of the dumps while KCC undertakes the processing operation.

Construction of the plant was completed in 2012, and copper production began in late April 2012. From 2012 to 2016 production was focussed on the eastern dumps, while leaching of the western dumps began in 2017 following completion of an expansion project.

The processing plant has a total capacity to produce 15,000 tpa of copper cathode (99.99% purity). This includes the original 10,000 tpa plant commissioned in 2012 and the 5,000 tpa expansion project. There are two independent electrowinning facilities, EW1 and EW2, which provide 66% and 33% of production respectively.

The operation runs for 365 days per year and a total of 178,961 t of copper cathode has been produced since commencing operation in 2012. Following completion of the western dumps expansion project, production has been in steady state with a maximum annual production of 14,254 t reached in 2022. In 2025, a total of 13,311 t of copper cathode were produced.

The current LOM runs until 2034 and a total of 74,459 t of additional copper cathode is planned to be produced. The Subsoil User Contract expires in 2034 and will require an extension if the LOM runs beyond this date.

The copper cathode is 99.99% purity and is sold under an annual rolling offtake contract. Small volumes are also sold domestically from time to time.

Production from the Kounrad mine commenced in 1936 under the ownership of Balkhash Mining and Metallurgical Combine (Balhashtcvetmet). Copper ores were exploited from conventional open pit extraction until 2005, with sulphide ores treated by conventional flotation, whilst oxide and low-grade sulphide material were stockpiled around the site.

A summary of the production history is shown in Table 3.12. The copper cathode produced is 99.99% Cu.

Table 3.12 Kounrad In-Situ Dump Leach Operation Production History

Copper Cathode (t)	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**	**2018**
	6,586	10,509	11,136	12,071	14,020	14,103	14,049
Copper Cathode (t)	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**
	13,771	13,855	14,041	14,254	13,816	13,439	13,311

Source: Kounrad NI43-101 draft report

3.3.2 Geology and Mineral Resources

The Mineral Resource estimate as reported by CAML as of 31 December 2025 is shown in Table 3.13. The Mineral Resource is comprised of material from waste dumps (Eastern and Western Dumps) left behind from historic open-pit mining carried out between 1936 and 2005.

SLR audited the Mineral Resource estimate in 2025 accordance with the JORC Code (2004) in 2013. The JORC Code was subsequently updated in 2012 and became effect as of 01 December 2013. The Mineral Resources reported in the 2017 Competent Persons Report (CPR) have been amended to meet the guidelines of the JORC Code (2012).

The Mineral Resources do not include expected copper recovery. Copper recovery is estimated to be lower than a traditional copper mine, with average recovery expected from the Eastern Dumps of 45-50% and of 35-42% from the Western Dumps.

Copper has been produced from Kounrad since the Mineral Resources were estimated. CAML declared at the end of 2024 a minimum approximately 85,000 tonnes of remaining recoverable copper.

Table 3.13 Kounrad Mineral Resource estimation as at 2017

Classification	Tonnes (Mt)	Cu (%)	Contained Cu Metal (kt)
Measured	-	-	-
Indicated	595.1	0.07	407.9
Inferred	-	-	-

Source: Kounrad NI43-101 draft report

3.3.2.1 Dump geology

Kounrad is located in the Balkhash metallogenic belt, within the Balkhash-Junggar orogenic belt of the Central Asian Metallogenic Domain (CAMD) and comprises porphyry copper mineralisation associated with tectono-magmatic activity during the Devonian and Carboniferous-Permian volcano-magmatic arcs.

The waste dumps are blasted rock associated with the mining of low-grade waste material from a porphyry copper deposit. The eastern dumps comprise oxide material. The western dumps comprises sulphide and mixed material. A limited amount of mixed material is also present in the northern dumps.

The material within the dumps is massive, iron-hydroxide-altered granodiorites that is commonly silicified with intense fracturing of hematite-limonite-pyrite veinlets. The sulphide dumps are typically vein and veinlet-disseminated sulphide mineralisation with covellite, chalcopyrite, bornite and pyrite. Ore mineralisation in the oxide dumps is malachite, azurite, chrysocolla, and chalcopyrite (partly replaced by hematite and pyrite).

The dumps have been exposed for a long time, leading to natural bacterial oxidation and acid-soluble forms of sulphide amenable to leaching.

3.3.2.2 Exploration history

Exploration of the waste dumps between 2007 and 2012 included drilling, trench sampling, trial pits, metallurgical sampling and pilot plant testwork

Prior to 2007, 2,409 channel samples of 0.5 m length were taken from eastern dumps 6, 7 and 9 - 10. These dumps were drilled with between 2007 and 2008 with drillholes up to 30 m deep 21 drillholes, each 2.5 m in 2007. Some trenching was also undertaken for metallurgical samples.

A pilot scale SX-EW plant was constructed at eastern dump 6 and operated until 2011 producing 196 tonnes of copper cathode with a copper recovery of 50.2%. in 2011, the pilot plant was relocated to the western dump 1a.

Between 2010 and 2012 – 9 trenches of up to 100 m in length were completed in western dump 21a. 137 trial pits to depths of 3 m were completed on the eastern and western dumps. 13 trial pits of depths up to 11 m were completed for metallurgical testwork. A total of 229 RC drillholes for 7,320 m were completed and assayed for copper.

For personal use only

For personal use only

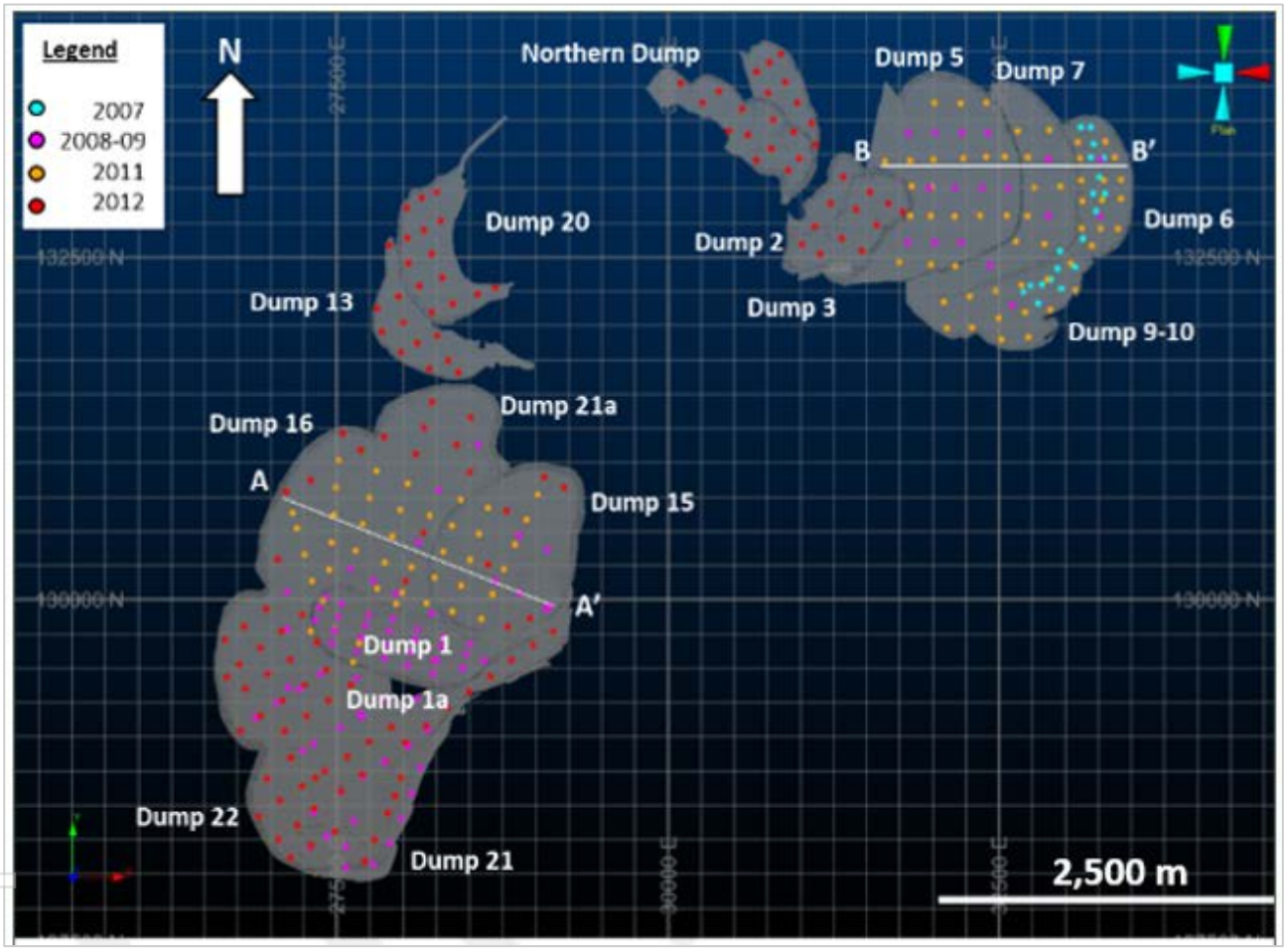
3.3.2.3 Geological data collection and collation

The drilling, sample preparation, assaying and data validation and management procedures used by CAML have been reviewed by AMC and are summarised in the following sections.

Drillholes

The drill data set consists of RC drilling described above. Drilling was vertical with no downhole survey required, and up to 56 m deep. A total of 336 drillholes were completed over the waste dumps. Figure 3.12 provides the location of drillholes.

Figure 3.12 Waste dump drillhole locations



Source: Kounrad NI43-101 draft report

Sample collection and preparation

Drillhole samples were collected at 3.0 m intervals. Subsampling was achieved by blending the sample, forming a square that was divided into 16 portions. Two 5 kg samples were collected, each from equal subsampling of the 16 piles. One sample was dispatched to the laboratory and the other retained as reference material. Assays were carried out for Cu_{total}, CuO, S, Fe, Zn, Mo, As, Sb, Pb, Au and Ag.

Analysis was conducted to determine Cu_{total} and Cu_{acid}. Analysis carried out by the VNIITSvetmet laboratory (Ust-Kamenogorsk), CentreGeoAnalyt (Karaganda) and Alex Stewart laboratory (Moscow) as the umpire laboratory.

SK personnel supervised the sample preparation and ensured the security of the samples (on site) prior to dispatch to the laboratory.

For personal use only

Bulk density measurements were undertaken from pits excavated with a backhoe in the surface of the dumps. The excavated material was weighed, and the volumes were calculated using total station surveying equipment. A moisture content of 2.5% was assumed in calculating the dry densities. Different densities were assigned to each dump.

Quality assurance and quality control of assays

Samples were routinely assayed at commercial geochemistry laboratories. QAQC checks were carried out as part of the standard laboratory procedures.

Limited information exists regarding the procedures used for the pre-2007 sampling and 2007 drilling programmes. As these were undertaken in the eastern dumps which have now been extensively leached these are not material to the Mineral Resource estimate.

Limited information exists regarding 2008-2009 QAQC procedures. Results of this and the 2011-2012 drilling identified no significant bias in the copper grades to be present that would materially affect the Mineral Resource estimate.

AMC considers the confidence in the sample data in general to be of suitable quality for use in the grade estimation.

Data validation

A series of data validations are undertaken prior to the grade estimation. Validations include statistical comparison of different sampling programmes and review of the drillhole database for:

- Duplicate data.
- Missing intervals.
- Inconsistent from (m) and to (m) values.
- Assays exceeding sensible values.

Overall the data is of reasonable quality to support a Mineral Resource estimate.

3.3.2.4 Grade estimates

Geological interpretation

The Mineral Resource estimate was completed with the surveyed volume of the dumps.

Grade data is composited to 3 m intervals, based on statistical analysis and reflecting drilling intervals.

Grade capping is based on histograms, disintegration analysis and statistical analysis of the samples. Grade capping was applied to a total of 17 samples across five of the dumps.

Geostatistical analyses and variography was undertaken in an effort to produce variogram maps for each dump. However, the nature of the grade distribution was such that robust variograms could not be produced.

Grade estimation for total copper and acid soluble copper was undertaken within each domain. The domains were treated as hard boundaries. As variograms could not be established, ID2 was used for all domains. NN was also used for comparative purposes.

The block model within the geological wireframes used parent blocks of dimensions 50 mE by 50 mN by 3 mRL. A sub-cell split of 8 was applied in the horizontal dimensions to accommodate boundaries.

A minimum of four and maximum of 12 composites were used per estimate with a maximum of two per hole or one channel sample. For Pass 1 the search dimensions were 200 m strike by 4 m by 100 m down dip. The direction of the strike is not documented. The second and third passes were twice and three-times the first pass respectively.

Validation of grade estimates

Grade estimation was validated by:

- Visually comparing drillholes to the estimated model grade.
- Comparing the OK and NN model statistics.
- Comparing input samples, de-clustered samples, and model sample statistics.
- Generation of swath plots on sections along and across strike and vertically.
- Comparisons with production.
- Comparison between SK modelling and SLR modelling.

Mineral Resource classification

The Mineral Resource Estimate has been classified as all Indicated. This is based on the confidence in the drillhole data, the geological interpretation, geological continuity, data spacing and orientation, spatial grade continuity, confidence in the Mineral Resource estimation and confidence in predicting production.

The dumps are laterally extensive man-made landforms. Drilling has a maximum spacing of 100 m to 200 m. The composition of the dump material, the copper grades and amenability to leaching is well understood through exploration, testwork and production.

The classification of a Mineral Resource estimate is a matter for the Qualified Person, and opinions between resource estimation geologists can differ. In AMC's opinion the application of the classification criteria used to prepare the Mineral Resource estimate is appropriate.

Cut-off grade

A cut-off grade of 0% Cu is used as the dumps are not selectively mined.

Depletion

Since April 2012 leaching from known dump locations resulted in 69.0 kt of copper recovered from the oxide dumps with a total of 12.5 kt of copper remains to be recovered. A total of 110.3 kt of copper has been recovered from the mixed and sulphide dumps with a total of 62.9 kt of copper remains to be recovered.

Therefore, 179.3 kt of copper has been recovered with 75.4 kt of copper remaining to be recovered. A leach recovery of 18.5% is based on recovering the remaining 75.4 kt from 407.9 kt of remaining in situ copper metal (total contained metal (587.3 kt) less the total recovered metal (179.3 kt)).

Compliance with the JORC Code

In AMC's opinion the Kounrad Mine Mineral Resource estimate has been prepared and reported in accordance with the JORC code.

For personal use only

3.3.3 Mining and Ore Reserves

Kounrad is an in situ dump leach operation. There is no current or planned mining activity.

CIM (2014) definitions were followed for Mineral Reserves. The Mineral Reserve estimate is based on the Mineral Resource estimate. Mineral Reserves are derived from Indicated Mineral Resources after applying economic parameters to calculate that portion of the Indicated Mineral Resources that can be mined economically.

Table 3.14 Kounrad In Situ Dump Leach Operation Mineral Reserve estimate as of 31 December 2025

Classification	Tonnes (Mt)	Cu (%)	Contained Cu Metal (kt)
Proven	-	-	-
Probable	595.1	0.07	407.9
Total	**595.1**	**0.07**	**407.9**

Source: Kounrad NI43-101
Notes:

- CIM (2014) definitions were followed for Mineral Reserves.
- Cu grade is total copper.
- Mineral Reserves are estimated using a cut-off grade of 0% Cu.
- Mineral Reserves are estimated using a copper price of US$10,899 per tonne.
- Mineral Reserves are estimated using a calculated leach recovery of 18.5%.
- Kounrad is an in situ dump leach operation, and therefore no minimum mining width has been applied.
- Totals may not represent the sum of the parts due to rounding.

3.3.4 Mineral processing

3.3.4.1 Metallurgical testing

The recovery of copper from the waste dumps via dump leaching has been successfully in operation since 2012.

The feasibility of recovering copper from the Kounrad dumps has been tested extensively though programmes of laboratory and on-site pilot scale testing. Initial testing on material taken from the western dumps was performed by VNIITSvetmet using relatively small diameter columns. In later studies, undertaken by CAML, column tests were undertaken in larger diameter columns at the Kounrad site.

Pilot trials undertaken by CAML at the eastern dumps yielded a recovery of 50.2% and this has been confirmed in practice as a leach recovery of 51% has been achieved for dumps 6,7,9 and 10. In addition, pilot scale trials were also performed on the western dumps and although hampered by some operational conditions, the results demonstrated that the copper is recoverable via acid leaching with a recovery of approximately 42% being obtained.

The western dumps, being more refractory to acid leaching (due to the presence of sulphide material), respond less favourably to leaching with recoveries ranging from 35% (sulphide material) and 42% (mixed material) being adopted.

AMC considers the metallurgy of the ore on the Kounrad waste dumps is well understood. Pilot scale test results have been confirmed in practice as full scale giving confidence in using these results for future forecasts.

The copper cathode is 99.99% purity meeting London Metal Exchange (LME) Grade A equivalent standards and there is no evidence to suggest this will deteriorate over the life of mine.

For personal use only

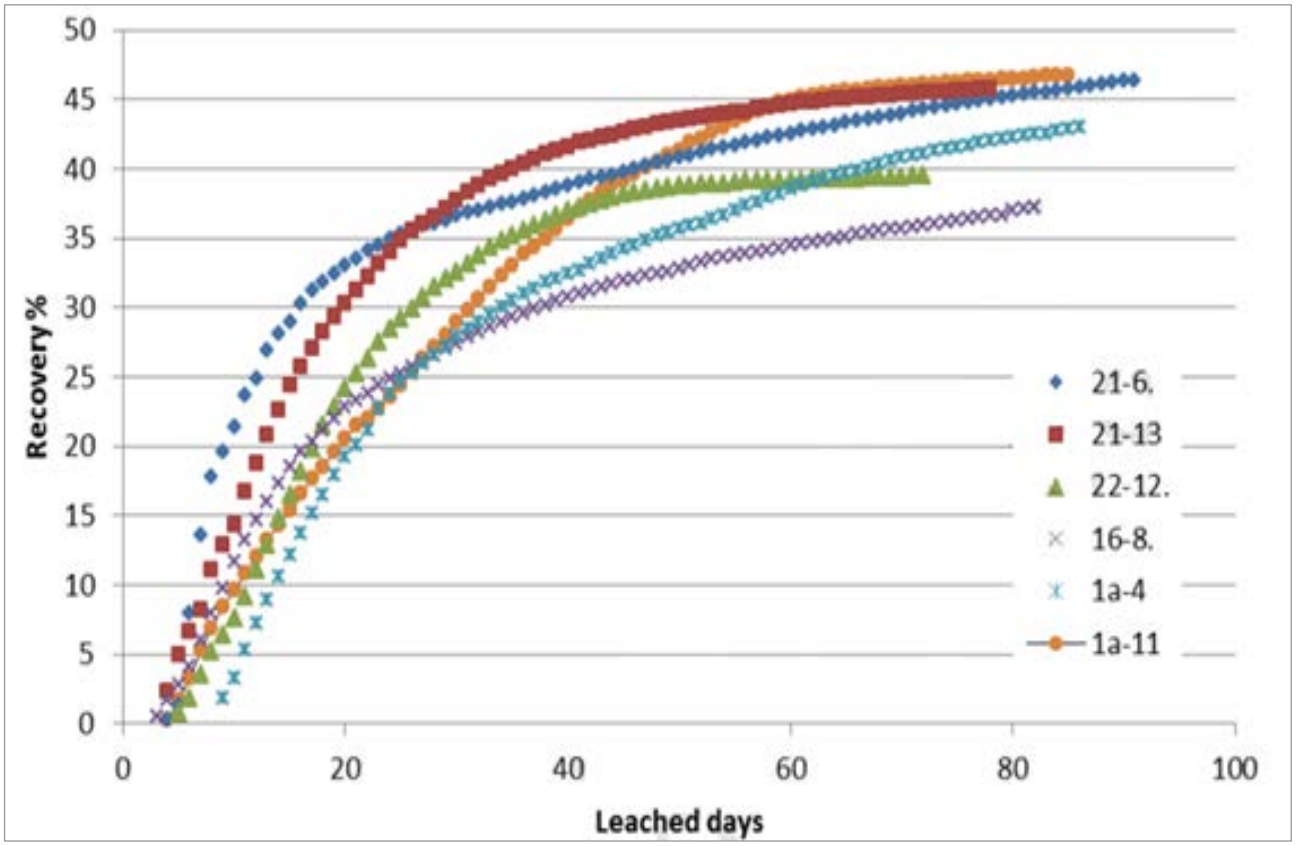
For personal use only

3.3.4.2 Recovery Modelling

The large diameter column tests undertaken at site were used to develop a kinetic model for leaching of the western dumps. This exercise was undertaken as a method of estimating copper recovery as it is not possible to physically determine individual recoveries for each dump due to the mixing of the site Pregnant Leach Solution (PLS) flows. It is known that this can only be a best approximation based upon the data available. This is the current method of estimating leach recovery by dump.

The recovery time curves obtained from the 2012 column leach tests are presented in Figure 3.13.

Figure 3.13 Western Dumps Column Test Results



Source: Kounrad NI43-101 draft report

The maximum column leach recovery from Dumps 16 and 22 varied between 35% and 42%, with the lower grade materials yielding a lower recovery.

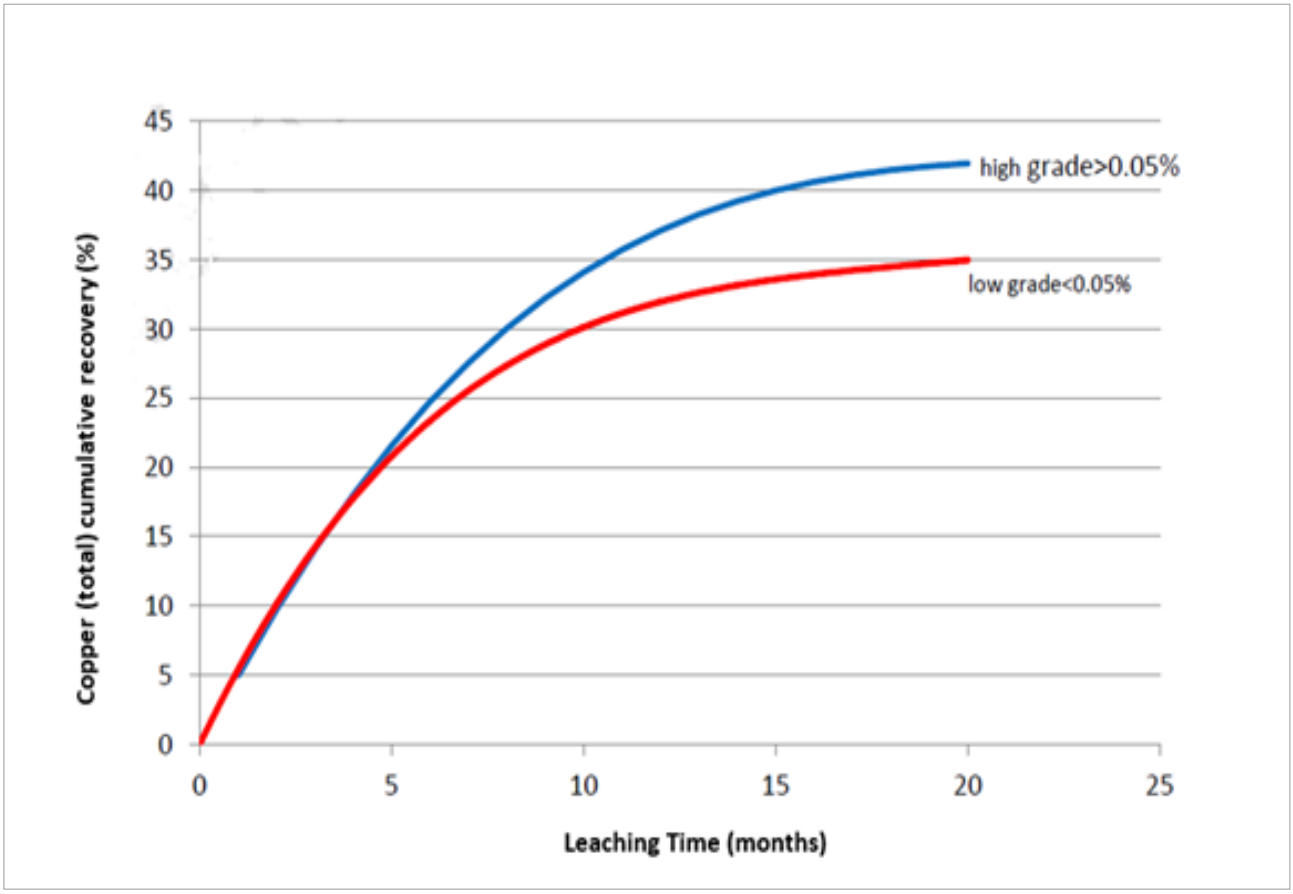
Based on the column test results and leach flux data taken from historical test and site production data, an estimated leach recovery curve was determined for Dumps 16 and 22. In developing the design leach curve the following factors were considered:

- The copper grade of Dumps 16 and 22 is about half of the grade of Dump 9/10. This has a corresponding, adverse, effect upon the copper pick-up grade and recovery across the leach.
- The height of Dumps 16 and 22 is approximately twice that of Dump 9/10. This prolonged the leach cycle, adversely affecting leach recovery, whilst having a positive impact on early leach solution grades.
- The acid soluble Cu concentration of Dumps 16 and 22 is about 44%, compared to approximately 60% for Dump 9/10. This will adversely affect the copper recovery, leach rate and copper pick-up across the western dumps leach.

- The column tests conducted at VNIITSvetmet and site used prepared material where coarse fractions were removed. In the former case, the ore size was -40 mm; and in the latter -75mm. This contrasts with the actual size distribution on the dump with some fractions up to approximately 1.0 m diameter. Whilst most of the oxidised Cu mineralisation is thought to be along fractures, the disparity in particle size will reduce the industrial scale leach recovery compared to laboratory column test results.

The leach design curves are shown in Figure 3.14.

Figure 3.14 Western Dumps Leach Design Recovery Curves



Source: Kounrad NI43-101 draft report

The model leaching curves represent the leaching rate of the western dumps area; however, there is grade variation within the dumps, ranging from a minimum of 0.028% to a maximum of 0.178% Cu. Leach recovery, kinetics and PLS grade are known to vary with grade, therefore the leach curves have been constructed to cater for the varying grades, with a recovery of 35% from material grading less than 0.05% Cu and a recovery of 42% from material grading above 0.05% Cu. Based on these factors a leach recovery of about 30% could be expected within 10 months from the low-grade material and about 34% from the high grade. A further 10 months of leaching would be required in order to obtain the final recovery of 35% for low grade and 42% for high grade material, however, given the final 10 months leach cycle would utilise the common rest-rinse leach practice, the actual time required to obtain the target leach recovery would be several months longer.

For personal use only

For personal use only

3.3.4.3 Leach Recoveries

Due to the overlapping nature of the dumps and an inability to collect and measure the leach solutions from each dump separately, it is not possible to accurately measure the amount of copper leached from each individual dump. However, SK metallurgical staff prepare estimates of the recovered copper based on the results of laboratory and pilot plant testing, assumptions of leach and solution migration rates and cathode production.

A summary of the estimated leach recoveries and the estimated remaining recoverable copper is shown in Table 3.15. The leach recoveries used are consistent with the metallurgical testwork and from experience of the leaching operations. A leach recovery of 25% was applied to Dump 2, due to perceived percolation issues associated with a higher clay content. Testwork is continuing to improve the leach recovery.

From the oxide dumps a total of 69.0 kt of copper has been recovered at an overall leach recovery of 51%. A total of 12.5 kt of copper remains to be recovered, albeit at lower recoveries due to Dump 2.

For the mixed and sulphide dumps a total 110.3 kt of copper has been recovered at an overall leach recovery of 42%. A total of 62.9 kt of copper remains to be recovered.

Overall, a total of 179.3 kt of copper has been recovered and 75.4 kt of copper remains to be recovered.

Table 3.15 Leach Recoveries and Recoverable Contained Metal

Dump	Tonnes (kt)	Cu (%)	Contained Cu Metal (kt)	Average Leach Recovery (%)	Unrecoverable	Recoverable	Recovered	Remaining Recoverable
Eastern Dumps								
6	11,364	0.13	14.6	51%	7.2	7.5	7.4	0.02
7	27,606	0.16	43.1	51%	21.1	22.0	21.8	0.22
9-10	12,214	0.19	23.5	51%	11.5	12.0	11.9	0.02
2	32,435	0.08	25.0	25%	18.7	6.2	-	6.2
5	70,061	0.09	66.6	51%	32.6	33.9	27.9	6.0
Total Oxide	**153,680**	**0.11**	**172.7**	**47%**	**91.1**	**81.6**	**69.0**	**12.5**
Western and Northern (NDC) Dumps								
1	1,136	0.04	0.4	35%	0.3	0.2	0.04	0.12
1a	49,984	0.18	89.0	42%	51.6	37.4	13.3	24.1
13	11,139	0.03	3.1	35%	2.0	1.1	-	1.1
15	70,247	0.06	44.3	42%	25.7	18.6	-	18.6
16	206,608	0.08	173.5	42%	100.7	72.9	63.0	9.9
20	20,888	0.04	7.5	35%	4.9	2.6	-	2.6
21	16,883	0.18	29.7	42%	17.2	12.5	10.0	2.5
21a	5,023	0.14	7.1	42%	4.1	3.0	-	3.0
22	53,986	0.11	57.2	42%	33.2	24.0	24.0	0.04
NDC1	2,393	0.05	1.2	35%	0.8	0.4	-	0.4
NDC2	3,151	0.05	1.5	35%	1.0	0.5	-	0.5
Total Sulphide & Mixed	**441,436**	**0.09**	**414.6**	**42%**	**241.4**	**173.2**	**110.3**	**62.9**
Grand Total	**595,116**	**0.10**	**587.3**	**43%**	**332.5**	**254.7**	**179.3**	**75.4**

Source: Kounrad NI43-101 draft report

For personal use only

3.3.4.4 SX-EW Efficiency

Copper recovered to the PLS, has recovery inefficiencies during the downstream processing at the SX-EW plant. A loss factor of 0.5% is applied to the solution recovery rates of copper in the SX and EW sections and this is considered in the production schedules. Therefore, a leach recovery of 42.0% equates to an overall recovery (to cathode) of 41.5%.

AMC considers that the assumptions used are consistent with testwork results and historical plant performance. AMC considers the assumptions appropriate for future production forecasting.

LOM recovery forecast for the Western Dumps, which make up the majority of future production, are based on leach design recovery curves developed from the column test results and leach flux data taken from historical test and site production data. AMC considers this approach as good practice and is aligned with the resulting recovery assumptions.

3.3.4.5 Kounrad processing plant

Kounrad process plant design

In 2010, the Beijing General Research Institute of Mining and Metallurgy (BGRIMM) developed a detailed leaching schedule and designed a plant capable of treating a range of flow rates and solution grades to produce 10 ktpa of copper cathodes at a minimum 99.99% Cu quality. The design took the extremes of climate into consideration, especially the operability through the winter. The construction of the plant was completed in 2012.

The first copper was produced at the end of April 2012 and since then the plant has operated continuously to successfully produce high quality copper cathode.

There have been two stages of expansion since start up:

- Stage 1 – Increasing the existing facilities to 50 tpd copper cathode (2015):
- Stage 2 - Developing the western dumps (2016).

Stage 2 was commissioned in 2017 and marked the completion of all the significant capital expenditure at Kounrad.

Leaching of eastern dumps 6, 7, and 9-10 is now largely complete although some additional recovery is realised through further leaching. Dump 5 is partially leached and further production is planned. The remaining eastern dump (Dump 2) will be leached at the end of the life of mine due to lower recoveries associated with a higher clay content. Production is now mainly focussed on the western dump area.

Process Flowsheet

The process design is based on the in situ heap leaching of the Kounrad dumps with raffinate solution at pH 1.2 which is used to dissolve the copper mineralisation. The PLS is collected at the base of the dumps by a high-density polyurethane (HDPE) lined interceptor trench and pumped to a series of holding ponds.

From these ponds, the PLS is treated by the SX-EW plant, located south of the eastern dumps.

The east plant site, containing the SX-EW plant, solution ponds, boiler houses, stores and offices is shown in Figure 3.11.

PLS solutions from the western dumps are pumped a distance of 12.5 km to the east plant for copper recovery.

The process circuit comprises of:

- Leach solution distribution

Weak acid solution is delivered to the top of the waste dumps through a series of pimps and pipes. Dripper lines are used to ensure the solution is evenly distributed and controlled:

- In situ Leaching

Copper contained in the rock is dissolved by the acidic solution:

- Solution Collection

The acid solution flows down through the dump to ground level. Solution is collected in polymer lined channels that run along the edge of the dumps. This copper bearing solution (pregnant leach solution or 'PLS') is pumped to storage ponds:

- Solvent Extraction

The copper bearing PLS is mixed with an organic solvent containing extractants that selectively bind to copper ions, selectively drawing the copper from the acid solution into the organic solvent. The copper is transferred back into an aqueous solution by treating the loaded organic with a stripping solution (electrolyte):

- Electrowinning

The electrolyte undergoes electrowinning to produce pure copper metal.

Design Parameters

The basic design parameters for the SX plant are summarised in Table 3.16.

Table 3.16 Solvent Extraction Design Parameters

Process Stream	Parameters	Level
PLS	Copper (Cu), g/l	>1.8
	Sulphuric acid, g/l	≈1
	pH	>1.2
	Iron (Fe), g/l	<40
	Suspended particles (TSS), g/l	<0.050
Raffinate	Copper (Cu), g/l	<0.5

Source: Kounrad NI43-101 draft report

The copper content of PLS can vary significantly between summer and winter, and the PLS also contains other unwanted elements such as iron, chlorine and manganese. The content of total suspended solids (TSS) is controlled below 50 mg/l by settling in the ponds.

Process Consumables

The main process consumables are shown in Table 3.17 expressed as an annual total and kg per kg of copper produced.

For personal use only

Table 3.17 Annual Total Consumables Data for 2025

Item	Consumption (t)	kg/t Cu
Sulphuric Acid *	3,964	297.79
Escaid	607.46	45.6
LIX-984	85.96	6.46
Cobalt sulphate	5.46	0.41
Guar/Vecosol	3.719	0.279
Genesys L.F.	0.39	0.029
Clay	0.075	0.056
Acid mist suppressant	1.412	0.105
Electricity (kWh)	56,934,833	4,277
Water (m^3) - lake and shaft	717,950m^3	53.93

Note: *Added in the SX/EW process. Source Kounrad NI43-101 draft report

A total of 3,964 t of acid was used in the SX-EW plant which was sufficient to maintain the correct pH for leaching. The annual consumption of organic solvents Escaid and LIX-984 were 607.46 t and 85.96 t respectively. Annual total electrical consumption was 56,934,833 kWh.

AMC confirms that the assumed forecast reagent consumption rates are consistent with the 2025 consumptions.

Historical Production

The historical production of the Kounrad operation is summarised in Table 3.18. Following commencement of operations in 2012, production steadily increased to 10,509 t of copper cathode in 2013 and reached 12,071 t in 2015. Following completion of the western dump expansion project, production has been in steady state with a maximum production of 14,254 t reached in 2022. A total of 178,961 t of copper cathode has been produced since 2012. A plan view showing the dumps that have been irrigated is shown in Figure 3.15.

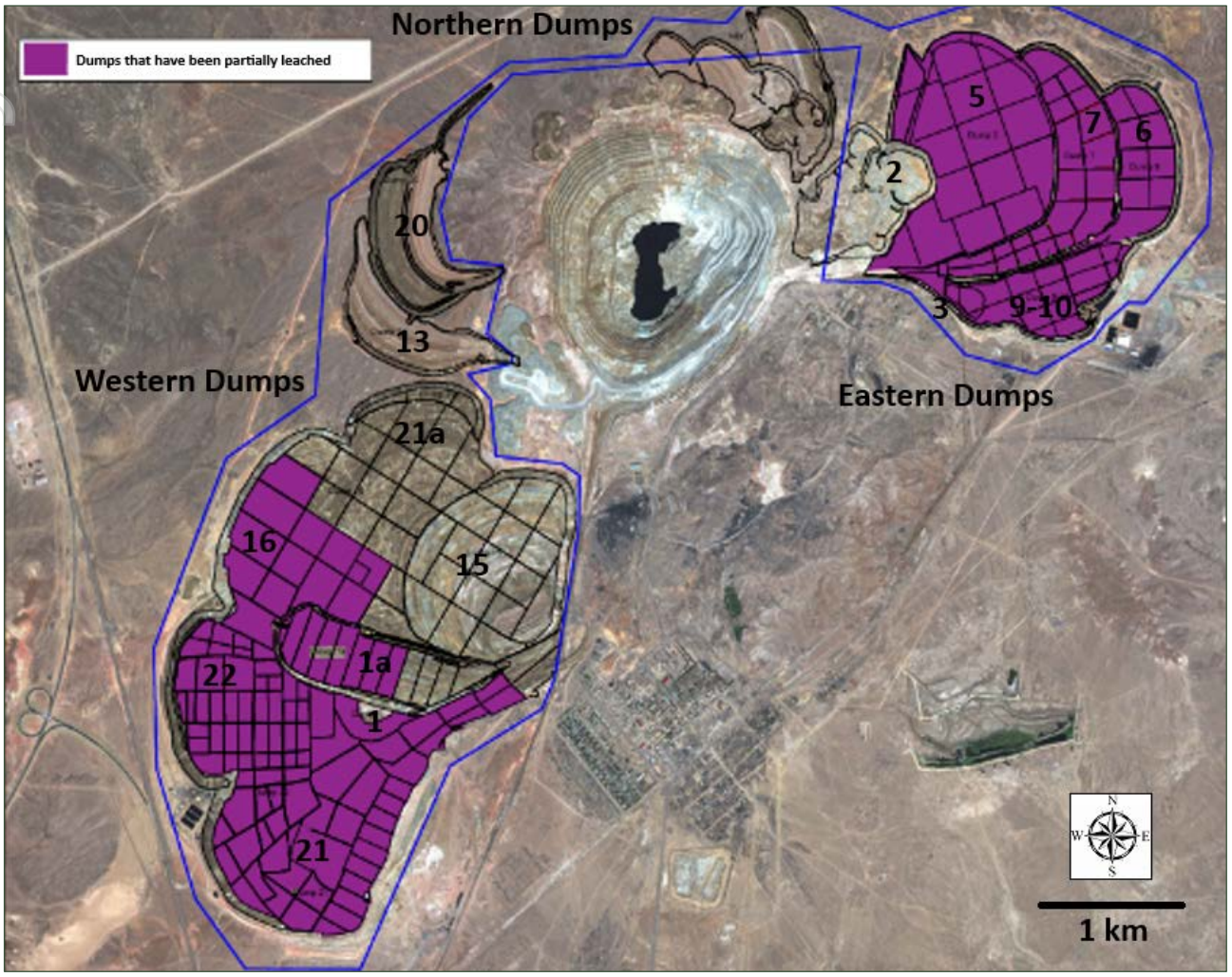
Table 3.18 Historical Kounrad Annual Copper Production

Copper Cathode (t)	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**	**2018**
	6,586	10,509	11,136	12,071	14,020	14,103	14,049
Copper Cathode (t)	**2019**	**2020**	**2021**	**2022**	**2023**	**2024**	**2025**
	13,771	13,855	14,041	14,254	13,816	13,439	13,311

Source: Kounrad NI43-101 draft report

For personal use only

Figure 3.15 Dumps that have Undergone Leaching



Source Kounrad NI43-101 draft report

The eastern dumps, which contained the highest proportion of acid soluble copper with the faster leach kinetics, were initially targeted for production and extensive leaching of this area has been undertaken.

Leaching of eastern dumps 6, 7, and 9-10 is now largely complete although some additional recovery is realised through further leaching.

Dump 5 is partially leached and further production is planned.

The remaining eastern dump (Dump 2) will be leached at the end of the life of mine due to lower recoveries associated with a higher clay content.

Exploitation of the western dumps began in 2017 and is the focus of current production. Western dumps that are in the process of being irrigated are 1,1a,16, 21 and 22.

The LOM plan involves a general trend of northward advance across the main western dumps including Dumps 15, 16 and 1a and culminating with Dump 21a. The low-grade Dumps 13 and 20 will be the last of the western dumps to be irrigated. Eastern Dump 2 and the small northern dumps (NDC 1 and NDC 2) will also be irrigated last.

For personal use only

For personal use only

Forecast Production

A summary of the copper cathode production schedule for the Kounrad operation is provided in Table 3.19 A total of 74,459 t of copper cathode is planned for the life of mine up to 2034.

During this time production is planned to decline from 12,000 t in 2026 to around 6,000 t in 2032 and 2033.

Table 3.19 Summary of Kounrad Production Schedule

Item	2026	2027	2028	2029	2030	2031	2032	2033	2034	Total
Copper cathode production	12,000	11,000	10,500	10,000	10,000	9,000	6,000	5,959	-	**74,459**

Source: CAML financial model

Copper Cathode Analysis

The typical quality of the Kounrad copper cathode product is shown in Table 3.20. The cathode quality conforms to LME Grade A (>99.99% Cu). Levels of impurities are historically generally very low.

Table 3.20 Kounrad Copper Cathode Analysis

Element	Percentage (%)
Cu	99.99
Ag	<0.0006
As	<0.00005
Bi	<0.00006
Cd	<0.00004
Co	<0.00005
Cr	<0.00004
Fe	<0.0001
Mn	<0.00005
Ni	<0.0001
P	<0.00004
Pb	<0.00015
S	<0.0005
Sb	<0.00015
Se	<0.00008
Sn	<0.00008
Si	<0.00004
Te	<0.0001
Zn	<0.0001

Source: Kounrad NI43-101 draft report

For personal use only

3.3.4.6 Site Laboratory

There is a site laboratory which is used to analyse routine plant control samples. The major equipment items include:

- Optima 8000 ICP-OES ICP.
- Atomic adsorption spectrophotometer (ICE 3300).
- Spectrophotometer UV-1700.
- Automatic titration equipment.
- Induction furnace.

Samples from the leach plant are sampled on a daily basis and determinants include: copper, iron, pH acidity (g/l) and chloride. Solutions within the SX-EW site are sampled manually on a 2 - 4 hour basis. The laboratory is operated with a total of 13 staff using a 12-hour shift rota.

The copper cathode product is sampled by drilling, and the samples are split and sent to SGS Laboratories as an umpire service.

3.3.4.7 Maintenance

Maintenance is undertaken using a four-shift system and is managed through the Chief Mechanical Engineer and Chief Power Engineer who are supported by a specialized team of 45 - 50 mechanical and electrical personnel.

Maintenance interventions are planned and scheduled using Microsoft Excel, primarily driven by manufacturers recommendations and operating hours. A formal work order system is utilised for both planned preventive maintenance and unplanned breakdown responses. Daily morning plant rounds by maintenance staff ensure that operational defects are logged and addressed promptly.

Major invasive maintenance is concentrated into two annual 12-hour shutdowns in April and October.

Kounrad has extensive spares which are stored in warehouses and containers within the facility and, where appropriate in external laydown areas. Duty/standby configurations feature at important installations and critical parts have been identified and stocked.

There is an electrical and mechanical workshop at the eastern site that undertakes general repairs as well as welding and cutting. There is also a workshop at the western site.

The plant has a very high degree of utilisation averaging 99.0% since start up.

3.3.4.8 Site infrastructure and services

Kounrad is well connected with paved roads lying approximately 15 km north of the city of Balkhash with the main cities of Karaganda and Almaty located approximately 380 km north and 650 km southeast, respectively. These can be accessed by the M-36 highway that runs adjacent to Lake Balkhash. The capital city of Astana is located 640 km northwest and can be accessed by the M-36 beyond Karaganda.

There is an extensive network of highways, rail links, telecommunications facilities, national grid electricity and a supply of water. International airports are located at Astana and Almaty. The Kounrad site has a dedicated 1.7 km rail spur that connects to the national rail network and is used for transportation of bulk reagents, coal, equipment and materials.

For personal use only

The Balkhash area has a long history of mining and copper smelting and there is an established in-country network of mining and processing suppliers and contractors. There is sufficient and experienced work force available due to the proximity of the city of Balkhash. A total of 328 permanent personnel is employed at the Kounrad operation.

Infrastructure associated with the Kounrad in situ dump leach operation includes:

- Waste dumps and network of leaching pipework.
- Channels (lined) for directing pregnant leach solution.
- East plant including the solvent extraction plant and electrowinning units (EW1 and EW2) and associated facilities.
- West plant and associated facilities (pregnant solutions collected at the west plant are pumped to the east plant for processing and copper refining).
- Pregnant Leach Solution (PLS) ponds, raffinate ponds, emergency ponds and pump stations.
- HDPE pipeline (12.5 km) connecting west and east plants for transporting solutions.
- Boiler houses (east and west) and coal storage.
- Site offices, laboratory, stores, maintenance workshops
- Rail spur and load out.
- Water pipelines.

Electrical power is supplied to the operation by the national grid from a 35 kV overhead line from a substation 7 km away, with a single 10 MVA main transformer and a 6.8 MVA spare available on site. A 4.7 MVA solar farm provides approximately 16% of the sites electrical power during daylight hours and was commissioned at the end of 2023. Coal powered boilers are used in the winter for heating solutions before leaching due to extreme winter temperatures.

Process water is sourced during the summer months from Lake Balkhash (semi-saline) via a dedicated 25 km pipeline. In the winter months (when the lake freezes) water is sourced from a flooded underground mine located 6 km from Kounrad, thus maintaining continuity of supply. A new pumping station is planned to be installed at Lake Balkhash to enable water extraction throughout the year. Potable water is sourced from the local supply network and an on-site reverse osmosis plant.

No TSF is required by the operation. No reworking of the waste dumps other than by in situ leaching is undertaken and no new waste dumps need to be constructed.

All major infrastructure required by the operation is currently in place and no significant additional infrastructure is planned.

3.3.5 Environmental, social and permitting

The Kounrad operation complies with Kazakhstan's environmental protection legislation, which requires an impact assessment process for projects of this type.

3.3.5.1 Permitting

Kounrad operates under the following active permits:

- SK Environmental Permit, valid 2025–2034
- KCC Environmental Permit, valid 2023–2031
- SK and KCC Special Water Use Permits, valid 2022–2026, currently under renewal review
- Water sources: Balkhash (KCC, valid to 2031) and an underground source (SK, renewal decision due 1 July 2026); a new abstraction point is planned due to rising chloride levels at the existing Balkhash intake.

For personal use only

CAIER (Almaty), a state-approved independent contractor, is engaged for environmental monitoring; with CAML preparing and submitting all required environmental reporting. The most recent OVOS (Kazakhstan environmental impact assessment) documents date to 2024 (SK, by Proekt Service) and 2020 (KCC, by SBK LLP), each including a public hearing.

3.3.5.2 Environmental

Liabilities and Baseline

The site was previously disturbed and contaminated by historical operations; CAML is not responsible for this legacy contamination but must ensure conditions are not worsened. The 2007 Ecolimit baseline assessment established benchmark parameters for soil, surface water, and groundwater quality.

Management and Monitoring

An Environmental Management Plan is in place, and annual environmental performance reports are submitted to state authorities. Groundwater is monitored continuously through approximately 30 wells around the dumps, with weekly sampling for copper, pH, iron, and chloride; CAIER conducts independent external monitoring of air quality, surface water, soils, vegetation, and fauna. Some non-compliances have been recorded but are attributed to historic rather than current operational impacts.

Waste Streams, Emissions and Storage

The processing circuit operates on a zero liquid discharge basis, with waste solutions and spillages returned to a fully lined raffinate pond. The principal air-emission risks are windblown dust from the dumps and acid mist from the EW circuit, both subject to mitigation (road watering, cell covers, reagent dosing). Combined Scope 1 and Scope 2 emissions were 48,640 tCO_2e in 2025, a 5% reduction from 2024. A solar facility commissioned in 2023 supplies approximately 15% of electricity consumption. Reagents such as Escaid, LIX, and sulphuric acid are stored in bunded or lined containment sized for full failure scenarios.

Groundwater Contamination

The dumps are unlined, and acidic seepage has caused localised groundwater impacts, mainly around the eastern dumps. Modelling (SRK, 2015) indicates no viable pathway to the wider Tokrau aquifer; affected groundwater instead migrates toward a saline sabkha. Approximately 98% of leach solutions are captured by perimeter interceptor trenches.

3.3.5.3 Health and Safety

An approved H&S Plan, updated in 2025, aligns with Kazakh regulatory requirements and international good practice. Two lost-time injuries were recorded (2025 and March 2026). A structured safety-culture programme is planned for 2026, targeting zero LTIs and incidents.

3.3.5.4 Social

Stakeholder engagement is managed through a Stakeholder Engagement Plan and a grievance register; no ongoing public consultation is legally required once the OVOS process is complete. Local communities are reported to be broadly supportive of the operation, largely reflecting associated employment opportunities.

The Kounrad Fund, established in 2017, directs community investment and is intended to operate independently of CAML as a funding source. A 2025 local needs assessment engaged 698 residents and stakeholders across Balkhash and Kounrad village, finding that priorities differ by location: education, cultural and recreational infrastructure, and youth retention in Balkhash, versus healthcare access, employment, and basic social infrastructure in Kounrad village.

Recent Fund initiatives include reconstruction of the JasSpace Youth Intellectual and Sports Centre, repairs to the Children's Rehabilitation Centre, medical equipment for the Balkhash Multidisciplinary Hospital, and classroom upgrades at Balkhash Medical College, alongside reactive community support such as waste clean-up, winter snow clearing, and emergency water trucking. From 2017 to 31 December 2025, the Fund allocated approximately US$1.64 million. A grievance mechanism is in place, with submissions accepted via public hearings, social media, the Fund, or directly to site management.

3.3.5.5 Closure

A 2022 conceptual closure plan and Asset Retirement Obligation, prepared by WSP Golder / WSP (UK) Ltd, sets out a closure vision of a site that is safe, physically stable, non-contaminating, and visually acceptable, supporting natural (rather than intensively engineered) revegetation. Planned closure works include:

- Demolition and removal of plant and infrastructure not required post-closure
- Neutralisation and closure of process ponds, including lime neutralisation, sediment management, liner handling, and reshaping
- Recirculation of remaining process solutions to the dumps to flush and evaporate residual inventories
- Limited earthworks on the dumps, relying on existing long-term stability, with trench rehabilitation/backfilling using limestone

Post-closure monitoring of groundwater quality and surface rehabilitation is proposed, currently envisaged for one year, though further measures, including extended monitoring and possible re-profiling or additional stabilisation, are likely to be required. CAML is in the process of commissioning an updated closure plan.

3.3.6 Capital and operating costs

A summary of the capital costs for the Kounrad in situ dump leach operation is presented in Table 3.21. An additional cost of US$14.6 million has been estimated for closure.

Table 3.21 Summary of Kounrad capital costs

Item	Unit	2026	2027	2028	2029	2030	2031	2032	2033	Total
Sustaining SK	US$M	0.59	0.59	0.59	0.47	0.38	0.30	0.18	0.11	3.19
Sustaining KCC	US$M	1.31	1.31	1.31	1.05	0.84	0.67	0.40	0.24	7.14
Total Capital Costs	**US$M**	**1.90**	**1.90**	**1.90**	**1.52**	**1.22**	**0.97**	**0.58**	**0.35**	**10.33**

Source: CAML financial model

A summary of the operating costs for the Kounrad in situ dump leach operation is provided in Table 3.22.

Table 3.22 Summary of Kounrad operating costs

Item	Unit	2026	2027	2028	2029	2030	2031	2032	2033	Total
SK Eastern Production	US$M	2.42	2.19	2.14	2.09	1.93	1.91	1.70	1.46	15.83
SK Western Production	US$M	3.90	3.77	3.67	3.57	2.96	2.89	2.46	2.41	25.62
KCC Production	US$M	11.85	10.75	10.49	10.23	8.92	8.77	7.35	6.07	74.43
KCC Water Pipeline	US$M	0.25	0.24	0.23	0.22	0.18	0.18	0.15	0.15	1.60
Solar Farm	US$M	0.08	0.07	0.07	0.07	0.07	0.07	0.06	0.06	0.55
G&A	US$M	4.32	4.23	4.14	4.01	3.58	3.52	3.18	3.14	30.15
Total Operating Costs	**US$M**	**22.81**	**21.25**	**20.74**	**20.23**	**17.64**	**17.33**	**14.90**	**13.28**	**148.17**

Source: CAML financial model

For personal use only

The average operating cost over the LOM is US$0.93/lb copper cathode.

AMC considers the cost estimates to be reasonable and reflect recent actual costs.

3.3.7 Key risks and opportunities

AMC has identified the following material technical risks and opportunities regarding the Kounrad operations.

3.3.7.1 Risks:

- The permeability of the dumps is critical in maintaining leach production rates. Dump #2 has been identified as having a lower permeability compared to the other dumps due to elevated clay content. This has been factored into the processing recovery assumptions. If other dumps experience
- The ore source was originally a low-grade waste dump. There is a risk of variable grades and mineralogy within the dumps is present, noting that analysis was performed on a dump-by-dump scale and production targets were met. This variability may result in deviations from short to medium term planning targets.
- Access to clean water that has a low chloride content is critical to SX-EW operations. It was reported that the chloride level in the water sourced from Lake Balkhash has increased.

3.3.7.2 Opportunities:

- Partial oxidation of the copper sulphide from the surface layers of the dumps may improve leach recoveries.
- An expanded production scenario being developed by CAML suggests that an additional 50 kt of copper might be produced. AMC has not reviewed this scenario.

3.3.8 AMC production case

AMC consider the provided CAML LOM plan suitable for use as the Production Case. The Production Case is summarised in Table 3.23.

Table 3.23 Kounrad Production Case

Item	Units	2026	2027	2028	2029	2030	2031	2032	2033	Total
Copper cathode production	kt	12,000	11,000	10,500	10,000	10,000	9,000	6,000	5,959	**74,459**
Capital costs	US$M	1.90	1.90	1.90	1.52	1.22	0.97	0.58	0.35	**10.33**
Operating costs	US$M	22.81	21.25	20.74	20.23	17.64	17.33	14.90	13.28	**148.17**

For personal use only

Appendix A
List of Contributors

For personal use only

Table A1. List of Contributors

Consultant	Position	Role
Andrew Proudman	Senior Principal Consultant	Geology review and Cygnus Mineral Asset valuation
David Lee	Directo and Head of Transactions and Corporate	CAML Costs and Financial review
Simon Kusabs	Principal Mining Engineer	CAML underground review
Nigel Thiel	Principal Consultant	CAML Processing review
Andrew Hall	VP and Head of Mine Smarter	Peer Review

For personal use only

Appendix B
Sources

For personal use only

For personal use only

Reports

- Central Asia Metals plc NI 43-101 Technical Report, Kounrad In Situ Dump leach operation, Kazakhstan Prepared by SLR Consulting Limited Project No.: 443.061323.00001 Revision: D.04. 31 December 2025. (Kounrad NI 43-101 DRAFT V4.0_11.06.26_Clean.docx)
- Central Asia Metals plc NI 43-101 Technical Report, Sasa Mine, North Macedonia Prepared by SLR Consulting Limited Project No.: 443.061320.00001 Revision: D.04. 31 December 2025. (Sasa NI 43-101 DRAFT V4.0_12.06.26_Clean.docx)
- Cygnus Metals Limited NI 43-101 Technical Report, Chibougamau Hub and Spoke Complex, Québec, Canada Prepared by SLR Consulting Limited Project No.: 233.065493.00001. 30 August, 2025. (SLR_20251031_CBay_ChibougHubandSpoke_TechRpt_Rev0.pdf)
- Svinja Reka Mineral Resource estimation 2025 Prepared by G.M.Greenway, 31 December 2025 (Svinja Reka Mineral Resource Estimate_December2025 V1a.pdf)

Files

- 2026-05-19_CYGNUS_Mining Titles List_AUCLAIR-AUCLAIR BERYL.pdf
- 2026-05-19_CYGNUS_Mining Titles List_PONTAX EXT.pdf
- 2026-05-19_CYGNUS_Mining Titles List_PONTAX LITHIUM.pdf
- 2026-05-19_CYGNUS_Mining Titles List_SAKAMI.pdf
- 2026-06-23_CYGNUS_Mining Titles List_Duncan.xlsx
- 2024-02-165722_tedra.xlsx
- 2025-03-26_166651_tedra.xlsx
- 164460_tedra.xlsx
- 167390_tedra Mars 2026 revised.xlsx
- Aus Copy of Expenditure History - 23.06.2026 (84595156v1) .xlsx
- Australian tenements expend and area.xlsx
- CAML files
- 2026.03.31 CAML Financial Model.xlsm
- December 2024 Management Accounts
- December 2025 Management Accounts
- May 2026 Management Accounts
- Operative data of Mine Sasa -2024.xlsx
- Operative data of Mine Sasa -2025.xlsx
- Operative data of Mine Sasa -2026.xlsx
- 260331 SASA LoMP V2.1 sched (Deswik files)

Other information

- Cygnus ASX Announcements including Mineral Resources and exploration results.
- SNL subscription database.
- Public websites and information on other transactions, exchange rates and commodity price dataincluding the Reserve Bank of Australia and ASX websites.
- Dataroom sourced electronic drilling data files, tenement data and plans
- CAML announcements including annual results

Appendix C
A list of abbreviations used in the ITSR

For personal use only

For personal use only

Abbreviations and Glossary of Terms Abbreviations and definitions of technical terms used in this ITSR are as follows:

Unit	Description
3D	three dimensional
/t	per tonne
>	Greater than
<	Less than
µm	micron
A$, $	Australian dollars
A$M	million Australian dollars
AAS	atomic absorption spectrum assay method
ABS	Australian Bureau of Statistics
AC	aircore drilling
ADS	autonomous Drilling Systems
Ag	Silver
AGB	Abitibi Greenstone Belt
AISC	all-in-sustaining cost
AIM	Alternative Investment Market of the London Stock Exchange
ALS	ALS Limited
AMC	AMC Consultants Pty Ltd
ASIC	Australian Securities & Investments Commission
As	arsenic
ASX	Australian Securities Exchange
Au	gold
AuEq	gold equivalent
Balhashtcvetmet	Balkhash Mining and Metallurgical Combine
bcm	bank cubic metre
Bi	bismuth
C$	Canadian dollars
° C	degree Celsius
CAMD	Central Asian Metallogenic Domain
CAML	Central Asia Metal Limited
CAPEX	Capital expenditure
CBAY	CBAY Minerals Inc
Cd	cadmium
CF	Cut and Fill
Chibougamau	Chibougamau copper-gold project
CIM	Canadian Institute of Mining
CN	cyanide
Co	cobalt
CO2e	carbon dioxide equivalent
COG	cut-off grade
Competent Person	person defined in the JORC Code to supervise and sign-off on a Mineral Resource or Ore Reserve estimate
CP	Competent Person as defined in the JORC Code
CPR	Competent Person report
Cr	chrome
CRMs	certified reference materials
Cu	copper
Cuacid	Leachable copper

For personal use only

Unit	Description
CuEq	copper equivalent
CuO	Copper oxide
Cutotal	Total copper
Cygnus	Cygnus Metals Limited
DCF	discounted cash flow
DD	diamond drilling
DDH	diamond drillhole
DLC	Dore Lake Complex (DLC)
doré	semi-pure alloy of gold and other metals
Doré Copper	Doré Copper Mining Corp. (Doré Copper)
DST	Dry Stack Tailings
E	east
EIS	Environmental Impact Statement
ELOS	Equivalent Linear Overbreak/Slough
EPCM	Engineering, Procurement and Construction Management
EPFI	Equator Principles Financing Institutions
ESG	Environmental, Social and Governance
EU	European Union
EW	electrowinning
Fe	iron
FS	feasibility study
FY	financial year (year ending 30 June)
FYXX	financial year ending 30 June 20XX (for example, FY23 is the year ended 30 June 2023)
g	gram
G	giga (billion)
G&A	general and administration
g/l	grams per litre
g/t	grams per tonne
GISTM	Global Industry Standard on Tailings Management
GPS	global positioning system
GTA	Grant Thornton Australia
h/a	hours per annum
ha	hectare
HDPE	high-density polyurethane
HV	high voltage
ICP-MS	inductively coupled plasma mass spectroscopy determination.
ICP-OES	Inductively Coupled Plasma Optical Emission spectroscopy
ID2	inverse distance squared
ID3	inverse distance squared cubed
IER	independent expert report
IPPC	Intergovernmental Panel on Climate Change
ISO	International Organisation for Standardisation
ITSR	independent technical specialist report
JORC Code	Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, The JORC Code 2012 Edition. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australasian Institute of Geoscientists and Minerals Council of Australia (JORC). Effective 20 December 2012 and mandatory from 1 December 2013.
Kazakhmys	Kazakhmys Corporation LLP
KCC	Kounrad Copper Company LLP

For personal use only

Unit	Description
kg	kilogram
kg CO2e	kg of carbon dioxide equivalent
Knight Piésold	Knight Piésold Ltd
km	kilometre
km2	square kilometre
koz	thousands of ounces
kozpa	thousands of ounces per annum
Kounrad	Kounrad heap leach project in Kazakhstan
kt	kilotonnes
ktpa	kilotonnes per annum
kV	thousand volts
kW	kilowatt
kWh/t	Kilowatt hour per tonne
L	litre
LCT	lithium-caesium-tantalum
LHD	Load Haul Dump
Li	lithium
Li2O	Lithium oxide
L/s	litres per second
lb	pound
LHS	long-hole stoping
LME	London Metal Exchange
LOM	life-of-mine
LSE	London Stock Exchange
m	metre
M	million
m2	square metre
m3	cubic metre
m3/d	cubic metres per day
masl	metres above sea level
mm/yr	millimetre per year
mbs	metres below surface
MCP	Mine Closure Plan
mE	metres in easterly direction
Mg	magnesium
mg/L	milligram per litre
Mineral Asset	as defined in the VALMIN Code
Mineral Resource	as defined in the JORC Code
mm	millimetre
Mn	manganese
mN	metres in northerly direction
Mo	molybdenum
Moz	million ounces
MPa	Mega pascals
mRL	metres reduced level
Mt	million tonnes
Mtpa	million tonnes per annum
MVA	Megavolt-Ampere

For personal use only

Unit	Description
MW	megawatt
MWh	megawatt-hour
N	north
Ni	nickel
NI43-101	Report generated in accordance with Canadian Institute of Mining National Instrument 43-101
NN	Nearest neighbour estimation method
NPV	Net present value
NSR	Net smelter return
NQ	47.6 mm drillcore size
Orion	Orion Mine Finance Group
OK	ordinary kriging estimation method
OP	open pit
Ore Reserve	as defined in the JORC Code
OVOS	Kazakhstan environmental impact assessment
oz	Troy ounce (31.1035 g)
P	potassium
P80	product size at which 80% passes
Pb	lead
PEA	Preliminary Economic Assessment
PEM	Prospectivity Enhancement Multiplier
PFS	pre-feasibility study
PGE	Platinum group elements
PLS	Pregnant Leach Solution
ppm	parts per million
QAQC	quality assurance and quality control
QP	Qualified Person
Qualified Person	Qualified Person as defined in the CIM standard to supervise and sign-off on a Mineral Resource or Mineral Reserve estimate
RBA	Reserve Bank of Australia
RC	reverse circulation
REE	Rare earth elements
RG 111	ASIC Regulatory Guide 111 – Content of expert reports
RG 112	ASIC Regulatory Guide 112 – Independence of experts
RL	reduced level
ROM	run-of-mine
RPEEE	reasonable prospects for eventual economic extraction as referred to in the JORC Code
S	sulphur
Sasa	Sasa Mine in Macedonia
Sb	stibnite
Se	selenium
Si	silica
SLC	sub-level cave
SMM	Serbo-Macedonian Massif
SMU	selective mining unit
Sn	tin
Solway	Solway Investment Group Ltd
SID	Scheme Implementation Deed
SK	Sary Kazna LLP

Unit	Description
SLR	SLR Consulting (Canada) Ltd completed Cygnus NI 43-101 reports
SX	solvent extraction
SX_EW	solvent extraction-electrowinning
t	metric tonne
tCO_2e	Total carbon dioxide emission
Te	tellurium
tpa	tonnes per annum
tpd	tonnes per day
tph	tonnes per hour
TREO	Total rare earth oxides
TSF	tailings storage facility
TSS	total suspended solids
UG	underground
UK	United Kingdom
µm	micron
US$	United States dollars
US$/lb	US$ per pound
US$M	million United States dollars
VALMIN Code	Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, The VALMIN Code, 2015 Edition. Prepared by the VALMIN Committee of the Australasian Institute of Mining and Metallurgy (AusIMM) and Australian Institute of Geoscientists (AIG). Effective 30 January 2016. Mandatory for AusIMM and AIG members from 1 July 2016.
VMS	volcanogenic massive sulphide (VMS)
WA	Western Australia
Zn	zinc

For personal use only

For personal use only

Our offices

Australia

Adelaide

Level 2, 12 Pirie Street
Adelaide SA 5000 Australia

T +61 8 8201 1800
E adelaide@amcconsultants.com

Brisbane

Level 15, 100 Creek Street
Brisbane Qld 4000 Australia

T +61 7 3230 9000
E brisbane@amcconsultants.com

Melbourne

Level 12, 477 Collins Street
Melbourne Vic 3000 Australia

T +61 3 8601 3300
E melbourne@amcconsultants.com

Perth

Level 3, 1100 Hay Street
West Perth WA 6005 Australia

T +61 8 6330 1100
E perth@amcconsultants.com

Canada

Toronto

140 Yonge Street, Suite 200
Toronto ON M5C 1X6 Canada

T +1 647 953 9730
E toronto@amcconsultants.com

Vancouver

200 Granville Street, Suite 202
Vancouver BC V6C 1S4 Canada

T +1 604 669 0044
E vancouver@amcconsultants.com

South Africa

Cape Town

First Floor, Willowbridge Centre
Carl Cronje Drive
Cape Town 7530 South Africa

T +27 720 833 231
E capetown@amcconsultants.com

Centurion

Ground Floor (G05), Building 14, Block B
Byls Bridge Office Park
Corner of Olievenhoutbosch and Jean Ave
Centurion 0157 South Africa

T +27 720 833 231
E capetown@amcconsultants.com

United Kingdom

Reading

Registered in England and Wales
Company No. 3688365

Office 336a, Davidson House
Forbury Square
Reading, Berkshire RG1 3EU United Kingdom

T +44 1628 778 256
E unitedkingdom@amcconsultants.com

Registered Office:
Kinetic Centre
Theobald Street
Elstree
Hertfordshire WD6 4PG United Kingdom

Annexure B − Scheme of Arrangement

For personal use only

For personal use only

Scheme of Arrangement

Cygnus Metals Limited

Scheme Shareholders

CORRS
CHAMBERS
WESTGARTH

Contents

1	**Interpretation**		**1**
	1.1	Definitions	1
	1.2	Interpretation	6
	1.3	Business Day	7
2	**Preliminary**		**7**
	2.1	Central Asia Metals PLC	7
	2.2	Cygnus Metals Limited	7
	2.3	If Scheme becomes Effective	8
	2.4	Scheme Implementation Deed	8
	2.5	Deed Poll	8
3	**Nominee**		**8**
4	**Conditions precedent**		**9**
	4.1	Conditions precedent to Scheme	9
	4.2	Conditions precedent and operation of clause 6	9
	4.3	Certificate in relation to conditions precedent	9
	4.4	End Date	10
5	**Scheme**		**10**
6	**Implementation of Scheme**		**10**
	6.1	Lodgement of Court orders with ASIC	10
	6.2	Transfer and registration of Scheme Shares	10
	6.3	Entitlement to Scheme Consideration	11
	6.4	Title and rights in Scheme Shares	11
	6.5	Warranty by Scheme Shareholders	11
	6.6	Transfer free of Encumbrances	11
	6.7	Appointment of CAML as sole proxy	11
7	**Scheme Consideration**		**12**
	7.1	Consideration under this Scheme	12
	7.2	Scheme Consideration	12
	7.3	Provision of Scheme Consideration	12
	7.4	Fractional entitlements	13
	7.5	Shareholder splitting or division	14
	7.6	Scheme Shareholders' agreements	14
	7.7	Unclaimed monies	15
	7.8	Ineligible Foreign Shareholders, Electing Selling Scheme Shareholders and FRCGW Holders	16
	7.9	Other ineligible Scheme Shareholders	18
	7.10	Orders of a Court or Government Agency	18
	7.11	Shares to rank equally	19

For personal use only

	7.12	Election forms	19
	7.13	Joint holders	20
8	**Dealings in Scheme Shares**		**21**
	8.1	Determination of Scheme Shareholders	21
	8.2	Cygnus Share Register	21
	8.3	No disposals after Record Date	21
	8.4	Maintenance of Cygnus Share Register	21
	8.5	Effect of certificates and holding statements	21
	8.6	Details of Scheme Shareholders	22
	8.7	Quotation of Cygnus Shares	22
	8.8	Termination of quotation of Cygnus Shares	22
9	**Instructions and notification**		**22**
10	**Power of attorney**		**23**
11	**Notices**		**23**
	11.1	No deemed receipt	23
	11.2	Accidental omission	23
12	**General**		**23**
	12.1	Alterations and conditions	23
	12.2	Further assurances	23
	12.3	Consent	24
	12.4	No liability when acting in good faith	24
	12.5	Enforcement of Deed Poll	24
	12.6	Stamp duty	24
	12.7	Scrip for scrip roll-over relief	24
13	**Governing law and jurisdiction**		**24**

For personal use only

Date

Parties

1 **Cygnus Metals Limited** (ACN 609 094 653) of Level 2, 8 Richardson Street, West Perth, Western Australia (**Cygnus**)

2 Each person who holds one or more Cygnus Shares recorded in the Cygnus Share Register as at the Record Date (other than an Excluded Holder)

Agreed terms

1 Interpretation

1.1 Definitions

In this document these terms have the following meanings:

AIM	The market of that name operated by London Stock Exchange plc.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) or, as the context requires, the financial market known as the Australian Securities Exchange operated by it.
Business Day	A 'business day' as defined in the Listing Rules.
CAML	Central Asia Metals PLC (company number 05559627).
CAML Group	CAML and its Controlled Entities (excluding, at any time, the Cygnus Group Members to the extent that the Cygnus Group Members are Subsidiaries of CAML at that time).
CAML Group Member	Each member of the CAML Group.
CAML Canadian Register	The register of members maintained by CAML recording the registered holders of CAML Shares with a registered address in Canada.
CAML Share	An ordinary share of US$0.01 in the capital of CAML.
CAML Share Register	The register of members of CAML maintained in accordance with section 113 of the Companies Act 2006 of England and Wales and, to the extent that CAML is listed on a Recognised Canadian Exchange, includes the CAML Canadian Register.
CAML UK Register	The portion of the CAML Share Register that excludes the CAML Canadian Register.
Canadian Scheme Shareholder	The meaning given in **clause 7.3(b)(ii)**.
CDS	The Canadian Depositary for Securities Limited.

For personal use only

For personal use only

CDSX	The clearing and settlement system currently utilised by CDS and its participants.
CDS Participant	A broker or other financial institution who participates in CDSX.
CDS Scheme Shareholder	The meaning given in **clause 7.3(b)(ii)**.
CHESS	The Clearing House Electronic Subregister System for the electronic transfer of securities, operated by ASX Settlement Pty Ltd.
CHESS Holding	Has the meaning given in the ASX Settlement Operating Rules, being the official operating rules of the settlement facility provided by ASX Settlement Pty Ltd.
Commissioner	Federal Commissioner of Taxation.
Control	Has the meaning given in section 50AA of the Corporations Act.
Controlled Entity	In respect of an entity, an entity that entity Controls.
Corporations Act	The *Corporations Act 2001* (Cth).
Court	The Supreme Court of Western Australia or such other court of competent jurisdiction as agreed in writing between Cygnus and CAML.
CREST	The electronic settlement system operated by Euroclear UK & International Limited for paperless settlement of share transfers and the holding of shares in uncertified form in the United Kingdom, the Channel Islands and the Isle of Man.
CREST Election Form	A form approved by CAML and provided by or on behalf of Cygnus wherein a Scheme Shareholder (other than an Ineligible Foreign Shareholder, CDS Scheme Shareholder, Electing Selling Scheme Shareholder or (in respect of FRCGW Consideration Shares) FRCGW Holder) with a Registered Address on the Australian principal share register or Canadian branch share register may elect to have their New CAML Shares which they are entitled to under the terms of this Scheme issued on the CAML UK Register credited into CREST rather than issued to them in certificated form.
Cygnus Group	Cygnus and its Controlled Entities.
Cygnus Group Member	Each member of the Cygnus Group.
Cygnus Registry	Computershare Investor Services Pty Limited (ACN 078 279 227) or Computershare Investor Services Inc. (as applicable).
Cygnus Share	A fully paid ordinary share in the capital of Cygnus.
Cygnus Share Register	The register of members of Cygnus maintained by the Cygnus Registry.
Cygnus Shareholder	Each person who is registered in the Cygnus Share Register as a holder of one or more Cygnus Shares.
Deed Poll	The deed poll executed on 12 August 2026 by CAML in favour of Scheme Shareholders or in such other form as is agreed in writing between CAML and Cygnus.

For personal use only

Delivery Time	Not later than two hours before the commencement of the hearing or if the commencement of the hearing is adjourned, the commencement of the adjourned hearing, of the Court to approve this Scheme in accordance with section 411(4)(b) of the Corporations Act.
Effective	The coming into effect, pursuant to section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to this Scheme, but in any event at no time before an office copy of the order of the Court is lodged with ASIC.
Effective Date	The date on which this Scheme becomes Effective.
Election Cut-Off Date	5.00pm on Thursday, 24 September 2026, or such other date and time as agreed to between CAML and Cygnus.
Electing Selling Scheme Shareholder	A Selling Scheme Shareholder who has elected in writing pursuant to a Sale Election Form to have all of their Scheme Consideration issued to the Sale Agent and sold on their behalf in accordance with this Scheme.
Encumbrance	A mortgage, charge, pledge, lien, encumbrance, security interest, assignment by way of security, debenture, option, hypothecation, title retention, pre-emptive or preferential right, claim, equitable or other right, power of sale, retention of title, right of first refusal, trust arrangement, contractual right of set-off, or any other security agreement or arrangement or third party right in favour of any person, whether registered or unregistered, including any Security Interest.
End Date	The later of: (a) the date that is six months after the date of the Scheme Implementation Deed; and (b) such other date and time agreed in writing between Cygnus and CAML before that date.
Excluded Holder	Any Cygnus Shareholder who is a CAML Group Member or any Cygnus Shareholder who holds any Cygnus Shares on behalf of, or for the benefit of, any member of the CAML Group and does not hold Cygnus Shares on behalf of, or for the benefit of, any other person.
FRCGW Amount	In respect of a FRCGW Holder, the amount required to be paid to the Commissioner by CAML under section 14-200 of Schedule 1 of the TAA in respect of the acquisition of Scheme Shares from that FRCGW Holder, as calculated in accordance with Subdivision 14-D of the TAA, provided that where CAML has received, prior to the Implementation Date, a variation notice issued by the Commissioner under section 14-235 of Schedule 1 of the TAA in respect of that FRCGW Holder, the FRCGW Amount for that FRCGW Holder is the reduced amount specified in that variation notice (and, for the avoidance of doubt, is zero where that notice is a Nil Variation Notice).
FRCGW Consideration Shares	In relation to a FRCGW Holder, that minimum number of New CAML Shares (if any) that, when sold by the Sale Agent, would produce proceeds equal to the FRCGW Amount.
FRCGW Holder	Has the same meaning given in the Scheme Implementation Deed.
Government Agency	Australian, Canadian or Québec, or any foreign, government or governmental, semi-governmental, administrative, fiscal, regulatory or

For personal use only

	judicial body, stock exchange, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any State, any Canadian or Québec minister, and any other federal, state, provincial, regional or local government, whether Australian, Canadian, Québec or foreign.
Implementation Date	The fifth Business Day after the Record Date or such other date after the Record Date agreed to in writing between Cygnus and CAML.
Ineligible Foreign Shareholder	A Scheme Shareholder whose address shown in the Cygnus Share Register on the Record Date is a place outside Australia, Canada, New Zealand, Singapore, the United Kingdom and the United States of America unless CAML determines that it is lawful and not unduly onerous or impracticable to issue that Scheme Shareholder with the Scheme Consideration on implementation of this Scheme.
Issuer Sponsored Holding	Has the meaning given in the ASX Settlement Operating Rules, being the official operating rules of the settlement facility provided by ASX Settlement Pty Ltd.
ITAA 1997	The *Income Tax Assessment Act 1997* (Cth).
Listing Rules	The official listing rules of ASX as amended from time to time.
New CAML Share	A new CAML Share to be issued as consideration by CAML under the terms of this Scheme.
Nil Variation Notice	A notice issued by the Commissioner under section 14-235 of Schedule 1 to the TAA varying the amount (if any) that CAML is liable to pay the Commissioner under section 14-200 of Schedule 1 of the TAA in respect of the acquisition of the Scheme Shares, to zero.
Nominee Holder	A Scheme Shareholder who holds one or more parcels of Scheme Shares as trustee or nominee for, or otherwise on account of, another person.
Recognised Canadian Exchange	The TSX or the TSXV.
Record Date	7.00pm (Sydney time) on the second Business Day after the Effective Date or such other time and date after the Effective Date agreed to in writing between Cygnus and CAML.
Registered Address	In relation to a Cygnus Shareholder, the address of that Cygnus Shareholder shown in the Cygnus Share Register.
Relevant CAML Shares	The meaning given in **clause 7.8**.
Rights	All accretions, rights and benefits attaching to, or arising from, the Scheme Shares directly or indirectly, including any capital returns, all dividends and all rights to receive them and rights to receive or subscribe for shares, notes, bonds, options or other securities or entitlements declared, paid or issued by Cygnus.
Sale Agent	A person appointed by CAML to sell the Relevant CAML Shares in accordance with **clause 7.8**.
Sale Election Form	A form provided by or on behalf of Cygnus wherein a Selling Scheme Shareholder may elect to have their New CAML Shares which they are

For personal use only

	entitled to issued to the Sale Agent and sold on their behalf under the terms of this Scheme.
Scheme	This scheme of arrangement between Cygnus and Scheme Shareholders as set out in this document, subject to any alterations or conditions made or required by the Court pursuant to section 411(6) of the Corporations Act, or proposed by a party, in each case consented to by CAML and Cygnus in accordance with **clause 12**.
Scheme Consideration	The consideration to be provided by CAML to each Scheme Shareholder for the transfer to CAML of each Scheme Share under the terms of this Scheme, being 0.06 New CAML Shares for every 1 Scheme Share.
Scheme Implementation Deed	The Scheme Implementation Deed dated 2 June 2026 between CAML and Cygnus under which, amongst other things, Cygnus has agreed to propose this Scheme to Cygnus Shareholders, and each of Cygnus and CAML has agreed to take certain steps to give effect to this Scheme.
Scheme Meeting	The meeting of Cygnus Shareholders ordered by the Court to be convened under section 411(1) of the Corporations Act in relation to this Scheme and includes any meeting convened following any adjournment or postponement of that meeting.
Scheme Share	A Cygnus Share held by a Scheme Shareholder as at the Record Date.
Scheme Shareholder	A person who holds one or more Cygnus Shares recorded in the Cygnus Share Register as at the Record Date (other than an Excluded Holder).
Scheme Shareholder Declaration	A declaration in accordance with the requirements of section 14-225 of Schedule 1 of the TAA that covers, at least, the date of the Scheme Implementation Deed and the Implementation Date.
Second Court Date	The first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving this Scheme is heard or, if the application is adjourned or subject to appeal for any reason, means the date on which the adjourned application or appeal is heard.
Security Interest	Any security interest, including: (a) a 'security interest' as defined in sections 12(1) or (2) of the *Personal Property Securities Act 2009* (Cth); (b) any other interest or arrangement of any kind that in substance secures the payment of money or the performance of an obligation, or that gives a creditor priority over unsecured creditors in relation to any property; and (c) any right of first refusal, pre-emptive right or any similar restriction.
Selling Scheme Shareholder	A Scheme Shareholder (other than an Ineligible Foreign Shareholder or a CDS Scheme Shareholder) who holds equal to or less than 85,176 Scheme Shares as at the Record Date.
Share Scheme Transfer	One or more duly completed and executed proper instruments of transfer of the Scheme Shares for the purposes of section 1071B of the Corporations Act, which may be or include a master transfer of all Scheme Shares.
Subsidiary	Has the meaning given to that term in Division 6 of Part 1.2 of the Corporations Act.

TAA	The *Taxation Administration Act 1953* (Cth).
TSX	Toronto Stock Exchange.
TSXV	The TSX Venture Exchange.

1.2 Interpretation

Headings are for ease of reference only and do not affect interpretation. In this document, the following rules apply unless the context requires otherwise:

(a) the singular includes the plural, and the converse also applies;

(b) the meaning of general words is not limited by specific examples introduced by "including", "for example", "such as" or similar expressions;

(c) a gender includes other genders;

(d) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;

(e) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this document, and a reference to this document includes any schedule or annexure;

(f) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;

(g) a reference to **A$, $A, dollar** or **$** is to the lawful currency of Australia;

(h) a reference to **US$** is to the lawful currency of the United States of America;

(i) a reference to time is, unless otherwise indicated, a reference to that time in Perth, Western Australia;

(j) a reference to a party is to a party to this document, and a reference to a party to a document includes the party's executors, administrators, successors and permitted assigns and substitutes;

(k) a reference to a person includes a natural person, partnership, body corporate, joint venture, association, governmental or local authority or agency or other entity or organisation;

(l) a reference to "law" includes common law, principles of equity and legislation (including regulations);

(m) a reference to legislation or to a provision of legislation (including a listing rule or operating rule of a financial market or of a clearing and settlement facility) includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;

(n) a reference to "regulations" includes instruments of a legislative character under legislation (such as regulations, rules, by-laws, ordinances and proclamations);

(o) a reference to a body (including an institute, association or authority), other than a party to this document, whether statutory or not:

(i) which ceases to exist; or

(ii) whose powers or functions are transferred to another body,

is a reference to the body which replaces it or which substantially succeeds to its powers or functions;

For personal use only

For personal use only

(p) a reference to an agreement other than this document includes a deed and any legally enforceable undertaking, agreement, arrangement or understanding, whether or not in writing;

(q) a word or expression defined in the Corporations Act, and which is not defined in **clause 1.1**, has the meaning given to it in the Corporations Act;

(r) if a period of time is specified and dates from a given day or the day of an act or event, it is to be calculated exclusive of that day;

(s) a reference to a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later;

(t) if an act prescribed under this document to be done by a party on or by a given day is done after 5.00pm on that day, it is taken to be done on the next day;

(u) a reference to the Listing Rules includes any variation, consolidation or replacement of these rules and is to be taken to be subject to any waiver or exemption granted to the compliance of those rules by a party;

(v) a rule of construction does not apply to the disadvantage of a party because the party was responsible for the preparation of this document or any part of it;

(w) a reference to something being "reasonably likely" (or to a similar expression) is a reference to that thing being more likely than not to occur, when assessed objectively;

(x) a reference to conduct includes an omission, statement or undertaking, whether or not in writing; and

(y) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

1.3 Business Day

If a day on or by which an obligation must be performed or an event must occur is not a Business Day, the obligation must be performed or the event must occur on or by the next Business Day.

2 Preliminary

2.1 Central Asia Metals PLC

(a) CAML is a company incorporated in England and Wales.

(b) CAML Shares are admitted to trading on AIM.

2.2 Cygnus Metals Limited

(a) Cygnus is a public company limited by shares.

(b) Cygnus is incorporated in Australia and registered in Western Australia.

(c) Cygnus is admitted to the official lists of ASX, and TSXV.

(d) Cygnus Shares are tradeable on the ASX and TSXV.

For personal use only

2.3 If Scheme becomes Effective

If this Scheme becomes Effective, then each of the following will occur on the Implementation Date:

(a) in consideration for the transfer of each Scheme Share to CAML, CAML will provide, or cause to be provided, the Scheme Consideration to each Scheme Shareholder in accordance with the terms of this Scheme and the Deed Poll;

(b) all Scheme Shares, and all the Rights as at the Implementation Date, will be transferred to CAML on the Implementation Date; and

(c) Cygnus will enter the name of CAML in the Cygnus Share Register as the holder of all Scheme Shares in accordance with the terms of this Scheme.

2.4 Scheme Implementation Deed

CAML and Cygnus have agreed by executing the Scheme Implementation Deed to implement the terms of this Scheme.

2.5 Deed Poll

This Scheme attributes actions to CAML but does not itself impose any obligation on CAML to perform those actions. CAML has executed the Deed Poll for the purpose of covenanting in favour of the Scheme Shareholders to perform (or procure the performance of) the obligations attributable to CAML under this Scheme, including to provide, or cause to be provided, the Scheme Consideration to the Scheme Shareholders in accordance with the terms of this Scheme.

3 Nominee

(a) CAML may nominate any wholly-owned Subsidiary of CAML (**CAML Nominee**) to acquire the Scheme Shares under this Scheme by giving written notice to Cygnus on or before the date that is five Business Days before the date on which Cygnus provides an advanced draft of the Scheme Booklet to ASIC for its review for the purposes of section 411(2) of the Corporations Act.

(b) If CAML nominates a CAML Nominee to acquire the Scheme Shares under this Scheme, then:

(i) references in this document to CAML acquiring the Scheme Shares under this Scheme are to be read as references to the CAML Nominee doing so;

(ii) other references in this Scheme to CAML are to be read as references to CAML or the CAML Nominee, other than to the extent those provisions relate to the New CAML Shares which will always be ordinary shares of US$0.01 in the capital of CAML (and not the CAML Nominee);

(iii) Cygnus must procure that the Scheme Shares transferred under this Scheme are transferred to the CAML Nominee, rather than CAML;

(iv) CAML must procure that the CAML Nominee complies with the relevant obligations of CAML under this Scheme and enters into a deed of accession on terms acceptable to Cygnus (acting reasonably); and

(v) any such nomination will not relieve CAML of its obligations under this Scheme or the Deed Poll, including the obligation to provide, or cause to be provided, the

Scheme Consideration in accordance with the terms of this Scheme, provided that CAML will not be in breach of this Scheme for failing to perform an obligation of CAML if that obligation is fully discharged by the CAML Nominee.

4 Conditions precedent

4.1 Conditions precedent to Scheme

This Scheme is conditional on, and will have no force or effect until, the satisfaction of each of the following conditions precedent:

(a) as at the Delivery Time on the Second Court Date, all of the conditions precedent in schedule 1 of the Scheme Implementation Deed having been satisfied or waived (other than the condition precedent relating to Court approval set out in item 8 of schedule 1 of the Scheme Implementation Deed) in accordance with the terms of the Scheme Implementation Deed;

(b) neither the Scheme Implementation Deed nor the Deed Poll having been terminated in accordance with their terms before the Delivery Time on the Second Court Date;

(c) the Court having approved this Scheme pursuant to section 411(4)(b) of the Corporations Act, including any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act and agreed to by CAML and Cygnus (such agreement not to be unreasonably withheld, delayed or conditioned);

(d) such other alterations or conditions made or required by the Court under section 411(6) of the Corporations Act in relation to this Scheme and agreed to by CAML and Cygnus (such agreement not to be unreasonably withheld, delayed or conditioned) having been satisfied or waived; and

(e) the coming into effect, pursuant to section 411(10) of the Corporations Act, of the orders of the Court made under section 411(4)(b) of the Corporations Act (and, if applicable, section 411(6) of the Corporations Act) in relation to this Scheme on or before the End Date (or any later date agreed to in writing by CAML and Cygnus).

4.2 Conditions precedent and operation of clause 6

The satisfaction of each condition of **clause 4.1** is a condition precedent to the operation of **clause 6**.

4.3 Certificate in relation to conditions precedent

(a) CAML and Cygnus must each provide to the Court on the Second Court Date a certificate, or such other evidence as the Court requests, confirming (in respect of matters within their knowledge) whether or not all of the conditions precedent set out in **clause 4.1** (other than the conditions precedent in **clauses 4.1(c)**, **4.1(d)** and **4.1(e)**) have been satisfied or waived as at the Delivery Time on the Second Court Date.

(b) The certificate given by each of CAML and Cygnus pursuant to **clause 4.3(a)** will constitute conclusive evidence of whether the conditions precedent referred to in **clause 4.1** (other than the conditions precedent in **clauses 4.1(c)**, **4.1(d)** and **4.1(e)**) have been satisfied or waived as at the Delivery Time on the Second Court Date.

For personal use only

4.4 End Date

Without limiting any rights or obligations under the Scheme Implementation Deed, this Scheme will lapse and be of no further force or effect if:

(a) the Effective Date does not occur on or before 11.59pm on the End Date; or

(b) the Scheme Implementation Deed or the Deed Poll is terminated in accordance with their respective terms,

unless CAML and Cygnus otherwise agree in writing.

5 Scheme

Subject to **clause 4**, this Scheme will come into effect pursuant to section 411(10) of the Corporations Act on and from the Effective Date.

6 Implementation of Scheme

6.1 Lodgement of Court orders with ASIC

If the conditions precedent set out in **clause 4.1** (other than the condition precedent in **clause 4.1(e)**) are satisfied, Cygnus must lodge with ASIC, in accordance with section 411(10) of the Corporations Act, an office copy of the Court order made under section 411(4)(b) of the Corporations Act approving this Scheme as soon as reasonably practicable, and in any event by no later than 12.00pm on the Business Day after the date on which the Court order was made (or such later time as Cygnus and CAML agree in writing).

6.2 Transfer and registration of Scheme Shares

Subject to this Scheme becoming Effective, on the Implementation Date, but subject to the provision of the Scheme Consideration for the Scheme Shares in accordance with **clause 7** and CAML having provided Cygnus with written confirmation of the provision of the Scheme Consideration:

(a) the Scheme Shares, together with all Rights as at the Implementation Date, must be transferred to CAML, without the need for any further act by any Scheme Shareholder (other than acts performed by Cygnus as attorney and agent for Scheme Shareholders under **clause 10**), by:

(i) Cygnus delivering to CAML a duly completed and executed Share Scheme Transfer to transfer all of the Scheme Shares to CAML, duly executed on behalf of the Scheme Shareholders by Cygnus as their agent and attorney, for registration; and

(ii) CAML duly executing the Share Scheme Transfer, attending to stamping of the Share Scheme Transfer (if required) and delivering it to Cygnus for registration; and

(b) immediately after receipt of the duly executed Share Scheme Transfer, Cygnus must enter, or procure the entry of, the name of CAML in the Cygnus Share Register as the holder of all Scheme Shares transferred to CAML in accordance with the terms of this Scheme.

For personal use only

For personal use only

6.3 Entitlement to Scheme Consideration

On the Implementation Date, in consideration for the transfer to CAML of the Scheme Shares, each Scheme Shareholder will be entitled to receive, and CAML will provide, or cause to be provided, to each Scheme Shareholder, the Scheme Consideration in respect of each of their Scheme Shares in accordance with **clause 7** and the Deed Poll.

6.4 Title and rights in Scheme Shares

Immediately upon the provision of the Scheme Consideration to each Scheme Shareholder (other than Ineligible Foreign Shareholders and Electing Selling Scheme Shareholders), CAML will be beneficially entitled to the Scheme Shares transferred to it under this Scheme, pending registration by Cygnus of CAML in the Cygnus Share Register as the holder of the Scheme Shares.

6.5 Warranty by Scheme Shareholders

(a) Each Scheme Shareholder is deemed (by operation of this Scheme and without the need for any further act by the Scheme Shareholder) to have warranted to CAML and Cygnus on the Implementation Date, and to have appointed and authorised Cygnus as that Scheme Shareholder's agent and attorney to warrant to CAML on the Implementation Date, that:

(i) all their Scheme Shares (including any Rights) transferred to CAML under this Scheme will, as at the time of the transfer, be fully paid and free from all Encumbrances of any kind whether legal or otherwise, and free from any restrictions on transfer of any kind;

(ii) they have full power and capacity to sell and to transfer their Scheme Shares (including any Rights) to CAML under this Scheme; and

(iii) as at the Record Date, they have no existing right to be issued any Cygnus Shares or any other Cygnus securities or other instruments exercisable or convertible into Cygnus Shares.

(b) Cygnus undertakes in favour of each Scheme Shareholder that it will provide such warranty, to the extent enforceable, to CAML as agent and attorney for each Scheme Shareholder.

6.6 Transfer free of Encumbrances

To the extent permitted by law, all Scheme Shares (including any Rights) which are transferred to CAML under this Scheme will, at the time of the transfer of them to CAML, be fully paid, be free from all Encumbrances of any kind, whether legal or otherwise, and be free from any restrictions on transfer of any kind.

6.7 Appointment of CAML as sole proxy

(a) Subject to the provision of the Scheme Consideration for the Scheme Shares as contemplated by **clause 7** (including to the Sale Agent in accordance with **clause 7.8**), on and from the Implementation Date until Cygnus registers CAML as the holder of all of the Scheme Shares in the Cygnus Share Register, each Scheme Shareholder (by operation of this Scheme and without the need for any further act by the Scheme Shareholder):

(i) is deemed to have irrevocably appointed Cygnus as attorney and agent (and directed Cygnus in such capacity) to appoint CAML and any of CAML's directors, secretaries and officers nominated by CAML (jointly and each of them

For personal use only

individually) as its sole proxy, and where applicable corporate representative, to attend shareholders' meetings, exercise the votes attaching to Scheme Shares registered in their name and sign any shareholders resolution (whether in person, by proxy or by corporate representative);

(ii) must not attend or vote at any of those shareholder meetings or sign any shareholder resolutions, whether in person, by proxy or by corporate representative (other than pursuant to **clause 6.7(a)(i)**);

(iii) must take all other actions in the capacity of the registered holder of Scheme Shares as CAML directs; and

(iv) acknowledges and agrees that in exercising the powers referred to in **clause 6.7(a)(i)**, CAML and any person nominated by CAML under **clause 6.7(a)(i)** may act in the best interests of CAML as the intended registered holder of the Scheme Shares.

(b) Cygnus undertakes in favour of each Scheme Shareholder that it will appoint CAML and any person nominated by CAML under **clause 6.7(a)(i)** as that Scheme Shareholder's proxy or, where applicable, corporate representative in accordance with **clause 6.7(a)(i)**.

7 Scheme Consideration

7.1 Consideration under this Scheme

On the Implementation Date, in consideration for the transfer to CAML of the Scheme Shares, CAML:

(a) must provide, or procure the provision of, the Scheme Consideration to the Scheme Shareholders (or the Sale Agent in accordance with **clause 7.8**) in accordance with this **clause 7**; and

(b) agrees to (in satisfaction of CAML's obligation to provide, or procure the provision of, such Scheme Consideration under **clause 7.1(a)**) issue, or cause to be issued, the New CAML Shares in accordance with this **clause 7** (including in accordance with **clause 7.8** in respect to Ineligible Foreign Shareholders, Electing Selling Scheme Shareholders and FRCGW Holders).

7.2 Scheme Consideration

Subject to the terms and conditions of this Scheme (including c**lause 7.4** in relation to fractional entitlements, **clauses 7.8** and **7.9** of this Scheme in relation to Ineligible Foreign Shareholders, Electing Selling Scheme Shareholders and FRCGW Holders and **clause 7.10**), the Scheme Consideration will be provided by the issue by CAML of the Scheme Consideration to Scheme Shareholders on the Implementation Date.

7.3 Provision of Scheme Consideration

Subject to the other provisions of this **clause 7**, the obligations of CAML to provide (or procure the provision of) the Scheme Consideration to the Scheme Shareholders will be satisfied by procuring that:

(a) the name and address of each such Scheme Shareholder is entered into the CAML Share Register no later than the Implementation Date in respect of the New CAML Shares to which it is entitled under this **clause 7**; and

For personal use only

(b) on or as soon as practicable after the Implementation Date:

(i) in the case of each Scheme Shareholder who has validly completed, duly executed and validly-submitted a CREST Election Form in accordance with the instructions therein, the CREST account properly-specified in such form is duly-credited with the number of New CAML Shares issued to such Scheme Shareholder pursuant to this Scheme;

(ii) if CAML is listed on a Recognised Canadian Exchange, New CAML Shares will be issued in the case of each Scheme Shareholder who holds its Scheme Shares:

(A) indirectly through a CDS Participant (**CDS Scheme Shareholder**), through CDSX; or

(B) directly as a registered holder with a Registered Address in Canada (**Canadian Scheme Shareholder**), and who has:

(1) not validly completed, duly executed and validly-submitted a Sale Election Form or a CREST Election Form, in the name of that Scheme Shareholder on the CAML Canadian Register; or

(2) validly completed, duly executed and validly-submitted a CREST Election Form and who has not validly completed, duly executed and validly-submitted a Sale Election Form the CREST account properly-specified in such form in the name of such Scheme Shareholder and which is recorded in the CAML UK Register as the holder of such New CAML Shares;

(iii) in the case of each Electing Selling Scheme Shareholder, Ineligible Foreign Shareholder and (in respect of FRCGW Consideration Shares only) FRCGW Holder, the CREST account of the Sale Agent is duly-credited with the number of New CAML Shares which such persons would have been entitled to receive pursuant to this Scheme; and

(iv) in the case of all other Scheme Shareholders, including any Scheme Shareholders:

(A) who hold their Scheme Shares on the Cygnus Canadian branch share register with a Registered Address outside of Canada;

(B) who have incorrectly completed, incorrectly submitted or otherwise incorrectly executed a CREST Election Form in accordance with the instructions therein; or

(C) in respect of whom the relevant CREST participant does not otherwise accept delivery of the New CAML Shares,

a share certificate is sent to the Registered Address of each such Scheme Shareholder representing the number of New CAML Shares issued to the Scheme Shareholder pursuant to this Scheme and the name of such Scheme Shareholder is recorded in the CAML UK Register as the holder of such New CAML Shares.

7.4 Fractional entitlements

(a) If the number of Scheme Shares held by a Scheme Shareholder at the Record Date is such that the aggregate entitlement of the Scheme Shareholder to Scheme Consideration comprising New CAML Shares includes a fractional entitlement to a New

For personal use only

CAML Share, then the entitlement of that Scheme Shareholder must be rounded as follows:

(i) if the fractional entitlement is less than 0.5, it will be rounded down to the nearest whole number of New CAML Shares; and

(ii) if the fractional entitlement is 0.5 or more, it will be rounded up to the nearest whole number of New CAML Shares.

(b) If a Nominee Holder holds more than one parcel of Scheme Shares as trustee or nominee for, or otherwise on account of, another person, then for the purposes of this **clause 7.4**, the Scheme Consideration for the Nominee Holder will be calculated and rounded based on the aggregate number of Scheme Shares held by the Nominee Holder in those parcels as trustee or nominee for, or otherwise on account of, other persons.

7.5 Shareholder splitting or division

If CAML is of the opinion (acting reasonably) that two or more Scheme Shareholders (each of whom holds a number of Scheme Shares that results in rounding in accordance with **clause 7.4** or each of whom holds less than or equal to the number of Cygnus Shares required to classify as a Selling Scheme Shareholder) have, before the Record Date, been party to shareholder splitting or division (whether or not it results in any change in beneficial ownership of the Cygnus Shares) in an attempt to obtain unfair advantage by reference to such rounding, CAML may give notice to those Scheme Shareholders:

(a) setting out their names and Registered Addresses;

(b) stating that opinion; and

(c) attributing to one of them specifically identified in the notice the Scheme Shares held by all of them,

and, after such notice is given, the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares will, for the purposes of other provisions of this Scheme, be taken to hold all of those Scheme Shares and each of the other Scheme Shareholders whose names and Registered Addresses are set out in the notice will, for the purposes of the other provisions of this Scheme and the Deed Poll, be taken to hold no Scheme Shares. CAML, in complying with the other provisions of this Scheme and the Deed Poll relating to it in respect of the Scheme Shareholder specifically identified in the notice as the deemed holder of the specified Scheme Shares, will be taken to have satisfied and discharged its obligations to the other Scheme Shareholders named in the notice under the terms of this Scheme and the Deed Poll.

7.6 Scheme Shareholders' agreements

If the Scheme becomes Effective, each Scheme Shareholder (and, to the extent relevant, the Sale Agent) irrevocably:

(a) agrees to the transfer of their Scheme Shares, together with all Rights, to CAML in accordance with this Scheme;

(b) agrees to the variation, cancellation or modification of the Rights attached to their Scheme Shares constituted by or resulting from this Scheme;

(c) agrees that, after the transfer of their Scheme Shares to CAML and issue of the Scheme Consideration in accordance with this Scheme, any holding statements or share certificates (or equivalent documents) relating to the Scheme Shares will not constitute evidence of title to those Scheme Shares and agrees to, on the direction of

For personal use only

CAML, destroy any holding statements or share certificates (or equivalent documents) relating to their Scheme Shares;

(d) agrees, to the extent the Scheme Shareholder holds their Cygnus Shares in a CHESS Holding, to the conversion of their Cygnus Shares to an Issuer Sponsored Holding and irrevocably authorises Cygnus to do anything necessary, incidental or expedient to effect or facilitate such conversion;

(e) agrees to become a shareholder of CAML, to have their name entered in the CAML Share Register as the holder of the New CAML Shares which they are issued as Scheme Consideration, and to accept the New CAML Shares issued to them under this Scheme on the terms and conditions of the CAML constitution;

(f) agrees to be bound by the CAML constitution;

(g) agrees and acknowledges that the issue of New CAML Shares in accordance with **clause 7.1** constitutes satisfaction of all that person's entitlements under this Scheme;

(h) acknowledges that this Scheme binds Cygnus and all of the Scheme Shareholders (including those who do not attend the Scheme Meeting and those who do not vote, or voted against this Scheme, at the Scheme Meeting) and, to the extent of any inconsistency, and to extent permitted by law, overrides the constitution of Cygnus;

(i) appoints Cygnus, and each director and officer of Cygnus, as its agent to receive on its behalf any financial services guide (or similar or equivalent document) and any other notices (including any updates of those documents) or regulatory information that the Sale Agent is required to provide to Ineligible Foreign Shareholders, Electing Selling Scheme Shareholders and FRCGW Holders under the Corporations Act or any other applicable law; and

(j) consents to Cygnus and CAML doing all things and executing all deeds, instruments, transfers or other documents as may be necessary or desirable to give full effect to this Scheme and the transactions contemplated by it,

in each case without the need for any further act by that Scheme Shareholder (or the Sale Agent, as applicable).

7.7 Unclaimed monies

(a) CAML may cancel a cheque issued under this **clause 7** if the cheque:

(i) is returned to CAML; or

(ii) has not been presented for payment within six months after the date on which the cheque was sent.

(b) During the period of 12 months commencing on the Implementation Date, on request in writing from a Scheme Shareholder to Cygnus or CAML (or the Cygnus Registry or CAML's share registry) (which request may not be made until the date which is 10 Business Days after the Implementation Date), CAML must reissue or procure the reissuance of a cheque that was previously cancelled under **clause 7.7(a)**.

(c) The *Unclaimed Monies Act 1990* (WA) will apply in relation to any Scheme Consideration which becomes 'unclaimed money' (as defined in section 6 of that Act).

(d) Any interest or other benefit accruing from unclaimed Scheme Consideration will be to the benefit of CAML.

For personal use only

7.8 Ineligible Foreign Shareholders, Electing Selling Scheme Shareholders and FRCGW Holders

(a) CAML must permit Selling Scheme Shareholders to elect, by providing notice in writing to Cygnus on or before the Election Cut-Off Date, to be treated as an Electing Selling Scheme Shareholder for the purposes of this **clause 7.8**.

(b) CAML has no obligation under this Scheme to issue, and will not issue, any Scheme Consideration to any:

(i) Ineligible Foreign Shareholder;

(ii) Electing Selling Scheme Shareholder; or

(iii) FRCGW Holder in respect of FRCGW Consideration Shares,

and instead:

(iv) the CAML Shares that would, but for this **clause 7.8**, have been issued to the Ineligible Foreign Shareholder, the Electing Selling Scheme Shareholder or (in respect of the FRCGW Consideration Shares) the FRCGW Holder (as applicable) as Scheme Consideration (**Relevant CAML Shares**), must be issued by CAML to the Sale Agent (subject to **clauses 7.4** and **7.10**) and the Sale Agent's CREST account be credited with such Relevant CAML Shares for the purposes of onward settlement with those persons which the Sale Agent may procure to purchase such shares.

(c) Subject to compliance with all applicable laws, including applicable English securities laws, CAML must procure that, as soon as reasonably practicable and in any event not more than 30 trading days (on which the Relevant CAML Shares are capable of being traded on the AIM) after the Implementation Date, the Sale Agent:

(i) sells all the Relevant CAML Shares issued to the Sale Agent pursuant to **clause 7.8(b)** in such manner, or such financial market, at such price and on such other terms as the Sale Agent determines in good faith; and

(ii) as soon as reasonably practicable and in any event no more than 10 Business Days after settlement of all the sales of Relevant CAML Shares by the Sale Agent under **clause 7.8(c)(i)**, remits to CAML, or at CAML's direction, the total proceeds of those sales after deduction of any applicable commissions, fees, foreign exchange, currency conversion, stamp duty, brokerage, commission and other selling costs, taxes and charges of the Sale Agent incurred in connection with the sale of such Relevant CAML Shares (such net proceeds being the **Sale Proceeds**).

(d) CAML must, promptly, and in any event within 10 Business Days, after the Sale Proceeds have been remitted by the Sale Agent, pay, or procure the payment, to each Ineligible Foreign Shareholder, Electing Selling Scheme Shareholder and FRCGW Holder such proportion of the Sale Proceeds (after deducting any applicable foreign exchange or currency conversion fees) to which that Ineligible Foreign Shareholder, Electing Selling Scheme Shareholder or FRCGW Holder is entitled, to be determined in accordance with the following formula:

$$A = \left(\frac{B}{C}\right) * D$$

A is the amount of the Sale Proceeds to which the Ineligible Foreign Shareholder, Electing Selling Scheme Shareholder or FRCGW Holder (as applicable) is to be paid (rounded down to the nearest cent);

B is either: (i) the number of CAML Shares to which the Ineligible Foreign Shareholder or the Electing Selling Scheme Shareholder (as applicable) would otherwise have been entitled if they had not been an Ineligible Foreign Shareholder or an Electing Selling Scheme Shareholder; or (ii) for a FRCGW Holder, the number of FRCGW Consideration Shares, which in either case were issued to the Sale Agent for sale in accordance with this **clause 7.8**;

C is the total number of Relevant CAML Shares which were instead issued to the Sale Agent in accordance with this **clause 7.8**; and

D is the Sale Proceeds, provided that if the amount is to be paid to a FRCGW Holder, 'D' will be reduced by any amount remitted or required to be remitted to the Commissioner.

(e) The obligations of CAML under **clause 7.8(d)** will be satisfied by CAML (in its absolute discretion, and despite an election referred to in **clause 7.8(e)(i)** or authority referred to in **clause 7.8(e)(ii)** made or given by the Scheme Shareholder):

(i) if a Scheme Shareholder has, before the Record Date, made a valid election in accordance with the requirements of the Cygnus Registry to receive dividend payments from Cygnus by electronic funds transfer to a bank account nominated by the Scheme Shareholder, paying or procuring the payment of, the relevant amount in Australian currency by electronic means in accordance with that election;

(ii) paying or procuring the payment of, the relevant amount in Australian currency by electronic means to a bank account nominated by the Scheme Shareholder before the Record Date by an appropriate authority from the Scheme Shareholder to Cygnus;

(iii) if the Scheme Shareholder has, before the Record Date, validly elected to receive payments electronically in their local currency using the Cygnus Share Registry's Global Wire Payment Service, paying, or procuring the payment of, the relevant amount in the relevant currency by the Global Wire Payment Service; or

(iv) dispatching, or procuring the dispatch of, a cheque for the relevant amount in Australian currency (or Canadian currency in respect of a Canadian Scheme Shareholder) to the Scheme Shareholder by prepaid post to their Registered Address as at the Record Date (provided that the Scheme Shareholder's Registered Address is not in a country where cheques are not accepted, in which case the payment may be held, without interest, until a valid bank account has been provided), such cheque being drawn in the name of the Scheme Shareholder (or in the case of joint holders, in accordance with the procedures set out in **clause 7.12**),

in each case after deducting any applicable foreign exchange or currency conversion fees.

(f) Each Ineligible Foreign Shareholder, Electing Selling Scheme Shareholder and FRCGW Holder:

(i) acknowledges and agrees that:

(A) payment of the relevant proportion of the Sale Proceeds in accordance with **clause 7.8(e)** satisfies in full the Ineligible Foreign Shareholder's, the Electing Selling Scheme Shareholder's and the FRCGW Holder's (as

For personal use only

applicable) right to the Scheme Consideration (but, for a FRCGW Holder, only in respect of the FRCGW Consideration Shares);

(B) none of Cygnus, CAML or the Sale Agent give any assurance as to the price that will be achieved for the sale of the CAML Shares described in this **clause 7.8**, and the sale of the CAML Shares under this **clause 7.8** will be at the risk of the Ineligible Foreign Shareholder, the Electing Selling Scheme Shareholder or the FRCGW Holder (as applicable); and

(C) Cygnus, CAML and the Sale Agent each expressly disclaim any fiduciary duty to any Ineligible Foreign Shareholder, Electing Selling Scheme Shareholder or FRCGW Holder that may arise in connection with this **clause 7.8**; and

(ii) appoints Cygnus, and each director and officer of Cygnus, as its agent to receive on its behalf any financial services guide or other notice or regulatory information which is required to be given by the Sale Agent to the Ineligible Foreign Shareholder, the Electing Selling Scheme Shareholder and the FRCGW Holder for or in connection with its appointment or sales under the Corporations Act or any other applicable law.

7.9 Other ineligible Scheme Shareholders

Where the issue of New CAML Shares to which a Scheme Shareholder (other than an Ineligible Foreign Shareholder, an Electing Selling Scheme Shareholder or a FRCGW Holder) would otherwise be entitled under this Scheme would result in a breach of law:

(a) CAML will issue the maximum possible number of New CAML Shares to the Scheme Shareholder without giving rise to such a breach; and

(b) any further New CAML Shares to which that Scheme Shareholder is entitled, but the issue of which to the Scheme Shareholder would give rise to such a breach, will instead be issued to the Sale Agent and dealt with under **clause 7.8**, as if:

(i) references to Ineligible Foreign Shareholders also included that Scheme Shareholder; and

(ii) references to Relevant CAML Shares also included any of that Scheme Shareholder's New CAML Shares that have been issued to the Sale Agent.

7.10 Orders of a Court or Government Agency

(a) Cygnus or CAML may deduct and withhold from any consideration which would otherwise be provided to a Scheme Shareholder in accordance with this **clause 7**, any amount which Cygnus and CAML determine is required to be deducted and withheld from that consideration under any applicable law, including any order, direction or notice made or given by a court of competent jurisdiction or by another Government Agency.

(b) To the extent that amounts are so deducted or withheld, such deducted or withheld amounts will be treated for all purposes under this Scheme as having been paid to the person in respect of which such deduction and withholding was made, provided that such deducted or withheld amounts are actually remitted to the appropriate taxing agency.

(c) If written notice is given to Cygnus (or the Cygnus Registry) or CAML (or CAML's share registry) of an order, direction or notice made or given by a court of competent jurisdiction or by another Government Agency that:

For personal use only

For personal use only

(i) requires consideration which would otherwise be provided to a Scheme Shareholder in accordance with this **clause 7** to instead be paid or provided to a Government Agency or other third party (either through payment of a sum or the issuance of a security), then Cygnus or CAML (as applicable) shall be entitled to procure that provision of that consideration is made in accordance with that order, direction or notice (and payment or provision of that consideration in accordance with that order, direction or notice will be treated for all purposes under this Scheme as having been paid or provided to that Scheme Shareholder); or

(ii) prevents consideration being provided to any particular Scheme Shareholder in accordance with this **clause 7**, or the payment or provision of such consideration is otherwise prohibited by applicable law, Cygnus or CAML (as applicable) shall be entitled to (as applicable):

(A) direct CAML not to issue (or procure the issue of), or to issue or provide to a trustee or nominee, such number of New CAML Shares as that Scheme Shareholder would otherwise be entitled to under this **clause 7**; or

(B) in the case of an Ineligible Foreign Shareholder, an Electing Selling Scheme Shareholder and a FRCGW Holder, retain an amount, in Australian dollars, equal to the relevant Scheme Shareholder's share of the proceeds calculated in accordance with **clause 7.8(d)**,

until such time as payment or provision of the consideration in accordance with this **clause 7** is permitted by that order or direction or otherwise by law.

7.11 Shares to rank equally

CAML covenants in favour of Cygnus (in its own right and on behalf of the Scheme Shareholders) that, subject to this Scheme becoming Effective:

(a) the New CAML Shares will, upon their issue, rank equally in all respects with all other CAML Shares then on issue;

(b) it will use best endeavours to ensure that the New CAML Shares issued as Scheme Consideration will be admitted to trading on AIM and will be capable of being traded on the first trading day after the Implementation Date;

(c) it will use reasonable endeavours to ensure that the New CAML Shares issued as Scheme Consideration will be admitted to trading on a Recognised Canadian Exchange and will be capable of being traded on the first trading day after the Implementation Date, subject to the requirements of the Recognised Canadian Exchange (as applicable);

(d) the New CAML Shares will be duly and validly issued in accordance with applicable laws; and

(e) on issue, each New CAML Share will be fully paid and free from any Encumbrance.

7.12 Election forms

(a) An election under a CREST Election Form will not be valid unless it has been:

(i) validly completed, duly executed and validly-submitted in accordance with the terms and conditions on the form; and

(ii) made by a Scheme Shareholder (who is not an Ineligible Foreign Shareholder, CDS Scheme Shareholder, Electing Selling Scheme Shareholder or (in respect of FRCGW Consideration Shares) FRCGW Holder) as at the Record Date.

(b) An election under a Sale Election Form will not be valid unless it has been:

(i) validly completed, duly executed and validly-submitted in accordance with the terms and conditions on the form; and

(ii) made by a Selling Scheme Shareholder.

(c) Subject to **clause 7.12(d)**, a valid election made pursuant to a CREST Election Form or a Sale Election Form (as applicable) will be deemed to apply in respect of the Scheme Shareholder's entire holding of Scheme Shares, regardless of whether the Scheme Shareholder's holding of Scheme Shares is greater or less than the Scheme Shareholder's holding at the time the election is made.

(d) A Scheme Shareholder that holds one or more parcels of Scheme Shares as trustee or nominee for, or otherwise on account of, another person may not make separate elections pursuant to a CREST Election Form or Sale Election Form in respect of those parcels unless, prior to the relevant form being submitted, the Scheme Shareholder establishes separate and distinct holdings in respect of each parcel to allow separate elections in respect of each parcel to be made.

(e) A Scheme Shareholder may vary or withdraw an election made by it pursuant to a CREST Election Form or Sale Election Form at any time before the Election Cut-Off Date. To vary or withdraw such an election, a Scheme Shareholder must follow the procedure set out in the Scheme Booklet or in the Election Form, or as may otherwise be agreed by CAML and Cygnus.

(f) Subject to **clause 7.12(g)**, an election which is not made in accordance with this **clause 7.12** will not be a valid election for the purposes of this Scheme and will not be recognised by CAML or Cygnus for any purpose.

(g) Cygnus may, with the agreement of CAML, settle as it thinks fit any difficulty, matter of interpretation or dispute which may arise in connection with determining the validity of any election made by a Scheme Shareholder pursuant to a CREST Election Form or a Sale Election Form, and any such decision will be conclusive and binding on Cygnus, CAML and the relevant Scheme Shareholder.

7.13 Joint holders

In the case of Scheme Shares held in joint names:

(a) any New CAML Shares to be issued under this Scheme must be issued and registered in the names of the joint holders and entry in the CAML Share Register must take place in the same order as the holders' names appear in the Cygnus Share Register;

(b) any cheque required to be sent under this Scheme must be made payable to the joint holders and sent to either, at the sole discretion of CAML, the holder whose name appears first in the Cygnus Share Register as at the Record Date or to the joint holders; and

(c) any document required to be sent under this Scheme must be forwarded to either, at the sole discretion of CAML, the holder whose name appears first in the Cygnus Share Register as at the Record Date or to the joint holders.

For personal use only

8 Dealings in Scheme Shares

8.1 Determination of Scheme Shareholders

To establish the identity of the Scheme Shareholders, dealings in Scheme Shares or other alterations to the Cygnus Share Register will only be recognised by Cygnus if:

(a) in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Cygnus Share Register as the holder of the relevant Scheme Shares at the Record Date;

(b) in the case of dealings of the type to be effected using CDS, the transferee is registered in CDSX as the holder of the relevant Scheme Shares at the Record Date; and

(c) in all other cases, registrable transmission applications or transfers in registrable form acceptable to the Cygnus Registry in respect of those dealings are received on or before the Record Date at the place where the Cygnus Share Register is kept,

and Cygnus must not accept for registration, nor recognise for any purpose (except a transfer to CAML pursuant to this Scheme and any subsequent transfer by CAML or its successors in title) any transfer or transmission application or other request received after such times, or received prior to such times but not in registrable or actionable form, as appropriate.

8.2 Cygnus Share Register

Cygnus must register, or cause to be registered, any registrable transmission applications or transfers of the Cygnus Shares received in accordance with **clause 8.1(c)** on or before the Record Date, provided that nothing in this **clause 8.2** requires Cygnus to register a transfer that would result in a Cygnus Shareholder holding a parcel of Cygnus Shares that is less than a 'marketable parcel' (as defined in the operating rules of ASX).

8.3 No disposals after Record Date

If this Scheme becomes Effective, a holder of Scheme Shares (and any person claiming through that holder) must not dispose of or transfer, or otherwise deal with, or purport or agree to dispose of or transfer, or otherwise deal with, any Scheme Shares or any interest in them after the Record Date in any way except as set out in this Scheme and any such disposal, transfer, dealing or purported disposal, transfer or dealing will be void and of no legal effect whatsoever and Cygnus must disregard any such disposal, transfer, dealing or purported disposal, transfer or dealing.

8.4 Maintenance of Cygnus Share Register

For the purpose of determining entitlements to the Scheme Consideration, Cygnus must maintain the Cygnus Share Register in accordance with the provisions of this **clause 8.4** until the Scheme Consideration has been provided to the Scheme Shareholders and CAML has been entered in the Cygnus Share Register as the holder of all the Scheme Shares. The Cygnus Share Register in this form will solely determine entitlements to the Scheme Consideration.

8.5 Effect of certificates and holding statements

Subject to provision of the Scheme Consideration and registration of the transfer to CAML contemplated in **clauses 6.2** and **8.4**, any statements of holding in respect of Scheme Shares will cease to have effect after the Record Date as documents of title in respect of those shares

For personal use only

For personal use only

(other than statements of holding in favour of CAML and its successors in title). After the Record Date, each entry current on the Cygnus Share Register as at the Record Date (other than entries in respect of CAML or its successors in title) will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the Cygnus Shares relating to that entry.

8.6 Details of Scheme Shareholders

(a) Within one Business Day after the Record Date, Cygnus must ensure that details of the names, Registered Addresses and holdings of Scheme Shares for each Scheme Shareholder, as shown in the Cygnus Share Register at the Record Date, are available and provided to CAML in such form as CAML reasonably requires.

(b) Each Scheme Shareholder agrees that the information referred to in **clause 8.6(a)** may be disclosed to CAML, its advisers, share registry and other service providers to the extent necessary to effect this Scheme.

8.7 Quotation of Cygnus Shares

Cygnus must apply to the ASX and TSXV to suspend trading in Cygnus Shares with effect from the close of trading on the Effective Date, or such other date and time agreed in writing between Cygnus and CAML.

8.8 Termination of quotation of Cygnus Shares

Cygnus must apply:

(a) for termination of the official quotation of Cygnus Shares on ASX;

(b) for termination of the listing of Cygnus Shares on TSXV; and

(c) to have itself removed from the official lists of ASX and TSXV,

in each case with effect on and from the close of trading on the Business Day immediately following the Implementation Date, or such other date and time agreed in writing between Cygnus and CAML (acting reasonably and following consultation with the ASX and TSXV (as applicable)).

9 Instructions and notification

If not prohibited by law (and including where permitted or facilitated by relief granted by a Government Agency), all instructions, notifications or elections by a Scheme Shareholder to Cygnus that are binding or deemed binding between the Scheme Shareholder and Cygnus relating to Cygnus or Cygnus Shares, including instructions, notifications or elections relating to:

(a) whether dividends are to be paid by cheque or into a specific bank account;

(b) payments of dividends on Cygnus Shares; and

(c) notices or other communications from Cygnus (including by email),

will be deemed from the Implementation Date (except to the extent determined otherwise by CAML in its sole discretion), by reason of this Scheme, to be made by the Scheme Shareholder to CAML and to be a binding instruction, notification or election to, and accepted by, CAML until that instruction, notification or election is revoked or amended in writing addressed to CAML at its registry.

For personal use only

10 Power of attorney

Each Scheme Shareholder, without the need for any further act by any Scheme Shareholder, on and from the Effective Date irrevocably appoints Cygnus (and each of its directors, officers and secretaries (jointly and each of them severally)) as its attorney and agent for the purpose of:

(a) enforcing the Deed Poll against CAML; and

(b) executing any document, or doing or taking any other act, necessary or expedient to give effect to this Scheme and the transactions contemplated by it, including the Share Scheme Transfer on the Implementation Date,

and Cygnus accepts such appointment. Cygnus as attorney and agent of each Scheme Shareholder, may sub-delegate its functions, authorities or powers under this **clause 10** to all or any of its directors, officers, secretaries or employees (jointly, severally or jointly and severally).

11 Notices

11.1 No deemed receipt

If a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post to Cygnus, it will not be taken to be received in the ordinary course of post or on a date and time other than the date and time (if any) on which it is actually received at Cygnus's registered office or at the office of the Cygnus Registry.

11.2 Accidental omission

The accidental omission to give notice of the Scheme Meeting or the non-receipt of such a notice by any Cygnus Shareholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

12 General

12.1 Alterations and conditions

If the Court proposes to approve this Scheme subject to any alterations or conditions under section 411(6) of the Corporations Act, and those alterations or conditions have been agreed to by each of CAML and Cygnus:

(a) Cygnus may, with the prior consent of CAML, by its counsel or solicitor, consent on behalf of all persons concerned to any such alterations or conditions; and

(b) each Scheme Shareholder agrees to any such alterations or conditions which Cygnus has consented to pursuant to **clause 12.1(a)**.

12.2 Further assurances

(a) Each Scheme Shareholder and Cygnus will execute all documents and do all things necessary or expedient to implement, and perform its obligations under, this Scheme and the transactions contemplated by it.

(b) Without limiting Cygnus' other powers under this Scheme, Cygnus has power to do all things that it considers necessary or desirable to give effect to this Scheme and the transactions contemplated by it.

12.3 Consent

Each of the Scheme Shareholders irrevocably consents to Cygnus and CAML doing all things necessary or expedient for or incidental to the implementation of this Scheme, whether on behalf of the Scheme Shareholders or otherwise.

12.4 No liability when acting in good faith

Without prejudice to the parties' rights under the Scheme Implementation Deed, neither CAML nor Cygnus, nor any of their respective directors, officers or employees, will be liable for anything done or omitted to be done in the performance of this Scheme or the Deed Poll in good faith.

12.5 Enforcement of Deed Poll

Cygnus undertakes in favour of each Scheme Shareholder to enforce the Deed Poll against CAML on behalf of and as agent and attorney for the Scheme Shareholders.

12.6 Stamp duty

CAML must:

(a) pay all stamp duty (including any related fines, penalties and interest) with respect to the acquisition of the Scheme Shares pursuant to the Scheme; and

(b) indemnify each Scheme Shareholder against any liability arising from a failure to comply with **clause 12.6(a)**.

12.7 Scrip for scrip roll-over relief

In the event the Scheme Shareholders are eligible for scrip for scrip roll-over relief, CAML acknowledges it has not made, and will not make, a choice to deny roll-over relief to Scheme Shareholders under subsection 124-795(4) of the ITAA 1997. CAML agrees to provide any assistance reasonably requested by a Scheme Shareholder or Cygnus to enable the Scheme Shareholder to obtain scrip for scrip roll-over relief.

13 Governing law and jurisdiction

(a) This document is governed by and is to be construed in accordance with the laws applicable in Western Australia.

(b) Each party irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts exercising jurisdiction in Western Australia and any courts which have jurisdiction to hear appeals from any of those courts and waives any right to object to any proceedings being brought in those courts.

For personal use only

Annexure C − Deed Poll

For personal use only

For personal use only

Deed Poll

Cygnus Metals Limited

In favour of each Scheme Shareholder

CORRS CHAMBERS WESTGARTH

Contents

1	**Definitions and interpretation**	**1**
	1.1 Definitions	1
	1.2 Interpretation	1
2	**Nature of deed poll**	**1**
3	**Condition precedent and termination**	**2**
	3.1 Condition precedent	2
	3.2 Termination	2
	3.3 Consequences of termination	2
4	**Compliance with Scheme obligations**	**2**
5	**Representations and warranties**	**3**
6	**Withholding**	**3**
7	**Continuing obligations**	**3**
8	**Stamp duty**	**4**
9	**Notices**	**4**
10	**General**	**5**
	10.1 Variation	5
	10.2 Partial exercising of rights	5
	10.3 Waiver	5
	10.4 Remedies cumulative	6
	10.5 Assignment or other dealings	6
	10.6 Further steps	6
	10.7 Severance and enforceability	6
11	**Governing law and jurisdiction**	**6**
	11.1 Governing law and jurisdiction	6
	11.2 Service of process	6
Execution		**7**
Annexure A – Scheme		**8**

For personal use only

For personal use only

Date 12 August 2026

Parties

1 **Central Asia Metals PLC** (company number 05559627) of Ground Floor, Heritage House, 2-14 Shortlands, London, UK, W6 8DJ (**CAML**)

2 In favour of each Scheme Shareholder

Background

A CAML and Cygnus Metals Limited (ACN 609 094 653) (**Cygnus**) are parties to a Scheme Implementation Deed dated 2 June 2026 (**Scheme Implementation Deed**).

B Cygnus has agreed in the Scheme Implementation Deed to propose the Scheme set out in Annexure A (**Scheme**), pursuant to which, subject to the satisfaction or waiver of certain conditions precedent, CAML will acquire all of the Scheme Shares from Scheme Shareholders for the provision of the Scheme Consideration to the Scheme Shareholders.

C In accordance with the Scheme Implementation Deed, CAML is entering into this document for the purpose of covenanting in favour of the Scheme Shareholders that CAML will observe and perform the obligations contemplated of it under the Scheme.

Agreed terms

1 Definitions and interpretation

1.1 Definitions

Unless otherwise defined herein, a capitalised term used in this document has the same meaning as given to that term in the Scheme.

1.2 Interpretation

The provisions of clause 1.2 of the Scheme form part of this document as if set out in full in this document.

2 Nature of deed poll

CAML acknowledges that:

(a) this document may be relied on and enforced by any Scheme Shareholder in accordance with its terms even though the Scheme Shareholders are not a party to it; and

(b) under the Scheme, on and from the Effective Date, each Scheme Shareholder irrevocably appoints Cygnus (and Cygnus may sub-delegate its functions, authorities or powers to all or any of its directors, officers, secretaries or employees (jointly, severally

or jointly and severally)) as its attorney and agent for the purpose of enforcing this document against CAML.

3 Condition precedent and termination

3.1 Condition precedent

The obligations of CAML under this document are subject to the Scheme becoming Effective.

3.2 Termination

The obligations of CAML under this document will automatically terminate and the terms of this document will be of no further force or effect:

(a) if the Scheme has not become Effective on or before the End Date; or

(b) if the Scheme Implementation Deed is terminated in accordance with its terms,

unless CAML and Cygnus otherwise agree in writing.

3.3 Consequences of termination

If this document is terminated under **clause 3.2**, then:

(a) CAML is released from its obligations to further perform this document, except those obligations under **clause 8**; and

(b) in addition and without prejudice to any other rights, powers or remedies available to Scheme Shareholders, each Scheme Shareholder retains the rights, powers or remedies they have against CAML in respect of any breach of this document which occurs before it is terminated.

4 Compliance with Scheme obligations

Subject to **clause 3**, CAML undertakes in favour of each Scheme Shareholder that:

(a) it will observe and perform all obligations contemplated of CAML under the Scheme, including the relevant obligations relating to the provision of the Scheme Consideration in accordance with the terms of the Scheme;

(b) it will undertake all other actions, and give each acknowledgement, representation and warranty (if any), attributed to CAML under the Scheme in accordance with the terms of the Scheme; and

(c) all New CAML Shares issued to each Scheme Shareholder in accordance with the Scheme will:

(i) upon their issue rank equally in all respects with all other CAML Shares then on issue;

(ii) be duly and validly issued in accordance with applicable laws; and

(iii) upon their issue will be fully paid and free from any Encumbrance.

For personal use only

For personal use only

5 Representations and warranties

CAML represents and warrants in favour of each Scheme Shareholder that:

(a) (**incorporation**) It is validly existing under the laws of its place of incorporation or registration.

(b) (**power**) It has the power to enter into and perform its obligations under this document and to carry out the transactions contemplated by this document, subject to the CAML Shareholder Resolution (as that term is defined in the Scheme Implementation Deed) being approved by the requisite majority of CAML shareholders.

(c) (**authority**) It has taken all necessary action to authorise its entry into and performance of this document and to carry out the transactions contemplated by this document, subject to the CAML Shareholder Resolution (as that term is defined in the Scheme Implementation Deed) being approved by the requisite majority of CAML shareholders.

(d) (**deed enforceable**) CAML's obligations under this document are valid and binding and enforceable against it in accordance with their terms and execution and performance of this document will not result in a breach of CAML's constituent documents or any agreement or deed or any writ, order or injunction, rule or regulation to which any CAML Group Member is a party or to which they are bound or require any permit, licence, consent, approval, registration, accreditation, certification or other authorisation from any Government Agency, except for the CAML Regulatory Approvals and the Regulatory Approvals (as those terms are defined in the Scheme Implementation Deed).

(e) (**no Insolvency Event**) No Insolvency Event (as that term is defined in the Scheme Implementation Deed) has occurred in relation to CAML or any other CAML Group Member nor has any regulatory action of any nature of which CAML is aware been taken or threatened to be taken that would prevent or restrict CAML's ability to fulfil its obligations under this document.

6 Withholding

(a) CAML must not deduct or withhold any amount from the Scheme Consideration payable to a Scheme Shareholder unless, and only to the extent that, CAML is permitted by the Scheme to do so or is required to do so by law.

(b) Subject to the Scheme Implementation Deed, the Scheme Consideration payable to a Scheme Shareholder by CAML shall not be increased to reflect any amounts referred to in **clause 6(a)** which have been deducted or withheld, and the net aggregate sum payable to the Scheme Shareholder shall be taken to be in full and final satisfaction of the amount owing to that Scheme Shareholder.

7 Continuing obligations

This document is irrevocable and, subject to **clause 3**, remains in full force and effect until the earlier of:

(a) CAML having fully performed its obligations under this document; and

(b) termination of this document under **clause 3.2**.

8 Stamp duty

CAML must:

(a) pay all stamp duty (including any related fines, penalties and interest) assessed as being payable with respect to the acquisition of the Scheme Shares pursuant to the Scheme; and

(b) indemnify each Scheme Shareholder against any liability arising from a failure to comply with **clause 8(a)**.

9 Notices

(a) Notices and other communications in connection with this document must be in legible writing in English, signed by the person giving the notice or other communication and sent to the following address:

Address:	Ground Floor, Heritage House, 2-14 Shortlands, London, UK, W6 8DJ
Email:	gavin.ferrar@centralasiametals.com
For the attention of:	Gavin Ferrar
with a copy to:	Victoria Usova
	Ground Floor, Heritage House, 2-14 Shortlands, London, UK, W6 8DJ
	victoria.usova@centralasiametals.com

(b) If the intended recipient has notified of changed contact details, then communications must be sent to the changed contact details.

(c) Any notice or other communication given in accordance with **clause 9(a)** will be deemed to have been duly given and received by one of the following methods and at the time set out below:

(i) if delivered by hand, on delivery to the nominated address;

(ii) if sent by pre-paid post to the nominated address in the same country, at 9:00am (addressee's time) on the second Business Day after the date of posting;

(iii) if sent by pre-paid post to the nominated address in another country, at 9:00am (addressee's time) on the tenth Business Day after the date of posting; or

(iv) if sent by email:

(A) when the sender receives an automated message confirming delivery; or

(B) two hours after the time sent (as recorded on the device from which the email was sent), provided that the sender does not, within that period, receive an automated message that the email has not been delivered,

whichever happens first.

For personal use only

For personal use only

(d) Any notice that, pursuant to **clause 9(c)**, would be deemed to be given:

(i) other than on a Business Day or after 5:00pm on a Business Day is regarded as given at 9:00am on the following Business Day; and

(ii) before 9:00am on a Business Day is regarded as given at 9:00am on that Business Day,

where, for the purposes of this **clause 9(d)**, the place in the definition of Business Day is taken to be the place specified in **clause 9(a)** as the address of the recipient and the time of receipt is the time in that place.

10 General

10.1 Variation

A provision of this document or any right created under it may not be varied, altered or otherwise amended unless:

(a) if the variation, alteration or amendment occurs before the First Court Date (as that term is defined in the Scheme Implementation Deed), the variation, alteration or amendment is agreed to by CAML and Cygnus in writing (which such agreement may be given or withheld without reference to or approval by any Scheme Shareholder); and

(b) if the variation, alteration or amendment occurs on or after the First Court Date, it is agreed to by CAML and Cygnus in writing and the Court approves (either at the hearing on the First Court Date, an interlocutory hearing or the hearing on the Second Court Date) that variation, alteration or amendment,

in which event CAML must enter into a further deed poll in favour of the Scheme Shareholders giving effect to the variation, alteration or amendment.

10.2 Partial exercising of rights

Unless this document expressly states otherwise, if CAML does not exercise a right, power or remedy in connection with this document fully or at a given time, it may still exercise it later.

10.3 Waiver

(a) CAML may not rely on the words or conduct of any Scheme Shareholder as a waiver of any right unless the waiver is in writing and signed by the Scheme Shareholder granting the waiver. A waiver is limited to the specific instance to which it relates and to the specific purpose for which it is given.

(b) No Scheme Shareholder may rely on words or conduct of CAML as a waiver of any right unless the waiver is in writing and signed by CAML. A waiver is limited to the specific instance to which it relates and to the specific purpose for which it is given.

(c) Failure to exercise or enforce, a delay in exercising or enforcing or the partial exercise or enforcement of any right, power or remedy provided by law or under this document by any party will not in any way preclude, or operate as a waiver of, any exercise or enforcement, or further exercise or enforcement, of that or any other right, power or remedy provided by law or under this document.

10.4 Remedies cumulative

The rights, powers and remedies in connection with this document are in addition to other rights, powers and remedies given by law independently of this document.

10.5 Assignment or other dealings

(a) The rights created by this document are personal to CAML and each Scheme Shareholder and must not be assigned or otherwise dealt with at law or in equity without the prior written consent of CAML.

(b) Any purported dealing in contravention of **clause 10.5(a)** is invalid.

10.6 Further steps

CAML agrees to do all things necessary to give full effect to this document and the transactions contemplated by it.

10.7 Severance and enforceability

Any provision, or the application of any provision, of this document that is void, illegal or unenforceable in any jurisdiction does not affect the validity, legality or enforceability of that provision in any other jurisdiction or of the remaining provisions of this document in that or any other jurisdiction.

11 Governing law and jurisdiction

11.1 Governing law and jurisdiction

(a) This document is governed by and is to be construed in accordance with the laws applicable in Western Australia.

(b) CAML irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts exercising jurisdiction in Western Australia and any courts which have jurisdiction to hear appeals from any of those courts and waives any right to object to any proceedings being brought in those courts.

11.2 Service of process

Without preventing any other mode of service, any document in an action or proceeding in connection with this document (including any writ of summons, statement of claim or other originating process or any third or other party notice) may be served on CAML by being delivered to or left for CAML at its address for service of notices under **clause 9(a)**.

For personal use only

Execution

Executed as a deed poll.

Executed and delivered as a deed by)
Central Asia Metals PLC in the)
presence of:

..... [redacted] .....
Signature of director

Louise Wrathall
.....
Name of director

..... [redacted]
Sig

Gavin Ferrar
.....
Name of director

For personal use only

Annexure A – Scheme

For personal use only

For personal use only

Scheme of Arrangement

Cygnus Metals Limited

Scheme Shareholders

CORRS
CHAMBERS
WESTGARTH

Contents

1	**Interpretation**		**1**
	1.1	Definitions	1
	1.2	Interpretation	6
	1.3	Business Day	7
2	**Preliminary**		**7**
	2.1	Central Asia Metals PLC	7
	2.2	Cygnus Metals Limited	7
	2.3	If Scheme becomes Effective	8
	2.4	Scheme Implementation Deed	8
	2.5	Deed Poll	8
3	**Nominee**		**8**
4	**Conditions precedent**		**9**
	4.1	Conditions precedent to Scheme	9
	4.2	Conditions precedent and operation of clause 6	9
	4.3	Certificate in relation to conditions precedent	9
	4.4	End Date	10
5	**Scheme**		**10**
6	**Implementation of Scheme**		**10**
	6.1	Lodgement of Court orders with ASIC	10
	6.2	Transfer and registration of Scheme Shares	10
	6.3	Entitlement to Scheme Consideration	11
	6.4	Title and rights in Scheme Shares	11
	6.5	Warranty by Scheme Shareholders	11
	6.6	Transfer free of Encumbrances	11
	6.7	Appointment of CAML as sole proxy	11
7	**Scheme Consideration**		**12**
	7.1	Consideration under this Scheme	12
	7.2	Scheme Consideration	12
	7.3	Provision of Scheme Consideration	12
	7.4	Fractional entitlements	13
	7.5	Shareholder splitting or division	14
	7.6	Scheme Shareholders' agreements	14
	7.7	Unclaimed monies	15
	7.8	Ineligible Foreign Shareholders, Electing Selling Scheme Shareholders and FRCGW Holders	16
	7.9	Other ineligible Scheme Shareholders	18
	7.10	Orders of a Court or Government Agency	18
	7.11	Shares to rank equally	19

For personal use only

	7.12	Election forms	19
	7.13	Joint holders	20
8	**Dealings in Scheme Shares**		**21**
	8.1	Determination of Scheme Shareholders	21
	8.2	Cygnus Share Register	21
	8.3	No disposals after Record Date	21
	8.4	Maintenance of Cygnus Share Register	21
	8.5	Effect of certificates and holding statements	21
	8.6	Details of Scheme Shareholders	22
	8.7	Quotation of Cygnus Shares	22
	8.8	Termination of quotation of Cygnus Shares	22
9	**Instructions and notification**		**22**
10	**Power of attorney**		**23**
11	**Notices**		**23**
	11.1	No deemed receipt	23
	11.2	Accidental omission	23
12	**General**		**23**
	12.1	Alterations and conditions	23
	12.2	Further assurances	23
	12.3	Consent	24
	12.4	No liability when acting in good faith	24
	12.5	Enforcement of Deed Poll	24
	12.6	Stamp duty	24
	12.7	Scrip for scrip roll-over relief	24
13	**Governing law and jurisdiction**		**24**

For personal use only

For personal use only

Date

Parties

1 **Cygnus Metals Limited** (ACN 609 094 653) of Level 2, 8 Richardson Street, West Perth, Western Australia (**Cygnus**)

2 Each person who holds one or more Cygnus Shares recorded in the Cygnus Share Register as at the Record Date (other than an Excluded Holder)

Agreed terms

1 Interpretation

1.1 Definitions

In this document these terms have the following meanings:

AIM	The market of that name operated by London Stock Exchange plc.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) or, as the context requires, the financial market known as the Australian Securities Exchange operated by it.
Business Day	A 'business day' as defined in the Listing Rules.
CAML	Central Asia Metals PLC (company number 05559627).
CAML Group	CAML and its Controlled Entities (excluding, at any time, the Cygnus Group Members to the extent that the Cygnus Group Members are Subsidiaries of CAML at that time).
CAML Group Member	Each member of the CAML Group.
CAML Canadian Register	The register of members maintained by CAML recording the registered holders of CAML Shares with a registered address in Canada.
CAML Share	An ordinary share of US$0.01 in the capital of CAML.
CAML Share Register	The register of members of CAML maintained in accordance with section 113 of the Companies Act 2006 of England and Wales and, to the extent that CAML is listed on a Recognised Canadian Exchange, includes the CAML Canadian Register.
CAML UK Register	The portion of the CAML Share Register that excludes the CAML Canadian Register.
Canadian Scheme Shareholder	The meaning given in **clause 7.3(b)(ii)**.
CDS	The Canadian Depositary for Securities Limited.

For personal use only

CDSX	The clearing and settlement system currently utilised by CDS and its participants.
CDS Participant	A broker or other financial institution who participates in CDSX.
CDS Scheme Shareholder	The meaning given in **clause 7.3(b)(ii)**.
CHESS	The Clearing House Electronic Subregister System for the electronic transfer of securities, operated by ASX Settlement Pty Ltd.
CHESS Holding	Has the meaning given in the ASX Settlement Operating Rules, being the official operating rules of the settlement facility provided by ASX Settlement Pty Ltd.
Commissioner	Federal Commissioner of Taxation.
Control	Has the meaning given in section 50AA of the Corporations Act.
Controlled Entity	In respect of an entity, an entity that entity Controls.
Corporations Act	The *Corporations Act 2001* (Cth).
Court	The Supreme Court of Western Australia or such other court of competent jurisdiction as agreed in writing between Cygnus and CAML.
CREST	The electronic settlement system operated by Euroclear UK & International Limited for paperless settlement of share transfers and the holding of shares in uncertified form in the United Kingdom, the Channel Islands and the Isle of Man.
CREST Election Form	A form approved by CAML and provided by or on behalf of Cygnus wherein a Scheme Shareholder (other than an Ineligible Foreign Shareholder, CDS Scheme Shareholder, Electing Selling Scheme Shareholder or (in respect of FRCGW Consideration Shares) FRCGW Holder) with a Registered Address on the Australian principal share register or Canadian branch share register may elect to have their New CAML Shares which they are entitled to under the terms of this Scheme issued on the CAML UK Register credited into CREST rather than issued to them in certificated form.
Cygnus Group	Cygnus and its Controlled Entities.
Cygnus Group Member	Each member of the Cygnus Group.
Cygnus Registry	Computershare Investor Services Pty Limited (ACN 078 279 227) or Computershare Investor Services Inc. (as applicable).
Cygnus Share	A fully paid ordinary share in the capital of Cygnus.
Cygnus Share Register	The register of members of Cygnus maintained by the Cygnus Registry.
Cygnus Shareholder	Each person who is registered in the Cygnus Share Register as a holder of one or more Cygnus Shares.
Deed Poll	The deed poll executed on [●] by CAML in favour of Scheme Shareholders or in such other form as is agreed in writing between CAML and Cygnus.

For personal use only

Delivery Time	Not later than two hours before the commencement of the hearing or if the commencement of the hearing is adjourned, the commencement of the adjourned hearing, of the Court to approve this Scheme in accordance with section 411(4)(b) of the Corporations Act.
Effective	The coming into effect, pursuant to section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to this Scheme, but in any event at no time before an office copy of the order of the Court is lodged with ASIC.
Effective Date	The date on which this Scheme becomes Effective.
Election Cut-Off Date	5.00pm on Thursday, 24 September 2026, or such other date and time as agreed to between CAML and Cygnus.
Electing Selling Scheme Shareholder	A Selling Scheme Shareholder who has elected in writing pursuant to a Sale Election Form to have all of their Scheme Consideration issued to the Sale Agent and sold on their behalf in accordance with this Scheme.
Encumbrance	A mortgage, charge, pledge, lien, encumbrance, security interest, assignment by way of security, debenture, option, hypothecation, title retention, pre-emptive or preferential right, claim, equitable or other right, power of sale, retention of title, right of first refusal, trust arrangement, contractual right of set-off, or any other security agreement or arrangement or third party right in favour of any person, whether registered or unregistered, including any Security Interest.
End Date	The later of: (a) the date that is six months after the date of the Scheme Implementation Deed; and (b) such other date and time agreed in writing between Cygnus and CAML before that date.
Excluded Holder	Any Cygnus Shareholder who is a CAML Group Member or any Cygnus Shareholder who holds any Cygnus Shares on behalf of, or for the benefit of, any member of the CAML Group and does not hold Cygnus Shares on behalf of, or for the benefit of, any other person.
FRCGW Amount	In respect of a FRCGW Holder, the amount required to be paid to the Commissioner by CAML under section 14-200 of Schedule 1 of the TAA in respect of the acquisition of Scheme Shares from that FRCGW Holder, as calculated in accordance with Subdivision 14-D of the TAA, provided that where CAML has received, prior to the Implementation Date, a variation notice issued by the Commissioner under section 14-235 of Schedule 1 of the TAA in respect of that FRCGW Holder, the FRCGW Amount for that FRCGW Holder is the reduced amount specified in that variation notice (and, for the avoidance of doubt, is zero where that notice is a Nil Variation Notice).
FRCGW Consideration Shares	In relation to a FRCGW Holder, that minimum number of New CAML Shares (if any) that, when sold by the Sale Agent, would produce proceeds equal to the FRCGW Amount.
FRCGW Holder	Has the same meaning given in the Scheme Implementation Deed.
Government Agency	Australian, Canadian or Québec, or any foreign, government or governmental, semi-governmental, administrative, fiscal, regulatory or

For personal use only

	judicial body, stock exchange, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any State, any Canadian or Québec minister, and any other federal, state, provincial, regional or local government, whether Australian, Canadian, Québec or foreign.
Implementation Date	The fifth Business Day after the Record Date or such other date after the Record Date agreed to in writing between Cygnus and CAML.
Ineligible Foreign Shareholder	A Scheme Shareholder whose address shown in the Cygnus Share Register on the Record Date is a place outside Australia, Canada, New Zealand, Singapore, the United Kingdom and the United States of America unless CAML determines that it is lawful and not unduly onerous or impracticable to issue that Scheme Shareholder with the Scheme Consideration on implementation of this Scheme.
Issuer Sponsored Holding	Has the meaning given in the ASX Settlement Operating Rules, being the official operating rules of the settlement facility provided by ASX Settlement Pty Ltd.
ITAA 1997	The *Income Tax Assessment Act 1997* (Cth).
Listing Rules	The official listing rules of ASX as amended from time to time.
New CAML Share	A new CAML Share to be issued as consideration by CAML under the terms of this Scheme.
Nil Variation Notice	A notice issued by the Commissioner under section 14-235 of Schedule 1 to the TAA varying the amount (if any) that CAML is liable to pay the Commissioner under section 14-200 of Schedule 1 of the TAA in respect of the acquisition of the Scheme Shares, to zero.
Nominee Holder	A Scheme Shareholder who holds one or more parcels of Scheme Shares as trustee or nominee for, or otherwise on account of, another person.
Recognised Canadian Exchange	The TSX or the TSXV.
Record Date	7.00pm (Sydney time) on the second Business Day after the Effective Date or such other time and date after the Effective Date agreed to in writing between Cygnus and CAML.
Registered Address	In relation to a Cygnus Shareholder, the address of that Cygnus Shareholder shown in the Cygnus Share Register.
Relevant CAML Shares	The meaning given in **clause 7.8**.
Rights	All accretions, rights and benefits attaching to, or arising from, the Scheme Shares directly or indirectly, including any capital returns, all dividends and all rights to receive them and rights to receive or subscribe for shares, notes, bonds, options or other securities or entitlements declared, paid or issued by Cygnus.
Sale Agent	A person appointed by CAML to sell the Relevant CAML Shares in accordance with **clause 7.8**.
Sale Election Form	A form provided by or on behalf of Cygnus wherein a Selling Scheme Shareholder may elect to have their New CAML Shares which they are

For personal use only

	entitled to issued to the Sale Agent and sold on their behalf under the terms of this Scheme.
Scheme	This scheme of arrangement between Cygnus and Scheme Shareholders as set out in this document, subject to any alterations or conditions made or required by the Court pursuant to section 411(6) of the Corporations Act, or proposed by a party, in each case consented to by CAML and Cygnus in accordance with **clause 12**.
Scheme Consideration	The consideration to be provided by CAML to each Scheme Shareholder for the transfer to CAML of each Scheme Share under the terms of this Scheme, being 0.06 New CAML Shares for every 1 Scheme Share.
Scheme Implementation Deed	The Scheme Implementation Deed dated 2 June 2026 between CAML and Cygnus under which, amongst other things, Cygnus has agreed to propose this Scheme to Cygnus Shareholders, and each of Cygnus and CAML has agreed to take certain steps to give effect to this Scheme.
Scheme Meeting	The meeting of Cygnus Shareholders ordered by the Court to be convened under section 411(1) of the Corporations Act in relation to this Scheme and includes any meeting convened following any adjournment or postponement of that meeting.
Scheme Share	A Cygnus Share held by a Scheme Shareholder as at the Record Date.
Scheme Shareholder	A person who holds one or more Cygnus Shares recorded in the Cygnus Share Register as at the Record Date (other than an Excluded Holder).
Scheme Shareholder Declaration	A declaration in accordance with the requirements of section 14-225 of Schedule 1 of the TAA that covers, at least, the date of the Scheme Implementation Deed and the Implementation Date.
Second Court Date	The first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving this Scheme is heard or, if the application is adjourned or subject to appeal for any reason, means the date on which the adjourned application or appeal is heard.
Security Interest	Any security interest, including: (a) a 'security interest' as defined in sections 12(1) or (2) of the *Personal Property Securities Act 2009* (Cth); (b) any other interest or arrangement of any kind that in substance secures the payment of money or the performance of an obligation, or that gives a creditor priority over unsecured creditors in relation to any property; and (c) any right of first refusal, pre-emptive right or any similar restriction.
Selling Scheme Shareholder	A Scheme Shareholder (other than an Ineligible Foreign Shareholder or a CDS Scheme Shareholder) who holds equal to or less than 85,176 Scheme Shares as at the Record Date.
Share Scheme Transfer	One or more duly completed and executed proper instruments of transfer of the Scheme Shares for the purposes of section 1071B of the Corporations Act, which may be or include a master transfer of all Scheme Shares.
Subsidiary	Has the meaning given to that term in Division 6 of Part 1.2 of the Corporations Act.

TAA	The *Taxation Administration Act 1953* (Cth).
TSX	Toronto Stock Exchange.
TSXV	The TSX Venture Exchange.

1.2 Interpretation

Headings are for ease of reference only and do not affect interpretation. In this document, the following rules apply unless the context requires otherwise:

(a) the singular includes the plural, and the converse also applies;

(b) the meaning of general words is not limited by specific examples introduced by "including", "for example", "such as" or similar expressions;

(c) a gender includes other genders;

(d) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;

(e) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this document, and a reference to this document includes any schedule or annexure;

(f) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;

(g) a reference to **A$, $A, dollar** or **$** is to the lawful currency of Australia;

(h) a reference to **US$** is to the lawful currency of the United States of America;

(i) a reference to time is, unless otherwise indicated, a reference to that time in Perth, Western Australia;

(j) a reference to a party is to a party to this document, and a reference to a party to a document includes the party's executors, administrators, successors and permitted assigns and substitutes;

(k) a reference to a person includes a natural person, partnership, body corporate, joint venture, association, governmental or local authority or agency or other entity or organisation;

(l) a reference to "law" includes common law, principles of equity and legislation (including regulations);

(m) a reference to legislation or to a provision of legislation (including a listing rule or operating rule of a financial market or of a clearing and settlement facility) includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;

(n) a reference to "regulations" includes instruments of a legislative character under legislation (such as regulations, rules, by-laws, ordinances and proclamations);

(o) a reference to a body (including an institute, association or authority), other than a party to this document, whether statutory or not:

(i) which ceases to exist; or

(ii) whose powers or functions are transferred to another body,

is a reference to the body which replaces it or which substantially succeeds to its powers or functions;

For personal use only

For personal use only

(p) a reference to an agreement other than this document includes a deed and any legally enforceable undertaking, agreement, arrangement or understanding, whether or not in writing;

(q) a word or expression defined in the Corporations Act, and which is not defined in **clause 1.1**, has the meaning given to it in the Corporations Act;

(r) if a period of time is specified and dates from a given day or the day of an act or event, it is to be calculated exclusive of that day;

(s) a reference to a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later;

(t) if an act prescribed under this document to be done by a party on or by a given day is done after 5.00pm on that day, it is taken to be done on the next day;

(u) a reference to the Listing Rules includes any variation, consolidation or replacement of these rules and is to be taken to be subject to any waiver or exemption granted to the compliance of those rules by a party;

(v) a rule of construction does not apply to the disadvantage of a party because the party was responsible for the preparation of this document or any part of it;

(w) a reference to something being "reasonably likely" (or to a similar expression) is a reference to that thing being more likely than not to occur, when assessed objectively;

(x) a reference to conduct includes an omission, statement or undertaking, whether or not in writing; and

(y) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

1.3 Business Day

If a day on or by which an obligation must be performed or an event must occur is not a Business Day, the obligation must be performed or the event must occur on or by the next Business Day.

2 Preliminary

2.1 Central Asia Metals PLC

(a) CAML is a company incorporated in England and Wales.

(b) CAML Shares are admitted to trading on AIM.

2.2 Cygnus Metals Limited

(a) Cygnus is a public company limited by shares.

(b) Cygnus is incorporated in Australia and registered in Western Australia.

(c) Cygnus is admitted to the official lists of ASX, and TSXV.

(d) Cygnus Shares are tradeable on the ASX and TSXV.

For personal use only

2.3 If Scheme becomes Effective

If this Scheme becomes Effective, then each of the following will occur on the Implementation Date:

(a) in consideration for the transfer of each Scheme Share to CAML, CAML will provide, or cause to be provided, the Scheme Consideration to each Scheme Shareholder in accordance with the terms of this Scheme and the Deed Poll;

(b) all Scheme Shares, and all the Rights as at the Implementation Date, will be transferred to CAML on the Implementation Date; and

(c) Cygnus will enter the name of CAML in the Cygnus Share Register as the holder of all Scheme Shares in accordance with the terms of this Scheme.

2.4 Scheme Implementation Deed

CAML and Cygnus have agreed by executing the Scheme Implementation Deed to implement the terms of this Scheme.

2.5 Deed Poll

This Scheme attributes actions to CAML but does not itself impose any obligation on CAML to perform those actions. CAML has executed the Deed Poll for the purpose of covenanting in favour of the Scheme Shareholders to perform (or procure the performance of) the obligations attributable to CAML under this Scheme, including to provide, or cause to be provided, the Scheme Consideration to the Scheme Shareholders in accordance with the terms of this Scheme.

3 Nominee

(a) CAML may nominate any wholly-owned Subsidiary of CAML (**CAML Nominee**) to acquire the Scheme Shares under this Scheme by giving written notice to Cygnus on or before the date that is five Business Days before the date on which Cygnus provides an advanced draft of the Scheme Booklet to ASIC for its review for the purposes of section 411(2) of the Corporations Act.

(b) If CAML nominates a CAML Nominee to acquire the Scheme Shares under this Scheme, then:

(i) references in this document to CAML acquiring the Scheme Shares under this Scheme are to be read as references to the CAML Nominee doing so;

(ii) other references in this Scheme to CAML are to be read as references to CAML or the CAML Nominee, other than to the extent those provisions relate to the New CAML Shares which will always be ordinary shares of US$0.01 in the capital of CAML (and not the CAML Nominee);

(iii) Cygnus must procure that the Scheme Shares transferred under this Scheme are transferred to the CAML Nominee, rather than CAML;

(iv) CAML must procure that the CAML Nominee complies with the relevant obligations of CAML under this Scheme and enters into a deed of accession on terms acceptable to Cygnus (acting reasonably); and

(v) any such nomination will not relieve CAML of its obligations under this Scheme or the Deed Poll, including the obligation to provide, or cause to be provided, the

Scheme Consideration in accordance with the terms of this Scheme, provided that CAML will not be in breach of this Scheme for failing to perform an obligation of CAML if that obligation is fully discharged by the CAML Nominee.

4 Conditions precedent

4.1 Conditions precedent to Scheme

This Scheme is conditional on, and will have no force or effect until, the satisfaction of each of the following conditions precedent:

(a) as at the Delivery Time on the Second Court Date, all of the conditions precedent in schedule 1 of the Scheme Implementation Deed having been satisfied or waived (other than the condition precedent relating to Court approval set out in item 8 of schedule 1 of the Scheme Implementation Deed) in accordance with the terms of the Scheme Implementation Deed;

(b) neither the Scheme Implementation Deed nor the Deed Poll having been terminated in accordance with their terms before the Delivery Time on the Second Court Date;

(c) the Court having approved this Scheme pursuant to section 411(4)(b) of the Corporations Act, including any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act and agreed to by CAML and Cygnus (such agreement not to be unreasonably withheld, delayed or conditioned);

(d) such other alterations or conditions made or required by the Court under section 411(6) of the Corporations Act in relation to this Scheme and agreed to by CAML and Cygnus (such agreement not to be unreasonably withheld, delayed or conditioned) having been satisfied or waived; and

(e) the coming into effect, pursuant to section 411(10) of the Corporations Act, of the orders of the Court made under section 411(4)(b) of the Corporations Act (and, if applicable, section 411(6) of the Corporations Act) in relation to this Scheme on or before the End Date (or any later date agreed to in writing by CAML and Cygnus).

4.2 Conditions precedent and operation of clause 6

The satisfaction of each condition of **clause 4.1** is a condition precedent to the operation of **clause 6**.

4.3 Certificate in relation to conditions precedent

(a) CAML and Cygnus must each provide to the Court on the Second Court Date a certificate, or such other evidence as the Court requests, confirming (in respect of matters within their knowledge) whether or not all of the conditions precedent set out in **clause 4.1** (other than the conditions precedent in **clauses 4.1(c)**, **4.1(d)** and **4.1(e)**) have been satisfied or waived as at the Delivery Time on the Second Court Date.

(b) The certificate given by each of CAML and Cygnus pursuant to **clause 4.3(a)** will constitute conclusive evidence of whether the conditions precedent referred to in **clause 4.1** (other than the conditions precedent in **clauses 4.1(c)**, **4.1(d)** and **4.1(e)**) have been satisfied or waived as at the Delivery Time on the Second Court Date.

For personal use only

4.4 End Date

Without limiting any rights or obligations under the Scheme Implementation Deed, this Scheme will lapse and be of no further force or effect if:

(a) the Effective Date does not occur on or before 11.59pm on the End Date; or

(b) the Scheme Implementation Deed or the Deed Poll is terminated in accordance with their respective terms,

unless CAML and Cygnus otherwise agree in writing.

5 Scheme

Subject to **clause 4**, this Scheme will come into effect pursuant to section 411(10) of the Corporations Act on and from the Effective Date.

6 Implementation of Scheme

6.1 Lodgement of Court orders with ASIC

If the conditions precedent set out in **clause 4.1** (other than the condition precedent in **clause 4.1(e)**) are satisfied, Cygnus must lodge with ASIC, in accordance with section 411(10) of the Corporations Act, an office copy of the Court order made under section 411(4)(b) of the Corporations Act approving this Scheme as soon as reasonably practicable, and in any event by no later than 12.00pm on the Business Day after the date on which the Court order was made (or such later time as Cygnus and CAML agree in writing).

6.2 Transfer and registration of Scheme Shares

Subject to this Scheme becoming Effective, on the Implementation Date, but subject to the provision of the Scheme Consideration for the Scheme Shares in accordance with **clause 7** and CAML having provided Cygnus with written confirmation of the provision of the Scheme Consideration:

(a) the Scheme Shares, together with all Rights as at the Implementation Date, must be transferred to CAML, without the need for any further act by any Scheme Shareholder (other than acts performed by Cygnus as attorney and agent for Scheme Shareholders under **clause 10**), by:

(i) Cygnus delivering to CAML a duly completed and executed Share Scheme Transfer to transfer all of the Scheme Shares to CAML, duly executed on behalf of the Scheme Shareholders by Cygnus as their agent and attorney, for registration; and

(ii) CAML duly executing the Share Scheme Transfer, attending to stamping of the Share Scheme Transfer (if required) and delivering it to Cygnus for registration; and

(b) immediately after receipt of the duly executed Share Scheme Transfer, Cygnus must enter, or procure the entry of, the name of CAML in the Cygnus Share Register as the holder of all Scheme Shares transferred to CAML in accordance with the terms of this Scheme.

For personal use only

For personal use only

6.3 Entitlement to Scheme Consideration

On the Implementation Date, in consideration for the transfer to CAML of the Scheme Shares, each Scheme Shareholder will be entitled to receive, and CAML will provide, or cause to be provided, to each Scheme Shareholder, the Scheme Consideration in respect of each of their Scheme Shares in accordance with **clause 7** and the Deed Poll.

6.4 Title and rights in Scheme Shares

Immediately upon the provision of the Scheme Consideration to each Scheme Shareholder (other than Ineligible Foreign Shareholders and Electing Selling Scheme Shareholders), CAML will be beneficially entitled to the Scheme Shares transferred to it under this Scheme, pending registration by Cygnus of CAML in the Cygnus Share Register as the holder of the Scheme Shares.

6.5 Warranty by Scheme Shareholders

(a) Each Scheme Shareholder is deemed (by operation of this Scheme and without the need for any further act by the Scheme Shareholder) to have warranted to CAML and Cygnus on the Implementation Date, and to have appointed and authorised Cygnus as that Scheme Shareholder's agent and attorney to warrant to CAML on the Implementation Date, that:

(i) all their Scheme Shares (including any Rights) transferred to CAML under this Scheme will, as at the time of the transfer, be fully paid and free from all Encumbrances of any kind whether legal or otherwise, and free from any restrictions on transfer of any kind;

(ii) they have full power and capacity to sell and to transfer their Scheme Shares (including any Rights) to CAML under this Scheme; and

(iii) as at the Record Date, they have no existing right to be issued any Cygnus Shares or any other Cygnus securities or other instruments exercisable or convertible into Cygnus Shares.

(b) Cygnus undertakes in favour of each Scheme Shareholder that it will provide such warranty, to the extent enforceable, to CAML as agent and attorney for each Scheme Shareholder.

6.6 Transfer free of Encumbrances

To the extent permitted by law, all Scheme Shares (including any Rights) which are transferred to CAML under this Scheme will, at the time of the transfer of them to CAML, be fully paid, be free from all Encumbrances of any kind, whether legal or otherwise, and be free from any restrictions on transfer of any kind.

6.7 Appointment of CAML as sole proxy

(a) Subject to the provision of the Scheme Consideration for the Scheme Shares as contemplated by **clause 7** (including to the Sale Agent in accordance with **clause 7.8**), on and from the Implementation Date until Cygnus registers CAML as the holder of all of the Scheme Shares in the Cygnus Share Register, each Scheme Shareholder (by operation of this Scheme and without the need for any further act by the Scheme Shareholder):

(i) is deemed to have irrevocably appointed Cygnus as attorney and agent (and directed Cygnus in such capacity) to appoint CAML and any of CAML's directors, secretaries and officers nominated by CAML (jointly and each of them

For personal use only

individually) as its sole proxy, and where applicable corporate representative, to attend shareholders' meetings, exercise the votes attaching to Scheme Shares registered in their name and sign any shareholders resolution (whether in person, by proxy or by corporate representative);

(ii) must not attend or vote at any of those shareholder meetings or sign any shareholder resolutions, whether in person, by proxy or by corporate representative (other than pursuant to **clause 6.7(a)(i)**);

(iii) must take all other actions in the capacity of the registered holder of Scheme Shares as CAML directs; and

(iv) acknowledges and agrees that in exercising the powers referred to in **clause 6.7(a)(i)**, CAML and any person nominated by CAML under **clause 6.7(a)(i)** may act in the best interests of CAML as the intended registered holder of the Scheme Shares.

(b) Cygnus undertakes in favour of each Scheme Shareholder that it will appoint CAML and any person nominated by CAML under **clause 6.7(a)(i)** as that Scheme Shareholder's proxy or, where applicable, corporate representative in accordance with **clause 6.7(a)(i)**.

7 Scheme Consideration

7.1 Consideration under this Scheme

On the Implementation Date, in consideration for the transfer to CAML of the Scheme Shares, CAML:

(a) must provide, or procure the provision of, the Scheme Consideration to the Scheme Shareholders (or the Sale Agent in accordance with **clause 7.8**) in accordance with this **clause 7**; and

(b) agrees to (in satisfaction of CAML's obligation to provide, or procure the provision of, such Scheme Consideration under **clause 7.1(a)**) issue, or cause to be issued, the New CAML Shares in accordance with this **clause 7** (including in accordance with **clause 7.8** in respect to Ineligible Foreign Shareholders, Electing Selling Scheme Shareholders and FRCGW Holders).

7.2 Scheme Consideration

Subject to the terms and conditions of this Scheme (including c**lause 7.4** in relation to fractional entitlements, **clauses 7.8** and **7.9** of this Scheme in relation to Ineligible Foreign Shareholders, Electing Selling Scheme Shareholders and FRCGW Holders and **clause 7.10**), the Scheme Consideration will be provided by the issue by CAML of the Scheme Consideration to Scheme Shareholders on the Implementation Date.

7.3 Provision of Scheme Consideration

Subject to the other provisions of this **clause 7**, the obligations of CAML to provide (or procure the provision of) the Scheme Consideration to the Scheme Shareholders will be satisfied by procuring that:

(a) the name and address of each such Scheme Shareholder is entered into the CAML Share Register no later than the Implementation Date in respect of the New CAML Shares to which it is entitled under this **clause 7**; and

For personal use only

(b) on or as soon as practicable after the Implementation Date:

(i) in the case of each Scheme Shareholder who has validly completed, duly executed and validly-submitted a CREST Election Form in accordance with the instructions therein, the CREST account properly-specified in such form is duly-credited with the number of New CAML Shares issued to such Scheme Shareholder pursuant to this Scheme;

(ii) if CAML is listed on a Recognised Canadian Exchange, New CAML Shares will be issued in the case of each Scheme Shareholder who holds its Scheme Shares:

(A) indirectly through a CDS Participant (**CDS Scheme Shareholder**), through CDSX; or

(B) directly as a registered holder with a Registered Address in Canada (**Canadian Scheme Shareholder**), and who has:

(1) not validly completed, duly executed and validly-submitted a Sale Election Form or a CREST Election Form, in the name of that Scheme Shareholder on the CAML Canadian Register; or

(2) validly completed, duly executed and validly-submitted a CREST Election Form and who has not validly completed, duly executed and validly-submitted a Sale Election Form the CREST account properly-specified in such form in the name of such Scheme Shareholder and which is recorded in the CAML UK Register as the holder of such New CAML Shares;

(iii) in the case of each Electing Selling Scheme Shareholder, Ineligible Foreign Shareholder and (in respect of FRCGW Consideration Shares only) FRCGW Holder, the CREST account of the Sale Agent is duly-credited with the number of New CAML Shares which such persons would have been entitled to receive pursuant to this Scheme; and

(iv) in the case of all other Scheme Shareholders, including any Scheme Shareholders:

(A) who hold their Scheme Shares on the Cygnus Canadian branch share register with a Registered Address outside of Canada;

(B) who have incorrectly completed, incorrectly submitted or otherwise incorrectly executed a CREST Election Form in accordance with the instructions therein; or

(C) in respect of whom the relevant CREST participant does not otherwise accept delivery of the New CAML Shares,

a share certificate is sent to the Registered Address of each such Scheme Shareholder representing the number of New CAML Shares issued to the Scheme Shareholder pursuant to this Scheme and the name of such Scheme Shareholder is recorded in the CAML UK Register as the holder of such New CAML Shares.

7.4 Fractional entitlements

(a) If the number of Scheme Shares held by a Scheme Shareholder at the Record Date is such that the aggregate entitlement of the Scheme Shareholder to Scheme Consideration comprising New CAML Shares includes a fractional entitlement to a New

For personal use only

CAML Share, then the entitlement of that Scheme Shareholder must be rounded as follows:

(i) if the fractional entitlement is less than 0.5, it will be rounded down to the nearest whole number of New CAML Shares; and

(ii) if the fractional entitlement is 0.5 or more, it will be rounded up to the nearest whole number of New CAML Shares.

(b) If a Nominee Holder holds more than one parcel of Scheme Shares as trustee or nominee for, or otherwise on account of, another person, then for the purposes of this **clause 7.4**, the Scheme Consideration for the Nominee Holder will be calculated and rounded based on the aggregate number of Scheme Shares held by the Nominee Holder in those parcels as trustee or nominee for, or otherwise on account of, other persons.

7.5 Shareholder splitting or division

If CAML is of the opinion (acting reasonably) that two or more Scheme Shareholders (each of whom holds a number of Scheme Shares that results in rounding in accordance with **clause 7.4** or each of whom holds less than or equal to the number of Cygnus Shares required to classify as a Selling Scheme Shareholder) have, before the Record Date, been party to shareholder splitting or division (whether or not it results in any change in beneficial ownership of the Cygnus Shares) in an attempt to obtain unfair advantage by reference to such rounding, CAML may give notice to those Scheme Shareholders:

(a) setting out their names and Registered Addresses;

(b) stating that opinion; and

(c) attributing to one of them specifically identified in the notice the Scheme Shares held by all of them,

and, after such notice is given, the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares will, for the purposes of other provisions of this Scheme, be taken to hold all of those Scheme Shares and each of the other Scheme Shareholders whose names and Registered Addresses are set out in the notice will, for the purposes of the other provisions of this Scheme and the Deed Poll, be taken to hold no Scheme Shares. CAML, in complying with the other provisions of this Scheme and the Deed Poll relating to it in respect of the Scheme Shareholder specifically identified in the notice as the deemed holder of the specified Scheme Shares, will be taken to have satisfied and discharged its obligations to the other Scheme Shareholders named in the notice under the terms of this Scheme and the Deed Poll.

7.6 Scheme Shareholders' agreements

If the Scheme becomes Effective, each Scheme Shareholder (and, to the extent relevant, the Sale Agent) irrevocably:

(a) agrees to the transfer of their Scheme Shares, together with all Rights, to CAML in accordance with this Scheme;

(b) agrees to the variation, cancellation or modification of the Rights attached to their Scheme Shares constituted by or resulting from this Scheme;

(c) agrees that, after the transfer of their Scheme Shares to CAML and issue of the Scheme Consideration in accordance with this Scheme, any holding statements or share certificates (or equivalent documents) relating to the Scheme Shares will not constitute evidence of title to those Scheme Shares and agrees to, on the direction of

For personal use only

CAML, destroy any holding statements or share certificates (or equivalent documents) relating to their Scheme Shares;

(d) agrees, to the extent the Scheme Shareholder holds their Cygnus Shares in a CHESS Holding, to the conversion of their Cygnus Shares to an Issuer Sponsored Holding and irrevocably authorises Cygnus to do anything necessary, incidental or expedient to effect or facilitate such conversion;

(e) agrees to become a shareholder of CAML, to have their name entered in the CAML Share Register as the holder of the New CAML Shares which they are issued as Scheme Consideration, and to accept the New CAML Shares issued to them under this Scheme on the terms and conditions of the CAML constitution;

(f) agrees to be bound by the CAML constitution;

(g) agrees and acknowledges that the issue of New CAML Shares in accordance with **clause 7.1** constitutes satisfaction of all that person's entitlements under this Scheme;

(h) acknowledges that this Scheme binds Cygnus and all of the Scheme Shareholders (including those who do not attend the Scheme Meeting and those who do not vote, or voted against this Scheme, at the Scheme Meeting) and, to the extent of any inconsistency, and to extent permitted by law, overrides the constitution of Cygnus;

(i) appoints Cygnus, and each director and officer of Cygnus, as its agent to receive on its behalf any financial services guide (or similar or equivalent document) and any other notices (including any updates of those documents) or regulatory information that the Sale Agent is required to provide to Ineligible Foreign Shareholders, Electing Selling Scheme Shareholders and FRCGW Holders under the Corporations Act or any other applicable law; and

(j) consents to Cygnus and CAML doing all things and executing all deeds, instruments, transfers or other documents as may be necessary or desirable to give full effect to this Scheme and the transactions contemplated by it,

in each case without the need for any further act by that Scheme Shareholder (or the Sale Agent, as applicable).

7.7 Unclaimed monies

(a) CAML may cancel a cheque issued under this **clause 7** if the cheque:

(i) is returned to CAML; or

(ii) has not been presented for payment within six months after the date on which the cheque was sent.

(b) During the period of 12 months commencing on the Implementation Date, on request in writing from a Scheme Shareholder to Cygnus or CAML (or the Cygnus Registry or CAML's share registry) (which request may not be made until the date which is 10 Business Days after the Implementation Date), CAML must reissue or procure the reissuance of a cheque that was previously cancelled under **clause 7.7(a)**.

(c) The *Unclaimed Monies Act 1990* (WA) will apply in relation to any Scheme Consideration which becomes 'unclaimed money' (as defined in section 6 of that Act).

(d) Any interest or other benefit accruing from unclaimed Scheme Consideration will be to the benefit of CAML.

For personal use only

7.8 Ineligible Foreign Shareholders, Electing Selling Scheme Shareholders and FRCGW Holders

(a) CAML must permit Selling Scheme Shareholders to elect, by providing notice in writing to Cygnus on or before the Election Cut-Off Date, to be treated as an Electing Selling Scheme Shareholder for the purposes of this **clause 7.8**.

(b) CAML has no obligation under this Scheme to issue, and will not issue, any Scheme Consideration to any:

(i) Ineligible Foreign Shareholder;

(ii) Electing Selling Scheme Shareholder; or

(iii) FRCGW Holder in respect of FRCGW Consideration Shares,

and instead:

(iv) the CAML Shares that would, but for this **clause 7.8**, have been issued to the Ineligible Foreign Shareholder, the Electing Selling Scheme Shareholder or (in respect of the FRCGW Consideration Shares) the FRCGW Holder (as applicable) as Scheme Consideration (**Relevant CAML Shares**), must be issued by CAML to the Sale Agent (subject to **clauses 7.4** and **7.10**) and the Sale Agent's CREST account be credited with such Relevant CAML Shares for the purposes of onward settlement with those persons which the Sale Agent may procure to purchase such shares.

(c) Subject to compliance with all applicable laws, including applicable English securities laws, CAML must procure that, as soon as reasonably practicable and in any event not more than 30 trading days (on which the Relevant CAML Shares are capable of being traded on the AIM) after the Implementation Date, the Sale Agent:

(i) sells all the Relevant CAML Shares issued to the Sale Agent pursuant to **clause 7.8(b)** in such manner, or such financial market, at such price and on such other terms as the Sale Agent determines in good faith; and

(ii) as soon as reasonably practicable and in any event no more than 10 Business Days after settlement of all the sales of Relevant CAML Shares by the Sale Agent under **clause 7.8(c)(i)**, remits to CAML, or at CAML's direction, the total proceeds of those sales after deduction of any applicable commissions, fees, foreign exchange, currency conversion, stamp duty, brokerage, commission and other selling costs, taxes and charges of the Sale Agent incurred in connection with the sale of such Relevant CAML Shares (such net proceeds being the **Sale Proceeds**).

(d) CAML must, promptly, and in any event within 10 Business Days, after the Sale Proceeds have been remitted by the Sale Agent, pay, or procure the payment, to each Ineligible Foreign Shareholder, Electing Selling Scheme Shareholder and FRCGW Holder such proportion of the Sale Proceeds (after deducting any applicable foreign exchange or currency conversion fees) to which that Ineligible Foreign Shareholder, Electing Selling Scheme Shareholder or FRCGW Holder is entitled, to be determined in accordance with the following formula:

$$A = \left(\frac{B}{C}\right) * D$$

A is the amount of the Sale Proceeds to which the Ineligible Foreign Shareholder, Electing Selling Scheme Shareholder or FRCGW Holder (as applicable) is to be paid (rounded down to the nearest cent);

B is either: (i) the number of CAML Shares to which the Ineligible Foreign Shareholder or the Electing Selling Scheme Shareholder (as applicable) would otherwise have been entitled if they had not been an Ineligible Foreign Shareholder or an Electing Selling Scheme Shareholder; or (ii) for a FRCGW Holder, the number of FRCGW Consideration Shares, which in either case were issued to the Sale Agent for sale in accordance with this **clause 7.8**;

C is the total number of Relevant CAML Shares which were instead issued to the Sale Agent in accordance with this **clause 7.8**; and

D is the Sale Proceeds, provided that if the amount is to be paid to a FRCGW Holder, 'D' will be reduced by any amount remitted or required to be remitted to the Commissioner.

(e) The obligations of CAML under **clause 7.8(d)** will be satisfied by CAML (in its absolute discretion, and despite an election referred to in **clause 7.8(e)(i)** or authority referred to in **clause 7.8(e)(ii)** made or given by the Scheme Shareholder):

(i) if a Scheme Shareholder has, before the Record Date, made a valid election in accordance with the requirements of the Cygnus Registry to receive dividend payments from Cygnus by electronic funds transfer to a bank account nominated by the Scheme Shareholder, paying or procuring the payment of, the relevant amount in Australian currency by electronic means in accordance with that election;

(ii) paying or procuring the payment of, the relevant amount in Australian currency by electronic means to a bank account nominated by the Scheme Shareholder before the Record Date by an appropriate authority from the Scheme Shareholder to Cygnus;

(iii) if the Scheme Shareholder has, before the Record Date, validly elected to receive payments electronically in their local currency using the Cygnus Share Registry's Global Wire Payment Service, paying, or procuring the payment of, the relevant amount in the relevant currency by the Global Wire Payment Service; or

(iv) dispatching, or procuring the dispatch of, a cheque for the relevant amount in Australian currency (or Canadian currency in respect of a Canadian Scheme Shareholder) to the Scheme Shareholder by prepaid post to their Registered Address as at the Record Date (provided that the Scheme Shareholder's Registered Address is not in a country where cheques are not accepted, in which case the payment may be held, without interest, until a valid bank account has been provided), such cheque being drawn in the name of the Scheme Shareholder (or in the case of joint holders, in accordance with the procedures set out in **clause 7.12**),

in each case after deducting any applicable foreign exchange or currency conversion fees.

(f) Each Ineligible Foreign Shareholder, Electing Selling Scheme Shareholder and FRCGW Holder:

(i) acknowledges and agrees that:

(A) payment of the relevant proportion of the Sale Proceeds in accordance with **clause 7.8(e)** satisfies in full the Ineligible Foreign Shareholder's, the Electing Selling Scheme Shareholder's and the FRCGW Holder's (as

For personal use only

applicable) right to the Scheme Consideration (but, for a FRCGW Holder, only in respect of the FRCGW Consideration Shares);

(B) none of Cygnus, CAML or the Sale Agent give any assurance as to the price that will be achieved for the sale of the CAML Shares described in this **clause 7.8**, and the sale of the CAML Shares under this **clause 7.8** will be at the risk of the Ineligible Foreign Shareholder, the Electing Selling Scheme Shareholder or the FRCGW Holder (as applicable); and

(C) Cygnus, CAML and the Sale Agent each expressly disclaim any fiduciary duty to any Ineligible Foreign Shareholder, Electing Selling Scheme Shareholder or FRCGW Holder that may arise in connection with this **clause 7.8**; and

(ii) appoints Cygnus, and each director and officer of Cygnus, as its agent to receive on its behalf any financial services guide or other notice or regulatory information which is required to be given by the Sale Agent to the Ineligible Foreign Shareholder, the Electing Selling Scheme Shareholder and the FRCGW Holder for or in connection with its appointment or sales under the Corporations Act or any other applicable law.

7.9 Other ineligible Scheme Shareholders

Where the issue of New CAML Shares to which a Scheme Shareholder (other than an Ineligible Foreign Shareholder, an Electing Selling Scheme Shareholder or a FRCGW Holder) would otherwise be entitled under this Scheme would result in a breach of law:

(a) CAML will issue the maximum possible number of New CAML Shares to the Scheme Shareholder without giving rise to such a breach; and

(b) any further New CAML Shares to which that Scheme Shareholder is entitled, but the issue of which to the Scheme Shareholder would give rise to such a breach, will instead be issued to the Sale Agent and dealt with under **clause 7.8**, as if:

(i) references to Ineligible Foreign Shareholders also included that Scheme Shareholder; and

(ii) references to Relevant CAML Shares also included any of that Scheme Shareholder's New CAML Shares that have been issued to the Sale Agent.

7.10 Orders of a Court or Government Agency

(a) Cygnus or CAML may deduct and withhold from any consideration which would otherwise be provided to a Scheme Shareholder in accordance with this **clause 7**, any amount which Cygnus and CAML determine is required to be deducted and withheld from that consideration under any applicable law, including any order, direction or notice made or given by a court of competent jurisdiction or by another Government Agency.

(b) To the extent that amounts are so deducted or withheld, such deducted or withheld amounts will be treated for all purposes under this Scheme as having been paid to the person in respect of which such deduction and withholding was made, provided that such deducted or withheld amounts are actually remitted to the appropriate taxing agency.

(c) If written notice is given to Cygnus (or the Cygnus Registry) or CAML (or CAML's share registry) of an order, direction or notice made or given by a court of competent jurisdiction or by another Government Agency that:

For personal use only

For personal use only

(i) requires consideration which would otherwise be provided to a Scheme Shareholder in accordance with this **clause 7** to instead be paid or provided to a Government Agency or other third party (either through payment of a sum or the issuance of a security), then Cygnus or CAML (as applicable) shall be entitled to procure that provision of that consideration is made in accordance with that order, direction or notice (and payment or provision of that consideration in accordance with that order, direction or notice will be treated for all purposes under this Scheme as having been paid or provided to that Scheme Shareholder); or

(ii) prevents consideration being provided to any particular Scheme Shareholder in accordance with this **clause 7**, or the payment or provision of such consideration is otherwise prohibited by applicable law, Cygnus or CAML (as applicable) shall be entitled to (as applicable):

(A) direct CAML not to issue (or procure the issue of), or to issue or provide to a trustee or nominee, such number of New CAML Shares as that Scheme Shareholder would otherwise be entitled to under this **clause 7**; or

(B) in the case of an Ineligible Foreign Shareholder, an Electing Selling Scheme Shareholder and a FRCGW Holder, retain an amount, in Australian dollars, equal to the relevant Scheme Shareholder's share of the proceeds calculated in accordance with **clause 7.8(d)**,

until such time as payment or provision of the consideration in accordance with this **clause 7** is permitted by that order or direction or otherwise by law.

7.11 Shares to rank equally

CAML covenants in favour of Cygnus (in its own right and on behalf of the Scheme Shareholders) that, subject to this Scheme becoming Effective:

(a) the New CAML Shares will, upon their issue, rank equally in all respects with all other CAML Shares then on issue;

(b) it will use best endeavours to ensure that the New CAML Shares issued as Scheme Consideration will be admitted to trading on AIM and will be capable of being traded on the first trading day after the Implementation Date;

(c) it will use reasonable endeavours to ensure that the New CAML Shares issued as Scheme Consideration will be admitted to trading on a Recognised Canadian Exchange and will be capable of being traded on the first trading day after the Implementation Date, subject to the requirements of the Recognised Canadian Exchange (as applicable);

(d) the New CAML Shares will be duly and validly issued in accordance with applicable laws; and

(e) on issue, each New CAML Share will be fully paid and free from any Encumbrance.

7.12 Election forms

(a) An election under a CREST Election Form will not be valid unless it has been:

(i) validly completed, duly executed and validly-submitted in accordance with the terms and conditions on the form; and

(ii) made by a Scheme Shareholder (who is not an Ineligible Foreign Shareholder, CDS Scheme Shareholder, Electing Selling Scheme Shareholder or (in respect of FRCGW Consideration Shares) FRCGW Holder) as at the Record Date.

(b) An election under a Sale Election Form will not be valid unless it has been:

(i) validly completed, duly executed and validly-submitted in accordance with the terms and conditions on the form; and

(ii) made by a Selling Scheme Shareholder.

(c) Subject to **clause 7.12(d)**, a valid election made pursuant to a CREST Election Form or a Sale Election Form (as applicable) will be deemed to apply in respect of the Scheme Shareholder's entire holding of Scheme Shares, regardless of whether the Scheme Shareholder's holding of Scheme Shares is greater or less than the Scheme Shareholder's holding at the time the election is made.

(d) A Scheme Shareholder that holds one or more parcels of Scheme Shares as trustee or nominee for, or otherwise on account of, another person may not make separate elections pursuant to a CREST Election Form or Sale Election Form in respect of those parcels unless, prior to the relevant form being submitted, the Scheme Shareholder establishes separate and distinct holdings in respect of each parcel to allow separate elections in respect of each parcel to be made.

(e) A Scheme Shareholder may vary or withdraw an election made by it pursuant to a CREST Election Form or Sale Election Form at any time before the Election Cut-Off Date. To vary or withdraw such an election, a Scheme Shareholder must follow the procedure set out in the Scheme Booklet or in the Election Form, or as may otherwise be agreed by CAML and Cygnus.

(f) Subject to **clause 7.12(g)**, an election which is not made in accordance with this **clause 7.12** will not be a valid election for the purposes of this Scheme and will not be recognised by CAML or Cygnus for any purpose.

(g) Cygnus may, with the agreement of CAML, settle as it thinks fit any difficulty, matter of interpretation or dispute which may arise in connection with determining the validity of any election made by a Scheme Shareholder pursuant to a CREST Election Form or a Sale Election Form, and any such decision will be conclusive and binding on Cygnus, CAML and the relevant Scheme Shareholder.

7.13 Joint holders

In the case of Scheme Shares held in joint names:

(a) any New CAML Shares to be issued under this Scheme must be issued and registered in the names of the joint holders and entry in the CAML Share Register must take place in the same order as the holders' names appear in the Cygnus Share Register;

(b) any cheque required to be sent under this Scheme must be made payable to the joint holders and sent to either, at the sole discretion of CAML, the holder whose name appears first in the Cygnus Share Register as at the Record Date or to the joint holders; and

(c) any document required to be sent under this Scheme must be forwarded to either, at the sole discretion of CAML, the holder whose name appears first in the Cygnus Share Register as at the Record Date or to the joint holders.

For personal use only

8 Dealings in Scheme Shares

8.1 Determination of Scheme Shareholders

To establish the identity of the Scheme Shareholders, dealings in Scheme Shares or other alterations to the Cygnus Share Register will only be recognised by Cygnus if:

(a) in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Cygnus Share Register as the holder of the relevant Scheme Shares at the Record Date;

(b) in the case of dealings of the type to be effected using CDS, the transferee is registered in CDSX as the holder of the relevant Scheme Shares at the Record Date; and

(c) in all other cases, registrable transmission applications or transfers in registrable form acceptable to the Cygnus Registry in respect of those dealings are received on or before the Record Date at the place where the Cygnus Share Register is kept,

and Cygnus must not accept for registration, nor recognise for any purpose (except a transfer to CAML pursuant to this Scheme and any subsequent transfer by CAML or its successors in title) any transfer or transmission application or other request received after such times, or received prior to such times but not in registrable or actionable form, as appropriate.

8.2 Cygnus Share Register

Cygnus must register, or cause to be registered, any registrable transmission applications or transfers of the Cygnus Shares received in accordance with **clause 8.1(c)** on or before the Record Date, provided that nothing in this **clause 8.2** requires Cygnus to register a transfer that would result in a Cygnus Shareholder holding a parcel of Cygnus Shares that is less than a 'marketable parcel' (as defined in the operating rules of ASX).

8.3 No disposals after Record Date

If this Scheme becomes Effective, a holder of Scheme Shares (and any person claiming through that holder) must not dispose of or transfer, or otherwise deal with, or purport or agree to dispose of or transfer, or otherwise deal with, any Scheme Shares or any interest in them after the Record Date in any way except as set out in this Scheme and any such disposal, transfer, dealing or purported disposal, transfer or dealing will be void and of no legal effect whatsoever and Cygnus must disregard any such disposal, transfer, dealing or purported disposal, transfer or dealing.

8.4 Maintenance of Cygnus Share Register

For the purpose of determining entitlements to the Scheme Consideration, Cygnus must maintain the Cygnus Share Register in accordance with the provisions of this **clause 8.4** until the Scheme Consideration has been provided to the Scheme Shareholders and CAML has been entered in the Cygnus Share Register as the holder of all the Scheme Shares. The Cygnus Share Register in this form will solely determine entitlements to the Scheme Consideration.

8.5 Effect of certificates and holding statements

Subject to provision of the Scheme Consideration and registration of the transfer to CAML contemplated in **clauses 6.2** and **8.4**, any statements of holding in respect of Scheme Shares will cease to have effect after the Record Date as documents of title in respect of those shares

For personal use only

For personal use only

(other than statements of holding in favour of CAML and its successors in title). After the Record Date, each entry current on the Cygnus Share Register as at the Record Date (other than entries in respect of CAML or its successors in title) will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the Cygnus Shares relating to that entry.

8.6 Details of Scheme Shareholders

(a) Within one Business Day after the Record Date, Cygnus must ensure that details of the names, Registered Addresses and holdings of Scheme Shares for each Scheme Shareholder, as shown in the Cygnus Share Register at the Record Date, are available and provided to CAML in such form as CAML reasonably requires.

(b) Each Scheme Shareholder agrees that the information referred to in **clause 8.6(a)** may be disclosed to CAML, its advisers, share registry and other service providers to the extent necessary to effect this Scheme.

8.7 Quotation of Cygnus Shares

Cygnus must apply to the ASX and TSXV to suspend trading in Cygnus Shares with effect from the close of trading on the Effective Date, or such other date and time agreed in writing between Cygnus and CAML.

8.8 Termination of quotation of Cygnus Shares

Cygnus must apply:

(a) for termination of the official quotation of Cygnus Shares on ASX;

(b) for termination of the listing of Cygnus Shares on TSXV; and

(c) to have itself removed from the official lists of ASX and TSXV,

in each case with effect on and from the close of trading on the Business Day immediately following the Implementation Date, or such other date and time agreed in writing between Cygnus and CAML (acting reasonably and following consultation with the ASX and TSXV (as applicable)).

9 Instructions and notification

If not prohibited by law (and including where permitted or facilitated by relief granted by a Government Agency), all instructions, notifications or elections by a Scheme Shareholder to Cygnus that are binding or deemed binding between the Scheme Shareholder and Cygnus relating to Cygnus or Cygnus Shares, including instructions, notifications or elections relating to:

(a) whether dividends are to be paid by cheque or into a specific bank account;

(b) payments of dividends on Cygnus Shares; and

(c) notices or other communications from Cygnus (including by email),

will be deemed from the Implementation Date (except to the extent determined otherwise by CAML in its sole discretion), by reason of this Scheme, to be made by the Scheme Shareholder to CAML and to be a binding instruction, notification or election to, and accepted by, CAML until that instruction, notification or election is revoked or amended in writing addressed to CAML at its registry.

For personal use only

10 Power of attorney

Each Scheme Shareholder, without the need for any further act by any Scheme Shareholder, on and from the Effective Date irrevocably appoints Cygnus (and each of its directors, officers and secretaries (jointly and each of them severally)) as its attorney and agent for the purpose of:

(a) enforcing the Deed Poll against CAML; and

(b) executing any document, or doing or taking any other act, necessary or expedient to give effect to this Scheme and the transactions contemplated by it, including the Share Scheme Transfer on the Implementation Date,

and Cygnus accepts such appointment. Cygnus as attorney and agent of each Scheme Shareholder, may sub-delegate its functions, authorities or powers under this **clause 10** to all or any of its directors, officers, secretaries or employees (jointly, severally or jointly and severally).

11 Notices

11.1 No deemed receipt

If a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post to Cygnus, it will not be taken to be received in the ordinary course of post or on a date and time other than the date and time (if any) on which it is actually received at Cygnus's registered office or at the office of the Cygnus Registry.

11.2 Accidental omission

The accidental omission to give notice of the Scheme Meeting or the non-receipt of such a notice by any Cygnus Shareholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

12 General

12.1 Alterations and conditions

If the Court proposes to approve this Scheme subject to any alterations or conditions under section 411(6) of the Corporations Act, and those alterations or conditions have been agreed to by each of CAML and Cygnus:

(a) Cygnus may, with the prior consent of CAML, by its counsel or solicitor, consent on behalf of all persons concerned to any such alterations or conditions; and

(b) each Scheme Shareholder agrees to any such alterations or conditions which Cygnus has consented to pursuant to **clause 12.1(a)**.

12.2 Further assurances

(a) Each Scheme Shareholder and Cygnus will execute all documents and do all things necessary or expedient to implement, and perform its obligations under, this Scheme and the transactions contemplated by it.

(b) Without limiting Cygnus' other powers under this Scheme, Cygnus has power to do all things that it considers necessary or desirable to give effect to this Scheme and the transactions contemplated by it.

12.3 Consent

Each of the Scheme Shareholders irrevocably consents to Cygnus and CAML doing all things necessary or expedient for or incidental to the implementation of this Scheme, whether on behalf of the Scheme Shareholders or otherwise.

12.4 No liability when acting in good faith

Without prejudice to the parties' rights under the Scheme Implementation Deed, neither CAML nor Cygnus, nor any of their respective directors, officers or employees, will be liable for anything done or omitted to be done in the performance of this Scheme or the Deed Poll in good faith.

12.5 Enforcement of Deed Poll

Cygnus undertakes in favour of each Scheme Shareholder to enforce the Deed Poll against CAML on behalf of and as agent and attorney for the Scheme Shareholders.

12.6 Stamp duty

CAML must:

(a) pay all stamp duty (including any related fines, penalties and interest) with respect to the acquisition of the Scheme Shares pursuant to the Scheme; and

(b) indemnify each Scheme Shareholder against any liability arising from a failure to comply with **clause 12.6(a)**.

12.7 Scrip for scrip roll-over relief

In the event the Scheme Shareholders are eligible for scrip for scrip roll-over relief, CAML acknowledges it has not made, and will not make, a choice to deny roll-over relief to Scheme Shareholders under subsection 124-795(4) of the ITAA 1997. CAML agrees to provide any assistance reasonably requested by a Scheme Shareholder or Cygnus to enable the Scheme Shareholder to obtain scrip for scrip roll-over relief.

13 Governing law and jurisdiction

(a) This document is governed by and is to be construed in accordance with the laws applicable in Western Australia.

(b) Each party irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts exercising jurisdiction in Western Australia and any courts which have jurisdiction to hear appeals from any of those courts and waives any right to object to any proceedings being brought in those courts.

For personal use only

Annexure D − Notice of Scheme meeting

Notice of Court Ordered Scheme Meeting

Notice is given that, by an order of the Supreme Court of Western Australia (**Court**) made on Thursday, 13 August 2026, pursuant to section 411(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a meeting of the holders of ordinary shares in Cygnus Metals Limited (**Cygnus** or **CY5**) will be held at Level 39, 152-158 St Georges Terrace Perth 6000 on Friday, 18 September 2026 at 2.00pm (AWST).

Purpose of the meeting

To consider and, if thought fit, pass the following resolution (**Scheme Resolution**) agreeing to the Scheme (with or without modification) proposed to be made between Cygnus and the holders of shares in Cygnus as at the Record Date pursuant to Part 5.1 of the Corporations Act.

A copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Scheme Booklet of which this notice forms part. Unless otherwise specified, terms defined in this notice have the meaning given to them in the Scheme Booklet.

A copy of the Scheme Booklet will also be made available on Cygnus' website (www.cygnusmetals.com). You can request a hard copy of the Scheme Booklet by contacting Cygnus' Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST).

Scheme Resolution

The meeting will be asked to consider and, if thought fit, to pass (with or without amendment) the following Scheme Resolution:

"THAT, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the Scheme, as contained in and more particularly described in the Scheme Booklet (of which the notice convening this meeting forms part), is agreed to (with or without modification as approved by the Court to which Cygnus and CAML agree) and that, the Cygnus Directors are authorised to agree to such alterations or conditions as are thought fit by the Court and, subject to approval of the Scheme by the Court, the Cygnus Directors are authorised to implement the Scheme with any such alterations or conditions".

Chair

The Court has appointed James Nicholls, or failing them, Shaun Hardcastle, to be the chair of the Scheme Meeting (Chair) and to report the result of the Scheme Meeting to the Court.

Dated: 13 August 2026

The Board of Directors

Cygnus Metals Limited

For personal use only

For personal use only

Notes to the Notice of Court Ordered Scheme Meeting

Required voting majority

In accordance with section 411(4)(a)(ii) of the Corporations Act, the resolution to approve the Scheme must be passed at the Scheme Meeting by:

(a) unless the Court orders otherwise, a majority in number of Cygnus Shareholders present and voting (either in person or by proxy, attorney, or, in the case of bodies corporate, body corporate representative) at the Scheme Meeting; and

(b) at least 75% of the votes cast on the resolution.

The Court has a discretion under section 411(4)(a)(ii)(A) of the Corporations Act to approve the Scheme if it is approved by at least 75% of the votes cast on the resolution, but not by a majority by number of Cygnus Shareholders present and voting at the Scheme Meeting.

In addition, for the Scheme to proceed, votes cast in favour of the Scheme Resolution must also pass the Minority Approval Vote, being the majority of the votes cast at the Scheme Meeting by Scheme Shareholders present or represented by proxy and entitled to vote at the Scheme Meeting, voting as a single class, on the basis of one vote per Scheme Share held, excluding for this purpose the votes required to be excluded by MI 61-101. To the knowledge of the directors of Cygnus, after reasonable inquiry, as of the Last Practicable Date, the votes attached to approximately 179,260,469 Scheme Shares beneficially owned or controlled or directed by Messrs. David Southam, Raymond Shorrocks, Ernest Mast and Brent Omland and Ocean Partners Holdings Limited, representing approximately 14.60% of the issued and outstanding Scheme Shares, will be excluded from the Minority Approval Vote. The actual number of votes to be excluded from the Minority Approval Vote will be determined on Wednesday, 16 September 2026 at 5pm (AWST).

Court Approval

In accordance with section 411(4)(b) of the Corporations Act, the Scheme (with or without modification) is subject to the approval of the Court. If the resolution put to the Scheme Meeting is passed by the Requisite Majorities and the other conditions precedent to the Scheme (other than approval by the Court) are satisfied or waived by the time required under the Scheme, Cygnus intends to apply to the Court for the necessary orders to give effect to the Scheme.

Entitlement to vote

Under section 411 of the Corporations Act and all other enabling powers, the Court has determined that the time for determining eligibility to vote at the Scheme Meeting is 5.00pm (AWST) on Wednesday, 16 September 2026. Only those Cygnus Shareholders entered on the Cygnus Register at that time (or their proxies, attorneys or corporate representatives) will be entitled to attend and vote at the Scheme Meeting. The remaining comments in these explanatory notes are addressed to Cygnus Shareholders entitled to attend and vote at the Scheme Meeting.

In accordance with NI 54-101, Canadian beneficial shareholders as of the Canadian Beneficial Holder Record Date are entitled to receive notice of the Scheme Meeting and to provide instructions to vote at the Scheme Meeting. Please see below and Section 3.18 of the Scheme Booklet for further voting information for Canadian beneficial shareholders.

How to vote

Voting will be on a poll. You may vote at the Scheme Meeting by:

(a) attending and voting in person;

(b) appointing one or two proxies to attend and vote on your behalf, using the Proxy Form that accompanied the Scheme Booklet;

(c) appointing an attorney to attend and vote on your behalf, using a power of attorney; or

(d) in the case of a body corporate, appointing a body corporate representative to attend and vote on your behalf, using a certificate of appointment of body corporate representative.

Participation in, and voting at, the Scheme Meeting in person

To vote in person, you must attend the Scheme Meeting.

Cygnus Shareholders who are eligible and wish to attend and vote at the Scheme Meeting in person will be admitted and given a voting card at the point of entry to the Scheme Meeting, once they have disclosed their name and address.

Voting by proxy

You may appoint one proxy (or, if you are entitled to cast two or more votes at the Scheme Meeting, up to two proxies) to attend and vote at the Scheme Meeting on your behalf. Your proxy need not be another Cygnus Shareholder. Each proxy will have the right to vote on the poll and also to speak at the Scheme Meeting.

To appoint a proxy, you should complete and return the Proxy Form that accompanied this Scheme Booklet in accordance with the instructions on that form. You must deliver the signed and completed Proxy Form to the Cygnus Share Registry by 2.00pm (AWST) on Wednesday, 16 September 2026 (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting) in any of the following ways:

(a) **Online:**

Use your computer or smartphone to appoint a proxy at www.investorvote.com.au (Control Number: 138927) or scan the relevant QR code on your personalised Proxy Form using your smartphone. Login and use the Control Number as shown at the top of the Proxy Form.

(b) **By mail:**

Computershare Investor Services Pty Limited

GPO Box 1282

Melbourne VIC 3001

Australia

(c) **By facsimile:**

1800 783 447 within Australia or +61 3 9473 2555 outside Australia

Proxy Forms received after this time will be invalid.

If a Proxy Form is completed under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed Proxy Form unless the power of attorney or other authority has previously been noted by the Cygnus Share Registry.

A vote given in accordance with the terms of a proxy appointment is valid despite the revocation of that appointment, unless notice in writing of the revocation has been received by the Cygnus Share Registry at least 48 hours before the start of the Scheme Meeting (or, if the Scheme Meeting is adjourned or postponed, at least 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting, or any lesser time that the Cygnus Directors or Chair of the Scheme Meeting decide) in any of the ways above.

If you are entitled to cast two or more votes at the Scheme Meeting and you appoint two proxies, you should complete two separate Proxy Forms and specify the percentage of votes or number of securities each proxy may exercise. If you do not specify the proportions in the Proxy Forms, each proxy may exercise half of your votes with any fractions of votes disregarded. You must return both Proxy Forms together. Replacement Proxy Forms can also be obtained from the Cygnus Share Registry.

If you hold Cygnus Shares jointly with one or more other persons, all securityholders must sign the Proxy Form.

For personal use only

You should consider how you wish your proxy to vote. That is, whether you want your proxy to vote 'for' or 'against', or abstain from voting on, the Scheme Resolution, or whether to leave the decision to the proxy after they have considered the matters discussed at the Scheme Meeting.

If you do not direct your proxy how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit. If you instruct your proxy to abstain from voting on an item of business, they are directed not to vote on your behalf, and the shares the subject of the proxy appointment will not be counted in computing the required majority. If you make more than one direction to your proxy on an item of business, your vote on that item will be invalid.

If you return your Proxy Form:

(a) without identifying a proxy on it, you will be taken to have appointed the Chair of the Scheme Meeting as your proxy to vote on your behalf; or

(b) with a proxy identified on it but your proxy does not attend the Scheme Meeting, the Chair of the Scheme Meeting will act in place of your nominated proxy and vote in accordance with any directions on your Proxy Form.

The Chair of the Scheme Meeting intends to vote all available valid undirected proxies in favour of the Scheme Resolution, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Cygnus Shareholders.

Proxies of eligible Cygnus Shareholders will be admitted to the meeting and given a voting card on providing at the point of entry to the Scheme Meeting written evidence of their name and address.

Your appointment of a proxy does not preclude you from attending in person, revoking the proxy and voting at the Scheme Meeting.

Voting by attorney

You may appoint not more than two attorneys to attend and vote at the Scheme Meeting on your behalf. Your attorney need not be another Cygnus Shareholder. Each attorney will have the right to vote on the poll and also to speak at the Scheme Meeting.

The power of attorney appointing your attorney to attend and vote at the Scheme Meeting must be duly executed by you and specify your name, the company (that is, Cygnus), and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

If you have not already lodged the power of attorney, the power of attorney, or a certified copy of the power of attorney, should be lodged with the Cygnus Share Registry with your Proxy Form so it is received before 2.00pm (AWST) on Wednesday, 16 September 2026 (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting) in any of the ways described in "**Voting by proxy** " section above.

Attorneys of eligible Cygnus Shareholders will be admitted to the Scheme Meeting and given a voting card on providing, at the point of entry to the Scheme Meeting, written evidence of their appointment, their name and address, and the name of their appointors.

If you appoint two attorneys, each attorney should be appointed to represent a specified proportion of your voting rights. If you do not specify the proportions in the power of attorney, each attorney may exercise half of your votes with any fractions of votes disregarded.

Your appointment of an attorney does not preclude you from attending in person and voting at the Scheme Meeting.

Voting by corporate representative

If you are a body corporate, you may appoint an individual to act as your body corporate representative. The appointment must comply with the requirements of section 250D of the Corporations Act, meaning that Cygnus will require a certificate of appointment of body corporate representative to be executed by you in accordance with the Corporations Act. A form of certificate may be obtained by calling the Scheme Information Line on 1300 103 401 (within Australia) or +61 2

For personal use only

For personal use only

9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST) or online at www.investorcentre.com/au and select "Printable Forms".

The certificate of appointment may set out restrictions on the representative's powers. The certificate should be lodged with the Cygnus Share Registry before the meeting (or, if the Scheme Meeting is adjourned or postponed, before the resumption of the Scheme Meeting in relation to the resumed part of the meeting) by following the instructions on the form.

Alternatively, the certificate can be brought to the Scheme Meeting (or, if the Scheme Meeting is adjourned or postponed, the resumed Scheme Meeting).

If a certificate is completed under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed certificate unless the power of attorney or other authority has previously been noted by the Cygnus Share Registry.

Body corporate representatives of eligible Cygnus Shareholders will be admitted to the Scheme Meeting and given a voting card on providing at the point of entry to the Scheme Meeting, written evidence of their appointment, their name and address and the name of their appointors.

Questions about voting at the Scheme Meeting

Cygnus Shareholders should contact the Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia) Monday to Friday (excluding public holidays) from 8:30am to 5:00pm (AWST) with any queries regarding the number of Cygnus Shares held, how to vote at the Scheme Meeting, or how to vote by proxy.

Jointly held securities

If you hold shares jointly with one or more other persons, only one of you may vote. If more than one of you attempts to vote, only the vote of the holder whose name first appears on the Cygnus Register will be counted.

Any inquiries in relation to the Scheme Resolution or the Scheme Booklet should be directed to the Company Secretary of Cygnus.

Canadian Non-Registered Owners or Beneficial Shareholders

Canadian beneficial shareholders should be aware that only the Registered Cygnus Shareholders whose names appear on the share register of Cygnus are entitled to vote at the Scheme Meeting. The purpose of the procedures described below is to permit Canadian beneficial shareholders to direct the voting of the Cygnus Shares they beneficially own in accordance with NI 54-101. There are two categories of Canadian beneficial shareholders: Canadian beneficial shareholders who have provided instructions to an intermediary that they do not object to the intermediary disclosing ownership information about them are considered to be non-objecting beneficial owners (**NOBOs**). Canadian beneficial shareholders who have objected to an intermediary providing ownership information are objecting beneficial owners (**OBOs**).

The Notice of Scheme Meeting and proxy-related materials will be sent to intermediaries to be forwarded to all Canadian Non-Registered Owners. The intermediary holding the Cygnus Shares on your behalf has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

OBOs and other Canadian beneficial shareholders receive a voting instruction form (**VIF**), from an intermediary by way of instruction of their financial institution. Detailed instructions of how to submit your vote will be on the VIF.

(a) *Voting Procedures for Canadian Beneficial Shareholders*

Intermediaries (which are usually banks, trust companies, securities dealers or stockbrokers, or clearing agencies in which such an intermediary participates), which are the Canadian Registered Shareholders, can only vote the Cygnus Shares if instructed to do so by the Canadian beneficial shareholders. Every intermediary has

its own mailing procedure and provides its own instructions. You should consider and follow the instructions which your intermediary provides to you (or which are otherwise contained in the contract between you and your intermediary). Typically, a beneficial owner will be given a VIF, which must be completed and signed by the beneficial owner in accordance with the instructions provided by the intermediary. The purpose of such VIF is to give the intermediary permission on how to vote on behalf of or otherwise represent the beneficial owner at the Scheme Meeting. A Canadian beneficial shareholder cannot use the VIF to vote or otherwise represent Shares at the Scheme Meeting.

The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions (**Broadridge**). Broadridge mails the VIFs to the Canadian beneficial shareholders as of the Canadian Beneficial Holder Record Date and asks the Canadian beneficial shareholders to return the VIFs to Broadridge. Broadridge then tabulates the results of all VIFs received from Canadian beneficial shareholders as of the beneficial ownership determination date respecting the Shares to be represented at the Meeting. The VIF must be returned to Broadridge in advance of the Meeting as per the instructions on the VIF in order to have the Shares voted or otherwise represented at the Meeting.

(b) *Voting by Internet, Telephone or Facsimile*

If you are a Canadian beneficial shareholder and have been provided with a VIF from your intermediary, you may be given the option of submitting your voting instructions by telephone or facsimile – follow the instructions on the VIF. You will likely also be able to submit your voting instructions by Internet by accessing the URL or web address as provided in the VIF, entering the control number that appears on the VIF, indicating your vote on each resolution and selecting “final submission”. Any such vote is an instruction to your intermediary as to how you wish to vote. It is not a vote cast by you at the Scheme Meeting.

Your vote **must be received by 2.00 pm (AWST) on Wednesday, 16 September, 2026** or 48 hours (excluding Saturdays, Sundays and statutory holidays in Canada) before the time and day of any adjourned meeting. If you vote by Internet, DO NOT mail back the proxy or the VIF.

Canadian Registered Shareholders should follow the instructions on the Proxy Forms they receive.

Canadian beneficial shareholders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

Cygnus Metals Limited

For personal use only

For personal use only

Annexure E – Comparison of Australian, Canadian and United Kingdom corporate and securities laws

Cygnus is a public company incorporated in Australia and registered in Western Australia under the Corporations Act. Cygnus is admitted to the official lists of the ASX and TSXV.

CAML is a public company incorporated and registered in England and Wales and is subject to the requirements of the UK *Companies Act 2006*. CAML is admitted to trading on AIM.

The rights of Cygnus Shareholders are currently governed by the laws of Australia, the Cygnus Constitution and the listing rules of the ASX and TSXV. Cygnus Shareholders (other than Sale Facility Participants) will, upon implementation of the Scheme, become holders of CAML Shares and their rights as such will be governed by the laws of England and Wales, CAML's Articles of Association (i.e. its constitution) and the AIM Rules for Companies and (if the proposed TSX listing proceeds) the listing rules of TSX.

A comparison of some of the material provisions of Australian, Canadian and English corporate and securities laws as they relate to Cygnus and CAML respectively are detailed below, along with a description of certain securities laws and stock exchange rules where applicable (noting that the listing rules of TSX will only be applicable to CAML if the proposed TSX listing proceeds).

References to 'Australian law' in this Section are references to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules and Australian common law, as applicable.

References to 'English law' in this Section are references to the UK Companies Act 2006, English securities laws and the AIM Rules for Companies, as applicable.

The comparison below is not an exhaustive statement of all relevant laws, rules and regulations and is intended as a general guide only. Cygnus Shareholders should consult with their own legal advisor if they require further information.

Rights of holders of Cygnus Shares	Rights of holders of CAML Shares
Shareholders Meetings	
Requirement of annual meetings; ability to call special meetings	
Under Australian law, Cygnus is required to hold an annual general meeting at least once in each calendar year, and within five months after the end of its financial year. Australian companies are able to hold hybrid meetings and, if the company's constitution provides for it, wholly virtual meetings. Hybrid meetings are meetings that use virtual technology to facilitate the meeting but also have one or more physical places at which the meeting is held. This means members can choose to attend in person or participate remotely using virtual technology. A general meeting of Cygnus Shareholders may be called from time to time by the Board, Cygnus Directors or by Cygnus Shareholders in the circumstances set out below: • when requested to do so by Cygnus Shareholders holding at least 5% of the votes that may be cast at the meeting, Cygnus Directors must call a general meeting within 21 days after the request is	Under the UK Companies Act 2006, CAML is required to hold an annual general meeting within six months after the end of its financial year. English companies can hold hybrid meetings but are not currently able to hold wholly-virtual meetings. A general meeting of CAML Shareholders may be called from time to time by the CAML Board, CAML Directors or by CAML Shareholders in the circumstances set out in the UK Companies Act 2006, being when requested to do so by CAML Shareholders holding at least 5% of the votes that may be cast at the meeting or at least 5% of the paid-up capital carrying voting rights. CAML Directors must call a general meeting within 21 days after the request is given to CAML, and the meeting must be held not later than 28 days after the date of the notice convening the meeting (unless the requisitionists consent in writing to a later date being fixed).

For personal use only

given to Cygnus, and the meeting must be held not later than two months after the request is given; or • alternatively, Cygnus Shareholders holding at least 5% of the votes that may be cast at the meeting may themselves call, and arrange to hold, a general meeting of Cygnus at the company's expense. As a TSXV-listed issuer, Cygnus must also hold an annual meeting by the earlier of the time required by applicable law and 18 months after incorporation or amalgamation, and thereafter at least once every 15 months or such earlier date as required by applicable laws. Cygnus is required to send proxy related materials to its shareholders in accordance with Canadian securities laws, which includes the requirement to mail meeting materials to beneficial owners at least 21 days prior to the shareholder meeting.	If the CAML Directors fail to convene a general meeting (or the directors call a general meeting to consider part only of the specified matters) in accordance with those requirements then the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting and their reasonable expenses in doing so must be reimbursed by CAML. TSX rules also require CAML to hold its annual meeting within six months after the end of its financial year, or at such earlier date as required by applicable laws. CAML will be required to send proxy related materials to its shareholders in accordance with Canadian securities laws, which includes the requirement to mail meeting materials to beneficial owners at least 21 days prior to the shareholder meeting.
Business at annual general meetings	
Under the Corporations Act and the ASX Listing Rules, the business at Cygnus' annual general meeting (**AGM**) typically includes: consideration of the annual financial report and directors' and auditor's reports; election of directors; adoption of the remuneration report (non-binding advisory vote, subject to the "two strikes" rule); and any other business of which notice has been given. Under the Cygnus Constitution, it is not necessary for an AGM notice to state that business includes consideration of the annual financial report, election of directors, or appointment/remuneration of the auditor. TSXV rules require that the Board: • present the audited annual financial statements for Cygnus Shareholders to approve • permit Cygnus Shareholders to vote on the appointment of auditors • permit Cygnus Shareholders to vote on the election of directors TSXV corporate-governance requirements prohibit entrenchment mechanisms such as staggered board elections or mandatory slate voting where shareholders are not permitted to vote for directors individually.	Routine business at CAML's AGM would typically include: receiving the annual accounts and directors' and auditor's reports; reappointment of auditors and authority for the directors to set auditors' remuneration; re-election of directors (which, in accordance with the Quoted Companies Alliance Corporate Governance Code (**QCA Code**), should be put to shareholders on an annual basis); declaration of a final dividend (if any); and authority to allot shares and disapply pre-emption rights (if sought). In addition, pursuant to the QCA Code, CAML is required to provide shareholders with an advisory vote on CAML's forward-looking Directors' Remuneration Policy at least every three years. TSX rules would also require directors to be elected annually and individually and, in an uncontested election, any director who does not receive a majority of votes cast in their favour (50% + 1 vote) would generally be expected to tender their resignation. TSX rules require an issuer to adopt a majority voting policy unless it otherwise satisfies majority voting requirements in a manner acceptable to TSX. Following a shareholders' meeting where directors have been elected, CAML must forthwith issue a news release detailing the results showing the % of votes cast for and against each director. CAML must immediately send a copy of the news release to the TSX if one or more directors is not elected by at least a majority of the votes cast.
Notice of meeting	
As Cygnus is listed on ASX, a notice of a general meeting of Cygnus Shareholders must be given at least 28 days before the date of the meeting. Cygnus is only required to give notice of the meeting to Cygnus Shareholders entitled to vote at the meeting, the Cygnus Directors and Cygnus' auditor(s). Where notice is served personally, service of notice is taken to be effected when delivered. Where notice is sent by post, service is taken to be effected on the day after the date of its posting. Where notice is sent by electronic mail, service is taken to be effected if the	The CAML Articles provide that in the case of the annual general meeting at least 21 clear days' notice and in the case of all other general meetings at least 14 clear days' notice convening the meeting must be given (exclusive in each case of the day on which the notice is served or deemed to be served and of the day for which the notice is given). Where a notice or other document or information is given, sent, supplied, delivered or provided by CAML by post, service of the notice or other document or information shall be deemed to be effected by properly

For personal use only

sender receives a confirmation of delivery and is taken to be given on the business day after the day on which it is sent. Notice of the meeting may be given electronically to certain Cygnus Shareholders. TSXV rules related to shareholder meetings will generally apply and defer to Canadian securities laws. Canadian proxy rules govern the delivery of proxy-related materials to shareholders in connection with shareholder meetings. Cygnus is required to send proxy-related materials to its shareholders in accordance with applicable Canadian securities laws and meeting materials are required to be mailed to beneficial owners at least 21 days prior to the shareholder meeting date. Under Canadian securities laws, electronic delivery by way of what is referred to as "notice-and-access" may be utilized but requires notifications and filings well in advance of record dates for the meeting, particularly in relation to the first time use of the notice-and-access procedures.	addressing, prepaying, and posting it, or a letter containing the notice or other document or information, and to have been effected at the latest at the expiration of 24 hours after posting if first-class post was used and at the latest at the expiration of 48 hours after posting if first-class post was not used. Where a notice or other document or information is given, sent, supplied, delivered or provided by CAML by electronic means, service of the notice or other document or information shall be deemed to be effected by sending it by electronic means to an address for the time being notified to the person giving the notice or other document or information or as otherwise permitted by the statutes for that purpose, and to have been effected at the latest at the expiration of 24 hours from when it was sent (even if CAML subsequently sends a hard copy of such notice, document or information by post). Notice of the meeting may be given electronically to certain CAML Shareholders. TSX rules related to shareholder meetings will generally apply and defer to Canadian securities laws. Canadian proxy rules will govern the delivery of proxy-related materials to shareholders in connection with shareholder meetings. CAML will be required to send proxy-related materials to its shareholders in accordance with applicable securities laws and meeting materials are required to be mailed to beneficial owners at least 21 days prior to the shareholder meeting date. Under Canadian securities laws, electronic delivery by way of what is referred to as "notice-and-access" may be utilized but requires notifications and filings well in advance of record dates for the meeting, particularly in relation to the first time use of the notice-and-access procedures.
Quorum requirements	
The quorum for a meeting under the Cygnus Constitution is satisfied by two Cygnus Shareholders attending, whether present in person, by proxy, attorney or representative. If within 30 minutes after the time appointed for a meeting, a quorum is not present, the meeting: • if convened on a requisition, is dissolved; and • in any other case, stands adjourned to such day, and at such time and place, as the Cygnus Directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place. If at an adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.	The quorum for a meeting under the CAML Articles is satisfied by two CAML Shareholders attending, whether present in person or by proxy and entitled to vote. If within five minutes (or such longer time as the chairman of the meeting may decide) from the time appointed for a meeting, a quorum is not present, the meeting, if convened by or upon the requisition of CAML Shareholders, shall be dissolved. In any other case it shall stand adjourned to such day, time and place as the chairman of the meeting shall appoint. If at such adjourned meeting a quorum is not present within five minutes from the time appointed therefor, the CAML Shareholder(s) present in person or by proxy and entitled to vote shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
Passing resolutions at a general meeting	
Under Australian law, a resolution at a general meeting of Cygnus Shareholders is to be passed by a simple	Under English law, an ordinary resolution at a general meeting of CAML Shareholders is to be passed by a

For personal use only

majority of votes cast by the Cygnus Shareholders present and voting at the meeting. The Corporations Act and Cygnus Constitution require certain matters to be resolved by a company by special resolution, including: • an amendment to the company's constitution; • the change of the company's name; • a selective reduction of capital or selective share buy back; • the conversion of ordinary shares into preference shares; and • a decision to wind up the company voluntarily. In accordance with the Corporations Act, in order for a special resolution to be passed by Cygnus Shareholders, it must be approved by at least 75% of the votes cast by shareholders entitled to vote. Any security reclassification or amendment to Cygnus' constitutional documents affecting its share capital or rights require conditional acceptance from the TSXV before implementation. If any proposed matter or transaction to be submitted to shareholders for approval also requires the acceptance of the TSXV, Cygnus must obtain this acceptance (or conditional acceptance) before mailing the meeting materials to the Cygnus Shareholders. TSXV rules may require shareholder approval, including minority approval under TSXV Policy 5.9 and MI 61-101, for certain private placements, related party transactions, business combinations or transactions that create a new control person.	simple majority of votes cast by the CAML Shareholders present and voting at the meeting. The UK Companies Act 2006 and CAML Articles require certain matters to be resolved by a company by special resolution, including: • an amendment to the CAML Articles; • the change of the company's name; • a reduction of capital; • the conversion of ordinary shares into preference shares; and • a decision to wind up the company voluntarily. In accordance with the UK Companies Act 2006, in order for a special resolution to be passed by CAML Shareholders, it must be approved by at least 75% of the votes cast by shareholders entitled to vote. Certain types of amendments to CAML's constitutional documents and transactions may also require pre-clearance with the TSX. If any proposed matter or transaction to be submitted to shareholders for approval also requires the pre-clearance or acceptance of the TSX, CAML must obtain this pre-clearance or acceptance before mailing the meeting materials to the CAML Shareholders. Any security reclassification requires the filing of certain materials with the TSX and will not become effective for trading purposes until the opening of business two or three trading days after the later date upon which all required documents are received by TSX and the date the letters of transmittal are mailed to securityholders. TSX rules require that certain share issuances resulting in 25% or greater dilution or certain share issuances to insiders exceeding 10% of the issued and outstanding share capital over a 6 month look back period require shareholder approval. Canadian securities laws may require minority approval for certain related party transactions or business combinations under MI 61-101.
Voting requirements	
In accordance with the Corporations Act, a resolution put to the vote at a meeting of members of listed companies must be decided on a poll (and not a show of hands) if: • the notice of the meeting set out an intention to propose the resolution and stated the resolution; • the company has given notice of the resolution in accordance with the requirements under the Corporations Act for members' resolutions; or • a poll is demanded.	There is no requirement under the UK Companies Act 2006 or the AIM Rules for any votes to be decided on a poll. However, a resolution put to the vote at a meeting of CAML Shareholders must be decided on a poll (and not a show of hands) if demanded in accordance with the CAML Articles i.e. demanded by: the chairman of the meeting; at least five members present in person or by proxy and entitled to vote; member or members entitled to vote and holding or representing by proxy at least one-tenth part of the total voting rights of all the members having the right to vote at the meeting; or a member or members holding shares conferring a right to vote at the meeting on which an aggregate sum has been paid up equal to

For personal use only

Each Cygnus Share confers a right to vote at all general meetings. Cygnus Shareholders may vote in person (or, where a member is a body corporate, by its representative), by not more than two proxies, or by not more than two attorneys. On a show of hands, every person present at a meeting of members who is a Cygnus Shareholder or a proxy, attorney or representative of a Shareholder has one vote. If a poll is held, every person present who is a Cygnus Shareholder or a proxy, attorney or representative of a Cygnus Shareholder has: • one vote for every fully paid Cygnus Share held; and • a fraction of a vote for each partly paid Cygnus Share held, equivalent to the proportion which the amount paid is of the total amounts paid and payable in respect of those shares (excluding amounts credited). Under TSXV rules, where minority approval is required under TSXV Policy 5.9 and MI 61-101, votes attached to interested or related parties may need to be excluded from the approval calculation.	not less than one-tenth of the total sum paid up on all the shares conferring that right. At a general meeting a resolution put to the vote shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded in accordance with the CAML Articles. On a show of hands every member present (who (being an individual) is present in person or (being a corporation) is present by a representative not being himself a member) or each proxy present shall have one vote and on a poll every member who is present in person or each proxy present shall have one vote for every share of which he is the holder. There is no concept in English law of a fraction of a share or a fraction of a vote. Under Canadian securities laws, if minority approval is required under MI 61-101, votes attached to interested or related parties may need to be excluded from the approval calculation.
Shareholders' rights to bring a resolution before a meeting	
Under the Corporations Act, Cygnus shareholders who hold at least 5% of the total voting power, or a group of at least 100 members entitled to vote, can formally propose a resolution to be moved at a general meeting. If the company has been given notice of a members' resolution, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.	Under the UK Companies Act 2006, CAML shareholders have the right to require CAML to circulate and move proposed resolutions at AGMs. To formally require the board to circulate a resolution, the requesting shareholders must meet either of the following thresholds: • hold at least 5% of the total voting rights of all members eligible to vote on the resolution; or • be at least 100 members who are entitled to vote on the resolution, each holding shares on which an average sum of at least £100 has been paid up.
Shares	
Share capital	
Under Australian law there is no concept of authorised capital or par value.	Under English law, every share in a limited company having a share capital must have a fixed nominal value. Shares in a limited company having a share capital may be denominated in any currency, and different classes of shares may be denominated in different currencies. The concept of authorised share capital was abolished (for both public and private companies) with effect from 1 October 2009. Under the CAML Articles, the Company may issue shares with such rights (including preferred, deferred or other special rights) or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination, as the Directors may determine).

For personal use only

Purchase of own shares	
Under the Corporations Act, Cygnus may buy back its shares under a specific buy-back scheme: • if the buy-back does not materially prejudice Cygnus' ability to pay its creditors; and • Cygnus follows the procedures set out in the Corporations Act. Share buy-backs that intend to buy-back more than 10% of the votes attaching to the smallest number of shares in the previous 12 months require approval by Cygnus Shareholders by way of ordinary resolution. The form of Shareholder approval (e.g. ordinary resolution or special resolution) required depends on the method of buy-back undertaken under the Corporations Act, absent limited exceptions (e.g. for equal access buy-backs that do not exceed certain thresholds). The notice period and the disclosure requirements applying to such shareholder approval depends on the type of buy-back. Generally, buy-back schemes can be characterised as minimum holding, equal access, selective, on market or relating to employee share schemes. If Cygnus undertakes share buy-back through the facilities of the TSXV, it would also need to comply with TSXV normal course issuer bid requirements, including filing the prescribed notice and satisfying continued-listing requirements. A normal course issuer bid on the TSXV is limited to a maximum time period of one year. In addition, (i) total purchases over any 30 day period cannot exceed 2% of the total issued and outstanding Cygnus Shares at the time the purchases are made, and (ii) total purchases over the 12 month period cannot exceed the greater of 10% of the public float (as defined in the TSXV corporate finance manual) and 5% of the total issued and outstanding Cygnus Shares (calculated in each case as at the first day of the 12 month period). In addition, compliance with Canadian securities laws applicable to issuer bids may also be required.	Under the UK Companies Act 2006 a company may seek authority from its shareholders to make "market purchases" of its own shares, that is (broadly speaking) shares purchased on a "recognised investment exchange". AIM is not a "recognised investment exchange" for the purposes of the UK Companies Act 2006, and accordingly market purchases by CAML on AIM would need to be conducted as "off-market purchases" which require approval by way of special resolution. The UK Companies Act 2006 provides that the terms of the proposed contract for an off-market purchase must first be authorised by a special resolution of the company before the contract is entered into. A copy of the proposed contract must be available for inspection by members at the registered office of the company for at least 15 days ending with the date of the relevant general meeting, and at the meeting itself. The authority may be varied, revoked or from time to time renewed by special resolution of the company. As a public company, CAML is only permitted to finance purchases of CAML Shares from: its distributable profits; or the proceeds of a fresh issue of shares (if the fresh issue was made for the purposes of the buyback). If CAML undertakes share buy-backs through the facilities of the TSX, it would also need to comply with TSX normal course issuer bid requirements, including filing of prescribed notices and satisfying continued listing requirements, and applicable Canadian-law constraints on repurchases (issuer bids). A normal course issuer bid on the TSX is one that meets the following criteria: (i) total purchases during the same trading day do not exceed the greater of 25% of the average daily trading volume of that security and 1,000 securities, (ii) total purchases during the preceding 30 days are not greater than 2% of the total issued and outstanding securities at the date of acceptance of the normal course issuer bid by the TSX, and (iii) total purchases over the 12 month period from the date of commencement of the normal course issuer bid do not exceed the greater of 10% of the public float or 5% of the total issued and outstanding securities (calculated in each case as at the commencement of the normal course issuer bid).
Transfer of shares	
Under the Cygnus Constitution, the Directors may refuse to register any transfer of Shares in certain circumstances, including where: • the ASX Listing Rules permit or require Cygnus to do so; or • the transfer is a transfer of restricted securities which is or might be in breach of the ASX Listing Rules or any escrow agreement entered into by Cygnus in relation to such restricted securities pursuant to the ASX Listing Rules.	Under the CAML Articles the CAML Directors may, in their absolute discretion, refuse to register any transfer of any share which is not a fully-paid share (whether certificated or uncertificated) provided that, where any such shares are admitted to the Official List of the Financial Conduct Authority or to AIM, such discretion may not be exercised in a way which the Financial Conduct Authority or the London Stock Exchange regards as preventing dealings in the shares of the relevant class or classes from taking place on an open and proper basis. The CAML Directors may likewise refuse to register any transfer of a share (whether certificated or uncertificated), whether fully-paid or not, in favour of more than four persons jointly. In relation to a certificated share, the CAML Directors may

Where the Cygnus Directors refuse to register a transfer, they shall send notice of the refusal and the precise reasons for the refusal to the transferee in accordance with the ASX Listing Rules. Cygnus Shares issued pursuant to Canadian prospectus exemptions will generally be subject to a four month hold period under Canadian securities laws where NI 45-102 applies in addition to a TSXV four month hold period legend.	decline to recognise any instrument of transfer unless: the instrument of transfer is left at the Office, accompanied by the certificate(s) of the shares to which it relates and such other evidence as the CAML Directors may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of share. CAML Shares issued pursuant to Canadian prospectus exemptions will generally be subject to a four-month hold period under Canadian securities laws where NI 45-102 applies.

For personal use only

For personal use only

Issue of new shares	

Typically, a constitution would authorise the board to approve the issue of new shares, with such rights or restrictions as the directors determine in their discretion (subject to restrictions under the ASX Listing Rules and the Corporations Act).
 	
Subject to specified exceptions (such as pro rata rights or entitlements to existing shareholders), ASX Listing Rule 7.1 restricts Cygnus from issuing, or agreeing to issue, more equity securities (including shares and options), than the number calculated as follows in any 12 month period without the approval of Cygnus Shareholders:
 	
• 15% of the total of:
  • the number of Cygnus Shares on issue 12 months before the date of the issue or agreement; plus
  • the number of Cygnus Shares issued in the 12 months under a specified exception; plus
  • the number of partly paid ordinary Cygnus Shares that became fully paid in the 12 months; plus
  • the number of Cygnus Shares issued in the 12 months with Cygnus Shareholder approval; less
  • the number of Cygnus Shares cancelled in the 12 months,
• less the number of equity securities issued or agreed to be issued in the 12 months before the date of issue or agreement to issue but not under a specified exception or with Cygnus Shareholder approval.
 	
Under the Cygnus Constitution, the Cygnus Directors may issue shares to any person at such times and on such conditions as they think fit, subject to the Corporations Act, the ASX Listing Rules and the Cygnus Constitution.
 	
Under the TSXV rules, new issuances of Cygnus Shares require approval of the TSXV. Prospectus offerings and prospectus exempt offerings are subject to TSXV pricing rules and shareholder approval where the issuance creates a new control person. Securities issued may also be subject to a four-month Canadian hold period in addition to a TSXV four month hold period legend.
	Subject to certain limited exceptions, the UK Companies Act 2006 prohibits directors from exercising any power of the company to allot shares (or to grant rights to subscribe for, or to convert any security into, shares) in the company (whether for cash or non-cash consideration) unless they do so in accordance with the UK Companies Act 2006 or are authorised by the members to do so, either by shareholder resolution or by the articles of association.
	
	In addition, the UK Companies Act 2006 sets out pre-emption rights for issues of ordinary shares in a company, or rights to subscribe for, or to convert securities into, ordinary shares for cash unless: (1) the company has made an offer to each person who holds ordinary shares in the company to allot to them on the same or more favourable terms a proportion of those securities that is as nearly as practical to the proportion in nominal value held by them of the ordinary share capital of the company; and (2) the period during which any such offer may be accepted has expired or the company has received notice of the acceptance or refusal of every offer so made. The statutory pre-emption rights may be disapplied in its articles of association or by the passing of a special resolution by the shareholders in general meeting.
	
	The CAML Articles provide that the Directors may allot (with or without conferring a right of renunciation), grant options over, offer or otherwise deal with or dispose of shares in the Company to such persons at such times and generally on such terms and conditions as they may determine.
	
	The general rule in the UK Companies Act 2006 is that a public company (such as CAML) must not allot shares as fully or partly paid up (as to their nominal value or any premium on them) otherwise than in cash unless certain conditions are satisfied.
	
	Under the TSX rules, new issuances of CAML Shares (including those issued under security based compensation arrangements) require approval of the TSX. Prospectus offerings and prospectus exempt offerings are subject to TSX pricing rules and shareholder approval requirements in certain circumstances (i.e. 25% or more dilution or 10% or more issuances to insiders over a 6 month look back period). Securities issued may also be subject to a four-month Canadian hold period.

Variation of class rights	
Under the Cygnus Constitution, and subject to Part 2F.2 of Chapter 2F of the Corporations Act, if at any time the share capital of Cygnus is divided into different classes of Cygnus Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied, whether or not Cygnus is being wound up, with the consent in writing of the holders of three quarters of	The CAML Articles provide that if at any time the share capital is divided into different classes of shares, the rights attached to any class or any of such rights may, subject to the provisions of the Companies Act 2006, and every other statute or subordinate legislation for the time being in force concerning companies and affecting CAML , whether or not CAML is being wound up, be abrogated or varied with the consent in writing

For personal use only

the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of the class. The provisions of the Cygnus Constitution relating to general meetings shall apply so far as they are capable of application and with necessary alterations to every such separate meeting except that a quorum is constituted by two persons who together hold or represent by proxy not less than one-quarter of the issued shares of the class. Any security reclassification or amendment to Cygnus' constitutional documents affecting its share capital or rights require conditional acceptance (or acceptance) from the TSXV before implementation. See “Passing resolutions at a general meeting” above.	of the holders of at least three-quarters in nominal value of the issued shares of that class (excluding any shares of that class held as treasury shares), or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of the CAML Articles relating to general meetings shall, mutatis mutandis, so far as applicable apply, subject to the following provisions: the necessary quorum at any such meeting, other than an adjourned meeting, shall be two persons present holding at least one-third in nominal value of the issued shares of the class in question (excluding any shares of that class held as treasury shares) and at an adjourned meeting one person present holding shares of the class in question; and any holder of shares of the class in question present in person or by proxy may demand a poll. The special rights conferred upon the holders of any shares or class or group of shares issued with preferred or other rights shall not, unless otherwise expressly provided by the conditions of issue, be deemed to be modified by the creation or issue of further shares ranking pari passu with them. Changes affecting CAML's constitutional documents, listed securities or capital structure may also require TSX pre-clearance or acceptance before implementation. Any security reclassification requires the filing of certain materials with the TSX and will not become effective for trading purposes until the opening of business two or three trading days after the later date upon which all required documents are received by TSX and the date the letters of transmittal are mailed to securityholders. See “Passing resolutions at a general meeting” above.
Protection of minority shareholders	
Under the Corporations Act, any Cygnus Shareholder can bring an action in cases of conduct which is contrary to the interests of Cygnus Shareholders as a whole, or oppressive to, unfairly prejudicial to, or unfairly discriminatory against, any Cygnus Shareholder(s), whether in their capacity as a shareholder or in any other capacity. Former Cygnus Shareholders can also bring an action if it relates to the circumstances in which they ceased to be a Cygnus Shareholder. A statutory derivative action may also be instituted by a Cygnus Shareholder, former Cygnus Shareholder or person entitled to be registered as a shareholder of Cygnus. In all cases, leave of the Court is required. Such leave will be granted if the Court is satisfied that: it is probable that Cygnus will not itself bring the proceedings or properly take responsibility for them or for the steps in them; the applicant is acting in good faith; it is in the best interests of Cygnus that the applicant be granted leave; if the applicant is applying for leave to bring proceedings, there is a serious question to be tried; and either: at least 14 days before making the application, the applicant gave written notice to Cygnus of the intention to apply for leave or	Under the UK Companies Act 2006, a shareholder of a company may petition for relief where either: (1) the affairs of the company are being, or have been, conducted in a manner that is unfairly prejudicial to the interests of shareholders generally, or some part of its shareholders, in their capacity as such (including at least that shareholder); or (2) an actual or proposed act or omission of the company is or would be so prejudicial. Once a court is satisfied that a petition is well founded, it may make an order to give relief in respect of the matters complained of. The most common order is for the shares of the petitioning member to be bought by other members of the company or (in rare cases) the company itself. Unfair prejudice petitions may be presented by: (1) shareholders of a company; or (2) non-shareholders to whom shares in a company have been: transferred by the execution and delivery of a proper instrument of transfer (but the transferee has not yet been entered on the register of members; or transmitted by operation of law (for example, to a trustee in bankruptcy or to the personal representatives of a deceased member). It is

For personal use only

the reasons for applying; or it is otherwise appropriate to grant leave. In connection with certain business combination or related party transactions, Canadian securities laws MI 61-101 may require enhanced disclosure, a formal valuation and/or minority approval.	for the petitioner to establish standing, to the court's satisfaction. It is therefore not possible for an unfair prejudice action to be brought by a shareholder (or former shareholder) on behalf of the company. However, it is possible for a CAML Shareholder to commence proceedings seeking relief on behalf of CAML. Such a claim would have to be brought as a derivative claim under the UK Companies Act 2006. A derivative claim is a claim that is brought by a member (usually a minority shareholder) in the name of and on behalf of the company, and not in the member's personal capacity. A derivative claim may only be brought in respect of a cause of action arising from an actual or proposed act or omission by a director (which includes a former or shadow director) of the company involving any: negligence; default; breach of duty; or breach of trust. The permission of the court is required for a member to continue a claim as a derivative claim. There is no minimum number of shares that must be held but the court will look at the size of the shareholding in deciding whether or not to exercise its discretion to permit a derivative claim to be continued. In connection with certain business combination or related party transactions, Canadian securities laws MI 61-101 may require enhanced disclosure, a formal valuation and/or minority approval.
Payment of dividends and distributions	
In accordance with the Corporations Act, Cygnus must not pay a dividend unless: • Cygnus' assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend; • the payment of the dividend is fair and reasonable to Cygnus Shareholders as a whole; and • the payment of the dividend does not materially prejudice Cygnus' ability to pay creditors. Subject to the Corporations Act and the Cygnus constitution, the Cygnus Directors may decide to pay a dividend to the Cygnus Shareholders entitled to the dividend. Cygnus Directors may rescind a decision to pay a dividend if they decide before the payment date, that Cygnus' financial position no longer justifies the payment. TSXV rules require prompt disclosure by way of news release and notification to TSXV (each in a form and content as prescribed by the TSXV rules) together with form filings as soon as a dividend is declared and at least five trading days in advance of the dividend record date. Consideration must also be had as to whether such dividend or distribution constitutes a material change so as to require compliance with the Canadian filing of a material change report (within 10 days of the material change).	Under the UK Companies Act 2006, CAML may only make a distribution out of "profits available for the purpose". A company's profits available for the purpose of a distribution are its "accumulated, realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated realised losses, so far as not previously written off in a reduction or reorganisation of capital duly made". A company determines whether it has any or sufficient profits available for distribution by reference to a set of accounts, known as "relevant accounts", setting out the items by which the distributable reserves of the company are determined at a particular date. Usually, the "relevant accounts" are the last audited accounts of a company. In addition, because CAML is a public limited company, the UK Companies Act 2006 provides that it can only make a distribution if, both before and after that distribution is made, the amount of its net assets is at least equal to the aggregate of its called-up share capital and undistributable reserves. The CAML Articles provide that the Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors. The Directors may from time to time pay such interim dividends as they think fit. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of the Statutes. TSX rules require prompt notification to the TSX of any declaration of a dividend or distribution together with a form filing and in any event at least five trading days in advance of the dividend record date. Consideration must also be had as to whether such dividend or distribution constitutes material information or a

	material change so as to require compliance with Canadian timely-disclosure obligations, including immediate public disclosure and, where applicable, a material change report filing (within 10 days of the material change).
Directors and officers	
Corporate governance	
As an ASX-listed entity, Cygnus must comply with the ASX Listing Rules (including Chapter 4 regarding periodic disclosure and Chapter 12 regarding corporate governance). Under the ASX Listing Rules and ASX Corporate Governance Council's Principles and Recommendations (4th Edition), Cygnus is required to disclose the extent to which it has followed the Recommendations on an "if not, why not" basis in its annual report. Canadian securities laws also provide corporate governance guidance under NP 58-201 covering matters such as having majority independent boards, the chair of the board (if any) being independent, having an entirely independent nomination committee and compensation committees, the board having a written board mandate and clear position descriptions for the chair of the board, the chair of each board committee and the chief executive officer, implementing board orientation and continuing education processes and adopting a written code of business conduct and ethics (and monitoring compliance with same). On an ongoing basis, the directors and officers of Cygnus must continue to meet the requirements listed in TSXV Policy 3.1 – *Directors, Officers, Other Insiders & Personnel and Corporate Governance*. Audit committee composition and responsibilities are governed by MI 52-110 and require the audit committee to be comprised of a minimum of three members (all of whom are directors), each must be independent and financially literate. Disclosure of corporate governance practices and audit committee information must also be provided in a prescribed form under Form 58-101F1 and Form 52-110F1.	CAML is admitted to trading on AIM and is not subject to the UK Corporate Governance Code (which applies to companies listed in either the equity shares (commercial companies) category or in the closed-ended investment funds category of the Official List of the Financial Conduct Authority and to trading on the Main Market of the London Stock Exchange). However, under AIM Rule 26, CAML is expected to apply a recognised corporate governance code and disclose details of that code and how it complies on its website. CAML may choose to apply the QCA Code, which provides a framework of ten principles for smaller and mid-size quoted companies. Canadian securities laws also provide corporate governance guidance under NP 58-201 covering matters such as having majority independent boards, the chair of the board (if any) being independent, having an entirely independent nomination committee and compensation committees, the board having a written board mandate and clear position descriptions for the chair of the board, the chair of each board committee and the chief executive officer, implementing board orientation and continuing education processes and adopting a written code of business conduct and ethics (and monitoring compliance with same). Audit committee composition and responsibilities are governed by MI 52-110 and require the audit committee to be comprised of a minimum of three members (all of whom are directors), each must be independent and financially literate. Disclosure of corporate governance practices and audit committee information must also be provided in a prescribed form under Form 58-101F1 and Form 52-110F1.

For personal use only

For personal use only

Management of the business of the company	
Under the Cygnus Constitution, the Cygnus Directors are responsible for managing the business of Cygnus and may exercise to the exclusion of the Cygnus shareholders in general meeting all the powers of the Company which are not required, by the Corporations Act, the Cygnus Constitution or, while the Company is listed on the ASX, the ASX Listing Rules, to be exercised by the Cygnus Shareholders in general meeting. TSXV rules require Cygnus to maintain, at a minimum, a chief executive officer, a financially literate (as defined in NI 52-110) chief financial officer and a corporate secretary. A person may act as a CEO and corporate secretary or CFO and corporate secretary of the Cygnus at the same time. However, no person may act as both CEO and CFO of Cygnus at the same time. Directors and officers must on an ongoing basis continue to meet the suitability requirements of the TSXV to act as directors and/or officers.	Under the CAML Articles, the business of CAML shall be managed by the CAML Directors, who may exercise all such powers of CAML as are not by the UK Companies Act 2006 or by the CAML Articles required to be exercised by CAML in general meeting. TSX must be satisfied with the suitability of directors and officers with regard to their experience and technical expertise relevant to the company's business and industry and public company experience. CAML is required to have at least a CEO, a CFO (who is not also the CEO) and a corporate secretary.
Number and election of directors	
Under the Cygnus Constitution, Cygnus must have at least three, but not more than nine, directors at all times (or such lower maximum number as the directors determine, subject to shareholder authorisation if required under the Corporations Act). Cygnus may elect a person as director by resolution passed in a general meeting. At Cygnus' annual general meeting every year, one-third of the directors, or if the number of directors is not a multiple of three, then the number nearest one-third (rounded down) retires from office, excluding the managing director and any director who was appointed by the Cygnus Board since the last annual general meeting. The directors to retire at an annual general meeting are those who have been longest in office since their last election. Any director appointed by the Board must retire at the next annual general meeting following their appointment. A retiring director is eligible for re-election. Cygnus' managing director is exempt from the retirement and election by rotation procedures under the Cygnus Constitution. TSXV corporate-governance requirements require Cygnus to have at least three directors, of whom at least two must be independent. TSXV corporate governance requirements also prohibit entrenchment mechanisms such as staggered board elections and mandatory slate voting where shareholders are not permitted to vote for directors individually.	Under the CAML Articles, unless and until otherwise determined by ordinary resolution of CAML in general meeting, the number of CAML Directors shall not be more than 16 nor less than 2. The Company may by ordinary resolution from time to time vary the minimum number and/or maximum number of Directors. Under the CAML Articles, the CAML Directors may appoint any person to be a CAML Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of CAML Directors does not exceed the maximum number fixed by or in accordance with the CAML Articles. A CAML Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for reappointment. In addition, CAML may by ordinary resolution elect any person to be a CAML Director, either to fill a casual vacancy or as an addition to the existing board of CAML. Under the CAML Articles, at every annual general meeting, there shall retire from office any Director who shall have been a Director at each of the preceding two annual general meetings and who was not appointed or re-appointed by CAML in general meeting at, or since, either such meeting. A retiring Director shall be eligible for re-appointment. Because CAML is an AIM company, it is not required to comply with the UK Corporate Governance Code (which applies to Main Market companies). However, CAML chooses to apply the QCA Code, which mandates annual re-election of all directors. TSX rules require CAML to have at least two independent directors. TSX rules would also require directors to be elected annually and individually and, subject to applicable exceptions, by a majority of the votes cast (50%+1 vote). See "Business at Annual General Meetings" above.
Removal of directors	

For personal use only

Cygnus Shareholders may remove a director before their period of office ends by passing an ordinary resolution to do so at a general meeting. The resolution must be passed by a majority of the votes cast by Cygnus Shareholders present and voting at the meeting. Under the Corporations Act, the Cygnus Directors cannot themselves remove another Cygnus Director from their office or require a Cygnus Director to vacate their office. The TSXV rules require directors to continue to meet suitability and eligibility criteria. Any change to the directors or officers must be disclosed by way of a news release.	Under the UK Companies Act 2006, CAML Shareholders may remove a director before their period of office ends by passing a resolution to do so at a general meeting. That power exists notwithstanding anything in any agreement between the company and the director. The resolution must be passed by a majority of the votes cast by CAML Shareholders present and voting at the meeting. A CAML Director whom it is proposed be removed by ordinary resolution of the members of CAML at a general meeting under the UK Companies Act 2006 is entitled to be heard on the removal resolution at the general meeting. In addition, that director may make representations in writing, of a reasonable length, and request their notification to members of CAML. Such removal shall be without prejudice to any claim such CAML Director may have for damages for breach of any contract of service between him and the Company. The CAML Articles also provide that the office of a CAML Director shall be vacated if: • a bankruptcy order is made against him; • he becomes prohibited by law from acting as a Director; • an order is made on the ground of mental disorder; • he resigns his office by notice to the Company; • he fails to attend meetings for six successive months without leave; or • his resignation is requested by all of the other Directors. The TSX rules require directors to continue to meet suitability and eligibility criteria. Any change to the directors should be disclosed if the change is considered to be material information.
Residency of directors	
Under the Corporations Act, public companies must have at least three directors, at least two of which ordinarily reside in Australia.	Neither the UK Companies Act 2006 nor the CAML Articles impose any residency requirement for the CAML Directors.
Remuneration of directors and officers	
Under the ASX Listing Rules, the maximum amount to be paid to Cygnus Directors for their services as Cygnus Directors (other than the salary of an executive director) is not to exceed the amount set by the Board or approved by Cygnus Shareholders in a general meeting. Under the Cygnus Constitution, the total aggregate fixed sum per annum to be paid to directors (excluding salaries of executive directors) shall initially be no more than $300,000 and may be varied by the Company in general meeting. Under the Corporations Act, a listed company (such as Cygnus) must put its remuneration report to a shareholder vote at its annual general meeting. If, at	The CAML Articles provide that the Directors shall be paid out of the funds of the Company by way of fees for their services as Directors such sums (if any) as the Directors may from time to time determine and such remuneration shall be divided between the Directors as they shall agree or, failing agreement, equally. Any Director who is appointed to any executive office or who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

For personal use only

two consecutive annual general meetings, 25% or more of the votes cast on the resolution to adopt the remuneration report vote against the resolution, a spill resolution must then be put to shareholders. A spill resolution is a resolution put to the members that states: • a spill meeting be held within 90 days; and • all directors (other than the managing director who is exempt from the retirement by rotation requirements) cease to hold office immediately before the end of the spill meeting; and • resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting. If the spill resolution is approved by the majority of votes cast on the resolution, a spill meeting will be held, at which directors wishing to remain directors must stand for re-election. Security based compensation arrangements must comply with the TSXV's requirements applicable to such plans and must be approved by TSXV and shareholders. If a security based compensation plan is not a "fixed" but a "rolling" plan, the plan must be approved by Cygnus Shareholders at the time such plan is implemented and yearly thereafter, at Cygnus' annual meeting of Cygnus Shareholders.	Because CAML is an AIM company, it is not required under the UK Companies Act 2006 to prepare a directors' remuneration report or to put a remuneration policy to a binding shareholder vote (those requirements apply only to quoted companies listed on a regulated market such as the Main Market). However, under the AIM Rules, CAML is expected to have regard to the QCA Code, which recommends disclosure of directors' remuneration. As a TSX listed issuer and "reporting issuer", Canadian securities laws require prescribed disclosure of director and executive compensation and the related decision-making process in compliance with Form NI 51-102F6. Security based compensation arrangements must comply with the TSX's requirements applicable to such plans, including prescribed disclosure, and must be approved by TSX and shareholders. If a security based compensation plan is not a "fixed" but a "rolling" plan, unallocated entitlements must be approved by the majority of CAML's directors and CAML shareholders every three years under TSX rules.
Retirement benefits	
The Corporations Act provides that, in respect of termination benefits payable to a company director or key management personnel, shareholder approval is required if the total value of the benefits exceed one year of that person's base salary. Under the Cygnus Constitution, the directors may, subject to the Listing Rules and the Corporations Act: at any time after a director dies or otherwise ceases to hold office as a director, pay to the director or a legal personal representative, spouse, relative or dependant of the director, a pension or lump sum payment for past services rendered by that director; and cause the Company to enter into a contract with the director for the purpose of providing for or giving effect to that payment. The directors may establish or support, or assist in the establishment or support of, funds and trusts to provide pension, retirement, superannuation or similar payments or benefits to or in respect of the directors or former directors. If retirement or pension benefits are provided to directors or executives, Canadian executive-compensation rules would require disclosure under Form 51-102F6. See "Remuneration of directors and officers" above.	The CAML Articles provide that the Directors may exercise all the powers of the Company to give or award pensions, annuities, gratuities or other retirement, superannuation, death or disability allowances or benefits to (or to any person in respect of) any persons who are or have at any time been Directors of the Company or of any body-corporate which is or was a subsidiary undertaking or a parent undertaking of the Company or otherwise associated with the Company, and to the spouses, civil partners, former spouses, former civil partners, children and other relatives and dependants of any such persons and may establish, maintain, support, subscribe to and contribute to all kinds of schemes, trusts and funds (whether contributory or non-contributory) for the benefit of such persons, and so that any Director or former Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such trust, fund or scheme or otherwise). Because CAML is an AIM company and not a quoted company listed on a regulated market, it is not required under the UK Companies Act 2006 to include prescribed pension disclosure in a directors' remuneration report (those requirements apply only to quoted companies). If retirement or pension benefits are provided to directors or executives, Canadian executive-compensation rules would require disclosure under

	Form 51-102F6. See “Remuneration of directors and officers” above.
Auditors – appointment, tenure and removal	
Under the Corporations Act, an auditor of a listed public company such as Cygnus must be a registered company auditor or an authorised audit company. The auditor is appointed by the members at the AGM, or by the directors to fill a casual vacancy (subject to confirmation at the next AGM). The auditor holds office until death, removal, resignation, or cessation of registration. Removal requires a special resolution at a general meeting of which special notice has been given. Under Canadian securities laws, Cygnus must have an auditor that is a participating audit firm for Canadian auditor-oversight purposes. Auditors must be elected or re-elected by Cygnus Shareholders at each annual general meeting of Cygnus Shareholders. There are reporting and disclosure obligations under section 4.11 of NI 51-102 in the event a change in auditor occurs.	Under the CAML Articles, auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes (i.e. the UK Companies Act 2006). Under the UK Companies Act 2006, the auditor of a public company such as CAML is appointed by the members at the AGM. The auditor holds office from the conclusion of one AGM to the conclusion of the next. Removal requires an ordinary resolution at a general meeting, with special notice to the company (28 clear days' notice). Because CAML is an AIM company (not a Public Interest Entity), it is not subject to the EU Audit Regulation's mandatory firm rotation requirements (which apply to PIEs on regulated markets). Under Canadian securities laws, CAML must have an auditor that is a participating audit firm for Canadian auditor oversight purposes. Auditors must be elected or re-elected by CAML Shareholders at each annual general meeting of CAML Shareholders. There are reporting and disclosure obligations under section 4.11 of NI 51-102 in the event a change in auditor occurs.

For personal use only

Releases from liability and indemnification of directors and officers	
Under Australian law, Cygnus cannot: • exempt an officer or auditor from liability to Cygnus incurred in their capacity as an officer or auditor; • indemnify an officer or auditor against a liability owed to Cygnus or a Related Body Corporate; or • indemnify an officer or auditor against the legal costs incurred in defending certain legal proceedings, including proceedings in which the person is found liable to Cygnus or a Related Body Corporate. The Cygnus Constitution contains a provision requiring Cygnus (to the extent permitted by law) to indemnify every current or former Cygnus Director or executive officer of Cygnus against all losses or liabilities incurred by the person as an officer of the Company including, but not limited to, a liability for negligence or for reasonable legal costs on a full indemnity basis. The Cygnus Directors can determine to extend such indemnity to other officers or auditors or former officers or auditors of Cygnus or of its related bodies corporate. The Company may, to the extent permitted by law, purchase and maintain insurance for any such person against any liability incurred by the person as an officer or auditor.	Under the UK Companies Act 2006 any provision by which CAML directly or indirectly provides an indemnity (to any extent) for a CAML Director, or of an associated company, against any liability attaching to him/her in connection with any negligence, default, breach of duty or breach of trust in relation to CAML is void, except that: (1) CAML may purchase and maintain directors' and officers' liability insurance for the CAML Directors; (2) CAML is permitted to indemnify CAML Directors against liability incurred by the director to a person other than CAML or a company associated with CAML (other than in certain cases, principally liability to pay a fine in criminal proceedings or a penalty to a regulatory authority); and (3) CAML may indemnify a CAML Director who is a director of a company that is a trustee of an occupational pension scheme against liability incurred in connection with the company's activities as trustee of the scheme. The CAML Articles provide that, subject to applicable law, every person who is or was at any time a director of CAML or any CAML group company may be indemnified out of the assets of CAML against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers or discretions and/or otherwise in relation thereto or in connection therewith, including any Liability suffered or incurred in disputing, defending, investigating or providing evidence in connection with any actual or threatened or alleged claims, demands, investigations, or proceedings, whether civil, criminal, or regulatory.
Fiduciary duties of directors and officers	

For personal use only

For personal use only

Under Australian law, the directors and officers of a company such as Cygnus are subject to a range of duties including duties to: • act in good faith in the best interests of the company; • act for a proper purpose; • exercise care and diligence in the performance of their duties; • avoid conflicts of interest; • not use their position to gain advantage for themselves or someone else, or to cause detriment to the company; • not misuse information which they have gained through their position to gain advantage for themselves or someone else to cause detriment to the company; and • otherwise act in accordance with the Corporations Act and the Cygnus Constitution. There are no limitations on shareholders' ability to bring claims against Directors for a breach of duty, subject to certain procedural requirements and (in the case of statutory derivative action) the leave of the court. TSXV policies require directors and officers to act honestly and in good faith with a view to the best interests of Cygnus in exercising their powers and discharging their duties. Each director and officer of Cygnus must also exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The directors and officers of Cygnus must also ensure that Cygnus complies with the applicable TSXV requirements, corporate and securities laws.	Under the UK Companies Act 2006, the directors of CAML have the following duties to: • act within powers; • act in good faith to promote the success of CAML for the benefit of the CAML Shareholders as a whole; • exercise independent judgment; • exercise reasonable care, skill and diligence; • avoid conflicts of interest; • not accept benefits from third parties; and • declare an interest in a proposed transaction or arrangement. Directors' duties are owed to the company, and therefore CAML would be the proper claimant for a remedy in respect of breaches of duty by the CAML Directors and it would generally be for CAML Directors to bring proceedings. However, it is possible for a CAML Shareholder to commence proceedings seeking relief on behalf of CAML. Such a claim would have to be brought as a derivative claim under the UK Companies Act 2006 (permission of the court being required for the claim to continue). The CAML Articles provide that the Directors may authorise any matter which would, if not so authorised, constitute or give rise to an infringement of duty by a Director under section 175 of the 2006 Act (duty to avoid conflicts of interest), subject to specified conditions.
Transactions involving directors, officers and related parties	
The Corporations Act prohibits a public company such as Cygnus from giving a related party a financial benefit unless it: • obtains the approval of shareholders and gives the benefit within 15 months after receipt of such approval; or • the financial benefit is exempt. A related party is defined by the Corporations Act to include any entity which controls the public company, directors of the public company, directors of any entity which controls the public company and, in each case, spouses and certain relatives of such persons. Exempt financial benefits include indemnities, insurance premiums and payments for legal costs	Under the UK Companies Act 2006, subject to certain exceptions, the approval of CAML Shareholders is required before CAML can enter into an arrangement with a CAML Director, or a person connected with a CAML Director, for the acquisition or sale of a non-cash asset if the value of the asset exceeds £100,000 or (if less) 10% of CAML's asset value and, in any event, is more than £5,000. If shareholder approval is not obtained, the transaction may be voidable at the option of CAML. The CAML Director concerned and any other CAML Director who authorised the transaction would be liable to account to CAML for any direct or indirect gain and would be required to indemnify CAML in respect of any resulting loss or damage. In addition, the AIM Rules impose additional requirements which apply if CAML, or one of its

For personal use only

which are not otherwise prohibited by the Corporations Act and benefits given on arm's length terms. The ASX Listing Rules prohibit a listed entity such as Cygnus from acquiring a substantial asset (an asset the value or consideration for which is 5% or more of the entity's equity interests) from, or disposing of a substantial asset to, certain related parties of the entity, unless it obtains the approval of shareholders. The related parties include directors, persons who have or have had (in aggregate with any of their associates) in the prior six month period an interest in 10% or more of the shares in the company and, in each case, any of their associates. The provisions also apply where the transaction may be on arm's length terms. The ASX Listing Rules also prohibit a listed entity such as Cygnus from issuing or agreeing to issue equity securities (including shares and options) to a director unless it obtains the approval of shareholders or the share issue is exempt. Exempt share issues include issues made pro rata to all shareholders, under an underwriting agreement in relation to a pro rata issue, under certain dividend or distribution plans or under an approved employee incentive plan. The Corporations Act generally requires a Cygnus Director who has a material personal interest in a matter that relates to the affairs of Cygnus to give the other Cygnus Directors notice of that interest. That Cygnus Director must not be present at a meeting where the matter is being considered or vote on the matter unless the other Cygnus Directors or ASIC approve, or the matter is not one which requires disclosure under the Corporations Act. Under the Corporations Act, failure of a Cygnus Director to disclose a material personal interest, or voting despite a material personal interest, does not affect the validity of the resolution in which the Cygnus Director has an interest. Cygnus Directors, when entering into transactions with Cygnus, are subject to the common law and statutory duties to avoid conflicts of interest. Canadian securities laws for related party transactions under MI 61-101 applies, which may require enhanced disclosure and the requirement to obtain a formal valuation and/or minority shareholder approval for the related party transaction unless there are available exemptions from the foregoing. A related party under Canadian securities laws captures, among other individuals and persons, directors, senior officers and persons with beneficial ownership, control or direction, directly or indirectly, over more than 10% of the outstanding voting securities of an issuer.	subsidiary undertakings, proposes to enter into a related party transaction. A related party is defined in the AIM Rules as: (1) a person who is, or was within the preceding 12 months, a substantial shareholder (broadly speaking, someone who is entitled to exercise, or to control the exercise of, 20% or more of the votes able to be cast at general meetings of CAML or of any other company which is its subsidiary undertaking or parent undertaking or a fellow subsidiary of its parent undertaking); (2) a person who is, or was within the preceding 12 months, a director or shadow director of CAML or of any other company which is its subsidiary undertaking or parent undertaking or a fellow subsidiary of its parent undertaking; (3) a person which exercises significant influence over CAML; or (4) an associate of any such person. For a related party transaction where any percentage ratio under a class test is 5% or more, CAML must obtain approval of the CAML Directors for the transaction before it is entered into (ensuring that any CAML Director who is, or an associate of whom is, the related party or a director of the related party does not take part in the board's consideration or vote), notify a regulatory information service as soon as possible after the terms of the transaction or arrangement are agreed and appoint a sponsor (as defined in the AIM Rules) and confirm that the CAML's sponsor considers the terms to be fair and reasonable as far as the security holders of CAML are concerned. Canadian securities laws for related party transactions under MI 61-101 applies, which may require enhanced disclosure, the requirement to obtain a formal valuation and/or minority shareholder approval for related party transactions unless there are available exemptions from the foregoing. A related party under Canadian securities laws captures, among other individuals and persons, directors, senior officers and persons with beneficial ownership, control or direction, directly or indirectly, over more than 10% of the outstanding voting securities of an issuer.
Insider trading	
Under the Corporations Act, any person who possesses price sensitive information relating to Cygnus or its securities is prohibited (subject to limited exceptions) from buying or selling those securities or procuring others to do so, or from communicating the information to third parties.	Under the UK Criminal Justice Act 1993, a criminal offence is committed if: (1) an insider deals in price-affected securities when in possession of inside information (the dealing offence); (2) an insider encourages another to deal in price-affected securities when in possession of inside information (the encouraging offence); or (3) an insider discloses inside information otherwise than in the proper performance of that person's employment, office or profession (the

Canadian securities laws also prohibit insider trading and tipping while in possession of material non-public information.	disclosing offence). The offences may only be committed where an individual holds "inside information" as an "insider". An individual holds information as an insider if it is, and they know that it is, inside information and they have it, and know that they have it, from an inside source. In addition, UK Market Abuse Regulations (**UK MAR**) contain a prohibition on a person unlawfully disclosing inside information. Under UK MAR "inside information" is information: (1) of a precise nature; (2) which relates directly or indirectly to an issuer or a financial instrument; (3) which has not been made public; and (4) which, if it were made public, would be likely to have a significant effect on the price of the financial instrument (or related derivative financial instruments). Unlawful disclosure arises where a person possesses inside information and discloses that information to any other person, except where the disclosure is made in the normal exercise of a person's employment, profession or duties. Canadian securities laws also prohibit insider trading and tipping while in possession of material non-public information.
Disclosure of substantial shareholdings	
A person who obtains voting power in 5% or more of an ASX listed company is required to publicly disclose that fact within two business days (and the next day, in the case of a takeover bid) after becoming aware of that fact via the filing of a substantial holding notice. A person's voting power consists of their own 'relevant interest' in shares plus the relevant interests of their associates. A further notice must be filed within two business days after each subsequent voting power change of 1% or more, and after the person ceases to have voting power of 5% or more. The notice must attach all documents which contributed to the voting power the person obtained or provide a written description of arrangements which are not in writing. Under the Canadian early-warning regime, a holder that beneficially owns or controls 10% or more of Cygnus' securities would be required to issue a news release and file an early warning report, and further reports would generally be required on each additional 2% increase or decrease while the holder remains above the threshold.	Under the Disclosure Guidance and Transparency Rules (**DTRs**), a person must notify CAML and the UK Financial Conduct Authority (**FCA**) of the percentage of voting rights that it holds as shareholder (or holds or is deemed to hold through its direct or indirect holding of financial instruments) if, as a result of an acquisition or disposal of shares or financial instruments, the percentage of those voting rights reaches, exceeds or falls below 3% and each 1% threshold above 3% up to 100%. Where a person has a notification obligation, they must notify CAML as soon as possible and in any event within two trading days. Note: although CAML's shares are admitted to trading on AIM (which is not a regulated market), the DTR 5 disclosure requirements apply because AIM is a prescribed market for the purposes of DTR 5. CAML must also, at the end of each calendar month during which an increase or decrease occurred, disclose to the public: (i) the total number of voting rights and capital in respect of each class of share which is in issue; and (ii) the total number of voting rights attaching to shares of CAML which are held in treasury (if any). Under the Canadian early-warning regime, a holder that beneficially owns or controls 10% or more of CAML's securities would be required to issue a news release and file an early warning report, and further reports would generally be required on each additional 2% increase or decrease while the holder remains above the threshold.
Takeovers	
Takeover requirements	

For personal use only

For personal use only

Australian law imposes restrictions on a person acquiring interests in the voting shares of Cygnus where, as a result of the acquisition, that person's or someone else's voting power in the company increases from 20% or below to more than 20%, or any increase from a starting point that is above 20% and below 90%. Exceptions to this restriction include an acquisition of no more than 3% of the voting shares in the company within a six month period, an acquisition made with shareholder approval, an acquisition made under a takeover bid conducted in accordance with Australian law or an acquisition that results from a Court-approved compromise or arrangement (such as the Scheme). Takeover bids must treat all shareholders alike and must not involve any collateral benefits. Various restrictions about conditional offers exist under the Corporations Act and there are also restrictions concerning the withdrawal and suspension of offers. Under Canadian securities laws, an acquisition of 20% or more of Cygnus' issued and outstanding voting or equity securities may trigger the takeover-bid regime.	The City Code on Takeovers and Mergers (**UK Takeover Code**) requires a mandatory bid to be made for CAML, unless the UK Panel on Takeover and Mergers **(UK Takeover Panel**) agrees otherwise, if: • a person acquires an interest in shares which (taken together with shares in which that person and its concert party is interested) carry 30% or more of the voting rights of CAML; or • a person (or any member of its concert party) acquires an interest in any shares of the company which increases the percentage of shares carrying voting rights in which that person is interested if, at the time of such acquisition, that person (and any member of its concert party) is already interested in shares carrying at least 30% of the voting rights of CAML but does not hold shares carrying more than 50% of such rights. In certain circumstances the UK Takeover Panel may grant a dispensation from the requirement to make a mandatory bid but usually only the issue of new shares (not on the acquisition of existing shares) and it will normally require the UK Takeover Panel to approve a circular containing certain prescribed information and the approval of the dispensation by independent shareholders voting on a poll. The UK Takeover Panel administers the UK Takeover Code according to certain general principles, including that: all holders of the securities of an offeree company of the same class must be afforded equivalent treatment; and the board of directors of an offeree company must act in the interests of the company as a whole and must not deny the holders of securities the opportunity to decide on the merits of the takeover bid. Under Canadian securities laws, an acquisition of 20% or more of CAML's issued and outstanding voting or equity securities may trigger the takeover-bid regime.
Takeover defence mechanisms	
Under Australian takeovers legislation and policy, boards of target companies are limited in the defensive mechanisms that they can put in place to discourage or defeat a takeover bid. For example, it is likely that the adoption of a shareholders' rights plan (or so-called 'poison pill') would give rise to a declaration of unacceptable circumstances by the Australian Takeovers Panel if it had the effect of frustrating the bid by diluting the existing shares and the control position of an existing shareholder/bidder. The TSXV does not endorse nor prohibit the adoption of shareholder rights plans generally or in connection with any particular take-over bid. Cygnus must comply with National Policy 62-202 – *Take-over Bids – Defensive Tactics* if implementing a shareholder rights plan. If adopted at a time when Cygnus is not aware of any specific take-over bid, the TSXV will not generally object to the plan provided it is ratified by Cygnus Shareholders within six months. If adopted after the announcement or commencement of a takeover bid, the TSXV will defer a review until the	Under the UK Takeover Code, neither the offeree company nor any person acting in concert with it may, without the consent of the UK Takeover Panel enter into any offer-related arrangement with either the offeror or any person acting in concert with it during an offer period or when an offer is reasonably in contemplation. An "offer-related arrangement" means any agreement, arrangement or commitment in connection with an offer, including any inducement fee arrangement or other arrangement having a similar or comparable financial or economic effect, but exclusions include: confidentiality undertakings; non-solicitation of employees, customers or suppliers' undertakings; and irrevocable commitments and letters of intent. The TSX does not endorse nor prohibit the adoption of shareholder rights plans ("poison pills") generally. If adopted at a time when CAML is not aware of any specific take-over bid, the TSX will not generally object to the plan provided it is ratified by CAML Shareholders

For personal use only

appropriate Canadian securities commission has reviewed (in which case shareholder approval or minority protection requirements may apply). Amendments to shareholders rights plans must be filed with the TSXV and shareholder approval for such amendment may be required. Shareholder approval for a private placement undertaken as a defensive tactic to a takeover bid may be required.	within six months. If adopted after the announcement or commencement of a takeover bid, the TSX will defer a review until the appropriate Canadian securities commission has reviewed (in which case shareholder approval or minority protection requirements may apply). Amendments to a shareholders rights plan that has been adopted by CAML cannot be made without TSX consent and may be treated as a new plan that must comply with original requirements. Shareholder approval for a private placement undertaken as a defensive tactic to a takeover bid may be required.
Shareholder Rights	
Notice of members rights to receive documents	
Under the Corporations Act, once each financial year Cygnus must send its members a notice setting out: • the member's right to elect to receive documents in either physical or electronic form; and • the member's right to elect to not be sent certain documents at all. Cygnus may alternatively make the above statements on its website. Canadian securities laws require proxy-related materials to be sent to Cygnus Shareholders and holders will be asked annually and can request annual and interim financial statements and MD&A to be provided by mail. Canadian securities laws require that continuous disclosure documents of Cygnus be filed and available under its corporate profile on SEDAR+.	Under the UK Companies Act 2006, a company may (but is not obliged) to give notice in electronic form. "Electronic form'" means a document or information is sent or supplied in electronic form if it is sent or supplied: by electronic means (e.g. by email or fax); or by any other means while in an electronic form (e.g. sending a disk by post). The CAML Articles contain provisions allowing CAML to serve any notice or other document (including, without limitation, CAML's annual accounts and reports, or any summary financial statements), which may be given by CAML to any member or other person entitled to receive it in such electronic form or by means of a website as the UK Companies Act 2006 may allow from time to time to an address notified by the member. Because CAML is an AIM company (and not a company whose shares are admitted to trading on a regulated market), the UK Companies Act 2006 provisions permitting shareholders to nominate another person to enjoy or exercise certain rights (which apply to "traded companies") do not apply to CAML. Canadian securities laws require proxy-related materials to be sent to CAML Shareholders and holders will be asked annually and can request annual and interim financial statements and MD&A to be provided by mail. Canadian securities laws require that continuous disclosure documents of CAML be filed and available under its corporate profile on SEDAR+.
Statutory rights of action for misrepresentations	
Under the Corporations Act, any shareholder who suffers loss as a result of misleading or deceptive conduct relating to securities can bring an action against the person engaged in the conduct. Similarly, any shareholder who suffers loss as a result of a misleading or deceptive statement contained in a disclosure document (ie. a prospectus) can bring an action against the company, any director or the underwriter to the offer made through the disclosure document. Canadian securities laws provide statutory civil liability rights for misrepresentations in a prospectus, offering memorandum and in the secondary market, for misrepresentations in public disclosure documents or public oral statements.	Under English law, the right to make a claim against directors generally arises in the context of investors being induced by misrepresentations to subscribe for shares (rather than more generally). The Public Offers and Admission to Trading Regulations 2024 imposes liability on responsible persons for untrue or misleading statements made in, or omissions from, a prospectus and gives investors a direct remedy to claim compensation for losses as a result of misleading or omitted information in or from a prospectus. In addition, directors may have criminal liability under the Financial Services Act 2012 if a person: • makes the statement or conceals the facts with the intention of inducing, or is reckless as

For personal use only

	to whether making it or concealing them may induce, another person (whether or not the person to whom the statement is made) to enter into or offer to enter into, or to refrain from entering or offering to enter into, a relevant agreement (which includes any agreement for the sale or purchase of shares) or to exercise, or refrain from exercising, any rights conferred by a relevant investment; or • does any act or engages in any course of conduct which creates a false or misleading impression as to the market in, or the price or value of, any relevant investments, if the person intends to create the impression and, by creating the impression, to induce another person to deal or not to deal in the investments, and/or if the person knows the impression is false or misleading or is reckless as to whether it is and the person intends, by creating the impression, to make a gain for themself or another, or to cause a loss to another person or expose another person to the risk of loss, or the person is aware that creating the impression is likely to result in such a gain or loss. Canadian securities laws provide statutory civil liability rights for misrepresentations in a prospectus, offering memorandum and in the secondary market, for misrepresentations in public disclosure documents or public oral statements.
Right to inspect corporate books and records	
Under the Corporations Act, a shareholder must obtain a court order to obtain access to the corporate books. The Cygnus Constitution provides that Cygnus Directors may determine whether and to what extent, at what time and place and under what conditions, the accounting record and other documents of Cygnus will be open to the inspection of shareholders other than Cygnus Directors.	Under the UK Companies Act 2006, companies are required to keep specified company records available for inspection and, in certain cases, to provide copies of those records on request. In each case, the relevant section of the UK Companies Act 2006 sets out who is entitled to inspect the record in question, and whether or not a fee is payable. Some company records are specified to be open to inspection by anyone (e.g. any register of debenture holders). In other cases, the nature of the record in question means that it is only specified categories of persons who may inspect the record (such as members, directors or creditors of the company). Certain provisions specify the minimum time period for which the relevant record must be retained. In some cases, the right of inspection is subject to compliance with particular conditions. For example, members' details in the register of members are protected by the requirement under the UK Companies Act 2006 that a person wishing to inspect the register demonstrates a “proper purpose” for requesting access. Similar requirements apply in relation to any register of interests disclosed to a public and any register of debenture holders.
Right to inspect register of Shareholders	
Under Australian law, the register of shareholders of a company is usually kept at the registered office or principal place of business in Australia and must be	Under the UK Companies Act 2006, any person has rights to inspect and require a copy of a company's register of members. A person seeking to exercise a

For personal use only

available for inspection by shareholders, free of charge, at all times when the registered office is open to the public. If a person asks Cygnus for a copy of the Cygnus Share Register (or any part of the Cygnus Share Register) and pays the requested fee (up to a prescribed amount), Cygnus must give that person the copy within seven days of the date on which Cygnus receives such payment.	right under s 116 to inspect a register of members or to require a copy of it must make a request to the company to that effect (s 116(3)). By s 116(4), the request must contain the following information: (1) in the case of an individual, his name and address; (2) in the case of an organisation, the name and address of an individual responsible for making the request on behalf of the organisation; (3) the purpose for which the information is to be used; and (4) whether the information will be disclosed to any other person and, if so, the information set out at categories (1) to (3) above with respect to that person. A company must react quickly on receiving a request for inspection or a copy of its register of members under s 116 UK Companies Act 2006. By s 117(1) UK Companies Act 2006, the company must within five working days (as defined in s 1173(1) UK Companies Act 2006) either: comply with the request; or apply to the court for an order directing it not to comply. If the company makes an application to the court, it must notify the person making the request.
Winding-up	
Under Australian law, an insolvent company may be wound up. Directors cannot use their powers after a liquidator has been appointed. If there are funds left over after payment of the costs of the liquidation, and payments to other priority creditors, including employees, the liquidator will pay these to unsecured creditors as a dividend. The shareholders rank behind the creditors (essentially as unsecured creditors) and therefore will only receive a dividend if there are any funds left over. Shareholders of a solvent company may decide to wind up the company if the directors are able to form the view, and make a written declaration, that the company will be able to pay its debts in full within 12 months after the commencement of the winding-up. A meeting at which a decision is made to wind up a solvent company requires at least 75% of votes cast by the shareholders to be in its favour. The Cygnus Constitution provides that on winding-up, the liquidator may, with the authority of a special resolution, divide among Cygnus Shareholders the whole or any part of Cygnus' property, and determine how the division is to be carried out as between the members or different classes of members.	Under English law, a company can be wound up using either compulsory liquidation or voluntary liquidation. Compulsory liquidation is a court-based procedure through which the assets of a company are realised to satisfy the company's debts and liabilities as far as is possible. If there is any surplus it is distributed to the company's contributories. There is no freeze on the enforcement of security against a company in compulsory liquidation, but there is a stay on the commencement or continuation of proceedings against the company without the leave of the court. A company is most likely to be placed into compulsory liquidation on the petition of one of its creditors, generally when the creditors believe that the company is insolvent. On appointment, the liquidator takes over the directors' powers and causes the company to act. There are two forms of voluntary liquidation i.e.: (1) a members' voluntary liquidation where the directors make a statutory declaration of solvency under the Insolvency Act 1986, stating that the company will be able to pay its debts in full, with interest, within a specific period not exceeding 12 months from the commencement of the liquidation; and (2) a creditors' voluntary liquidation, where there is no such directors' declaration of solvency. Again, on appointment, the liquidator takes over the directors' powers and causes the company to act. The CAML Articles provide that on a winding up of CAML, the liquidator may, subject to the Statutes, with the sanction of a special resolution of CAML and any other sanction required by the Statutes, divide amongst the CAML Shareholders in specie or in kind the whole or any part of the assets of CAML (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the CAML Shareholders or different classes of CAML Shareholders. The liquidator may, with the like sanction, vest the whole or any part

	of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no CAML Shareholders shall be compelled to accept any shares or other securities or other assets whereon there is any liability.
Amendments to constituent documents	
Any amendment to the Cygnus Constitution must be approved by a special resolution passed by Cygnus Shareholders present and voting on the resolution. A special resolution requires approval of at least 75% of the votes cast by shareholders entitled to vote. Any amendment to Cygnus' constituent documents or security reclassification would also require conditional acceptance from the TSXV before implementation.	Any amendment to the CAML Articles must be approved by a special resolution passed by CAML Shareholders present and voting on the resolution. A special resolution requires approval of at least 75% of the votes cast by shareholders entitled to vote. Amendments to CAML's constituent documents affecting its listed securities or capital structure may also engage TSX notification or approval requirements and applicable Canadian securities-law requirements. See “Passing resolutions at a general meeting” above.
Disclosure	
Disclosure obligations	
Cygnus is a disclosing entity for the purposes of section 111AC(1) of the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules. These obligations require Cygnus to notify ASX of information about specified matters and events as they arise for the purpose of ASX making that information available to participants in the market. Cygnus has an obligation under the ASX Listing Rules (subject to some exceptions) to notify ASX immediately upon becoming aware of any information concerning it, which a reasonable person would expect to have a material effect on the price or value of Cygnus Shares. Cygnus’ recent ASX announcements are available on ASX website at www.asx.com.au. Further announcements will continue to be made available on ASX website after the date of this Scheme Booklet. Cygnus is subject to Canadian timely-disclosure requirements for material information and, where applicable, immediate news-release disclosure of material changes followed by the filing of a material change report within 10 days.	Under UK MAR, CAML is required to disclose inside information to the market as soon as possible. Under UK MAR “inside information” is information: (1) of a precise nature; (2) which relates directly or indirectly to an issuer or a financial instrument; (3) which has not been made public; and (4) which, if it were made public, would be likely to have a significant effect on the price of the financial instrument (or related derivative financial instruments). Information will be deemed to be of a “precise nature” if: (1) it indicates a set of circumstances which exists (or may reasonably be expected to come into existence) or an event which has occurred (or may reasonably be expected to occur); and (2) it is specific enough for a conclusion to be drawn regarding the possible effect of the set of circumstances or event on the prices of the financial instruments or related derivative financial instruments in question. UK MAR specifically provides that, in the case of a protracted process intended to bring about a future circumstance or event, both the circumstance or event in question and the intermediate steps involved in bringing the relevant circumstance or event about, are capable of being deemed to be precise information. An intermediate step may be deemed inside information by itself. Information will be considered likely to have a significant effect on the price of a financial instrument if it is information a reasonable investor would be likely to use as part of the basis of his or her investment decisions. In addition, under the AIM Rule 11, CAML must notify a Regulatory Information Service without delay of any new developments which are not public knowledge and which, if made public, would be likely to lead to a significant movement in the price of its AIM securities. CAML would also be subject to Canadian timely-disclosure requirements for material information and, where applicable, immediate news-release disclosure of material changes followed by the filing of a material change report within 10 days.

For personal use only

Financial statements	
Cygnus is required under the Corporations Act to prepare and lodge with ASIC and ASX both annual and half yearly consolidated financial statements accompanied by a Cygnus Directors' statement and report, with an audit or review report, as applicable. Copies of these and other documents lodged with ASIC may be obtained from or inspected at an ASIC office, on ASX's website (www.asx.com.au) and on Cygnus' website (www.Cygnusresources.com.au). Under Canadian securities laws, while Cygnus is a TSXV listed issuer, it does not qualify as a "venture issuer" due to its listing on ASX and as such is required to file annual audited financial statements within 90 days after year-end and interim financial reports within 45 days after each interim period.	CAML is required under the UK Companies Act 2006 to send a copy of its annual accounts and reports for each financial year to: every CAML Shareholder; if CAML had issued debentures, to every such holder; and every person who is entitled to receive notice of general meetings. As an AIM company, CAML is not subject to the DTRs' periodic financial reporting requirements that apply to companies on regulated markets. However, under AIM Rule 19, CAML must publish its annual accounts within six months of the end of its financial year and half-yearly reports within three months of the end of the relevant period. Under Canadian securities laws, CAML as a TSX listed issuer will be required to file annual audited financial statements within 90 days after year-end and interim financial reports within 45 days after each interim period.

For personal use only

Annexure F – Canadian specific disclosures for CAML

Table of Contents

1.1 Financial Information Annual Financial Statements 565

(a)	Annual Financial Statements	565
(b)	Interim Financial Statements	565
(c)	Management Discussion and Analysis (MD&A)	565

1.2 Non Financial Information 565

(a)	Corporate Structure	565
(b)	General Development of the Business	566
(c)	Description of the Business	569
(d)	Mineral Projects	576
(e)	Dividends or Distributions	605
(f)	Consolidation of Capitalization	605
(g)	Outstanding Security Data	605
(h)	LTIP Share Awards Over Securities	605
(i)	Prior Sales	606
(j)	Trading Price and Volume	606
(k)	Escrowed Securities	607
(l)	Principal Securityholders	607
(m)	Directors and Executive Officers	607
(n)	Executive Compensation	607
(o)	Indebtedness of Directors and Executive Officers	618
(p)	Audit Committee	618
(q)	Corporate Governance	620
(r)	Risk Factors	626
(s)	Promoters	626
(t)	Legal Proceedings and Regulatory Actions	626
(u)	Material Transactions	626
(v)	Material Contracts	626
(w)	Auditor	626
(x)	Transfer Agent	626
(y)	Interest of Experts	626
(z)	Other Material Facts	627

For personal use only

For personal use only

1.1 Financial Information Annual Financial Statements

(a) Annual Financial Statements

Each of the audited consolidated comparative annual financial statements of Central Asia Metals PLC (**CAML** or the **Company**) for the year ended December 31, 2025 (**2025 Annual Financial Statements**) and the year ended December 31, 2024 (**2024 Annual Financial Statements**) has been prepared in accordance with U.K.-adopted International Accounting Standards and audited in accordance with U.K.-adopted International Standards on Auditing (U.K.). The Company has prepared and published a 2025 Annual Report which contains the 2025 Annual Financial Statements and a 2024 Annual Report which contains the 2024 Annual Financial Statements.

Each of the 2025 Annual Report and the 2024 Annual Report have been filed and are publicly available under the corporate profile of Cygnus on the System for Electronic Document Analysis and Retrieval+, maintained by the Canadian Securities Administrators, at **www.sedarplus.ca** (**SEDAR+**) and are incorporated by reference herein.

For additional summary information on the financial results of CAML, refer to Section 5.12 of the Scheme Booklet.

(b) Interim Financial Statements

As a company existing under the laws of England and Wales with its ordinary shares admitted to trading and quoted on the AIM market of the London Stock Exchange (**LSE**), the Company is subject to, among other things, the ongoing requirements under the Companies Act 2006 (U.K), the AIM Rules for Companies published by the LSE, certain of the disclosure and guidance transparency rules of the Financial Conduct Authority (**FCA**), the Market Abuse Regulation ((EU) No 596/2014 as it forms part of the laws of England and Wales) and the Public Offers and Admissions to Trading Regulations 2024 (**U.K. Requirements**). Pursuant to the U.K. Requirements, the Company is required to prepare interim financial statements covering a six-month period. Quarterly financial statements are not required by the U.K. Requirements and neither the annual financial statements nor any interim financial statements are required to separately present information for the last three months of the applicable period.

The Company has been granted exemptive relief from the Canadian securities regulators from including the interim financial statements for the three-months ended March 31, 2026 in the Scheme Booklet.

(c) Management Discussion and Analysis (MD&A)

The Company has prepared the associated Management's Discussion and Analysis (**MD&A**) for each of the years ended December 31, 2025 and December 31, 2024, each of which has been filed as stand-alone documents under the corporate profile of Cygnus on SEDAR+. The MD&A should be read in conjunction with the 2025 Annual Financial Statements and the 2024 Annual Financial Statements, respectively.

The Company has been granted exemptive relief from the Canadian securities regulators from including any MD&A for the three-months ended March 31, 2026 in the Scheme Booklet.

1.2 Non Financial Information

(a) Corporate Structure

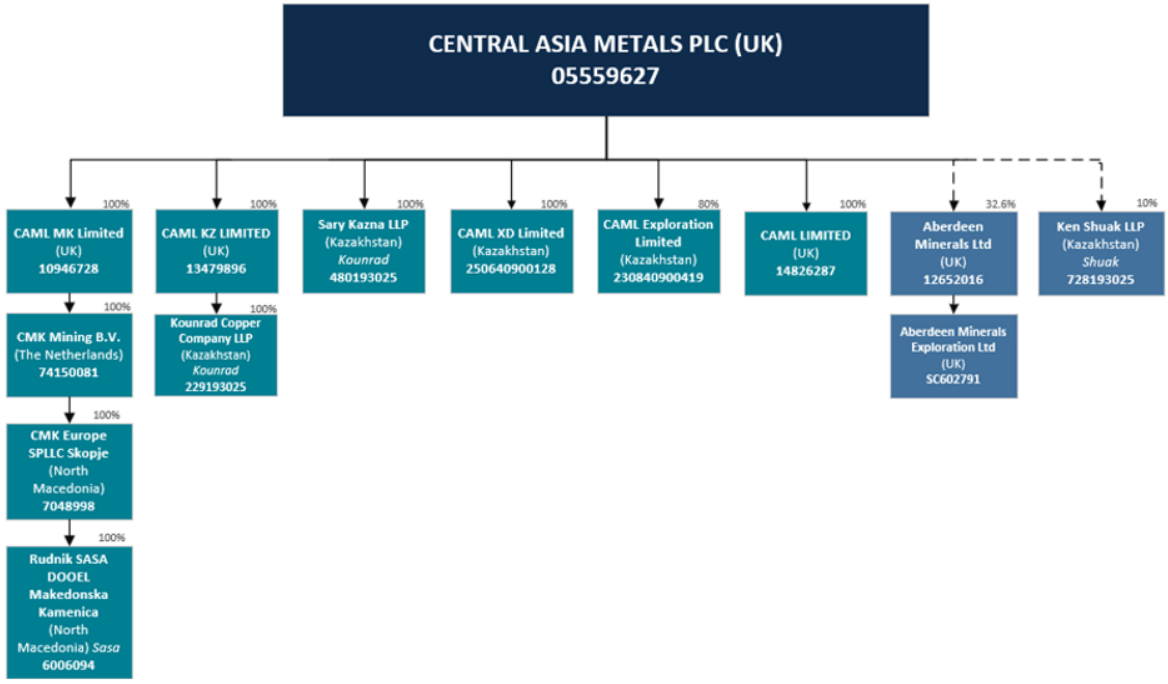
The Company was incorporated as a private limited company, Central Asia Gold Limited, on 9 September 2005 under the Companies Act 1985 (UK). The Company's name was changed to Central

For personal use only

Asia Metals on 14 December 2006. It was re-registered as a public limited company, Central Asia Metals plc on 06 September 2010, under the Companies Act 2006 (UK). Its articles of association as a public company were also registered on 06 September 2010, which have not been amended since.

CAML's registered office is at Ground Floor, Heritage House, 2-14 Shortlands, London, W6 8DJ United Kingdom and CAML's principal place of business is Floor 2, 36 Carnaby Street, London, W1F 7DR, United Kingdom.

The corporate structure of the Company is set out below.



(b) General Development of the Business

CAML is a base metals producer quoted on the AIM market of the London Stock Exchange and its principal assets are the wholly-owned Kounrad operation in Kazakhstan (held through Sary Kazna LLP (**Sary Kazna**) and Kounrad Copper Company LLP (**KCC**)) (the **Kounrad Project** or **Kounrad**) and the wholly-owned Sasa zinc-lead mine in North Macedonia (held through subsidiary Rudnik Sasa DOOEL Makedonska Kamenica (**Rudnik SASA**).

CAML also owns two subsidiaries exploring for base metals in Kazakhstan: 80%-owned CAML Exploration Limited (**CAML-X**) and 100%-owned CAML XD Limited (**CAML XD**), plus a 32.6% shareholding in Aberdeen Minerals Ltd (**Aberdeen Minerals**), a privately-owned company exploring for base metals in northeast Scotland.

CAML acquired a 60% interest in the Kounrad Project in 2007 and completed the acquisition of the remaining 40% in May 2014. CAML has been producing copper from the Kounrad Project for 14 years and produced approximately 13,311 tonnes of copper cathode in 2025. CAML completed the acquisition of the Sasa Project in November 2017, which was already in production at the time. The Sasa Project produces a zinc concentrate and a separate lead concentrate which also contained silver. Payable production at the Sasa Project in 2025 totalled 15,032 tonnes of zinc and 23,898 tonnes of lead. Payable metal-in-concentrate sales for 2025 were 14,961 tonnes of zinc and 23,898 tonnes of lead, respectively. During 2025, the Sasa Project also produced and sold 380,433 ounces of payable silver the OR Royalties group in accordance with the terms of its streaming agreement at a price of approximately US$6.00 per ounce.

For personal use only

For additional information on the business and development of the Company see Sections 5.2 and 5.4 of the Scheme Booklet.

Three-Year History

2023

In April 2023, Nurlan Zhakupov retired from the Board after approximately 11 years of service.

In the first half of 2023, Phase 1 of the Central Decline Project at the Sasa Mine was completed and became operational, providing a connection between the surface and the 910 level of the mine. Construction of the Sasa Paste Backfill Plant was completed, supporting the planned transition to paste-fill mining methods and the broader mine modernisation programme.

In August 2023, the Company established CAML-X, a wholly-owned subsidiary incorporated in Kazakhstan's Astana Financial Centre to pursue copper and other base metals exploration opportunities. The formation of CAML-X represented an expansion of the Company's growth strategy beyond its producing operations. By December 2023, CAML-X had been awarded two exploration licenses in Kazakhstan.

In November 2023, the Company officially opened the 4.77 MW Kounrad solar power plant, which was completed on schedule and below budget.

In late 2023, initial works commenced on the Sasa Dry Stack Tailings Project, including foundation works, whilst development of the Central Decline continued at depth.

In December 2023, Pavel Semenchenko retired as General Director of Kounrad after 17 years with the operation.

In 2023, the Kounrad operation surpassed US$1 billion of cumulative revenue since CAML's IPO in 2010 and Sasa received North Macedonia's highest national health and safety award from the Council of Health and Safety at Work.

2024

In February 2024, CAML transferred a 20% ownership interest in CAML-X to Thaler Minerals LLP, an entity comprised of an experienced exploration team thereby establishing a partnership to source and advance exploration opportunities and increase technical capability and local exploration expertise.

In March 2024, a subscription agreement was signed in respect of a conditional subscription by CAML to subscribe for a 28.4% shareholding in Aberdeen Minerals, a Scottish copper and nickel exploration company, as part of its strategy to build an exploration and growth pipeline alongside its producing assets. The subscription was conditional on Aberdeen Minerals (i) having received shareholder approval for the issuance and allotment of shares; (ii) having approved new articles of association (iii) having received clearance under the UK government's National Security and Investment Act 2021; and (iv) having received merger clearance under the Republic of North Macedonia's Law on Protection of Competition. Following fulfillment of these conditions, the transaction completed on 31 May 2024. The initial investment was US$3.8 million (£3.0 million) for the issuance of 35,294,117 new ordinary shares at a price of 8.5p per ordinary share. In addition, as part of the initial investment, CAML received warrants to invest an additional £2 million at a price of 11p per share, exercisable until the earlier of: (i) the 60th day after that date on which CAML receives both management accounts evidencing that Aberdeen Minerals has incurred an aggregate of £3 million of expenditure expenses and an investment memorandum which contains a description and details of the results and (ii) 24 months from the date of the warrant instrument. The warrants were exercised in part by CAML in January 2026 concurrent with an amendment to the expiry period. See below.

During 2024, the Company continued the development of CAML-X, its Kazakhstan-focused exploration business. During the year, approximately US$1.3 million was invested in exploration activities and the business continued to advance the two exploration licenses secured in Kazakhstan.

At Sasa, the Company continued the transition to two new mining methods, long hole stoping and cut and fill, both utilising paste backfill, together with the completion of construction of the initial phase of the dry stack tailings landform which has provided significant tailings storage capacity while enhancing safety, improving the environmental impacts of tailings storage, and supporting mining operations through the life of mine. At Kounrad, the solar power plant, commissioned in 2023, was reported to have contributed approximately 14% of the site's annual electricity demand, supporting the Company's emissions reduction objectives and energy efficiency initiatives.

In 2024, Sasa achieved conformance with the Global Industry Standard on Tailings Management (**GISTM**), as part of the Company's tailings governance and environmental management programme.

Effective 1 October 2024, Nigel Robinson stepped down as CEO after more than six years in the role, whilst Gavin Ferrar (formerly CFO) succeeded Nigel Robinson as CEO and Louise Wrathall (formerly Executive Director of Corporate Development) was appointed CFO.

2025

In 2025, the Company announced completion of the transition to paste-fill mining methods. In H1 2025, Sasa completed construction of and commissioned the dry stack tailings plant and began placing tailings 'filter cake' onto the engineered landforms.

On 31 March 2025, CAML completed the sale of its 76.1% interest in Copper Bay Limited, a long-standing investment position in a Chilean exploration project, to Halo Minerals PLC (formerly Guardian Metals PLC). Copper Bay Limited was considered to be a non-core asset and had been classified as a discontinued operation and an asset held for sale since 2017.

On 22 May 2025, the Company entered into a scheme implementation deed in relation to the proposed acquisition of New World Resources Limited, an ASX-listed copper development company. The proposed transaction focused on the advanced-stage Antler copper project in Arizona, United States. Although the transaction was ultimately not completed due to the emergence of a rival bidder, it represented a major corporate initiative during the year and demonstrated the Company's continued focus on growth.

On 4 June 2025, the Company incorporated CAML XD, a 100%-owned subsidiary focused on advanced exploration projects and options for base metals in Kazakhstan.

During 2025, the Company completed an updated assessment of resources, mine planning assumptions, and operating costs at Sasa, and recorded a US $117.5 million non-cash impairment. The revised mine plan focused on future production on the Svenja Reka deposit and reduced the estimated life of mine to 2034. During 2025, CAML also implemented cost-reduction and efficiency initiatives, including an approximate 11% reduction in workforce at Sasa, as part of a broader optimisation programme following completion of the mine's transition projects.

The Company reported a 45% reduction in Scope 1 and Scope 2 greenhouse gas emissions compared with its 2020 baseline, supported in part by the Kounrad solar power plant, which supplied approximately 15% of site electricity requirements during the year. CAML reaffirmed its commitment to achieving net zero emissions by 2050.

On 21 August 2025, CAML appointed Alison Baker to the Board as a non-executive director and she succeeded David Swan as Chair of the Audit Committee, who stepped down from the Board on 2 September 2025.

On 18 September 2025 Jamie Karamatic was appointed General Manager of Sasa, succeeding Christopher Colbourne.

For personal use only

In November 2025, the Company announced the commencement of a share buyback programme of up to a maximum consideration equal to US$10 million by 31 March 2026.

In December 2025, the Company put into place hedging arrangements comprising forward sales for approximately 50% of Sasa's expected payable zinc in 2026, at an average price of $3,011.50 per tonne and forward purchases of Euros covering approximately 50% of Sasa's expected 2026 on-site cash operating costs, at an average exchange rate of $1.185 per Euro.

Recent Developments

In January 2026, CAML exercised a portion of warrants granted by Aberdeen Minerals for $1.1 million (£850,000), increasing the Company's shareholding to 32.6% (from 28.4% previously) and agreement was reached to extend the expiry of the remaining warrants until 30 days from CAML's receipt of a technical memorandum to allow sufficient time for the exploration work to be evaluated.

On 4 March 2026, the Company completed its Share Buyback Programme, under which approximately 4.2 million shares had been repurchased and cancelled for aggregate consideration of US$9.9 million (excluding fees).

On 10 March 2026, the Company announced a proposed Share Premium Cancellation of the Company's share premium account. The Share Premium Cancellation was conditional upon a special resolution passed by CAML's shareholders at an Extraordinary General Meeting held on 30 March 2026, in addition to being subject to approval by the court. These approvals having been received, the effective date of the share premium cancellation was 29 April 2026.

In May 2026, CAML XD signed an option agreement over an additional license in the Tengiz Basin, a region of Kazakhstan. Under the agreement, CAML XD has the right to acquire a 100% interest by meeting agreed exploration commitments, including a minimum 2,500 metre drilling programme during the initial three-year option period, which may be extended by one year.

On 2 June 2026, the Company announced that it had entered into the Scheme Implementation Deed in relation to the proposed acquisition of Cygnus Metals Limited (**Cygnus**) by way of an Australian court approved scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) (the **Scheme**). Pursuant to the Scheme CAML is proposing to acquire all of the issued and outstanding shares of Cygnus in consideration for 0.06 new CAML shares per Cygnus share. The combination of CAML and Cygnus will result in the Cygnus shareholders receiving a collective 31% stake in the combined group. The all-share transaction would add the Chibougamau Project in Quebec to the Company's portfolio. For additional details regarding the Chibougamau Project, see Section 4.3 of the Scheme Booklet.

(c) Description of the Business

The Company operates two producing assets: the Kounrad Project which is a copper in-situ dump leach operation, via Sary Kazna and KCC in Kazakhstan and the Sasa Project which is an underground lead and zinc mine via Rudnik SASA, (**Sasa**) in North Macedonia. The Company is also focused on investing in exploration projects with a current focus in Kazakhstan through its subsidiaries CAML-X and CAML XD and in Scotland through its 32.6% holdings in Aberdeen Minerals.

CAML's immediate strategic objectives of low costs and high margins, prudent capital allocation and sustained resilience, are underpinned by its longer-term objective of delivering growth. CAML targets low-cost, ethical metal production to benefit its employees, local communities, host governments and shareholders. CAML benefits communities close to its operations through employment opportunities and education, as well as other facilities, while focusing on the financial sustainability of its operations.

For information regarding CAML's business and operating segments as at the Last Practicable Date, refer to Sections 5.1, 5.2 and 5.4 of the Scheme Booklet.

For personal use only

For personal use only

Specialized Skill and Knowledge

Various aspects of the Company's business and operations require specialized skills and knowledge, certain of which are in high demand and in limited supply. Such skills and knowledge include areas of permitting, engineering, geology, metallurgy, logistical planning, implementation of exploration programs, mine and infrastructure development and construction, mine planning and operations as well as legal compliance, finance, accounting, risk management, environmental, health and safety, security, community relations and human resources. The performance and long-term success of the Company depend on its ability to attract, retain, develop and motivate employees, key management and key technical personnel across its operations, and the failure to do so could adversely affect the operational performance, safe delivery of projects and the Company's reputation. The Company has highly qualified management, personnel and staff across its operations and has community training programs in place for workers who are recruited locally from surrounding communities at its operations. The Company maintains a high retention rate of highly skilled employees, contractors and consultants through competitive salaries and career development through training.

Competitive Conditions

Competition for high-quality assets in base metals remains strong, particularly with respect to copper. The Company competes with numerous other companies in the search for and acquisition of attractive base metal mineral properties. The Company's ability to acquire accretive mineral properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for base metal development or exploration. Maintaining high-qualify specifications of products is also particularly important and the Company has prioritized focus on making a number of improvements throughout its production cycle and quality control systems. In addition, the Company also competes with other companies when sourcing goods and services used in connection with mining operations, as well as for the recruitment and retention of skilled and experienced workers and personnel. See Section 7 (i.e. "Dependence on key personnel" and "Availability and cost of critical inputs") of the Scheme Booklet.

Components

As the CAML Group generally sells its products at prevailing market prices, it may not be able to pass increased operating costs on to customers. Significant increases in employee remunerations, input costs, or interruptions in the availability of critical inputs, may adversely affect operating margins, production levels, project economics and the economic viability of certain operations or development projects. Any material increase in the cost of, or disruption to the supply of, critical inputs could adversely affect the Group's operations, development activities, financial performance, financial position and prospects.

Economic Dependence

The CAML Group continues to sell the majority (90%) of its copper production from the Kounrad Project through offtake arrangements with Traxys Europe S.A. (**Traxys**) which has been extended to the end of 2026, with an option by Traxys to extend for a further year thereafter.

The CAML Group is also party to an offtake arrangement with Traxys pursuant to which Traxys has the right to market and sell 100% of the lead and zinc concentrate from the Sasa Project to third-party customers. In addition, the payable silver contained in the lead concentrate is subject to a life of mine streaming agreement with OR Royalties Inc.

The CAML Group reviews its commercial offtake arrangements on a regular basis and, in connection with the annual renewal process, considers alternative proposals from existing and prospective customers. The CAML Group has experienced strong market interest in the high quality concentrates produced by Sasa, which is suitable for processing by smelters globally and currently supplies both end customers which include both regional smelters and international commodity trading firms. Accordingly, whilst the CAML Group currently relies on one major offtaker as a significant marketing

For personal use only

and offtake counterparty, management believes that alternative arrangements could be established expeditiously on commercially reasonable terms, if required.

See Section 5.11 in the Scheme Booklet.

Environmental, Social, and Sustainability Policies

The Company has adopted environmental, health and safety, community, human rights and governance policies that it considers fundamental to its operations. These policies apply to the Company's operations in Kazakhstan and North Macedonia and are overseen by the Board and management through established governance and reporting procedures. In order to align remuneration with stakeholder interests, sustainability metrics are included as corporate performance targets in the Company's long and short term incentive plans for executives, senior site teams, and corporate employees.

The Company's Environment Policy address environmental compliance, waste management, tailings management, water stewardship, biodiversity, closure planning, rehabilitation and climate-related matters. The Company maintains environmental management systems at its operating sites and monitors compliance with applicable permits and regulatory requirements. CAML commits to minimising its impact by reducing waste generation and maximising opportunities for recycling and reuse. CAML has developed a climate strategy which aligns with global climate goals, including the United Nations Sustainable Development Goals (**UNSDGs**). Underpinned by its Climate Change Policy, CAML's strategy emphasises identification and implementation of opportunities to reduce GHG emissions across its operations alongside targets which include 50% reduction in Scope 1 and 2 emissions by 2030 and net zero by 2050. In 2025, CAML enhanced its approach through an updated climate scenario analysis undertaken by external specialists and which will be used to inform the Company's risk register. CAML's biodiversity strategy is informed by guidelines set out by the Kunming-Montreal Global Biodiversity Framework, the International Union for Conservation of Nature (**UCN**) and the International Council for Mining and Minerals (**ICMM**). It aims to demonstrate sound environmental stewardship by mitigating negative impacts on biodiversity and contributing to the long-term sustainability of ecosystems surrounding its operations.

The Company recognises water as a critical shared resource and manages its stewardship through a structured responsible approach. CAML monitors water use across operations through its site-specific Water Management Plans, acknowledging that water is an increasingly scarce resource which is essential to human life and well-being for surrounding communities. At Sasa, CAML targets a 75% reduction in surface-water abstraction by the end of 2026 (as compared to a 2020 baseline). CAML identifies water-related impacts during project development through Environmental and Social Impact Assessments and continue to assess impacts throughout the operational lifecycle. Both operations have Environmental Management Systems (**EMSs**) implemented in line with national and international standards, such as ISO 14001, International Finance Corporation Performance Standards and the Equator Principles. Effluent is managed in line with environmental regulations and in line with its Environment Policy CAML takes a proactive approach to protecting water quality and availability, recognising the importance of balancing operational needs with community expectations.

In furtherance of its commitment to responsibly manage waste, CAML has developed a target of 70% of tailings to be stored in an environmentally responsible manner, through its paste fill and dry-stack tailings facilities, by the end of 2026. During 2025, the Company completed the implementation of dry stack tailings, paste-fill mining, and long-hole stoping systems at Sasa. As the Company owns and manages six tailings facilities, CAML maintains a Tailings Policy outlining responsible management throughout the lifecycle of tailings facilities, and reports that Sasa conforms with the Global Industry Standard on Tailings Management (**GISTM**).

The Company maintains Stakeholder Engagement Plans at both operating sites, which are underpinned by a Community Policy at the corporate level. Additionally, CAML finalised its social management system, which provides clear and consistent guidelines to operations on managing social risks and impacts. Community programs and outreach through the Stakeholder Engagement

For personal use only

Plans are conducted at the site level and are intended to support sustainability socio-economic development (including health, training, and upskilling) in the regions in which the Company operates. Community investment is predominantly provided through our Sasa and Kounrad Foundations, by committing up to 0.5% of CAML's revenue to community support for identified causes and opportunities, guided by formal needs and impact assessments, community feedback, and stakeholder engagement.

The Company maintains a Health and Safety Policy which sets out its core principles, which include "zero harm" and "safety first". Health and safety management systems are in place at its sites, which include processes for risk identification, training, incident investigation, contractor management, and emergency preparedness. Both operations have a set of site-specific "golden rules" alongside progressed occupational health and safety monitoring programmes. Alongside regular testing of response capacity via internal drills, the Company conducts both mandatory and targeted health and safety training, promoting risk awareness, safe behaviours, and effective risk management. Further, CAML engages independent external consultants to review its management systems and assist with benchmarking practices against recognised industry frameworks in the context of occupational health and safety.

The Company has adopted policies relating to human rights, employee conduct, diversity and inclusion, modern slavery, and ethical business practices. These are represented by our Human Rights Policy, Anti-Bribery and Corruption Policy, Code of Conduct, and People Policy. Such policies are supported by employee training, reporting procedures, and whistleblowing mechanisms. In addition to internal grievance channels, CAML operates a formal external grievance mechanisms via its dedicated hotline available 24/7 in local languages. To provide assurance on the effectiveness of its policies and procedures, the Company periodically reviews human rights and supply chain risks as part of its governance framework, committing to conducting Human Rights Impact Assessment (in line with United Nations Guiding Principles for Businesses) every three years and a corporate governance review every two years. The outcomes of such assessments, including both recommended actions and implementation plans, are communicated to the Sustainability Committee. To help ensure its suppliers and contractors are aligned with the Company's ethical standards, CAML maintains a Supplier Code of Conduct, developed in accordance with the International Labour Organisation (**ILO**). The Supplier Code of Conduct includes a pre-screening questionnaire, whereby potential new partners must sign a declaration certifying compliance with our standards as part of the contract awarding process.

Employees

As at December 31, 2025, the Company had over 1,000 employees across its operations, with 717 employees in North Macedonia in relation to its Sasa Project and an average number of 356 employees in Kazakhstan at its Kounrad Project and at CAML-X.

Foreign Operations and Emerging Markets

The Company's principal mineral projects are located in Kazakhstan and North Macedonia and all of the Company's copper, zinc, lead (and silver) production and revenue are derived from its operations in such jurisdictions. Any changes in laws, regulations or shifts in political attitudes in any of these jurisdictions, or other jurisdictions in which the Company may have projects from time to time are generally beyond the control of the Company and could have an adverse effect on its business. See Section 7.3 (i.e. "Operations in Kazakhstan and North Macedonia", "Mining and regulatory framework" and "Taxation") in the Scheme Booklet.

The Company conducts its operations in emerging market jurisdictions and as such, the Company's business and operations may be exposed to varying levels of political, economic and other risk and uncertainties associated with operating in such jurisdictions as a result of differences in laws, business cultures and practices, banking systems and internal control over financial reporting. Certain additional disclosures and relevant features in relation to the corporate governance oversight

systems, internal controls over financial reporting and disclosure controls and procedures that are implemented at all levels of the Company and its subsidiaries as a result, are set out below.

Corporate Structure and Oversight

CAML conducts its mining operations in Kazakhstan and North Macedonia through its 100% directly and indirectly wholly owned operating subsidiaries KCC, Sary Kazna, and Rudnik SASA (collectively referred to in this section as, the "**operating entities**").

As the direct or indirect sole shareholder of the operating entities, CAML has the power to appoint and remove the directors and officers of such subsidiaries and has the ability to exercise effective and continuing control over such subsidiaries and their assets.

The CAML Board operates a centralised governance and control framework consisting of policies, regular reviews, assessments, audits, and regular reporting, under which the Board retains ultimate responsibility for risk management, internal control, and overall governance. In addition to the Board, oversight is exercised through Board Committees (in particular Audit and Sustainability) and a formal risk management framework. Executive and senior management provide Group-level oversight of overseas operations through regular (bi-weekly) meetings, regular site visits, and monthly reporting packs.

General Managers and in-country management teams are responsible for day-to-day operations, compliance and reporting to corporate teams. This includes managing production and operational performance, overseeing site workforce and contractors, and ordinary course decision-making across departments. They are accountable for compliance with local laws, licenses, and operations, including regulatory reporting to local authorities. They have direct oversight of site finance teams, budget adherence and spending approvals, local accounting, tax filings, and payroll within their delegation of authority. They are the primary interface with local regulators, government authorities, and community stakeholders, to maintain a license to operate in-country.

Local General Managers and management teams are responsible for implementing and maintaining compliance with the site-specific local laws and regulations, alongside CAML corporate policies. This includes activities conducted in the ordinary course of business such as conformance with mineral rights/title requirements, environmental compliance and monitoring, adherence to health and safety regulations, upholding employment and labour laws, and furtherance of social license to operate. The site teams produce monthly reports to CAML's Executive Committee to cover operational progress and sustainability objectives as well as deviations and emerging risks. Further, the site teams provide quarterly reports to the corporate team via quarterly Group Risk Committee meetings to provide updates on mitigation of current risks, identify emerging risks, and request guidance on further actions.

CAML maintains a Group-wide legal and compliance framework including the Code of Conduct, Anti Bribery and Corruption Policy, Health and Safety Policy, and Whistleblowing Policy, which contain mandatory compliance requirements for employees, contractors, and suppliers. Any material deviations are reported to the corporate team alongside the quarterly Board as well as Audit and Sustainability Committee Meetings.

Mineral Title and Rights

CAML's material projects and operations are located in Kazakhstan and North Macedonia. CAML has been operating within these jurisdictions since 2007 and 2017, respectively and a number of the directors and officers have meaningful experience in Kazakhstan and North Macedonia as well as other emerging market jurisdictions.

Titles to the projects are held by CAML, via its wholly-owned operating entities who hold formally issued concessions, licenses and related permits by the governments of the operating countries. Licensing and permitting obligations are managed locally by operating entities (subsoil use

For personal use only

obligations, mining licenses, project-related authorisations, concession requirements) in line with in-country regulations. A register is held by both sites outlining the material licenses and permits required to sustain operations. Legal teams are on site to provide support and guidance to the technical teams. The local site teams maintain strong relationships with host governments and communities and engage in open dialogue, seeking guidance, as needed.

CAML regularly engages independent experts to review relevant legal and technical aspects of both projects as part of its current legal, operational and AIM reporting obligations and has engaged independent qualified persons to prepare NI 43-101 compliant technical reports which will be available on Cygnus' corporate profile on SEDAR+. CAML has also engaged qualified local counsel in the operating jurisdictions to verify valid legal ownership, title and mining rights to the projects, and has obtained title opinions to confirm that all titles are valid and in good standing.

CAML has not had disputes regarding mineral tenure in either of Kazakhstan or North Macedonia, nor has any government in either such country threatened any such proceedings. No restrictions or conditions have been imposed by such governments on CAML's ability to operate in country, nor are any currently expected. While there are inherent risks with operating in foreign jurisdictions such as Kazakhstan and North Macedonia. CAML continues to monitor developments and policies in all the jurisdictions in which it operates and the potential impact such developments and policies may have on its operations. Such developments, changes in regulatory or legal environment, or other events arising in those jurisdictions cannot necessarily be accurately predicted and could have an adverse effect on CAML's operations, financial condition, or profitability. See Section 7 in the Scheme Booklet.

Language and Culture Consideration

All of CAML's key Group management team are based in the United Kingdom and Ireland and constitute the London management team. The General Managers across operations are conversant in English and all formal meetings with London management are held in English, with translators in attendance to support others if necessary. All material papers, presentations, and memorandums are produced in the English language, with a copy archived on-site in the local language.

Two of CAML's officers and members of the senior management team, namely Victoria Usova (General Counsel) and Oleksandr Shapoval (Treasury and Commercial Director) are native Russian speakers and are able to communicate with management and staff in Kazakhstan in their native language. The General Director of the North Macedonian operation is a native English speaker with a management team (including Heads of Department) that is able to communicate without the assistance of translators.

All corporate materials (including papers, presentations, and reports) are produced and kept in the English language in order to be provided for inspection by the Board, auditors, advisors, and regulators. Otherwise, local contracts, resolutions, and internal notices are usually produced in dual languages, with review and sign-off by an English speaker. Where a local document (such as a permit or license) requires translation, a team of translators is employed by the relevant site teams to assist in a more technical translation. There are no material language barriers.

CAML's statutory books and corporate records are maintained at its registered address located at Ground Floor Heritage House, 2-14 Shortlands, London, United Kingdom, W6 8DJ. whilst operational agreements, documents and books and records at the local level are maintained at the operating entities locations, namely Kounrad site office in Balkhash, Kazakhstan and Sasa mine office, Makedonska Kamenica, respectively. There are no restrictions on the Board or Management's ability to access books and records which are available in hard copy as well as electronically.

Directors are made aware of the local business practices in Kazakhstan and North Macedonia as part of periodic business updates and risk reviews. CAML's directors and executive officers are also advised by experienced legal advisors in both jurisdictions and are made aware of new developments in the legal regimes and new requirements that come into force from time to time. All directors and senior management members have visited the two operations (other than the non-executive Director

For personal use only

appointed in August 2025 who intends to visit when the opportunity arises) and Directors and senior managers regularly meet the local teams on visits to site

Internal Controls

The CAML Group operates a centralised finance function based in London and led by the CFO (**Group Finance**). Group Finance is responsible for Group consolidation, statutory reporting, external financial reporting, treasury, taxation, commercial support, risk management and internal control activities. Local finance teams (finance directors, finance managers, chief accountants) at the operating entities are responsible for maintaining accounting records, internal controls and preparing statutory and management reporting information, which is subject to local management review before submission to Group Finance. Group Finance performs review and consolidation procedures, including review of significant balances, variances and intercompany reconciliations.

Internal controls over financial reporting and disclosure are formalised by documented accounting procedures and policies. This includes segregation of duties (procurement versus payment processing) and delegation of authority covering approvals, budgeting, forecasting, procurement, treasury, and payments.

The CFO is responsible for Group financial management, reporting, treasury, and liquidity. Dual reporting lines (local + Group) exist between site-teams and the corporate level, ensuring central oversight of local finance functions. Treasury is centralised at the Group level, with key controls including: (i) monthly cash reporting from operating entities; (ii) bank reconciliation, payment authorisation, and dual controls, and (iii) formal treasury policy covering foreign exchange, commodity prices, liquidity, and credit risk. Cash proceeds and funding flows are controlled centrally and monitored continuously.

Local tax compliance (corporate income tax, mineral extraction tax, concession fee, VAT, payroll taxes), tax returns, tax audits and regulatory interactions are managed by the local finance teams. Tax and accounting policies and transfer pricing frameworks are maintained by the local teams with review of tax outcomes and liabilities included as part of corporate's financial reporting and governance process. Cash repatriation is controlled centrally by the Group Treasury and Commercial Director overseeing cash movements and dividend distributions when surplus cash is available.

Monthly reports are received from the operating entities covering financial performance (income statement, cash flow, costs), financial position (statement of financial position, capex), production and operational KPIs (and explanation of variances) and operational data including environmental monitoring, permitting progress, corporate governance, health and safety statistics, and analysis of trends over the reporting period. Monthly management accounts for each operating entity are prepared by the local chief accountants, finance manager and local members of the finance team. These are consolidated and reviewed by the CFO and reported to the Board.

There is continuous communication between the London corporate management and in-country teams, (including bi-weekly meetings) to provide updates and facilitate discussion of salient topic areas. This is in addition to the quarterly Group Risk Committee meetings, site visits, and other engagement.

Reported information is reviewed by several members of the local management team (Heads of Department with sign-off from General Manager) with input from in-country technical or legal specialists before it is provided to corporate senior management. Reported information is subject to review, enquiry, and amendment, by corporate senior management and executive team, before data is considered final. Only then is such information presented to the Board and its specialists committees, with external auditors and advisors providing independent validation. This is reinforced by a robust system of audit and risk management processes, including formal escalation mechanisms and whistleblowing frameworks, ensuring that both routine and exception reporting from local operations is accurate, complete, and transparently communicated to the Board.

For personal use only

For personal use only

Whilst each bank has its own set of jurisdictional rules around banking systems, there are no material differences in banking systems and controls in that main controls for payments, such as segregation of duties and dual authorisations, are implemented for all operations.

CAML has designed its internal controls over financial reporting to mitigate the risks associated with operating in the foreign jurisdictions and to mitigate differences in banking infrastructure, business practices, fund flows, local currency control rules and tax requirements. Through centralised oversight, CAML maintains an internal control framework designed to provide reasonable assurance over the reliability of financial reporting and effectiveness of treasury and financial controls.

Oversight of External Auditor

BDO LLP is CAML's external auditor. A summary of audit arrangements is set out below:

- The Group's consolidated financial statements are audited by BDO LLP as Group auditor. BDO LLP is responsible for the overall group audit strategy, risk assessment, determination of audit scope and review of component audit work performed by other BDO network firms or local auditors. Certain subsidiaries are also subject to local statutory audit requirements.

- In Kazakhstan, subsoil licence holders are required to prepare stand-alone audited financial statements. Sary Kazna, CAML Exploration Limited (CAML-X) and CAML XD Limited are audited by TOO BDO Kazakhstan. While KCC is not subject to a statutory audit requirement, it is included within the Group consolidation and subject to Group-level audit procedures.

- In North Macedonia, Rudnik Sasa and CMK Europe SP LLC are subject to statutory audit requirements and are audited by BDO North Macedonia DOO Skopje.

- Certain holding companies within the Group qualify for local audit exemption, including several UK entities. While these entities are not subject to standalone statutory audit requirements, they are included within the audited consolidated financial statements of CAML.

- Local finance teams support the statutory audits, while Group Finance maintains oversight of significant audit findings and reporting matters relevant to the Group financial statements.

The Group audit approach includes consideration of significant risks, accounting estimates and judgements relevant to the consolidated financial statements, including areas such as Mineral Resources and Mineral Reserves, impairment assessments, mine life assumptions, valuation of assets, provisions, taxation, environmental and asset retirement obligations and other significant estimates. These areas are subject to review through the Group audit process and are considered by BDO LLP as Group auditor.

(d) Mineral Projects

(i) The Kounrad Project

Information in the following section is derived from and in some instances direct extracts from the technical report titled "NI 43-101 Technical Report, Kounrad In-Situ Dump Leach Operation, Kazakhstan" with an effective date of December 31, 2025, prepared for CAML and authored by Ruslan Erzhanov, MSc., FGS, Cgeol, PONEN RoK, Philip King, B.Sc., ARSM, CEng, FIMMM and Alessandra (Alex) Pheiffer, BSc., MSc, PrSciNat, each of SLR Consulting Limited (**Kounrad Technical Report**). Each of the foregoing authors is a qualified person and independent within the meaning of such terms in NI 43-101.

The Kounrad Technical Report was prepared in accordance with NI 43-101. The summary below is subject to all the assumptions, qualifications and procedures set out in the Kounrad Technical Report, and which are not fully described herein. Unless otherwise noted or otherwise defined in the summary below, all defined terms used in the summary below shall have the meaning ascribed to them in the Kounrad Technical Report and as a result, may differ from the defined terms used elsewhere in this

For personal use only

document. Reference should be made to the complete text of the Kounrad Technical Report which has been filed in accordance with NI 43-101 with the Canadian securities regulatory authorities and is available for review electronically under Cygnus' profile on SEDAR+ at www.sedarplus.ca.

Summary

CAML acquired an interest in Kounrad in 2007 through a 60/40 joint venture and in May 2014 completed the acquisition of the remaining 40% to become the sole owner. Kounrad has been in continuous operation since 2012. CAML owns a 100% interest in the mineral rights for the Kounrad in-situ dump leach operation through Sary Kazna, a wholly owned subsidiary. In addition, CAML owns a 100% interest in Kounrad Copper Company LLP (**KCC**).

The Kounrad waste dumps are the result of historic open pit mining of the Kounrad copper porphyry deposit carried out between 1936 and 2005 and consist of copper oxide and low-grade sulphide material. Two main areas are present: the smaller eastern dumps with higher-grade oxide material, and the larger western dumps containing a higher proportion of mixed and sulphide material. In 2025, a total of 13,311 t of copper cathode were produced.

Property Description and Location

Kounrad is located approximately 15 km north of the city of Balkhash, in central Kazakhstan and is centred on the geographic coordinates of latitude 46°59'13"North and longitude 75°1'38"East.

Location of Kounrad



Source: United Nations (March 2026)

SK holds a concession area of approximately 14.8 km^2 that relates to the exploration and extraction of copper from the Kounrad waste dumps and has an expiry of August 20, 2034.

For personal use only

The Kounrad open pit is under the ownership of Kazakhmys Corporation LLP (Kazakhmys), along with some areas adjacent to the dumps and parts of the dumps.

The east plant and solar farm are outside of the concession and operate under lease arrangements. Dumps located outside of the concession are not included in the Mineral Resource or Mineral Reserve estimates.

The registered designated land use includes:

- Exploration and extraction of copper from technogenic mineral formations (waste dumps) of the Kounrad mine, covering a total area of 13.5 km².
- Construction and operation of processing facilities, covering an area of 118,720 m².
- Operation and maintenance of a solar power plant, covering an area of 102,596 m².

An alignment between the concession and the land tenure is required to ensure full consistency between these boundaries. This is a planned transfer, and the QP does not consider it affects the right or ability to perform the proposed work on the Property.

Royalties and statutory payments are payable in accordance with the Tax Code of the Republic of Kazakhstan No. 214-V111 and dated July 18, 2025. For solid minerals recovered from technogenic mineral formations (**TMFs**), the taxation base is the volume of solid minerals sold that have been recovered from TMFs.

The Mineral Extraction Tax (**MET**) rate established by the Tax Code of the Republic of Kazakhstan is 8.55%. A reduction coefficient of 0.1 is applied in calculating the MET for solid minerals recovered from technogenic mineral formations.

Land tax is payable annually and is estimated at US$255.4 thousand per year. The property tax base is the average annual carrying value of taxable assets as recorded in the accounting records. Property tax is payable annually at a rate of 1.5% of the tax base.

Vehicle tax is estimated based on the projected fleet and amounts to approximately US$3.5 thousand per year.

Contributions to the Mine Closure Fund and the training of Kazakhstani specialists are made at a rate of 1.0% of operating expenditures.

SK and KCC has all the required permits to conduct the proposed work on the Property and to continue production as planned. The Authors are not aware of any environmental liabilities on the Property. SLR is not aware of any other significant factors and risks that may affect access, title, or the right or ability to perform the proposed work on the Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Kounrad is well connected with paved roads lying approximately 15 km north of the city of Balkhash and can be accessed by paved road through Kounrad village, with the main cities of Karaganda and Almaty located approximately 380 km north and 650 km southeast, respectively. These can be accessed by the M-36 highway that runs adjacent to Lake Balkhash. The capital city of Astana is located 640 km northwest and can be accessed by the M-36 beyond Karaganda.

There is an extensive network of highways, rail links, telecommunications facilities, national grid electricity and a supply of water. International airports are located at Astana and Almaty. The Kounrad site has a dedicated 1.7 km rail spur that connects to the national rail network and is used for transportation of bulk reagents, coal, equipment and materials.

The Balkhash area has a long history of mining and copper smelting and there is an established in-country network of mining and processing suppliers and contractors. There is sufficient and

For personal use only

experienced work force available due to the proximity of the city of Balkhash. A total of 328 permanent personnel is employed at the Kounrad operation.

The topography is characterised by flat steppe, and the waste dumps protrude from 15 to 60 m above the topographical surface. The climate is sharply continental with warm summers (29 to 31°C) and cold winters (-20°C) though extreme low temperatures of -40°C can occur during severe winters.

History

Production from the Kounrad mine commenced in 1936 under the ownership of Balkhash Mining and Metallurgical Combine (Balhashtcvetmet). Copper ores were exploited from conventional open pit extraction until 2005, with sulphide ores treated by conventional flotation, whilst oxide and low-grade sulphide material were stockpiled around the site.

From 1936 to 1961, the open pit was mined using a cut-off grade of 0.5% Cu; from 1961 to 2005, it was mined using a cut-off grade of 0.2% Cu. In 1975 a pilot plant for dump leaching was built and produced 1,147 t of copper from 1975-1979 and 1,569 t of copper from 1980 to 1986 with an estimated recovery of 61%. In 1987, a commercial plant was constructed and produced 7,517 t of copper until its closure in 1992. In 1995, the design and construction of a SX-EW plant began but was not completed due to lack of financing and the Kounrad dump passed into State ownership.

CAML acquired an interest in Kounrad in 2007 through a 60/40 joint venture and in May 2014, completed the acquisition of the remaining 40% to become the sole owner. The Kounrad in-situ dump leach has been in continuous operation since 2012 and is operated by SK and KCC.

A summary of the production history is shown in the table below. The copper cathode produced is 99.99% Cu.

Kounrad In-Situ Dump Leach Operation Production History

¤	2012¤	2013¤	2014¤	2015¤	2016¤	2017¤	2018¤
Copper·Cathode·(t)¤	6,586¤	10,509¤	11,136¤	12,071¤	14,020¤	14,103¤	14,049¤
¤	2019¤	2020¤	2021¤	2022¤	2023¤	2024¤	2025¤
Copper·Cathode·(t)¤	13,771¤	13,855¤	14,041¤	14,254¤	13,816¤	13,439¤	13,311¤

Geology, Mineralization and Deposit Type

Kounrad is located in the Balkhash metallogenic belt, within the Balkhash-Junggar orogenic belt of the Central Asian Metallogenic Domain (CAMD) and comprises porphyry copper mineralisation associated with tectono-magmatic activity during the Devonian and Carboniferous-Permian volcano-magmatic arcs.

The Kounrad deposit comprises a porphyry copper mineralisation associated with tectono-magmatic activity during the Devonian and Carboniferous-Permian volcano-magmatic arcs. Structurally, the Kounrad deposit is situated within an irregular, elliptical caldera-related ring fracture system, which provides the primary structural framework for the deposit. This ring structure is interpreted to reflect collapse and magmatic activity associated with the volcanic complex and is cross-cut and locally modified by a series of northeast and northwest trending fault zones.

Weathering and supergene enrichment have produced a general zonation of mineralisation within the Kounrad deposit as described below:

- Oxidised cap - characterised by hematite, limonite, manganese oxyhydroxide, malachite, azurite, cuprite, native copper, and chrysocolla mineralisation;

- Leached zone - characterised by moderate oxidation in the upper part and by destabilisation of sulphide minerals under acidic conditions in the lower part;
- Supergene blanket - characterised by chalcocite and covellite mineralisation; and
- Primary sulphide zone - characterised by disseminated and stockwork ore containing pyrite, chalcopyrite, enargite and chalcocite mineralisation.

All of these mineralised phases, to varying degrees, are reflected in the composition of the waste dumps. The main mineralogy of the various dumps can be divided into oxide, secondary and primary mineralization and is summarised in the table below.

Mineralogy of Kounrad Waste Dumps

Type	Oxide Mineralization	Secondary Mineralization	Primary Mineralization
Oxide Dumps	Chrysocolla, Malachite, Azurite	Chalcocite, Bornite	Chalcopyrite
Mixed and Sulphide Dumps	-	Chalcocite, Covellite, Chalcanthite, Chrysocolla, Malachite, Azurite	Chalcopyrite

The Kounrad waste dumps are man-made deposits that were generated as sites for the storage and containment of waste rock produced during the mining of the adjacent Kounrad open pit.

The Kounrad waste dumps are located on bedrock consisting of granite and granodiorite, the upper 10 to 40 m of which are highly weathered creating a low permeability clay layer and cemented sediments at the surface. The waste dumps consist of blasted rock with no crushing stage undertaken prior to dump construction thus the particle size distribution of the dumps ranges from 1 – 2 m boulders to fine particles. Approximately 20% of the material exceeds 200 mm, while 60% is between 10 - 200 mm, and 20% is less than 10 mm. The eastern dumps consist of oxide material while the larger western dumps consist of sulphide and mixed material. A limited amount of mixed material is also present in the northern dumps.

Material within the dumps consists of massive, iron-hydroxide-altered granodiorites often silicified and intensely fractured with hematite-limonite-pyrite veinlets. Typically for the sulphide dumps, the material is characterised by vein and veinlet-disseminated sulphide mineralisation with covellite, chalcopyrite, bornite and pyrite. Malachite, azurite, chrysocolla, and chalcopyrite (partly replaced by hematite and pyrite) are typical ore minerals of the oxide dumps.

Long term exposure of the dumps has triggered natural bacterial oxidation, converting a significant portion of the refractory sulphide material into acid-soluble forms which are more amenable to leaching. In addition, some of the copper sulphide minerals are also naturally acid soluble.

Exploration and Drilling

Prior to commencing the current in-situ leaching operation at Kounrad, several sampling programmes were conducted to determine the copper content of the dumps and the potential for leaching of this material.

Exploration of the waste dumps was undertaken mainly between 2007 and 2012 (by CAML) and included drilling, trench sampling, trial pits, metallurgical sampling and pilot plant testwork as summarised below:

- Historical (pre-2007) – a total of 2,409 channel samples of 0.5 m length were taken from eastern dumps 6, 7 and 9 - 10.
- 2007 - 21 drillholes to depths of 2.5 m were completed within the same dumps. Sampling in 2007 was based on a drilling programme of 21 drillholes completed by SK in the eastern dumps.

For personal use only

- 2008-2009 – 85 drillholes ranging in depths from 8 – 30 m were completed on the eastern and western dumps. In addition, 10 trenches were completed and metallurgical testwork (bottle roll tests) was undertaken. A pilot scale SX-EW plant was constructed at eastern dump 6 and operated until 2011 producing 196 tonnes of copper cathode with a copper recovery of 50.2%.
- 2010 – 9 trenches of up to 100 m in length were completed in western dump 21a. 137 trial pits to depths of 3 m were completed on the eastern and western dumps. 13 trial pits of depths of 8 – 11 m were completed on the eastern and western dumps to provide samples for metallurgical testwork.
- 2011 – 98 RC drillholes for 3,213 m were completed of which 2,761 m were sampled for Cu_{total} and Cu_{acid}. The pilot plant was relocated to the western dump 1a.
- 2012 – 131 RC drillholes for 4,107 m were completed of which 4,089 m were sampled for Cu_{total} and Cu_{acid}. Site trials involving bench column leach tests were performed on sulphide and mixed dump material from pits dug on western dumps 21, 22, 16 and 1.

Drilling at the Kounrad waste dumps consisted of Reverse Circulation (RC) drilling during the period 2007 to 2012 to obtain confirmatory samples for grade, mineralogy, and metallurgy tests. In general, the drilling utilised a hammer bit with a diameter of 125.5 mm using 3.0 m or 6.0 m dual-walled rods of 102 mm diameter. Drilling was shallow (less than 56.0 m) and vertical, as such no downhole surveying has been conducted. A total of 335 drillholes were completed during this period and form the basis for the Mineral Resource.

Sampling, Analyses, and Data Verification

Drillhole samples were collected at 3.0 m intervals (into a nylon sample bag) and placed on a nylon sheet to be blended by hand shovel to form a square (8.0 cm high and 70 x 70 cm) and divided into 16 equal areas so that each one formed a subsample and an equal amount was removed from each of the 16 areas to form a sample of approximately 5 kg. Two (5 kg) samples were obtained for each 3.0 m drillhole interval; one was dispatched to the laboratory and the other retained as reference material.

Once sampled, drillhole material was put aside from each interval near the drill rig for geological logging.

From 2010-2012, the following laboratories were used for sample preparation and analysis, as primary and umpire laboratories.

- VNIITSvetmet laboratory (Ust-Kamenogorsk).
- CentreGeoAnalyt (Karaganda).
- Alex Stewart laboratory (Moscow).

At the time of analysis, the VNIITSvetmet laboratory held several accreditations, including ISO/IEEC 17025-2007 (accreditation certificate number KZ.И. 07.0480 dated August 27, 2009) and ISO 9001:2008. The accreditation of the CentreGeoAnalyt and Alex Stewart laboratories at the time of the analysis is not known.

2010 Sampling Programme:

A total of approximately 2 tonnes of material was extracted from each metallurgical pit during this programme, and was subsequently sub-sampled to a weight of 150 kg. A total of 13 metallurgical samples were tested at the VNIITSvetmet laboratory. Analysis included column leaching tests, chemical assaying, and bottle roll tests to assess the chemical and mineral compositions, and the structural/textural properties of the samples.

A total of 137 samples were also collected from pits and 189 composite samples were collected from 100 m trenches. Samples were dispatched to the CenterGeoAnalyt laboratory. Following crushing

For personal use only

and pulverising, 10% of the sample pulps were sent to the VNIItsvetmet laboratory for duplicate analysis. Chemical analysis of 40 samples and 11 group samples was carried out to assess the oxide and sulphide content as well as the total copper content.

Assays during the period were carried out for Cu_{total}, CuO, S, Fe, Zn, Mo, As, Sb, Pb, Au and Ag. Element to compound ratios were studied for compounds of copper, sulphur, iron, calcium carbonates and magnesium.

2011 – 2012 Sampling Programme:

The 3.0 m samples were initially sub-sampled at the drill site. Sub-samples were transported to the VNIITSvetmet laboratory for further preparation. At the VNIITSvetmet laboratory, samples were crushed to initially pass <2 mm in a jaw crusher, followed by a second round of crushing to <1 mm. The remaining sample was reduced to <0.5 kg and pulverised to 74 µm before a 250 g sub-sample was taken for analysis. For oxide samples, the final 250 g sub-sample was further split to produce a 30 g sample for assay. The remaining sample was sent for spectral analysis.

Of the 98 holes (3,213 m) drilled in 2011, a total of 2,761 m was sampled for Cu_{total} and Cu_{acid}. Of the 131 holes (4,107 m) drilled in 2012, a total of 4,089 m was sampled for Cu_{total} and Cu_{acid}. Analysis of the samples was carried out by the VNIITSvetmet laboratory (primary laboratory) and Alex Stewart as the umpire laboratory.

Total copper analyses were carried out using aqua regia acid digestion with ICP-MS finish. Analysis of acid-soluble copper was carried out on 50 g samples. Samples were treated with a 5 % solution of sulphuric acid and heated for 30 minutes. The leach residue was washed with water, and the sample was analysed by ICP. The difference in the total copper and copper in the leach residue was calculated as the acid-soluble copper content.

Density measurements were undertaken in 2012 using trial pits.

SK personnel supervised the sample preparation and ensured the security of the samples (on site) prior to dispatch to the laboratory. The 5 kg subsamples awaiting dispatch to the laboratory were placed into 50 litre bags for transportation and storage, each holding approximately 8 - 10 samples. Sample bags were transported to the pilot plant of SK, where they were placed into two large iron containers, arranged in numerical sequence for transportation to the VNIITSvetmet laboratory.

The 2010 sampling programme included internal and external duplicates, while the 2011-2012 drilling programmes included internal and external duplicates, as well as blank samples.

The authors consider the 2010 – 2012 programmes were undertaken using appropriate sample preparation and analyses procedures. The authors conclude that the samples are representative of the mineralisation and there is no evidence that the drilling or sample preparation or analyses process has resulted in a bias that could materially impact the accuracy and reliability of the results.

Data entry, validation, storage and database maintenance was carried out by SK geological department. The sampling data used for the Mineral Resource estimates is stored in Microsoft® Excel format at the Kounrad offices. No additional exploration has been undertaken at Kounrad since 2012.

The databases were reviewed by SLR and no significant issues in terms of data collection, data entry or data storage were identified. A statistical comparison of the copper assays from the different sampling programmes also identified no significant issues. The data verification procedures confirmed the integrity of the data contained in the drillhole database and the QP is of the opinion that the database is suitable for use in Mineral Resource estimation.

The authors do not consider referee samples necessary given:

- The procedures used by SK for sampling, logging, sample preparation, and analysis during the exploration programmes were considered to be reasonable.

For personal use only

- A review of the available QA/QC data demonstrated an acceptable level of accuracy and precision. No significant issues were identified in a statistical comparison of the different sampling programmes or sampling types.
- Kounrad is a mature operation and has been in continuous production since 2012. A comparison of annual planned production and actual production demonstrates there is sufficient confidence in predicting production from the operation.

Mineral Processing and Metallurgical Testing

Metallurgical testing of the waste dumps has been a subject of investigation since the early 1960's when the property was entirely State owned. In early 2002, further metallurgical testing was commenced and CAML resumed testing with the installation of a pilot plant facility at the eastern dumps in 2008. The pilot plant was later moved to the western dumps in 2011 as part of on-going investigative studies where it operated for a total time period of 15 months.

More recent testwork undertaken since 2017 has been undertaken on site, generally to test certain aspects of the leaching process or to test specific material sources. A summary of the testwork is shown in the table below.

On Site Metallurgical Testwork Since 2017

No¤	Name¤	Size¤	Date¤	Purpose¤
1¤	Dump·3·ore·column·test¤	500·mm·diam,·2.5m·ht,·450-550kgs¤	April·2017¤	Dump·3·ore·leaching·kinetic¤
2¤	Dump·2·ore·column·test¤	500·mm·diam,·2.5m·ht,·450-550kgs¤	December·2020¤	Dump·2·ore·leaching·kinetic·with·original·raffinate¤
3¤	Dump·2·ore·column·test¤	500·mm·diam,·2.5m·ht,·450-550kgs¤	January·2021¤	Dump·2·ore·leaching·kinetic·with·BASF·leaching·aid·LIXTRA¤
4¤	Dump·1A·ore·column·test¤	500·mm·diam,·2.5m·ht,·450-550kgs¤	May·2021¤	Dump·1A·ore·leaching·kinetic·with·BASF·leaching·aid·LIXTRA¤
5¤	Dump·1A·ore·column·test¤	500·mm·diam,·2.5m·ht,·450-550kgs¤	November·2021¤	Dump·1A·ore·leaching·kinetic·with·BASF·leaching·aid·LIXTRA¤
6¤	Block·18-1&22-12·ore·column·test¤	500·mm·diam,·2.5m·ht,·450-550kgs¤	March·2023¤	Intermediate·Leach·Solution·(ILS)·leaching·test¤
7¤	Block·18-1&22-12·ore·column·test·repeat¤	500·mm·diam,·2.5m·ht,·450-550kgs¤	June·2023¤	ILS·leaching·test¤
8¤	NDC·ore·column·test·¤	500·mm·diam,·2.5m·ht,·450-550kgs¤	September·2023¤	Observe·NDC·ore·leaching·kinetic·¤
9¤	Dump·16/22·ore·column·test·¤	500·mm·diam,·2.5m·ht,·450-550kgs¤	January·2024¤	ILS·leaching·test¤
10¤	Dump·15·ore·column·clay·part·test¤	500·mm·diam,·2.5m·ht,·450-550kgs¤	April·2024¤	ILS·leaching·test¤
11¤	Dump·Ore·size·distribution¤	Two·tonnes·over·vibrating·screen¤	June·2024¤	ILS·leaching·test¤
12¤	Dump·2·size·distribution·column·test·¤	500mm·2.5m·height¤	July·2025¤	Permeability·test¤
13¤	Dump·13·and·20·column·tests¤	450·mm·diam,·2.5m·ht,·450-550kgs¤	August·2025¤	Observe·size·distribution·of·dump·2·ore¤

The test results are summarised as follows:

- Test 1 was undertaken on Dump 3 material. A low recovery of 12.4% was achieved which was attributed to channelling.
- Tests 2 and 3 were undertaken on Dump 2 material and investigated the use of a new leach aid reagent by the German manufacturing supplier, BASF. The tests were stopped after 15 days due to low percolation rates.
- Tests 4 and 5 were undertaken on Dump 1a material, testing the BASF leach aid. It was again concluded that the leach aid was not beneficial.

For personal use only

For personal use only

- Tests 6 and 7 were intermediate leach solution (ILS) tests undertaken on samples from Dumps 16 and 22 where a comparison was made between a single and two-stage leach method. It was found that the two-stage leach system did not offer any advantage. High recoveries of 31.4% and 36.2% were achieved after 29 days.

- Test 8 was undertaken on samples from the northern dumps. Head grades ranged from 0.045 to 0.059% Cu and satisfactory recoveries of 17.1 to 44.1% were achieved after only 29 days.

- Test 9 was a series of tests undertaken on samples from Dumps 16 and 22. The head grades ranged from 0.05 to 0.08% Cu and recoveries ranged from 24 to 53% after leach periods of 28-39 days. The tests demonstrated good initial leaching rates and a single stage leaching approach again gave the best results.

- Test 10 was a permeability test undertaken on Dump 15 clay-rich material which gave percolation rates similar to other tests.

- Test 11 was a size analysis on Dump 2 and indicated that 47.7% was finer than 5 mm.

- Test 12 was undertaken on Dump 2 >5mm and <5mm size fractions. After 45 days the <5 mm column was blocked and the >5 mm column recovery was low.

- Test 13 was undertaken on samples from Dumps 13 and 20. Recoveries of 8% and 23% were achieved after 68 days.

In addition, four column tests were undertaken on samples from Dump 2, and the results are summarised in the table below.

Dump 2 Testwork Results

Sample¤	Head·Grade·¶ (Cu·%)¤	Recovery·¶ (%)¤	Acid·Consumed·¶ (kg/kg·Cu)¤
1¤	0.078¤	68¤	3.68¤
2¤	0.048¤	38¤	8.67¤
3¤	0.055¤	39¤	6.35¤
4¤	0.072¤	57¤	6.85¤

The recoveries ranged from 38 - 68% and averaged 51% after 60 days of leaching. The head grades ranged from 0.048 - 0.078% Cu. Acid consumptions were variable and ranged from 3.68 - 8.67 kg/kg of Cu. Leach kinetics showed that recoveries from Samples 1 and 2 were still increasing when the tests were terminated.

Four column tests were also undertaken on samples from the northern dumps. Head grades ranged from 0.018 - 0.056% Cu and average recoveries ranged from 34 to 41%.

The feasibility of recovering copper from the Kounrad dumps has been tested extensively though programmes of laboratory and on-site pilot scale testing. Initial testing on material from the western dumps was performed by VNIITSvetmet using relatively small diameter columns. In later studies, undertaken by CAML, column tests were undertaken in larger diameter columns at the Kounrad site.

Pilot trials undertaken by CAML at the eastern dumps yielded a recovery of 50.2% and this has been confirmed in practice as a leach recovery of 51% has been achieved for dumps 6, 7, 9 and 10. In addition, pilot scale trials were also performed on the western dumps and although hampered by some operational conditions, the results demonstrated that the copper is recoverable via acid leaching with a recovery of approximately 42% being obtained.

The western dumps, being more refractory to acid leaching (due to the presence of sulphide material), respond less favourably to leaching with recoveries ranging from 35% (sulphide material) and 42% (mixed material) being adopted.

For personal use only

The large diameter column tests undertaken at site were used to develop a kinetic model for leaching of the western dumps. This exercise was undertaken as a method of estimating copper recovery as it is not possible to physically determine individual recoveries for each dump due to the mixing of the site Pregnant Leach Solution (PLS) flows. It is known that this can only be a best approximation based upon the data available. This is the current method of estimating leach recovery by dump.

The authors conclude that the material tested is representative of future ore sources and that the testwork is appropriate for the in-situ leaching method used to extract the copper mineralisation.

Mineral Resource Estimate

The Mineral Resource estimate for the Kounrad in-situ dump leach operation is classified in accordance with the CIM Definition Standards for Mineral Resources and Mineral Reserves (2014).

A summary of the Mineral Resource estimate as of December 31, 2025 is shown in the table below. The reported Mineral Resources are within the concession boundary.

The stated Mineral Resources are not materially affected by any known environmental, permitting, legal, title, taxation, socio-economic, marketing, political or other relevant issues, to the best knowledge of the authors. There are no known mining, metallurgical, infrastructure, or other factors that materially affect this Mineral Resource estimate, at this time.

Audited Mineral Resource Statement for the Kounrad In-Situ Dump Leach Operation (Effective Date of December 31, 2025)

Classification¤	Tonnes¶ (Mt)¤	Cu¶ (%)¤	Contained·Cu·Metal¶ (kt)¤
Measured¤	-¤	-¤	-¤
Indicated¤	595.1¤	0.07¤	407.9¤
Inferred¤	-¤	-¤	-¤

Notes:

1. CIM (2014) definitions were followed for Mineral Resources.
2. Cu grade is total copper.
3. Mineral Resources are estimated at a cut-off grade of 0% Cu.
4. Mineral Resources are estimated using a copper price of US$11,080 per tonne.
5. Mineral Resources are estimated using a calculated leach recovery of 18.5%.
6. Mineral Resources are estimated using average dry densities ranging from 1.875 to 2.07 t/m3.
7. Kounrad is an in-situ dump leach operation, and therefore no minimum mining width has been applied.
8. Mineral Resources are inclusive of Mineral Reserves.
9. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
10. Totals may not represent the sum of the parts due to rounding.

Mineral Reserve Estimate

The Mineral Reserve estimate for the Kounrad in-situ dump leach operation is classified in accordance with the CIM Definition Standards for Mineral Resources and Mineral Reserves (2014). Mineral Reserves are derived from Indicated Mineral Resources after applying modifying factors. Mineral Reserves for Kounrad were classified using the following criteria:

- No Proven Mineral Reserves were classified because no Measured Mineral Resources were estimated.
- Probable Mineral Reserves are those Indicated Mineral Resources where information on processing/metallurgy and other relevant factors demonstrate that economic extraction is achievable.

For personal use only

The term “Mineral Reserve” need not necessarily signify that extraction facilities are in place or operative, or that all governmental approvals have been received. It does signify that there are reasonable expectations of such approvals.

The audited Mineral Reserve statement is shown in the table below. The reported Mineral Reserves are within the concession boundary.

The stated Mineral Reserves are not materially affected by any known environmental, permitting, legal, title, taxation, socio-economic, marketing, political or other relevant issues, to the best knowledge of the authors. There are no known mining, metallurgical, infrastructure, or other factors that materially affect this Mineral Reserve estimate, at this time.

Audited Mineral Reserve Statement for the Kounrad In-Situ Dump Leach Operation (Effective Date of December 31, 2025)

Classification¤	Tonnes¶ (Mt)¤	Cu¶ (%)¤	Contained·Cu·Metal¶ (kt)¤
Proven¤	-¤	-¤	-¤
Probable¤	595.1¤	0.07¤	407.9¤

Notes:

1. CIM (2014) definitions were followed for Mineral Reserves.
2. Cu grade is total copper.
3. Mineral Reserves are estimated at a cut-off grade of 0% Cu.
4. Mineral Reserves are estimated using a copper price of US$11,080 per tonne.
5. Mineral Reserves are estimated using a calculated leach recovery of 18.5%.
6. Kounrad is an in-situ dump leach operation, and therefore no dilution or mining recovery factors have been applied.
7. Totals may not represent the sum of the parts due to rounding.

Mining Methods

The operation is an in-situ dump leach and no mining is undertaken.

Processing and Recovery Methods

The Kounrad processing operation has successfully operated since 2012 producing a high-quality copper cathode product using in-situ heap leaching of the eastern and western dumps with acidic raffinate solution to dissolve the copper mineralisation. From 2012 to 2016 production was focussed on the eastern dumps, while leaching of the western dumps began in 2017 following completion of an expansion project.

The processing plant has a total capacity to produce 15,000 tpa of copper cathode (99.99% purity). This includes the original 10,000 tpa plant commissioned in 2012 and the 5,000 tpa expansion project. There are two independent electrowinning facilities, EW1 and EW2, which provide 66% and 33% of production respectively.

The PLS is collected at the base of the dumps by an HDPE lined interceptor trench and pumped to a series of holding ponds before being treated in the SX-EW plant located at the eastern dumps. A critical operational advantage is the presence of a low permeability clay underneath the dumps which acts as a highly effective barrier that captures percolating leach solutions allowing for efficient in-situ collection without engineered pads. Routine groundwater monitoring of 30 boreholes located around 200 – 700 m from the dumps confirms the low hydraulic conductivity beneath the dumps. SK operates the leaching of the dumps while KCC undertakes the processing operation.

The operation works year-round with leaching during the winter period being achieved by heating the leach solutions before irrigating the dumps under a HDPE cover. The acidic solutions percolate down through the dumps, dissolving copper minerals together with other acid soluble elements present. When the solutions reach the base of the heap they flow out laterally due to the topography which is elevated in the area of the Kounrad open pit but falls away in the areas in which the dumps are

located. The Kounrad operation is well managed and the SX-EW plant has high utilisation with minimal unscheduled downtime.

The eastern dumps were targeted first for production due to their higher grades and faster leaching rates due to their oxidised nature. Leaching of the western dumps commenced in 2017 with the PLS being collected and pumped some 12.5 km to the SX-EW plant. The copper in the rich electrolyte from the SX plant is recovered to a high-quality cathode product by electrowinning (EW). In this process a current is applied to the solution in a series of tanks fitted with stainless steel cathodes and lead alloy anodes. Copper is produced at the cathodes and is periodically stripped using mechanical means. Oxygen and hydrogen, in the form of sulphuric acid, are produced at the anodes.

Annual copper production ramped up between 2012 and 2015, increasing from 6,586 t to 12,071 t, before reaching a plateau between 2016 and 2022 of approximately 14,000 tpa. Following completion of the western dumps expansion project, production has been in steady state with a maximum annual production of 14,254 t reached in 2022. Since 2022, there has been a small decline in production, reaching 13,311 t in 2025. In future years production is planned to decline as fewer dumps remain to be leached and those that remain are lower grade and comprise mainly sulphide or mixed material. A summary of the production schedule is shown in the table below.

Summary of Kounrad Production Schedule

¤	2026¤	2027¤	2028¤	2029¤	2030¤	2031¤	2032¤	2033¤
Copper·Cathode·(t)¤	12,000¤	11,000¤	10,500¤	10,000¤	10,000¤	9,000¤	6,000¤	5,959¤

A total of 178,961 tonnes of copper cathode has been produced since the start of the operation in April 2012 and December 31, 2025. The production schedule contains a total of 74,459 t of copper cathode that will be produced from 2026 - 2034. Based on the Mineral Reserve estimate and the estimated metallurgical recoveries there is sufficient leachable metal to support the production plan.

Due to the overlapping nature of the dumps and an inability to collect and measure the leach solutions from each dump separately, it is not possible to accurately measure the amount of copper leached from each individual dump. However, SK metallurgical staff prepare estimates of the recovered copper based on the results of laboratory and pilot plant testing, assumptions of leach and solution migration rates and cathode production. The leach recoveries used are consistent with the metallurgical testwork and from experience of the leaching operations. A leach recovery of 18.5% is calculated based on recovering the remaining in-situ copper metal.

Project Infrastructure

Infrastructure associated with the Kounrad in-situ dump leach operation includes:

- Waste dumps and network of leaching pipework.
- Channels (lined) for directing pregnant leach solution.
- East plant including the solvent extraction plant and electrowinning units (EW1 and EW2) and associated facilities.
- West plant and associated facilities (pregnant solutions collected at the west plant are pumped to the east plant for processing and copper refining).
- Pregnant Leach Solution (**PLS**) ponds, raffinate ponds, emergency ponds and pump stations.
- HDPE pipeline (12.5 km) connecting west and east plants for transporting solutions.
- Boiler houses (east and west) and coal storage.

For personal use only

For personal use only

- Site offices, laboratory, stores, maintenance workshops
- Rail spur and load out.
- Water pipelines.

Electrical power is supplied to the operation by the national grid from a 35 kV overhead line from a substation 7 km away, with a single 10 MVA main transformer and a 6.8 MVA spare available on site. A 4.7 MVA solar farm provides approximately 16% of the sites electrical power during daylight hours and was commissioned at the end of 2023. Coal powered boilers are used in the winter for heating solutions before leaching due to extreme winter temperatures.

Process water is sourced during the summer months from Lake Balkhash (semi-saline) via a dedicated 25 km pipeline. In the winter months (when the lake freezes) water is sourced from a flooded underground mine located 6 km from Kounrad, thus maintaining continuity of supply. A new pumping station is planned to be installed at Lake Balkhash to enable water extraction throughout the year. Potable water is sourced from the local supply network and an on-site reverse osmosis plant.

No tailings storage facility (**TSF**) is required by the operation. No reworking of the waste dumps other than by in-situ leaching is undertaken and no new waste dumps need to be constructed.

All major infrastructure required by the operation is currently in place and no significant additional infrastructure is planned.

Market Studies and Contracts

The copper cathode is sold under an annual rolling offtake contract with Traxys Europe S.A. (**Traxys**), which is entitled for a minimum of 90% of Kounrad's cathode production. Small volumes of cathodes are also sold to the domestic market. Cathode ownership transfers to the offtaker at the Kounrad factory gate.

The commercial terms of the offtake contract with Traxys are negotiated on an annual basis based on the prevailing market conditions.

Environmental Studies, Permitting and Social or Community Impact

The Kounrad operation complies with Kazakhstan's environmental protection legislation, which requires an impact assessment process for projects of this type. Baseline environmental data are collected by specialist ecological contractors as part of the OVOS procedure (the Kazakh equivalent of an Environmental and Social Impact Assessment, ESIA). Based on the OVOS findings, the competent authorities establish project-specific regulatory limits, including Maximum Allowable Concentrations (**MACs**) and Maximum Allowable Emissions (**MAEs**), for the planned operations.

The facilities are not required to implement, an automated control/management system (**ACM**) for air emissions, as total emissions are below 500 tonnes per year. Active permits for SK and KCC are shown in the table below.

Kounrad Environmental and Special Water Use Permits

Permit·type¤	Validity·dates¤	Permit·number¤
SK·Environmental·Permit¤	2025·-·2034¤	№:·KZ16VCZ03815016¤
KCC·Environmental·Permit¤	2023·-·2031¤	№:·KZ25VCZ03180571¤
SK·Special·Water·Use·Permit¤	2022·-·2026¤	KZ71VTE00125208¤
KCC·Special·Water·Use·Permit¤	2026·-·2031¤	KZ68VTE00372903¤

Environmental management is supported by a combination of internal controls and external monitoring by licensed contractors, alongside a range of technical studies to better characterise site

conditions and legacy risks. Groundwater monitoring has been expanded and supported by hydrogeological assessments and conceptual modelling. Mitigation measures limit off-site risk pathways in the wider regional context.

CAML employs an in-country ESG Manager who oversees a team covering HSE (safety, environment and social), PR (Public Relations) and corporate communications, and site monitoring as part of day-to-day operations. Specialist support is also provided by in-house hydrogeologist, technicians and site ecologists, who hold defined responsibilities within the management system.

CAIER is expected to continue as the Project's environmental monitoring subcontractor, appointed through an annual tender process. CAML has an Environmental Management Plan (**EMP**) in place that sets out mitigation measures for key environmental aspects and identified issues. Health and Safety (**H&S**) roles and responsibilities are defined and assigned across the team, supported by H&S plans and procedures and delivery of appropriate training.

CAML is required to submit annual environmental performance reports to the relevant state authorities. The environmental and climate change policies assign overall responsibility for implementation of the policy to the CAML Group Head of Sustainability. Environmental monitoring and management covers among other things, groundwater, soil and surface contamination monitoring and management of raw materials, waste streams, intermediate products, effluent, air emissions and chemical storage.

Additional measures and protocols are in place to address site security, fire safety, contingency and emergency procedures, staff training and supervision, internal and external stakeholder dialogue.

Closure planning is integrated with operational planning, and a closure plan and Asset Retirement Obligation (**ARO**) has been prepared by WSP Golder (2022) and includes post-closure monitoring (notably groundwater).

Social performance is supported by community engagement and structured social investment. Community support includes practical, community-request–driven initiatives. In addition, the Kounrad Corporate Foundation provides a formal mechanism for longer-term community investment, in infrastructure and community services.

Capital and Operating Costs

A summary of the capital costs for the Kounrad in-situ dump leach operation is presented in the table below. An additional cost of US$16.1 million has been estimated for closure.

Summary of Kounrad Capital Costs

Item¤	Unit¤	2026¤	2027¤	2028¤	2029¤	2030¤	2031¤	2032¤	2033¤
Sustaining·SK¤	US$M¤	0.59¤	0.59¤	0.59¤	0.50¤	0.41¤	0.33¤	0.20¤	0.12¤
Sustaining·KCC¤	US$M¤	1.31¤	1.31¤	1.31¤	1.11¤	0.91¤	0.74¤	0.45¤	0.28¤
Total·Capital·Costs¤	**US$M¤**	**1.90¤**	**1.90¤**	**1.90¤**	**1.61¤**	**1.32¤**	**1.10¤**	**0.66¤**	**0.40¤**

A summary of the operating costs for the Kounrad in-situ dump leach operation is provided in the table below.

For personal use only

For personal use only

Summary of Kounrad Operating Costs

Item	Unit	2026	2027	2028	2029	2030	2031	2032	2033
SK Eastern Production	US$M	2.42	2.20	2.15	2.09	2.06	2.10	1.90	1.65
SK Western Production	US$M	3.90	3.77	3.67	3.57	3.47	3.20	2.76	2.76
KCC Production	US$M	11.85	10.85	10.53	10.23	10.04	9.85	8.40	7.04
KCC Water Pipeline	US$M	0.25	0.24	0.23	0.22	0.22	0.20	0.17	0.17
Solar Farm	US$M	0.08	0.07	0.07	0.07	0.07	0.07	0.07	0.07
G&A	US$M	4.27	4.17	4.09	4.00	3.93	3.80	3.49	3.49
Total Operating Costs	**US$M**	**22.75**	**21.32**	**20.73**	**20.18**	**19.79**	**19.22**	**16.79**	**15.18**

Economic Analysis

The current life of mine (**LOM**) runs until 2034 and a total of 74,459 t of copper cathode is planned to be produced.

The financial model for the LOM was reviewed by the authors and showed the Mineral Reserves to be economic based on the assumptions used and a copper price of US$11,080 per tonne.

Producing issuers may exclude the information required under Item 22 (Economic Analysis) of Form 43-101F1 for technical reports on properties currently in production unless the technical report includes a material expansion of current production.

(ii) The Sasa Project

Information in the following section is derived from and in some instances direct extracts from the technical report titled “NI 43-101 Technical Report, Sasa Mine, North Macedonia” with an effective date of December 31, 2025, prepared for CAML and authored by Ché Osmond, BSc., MSc., FGS, CGeol, EurGeol, James Turner, BSc. (Hons), MSc., CEng, ACSM, MCSCM, MIMMM, Colin Davies, BEng, MSc, CEng, ACSM, MIMMM, QMR and Alessandra Pheiffer, BSc., MSc., PrSciNat, MIMMM, each of SLR Consulting Limited (**Sasa Technical Report**). Each of the foregoing authors is a qualified person and independent within the meaning of such terms in NI 43-101.

The Sasa Technical Report was prepared in accordance with NI 43-101. The summary below is subject to all the assumptions, qualifications and procedures set out in the Sasa Technical Report, and which are not fully described herein. Unless otherwise noted or otherwise defined in the summary below, all defined terms used in the summary below shall have the meaning ascribed to them in the Sasa Technical Report and as a result, may differ from the defined terms used elsewhere in this document. Reference should be made to the complete text of the Sasa Technical Report which has been filed in accordance with NI 43-101 with the Canadian securities regulatory authorities and is available for review electronically under Cygnus’ profile on SEDAR+ at **www.sedarplus.ca**.

Summary

The Sasa Mine is an underground polymetallic mine located in the northeast of North Macedonia and is operated by Rudnik SASA DOOEL, a wholly owned subsidiary of CAML. The Sasa Mine has been in continuous operation since 2006 and produces approximately 800 ktpa of ore with average grades of 3.4% Pb and 2.6% Zn from mining at Svinja Reka. The LOM plan runs for 9 years (to 2034 inclusive), and the mining rate is planned to increase to 830 ktpa for the next 8 years before declining in year 9 to around 700 ktpa. Average grades in the LOM plan are 3.5% Pb and 2.5% Zn.

For personal use only

Property Description and Location

The Property is located in the northeast of North Macedonia, near the border with Bulgaria, and approximately 150 km east of the capital city of Skopje. The nearest town is Makedonska Kamenica, approximately 10 km to the south, and provides a highway conduit between the mine and the region for staff and supplies coming in, and export of concentrate products. The village of Sasa is located 4 km south of the operation with the nearest residential buildings 0.5 km from the operation.

The Sasa Mine is centred on the geographic coordinates of latitude 42°6'44" North and longitude 22°31'10" East.

Location of the Sasa Mine



Source: United Nations (August 2020)

The Property has an Exploitation Concession (24-5550/1) that was granted to Rudnik SASA DOOEL on November 13, 2014, and is valid until September 28, 2030. The Exploitation Concession was expanded in February 2026 from an area of 4.22 km² to 6.866079 km². Rudnik SASA DOOEL ("**Rudnik SASA**") can apply to extend the concession beyond the current expiry date. Rudnik SASA owns the land on which the surface facilities are located.

There is also a concession fee payment made quarterly to the Ministry of Economy of the Republic of North Macedonia based on the market value of the metals contained in the concentrates as follows:

- 4% of the market value of the metal of lead per tonne in each tonne of lead concentrate produced.
- 4% of the market value of the metal of zinc per tonne in each tonne of zinc concentrate produced.

- 4% of the market value of the metal of silver per tonne in each tonne of zinc concentrate produced.

Metal prices are determined using the average price of the metals in the month it was produced.

The silver contained in concentrates is subject to a streaming agreement signed in 2017 with OR Royalties Inc. and is invoiced separately when the silver content reaches payable levels. CAML received US$6.655 per ounce for its silver production for the life of the Sasa Mine.

The concessionaire is responsible to (i) implement at its own expense measures for environmental protection, protection of nature and cultural heritage, measures for re-cultivation of the land, (ii) compensate any damage caused to third persons and the environment caused by the operations, and (iii) restore and re-cultivate the land following completion of exploitation and mining works.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Sasa Mine is accessed by the A4 and A3 highways from Skopje to Makedonska Kamenica, a distance of 130 km, and then by a minor road (paved) for a distance of 10 km. The A3 highway continues eastwards from Makedonska Kamenica into Bulgaria via the border crossing at Stanke Lisichkovo before continuing northeast to Sofia, a total distance of 160 km. There are international airports at Skopje and Sofia and the closest railhead is 29 km to the southwest at the town of Kočani and is accessed by the A3 highway.

The climate is subject to continental and Mediterranean influences, with hot dry summers and cold winters. The majority of rainfall is during the spring and autumn and occasionally there are heavy snowfalls on the mountains, rarely in the valleys, from December to February.

The Sasa Mine is located at approximately 1,000 masl in a narrow V-shaped valley of the Kamenicka River with associated mine access portals, processing plant, maintenance workshop, office and TSF. Underground workings are to the north of the processing plant predominantly below Svinja Reka. The topography within the concession area ranges from 800 to 2,030 masl.

The Sasa Mine operates year-round, 24 hours a day, 7 days a week with 3 x 8 hour working shifts in both the underground mine and process facilities. Most of the mine staff are from the local area and reside in the town of Makedonska Kamenica with a population of approximately 4,500 and the surrounding region. Total staff numbers are approximately 700.

History

Initial exploration comprising geological surveys of the Osogovo ore-bearing massif and the Sasa locality date from 1954. Exploration continued between 1954 and 1960, with construction of the mine between 1960 and 1965. In November 1965, the underground mine was opened for trial processing with a production capacity of 0.3 Mtpa of lead-zinc ore. The Sasa Mine started commercial operations in 1966 as a state-owned entity. During the 1990s, ore production at Sasa was approximately 0.5Mtpa. In 2002, the mine closed due to lack of operating capital.

In 2005, the Solway Investments Group (Solway) acquired the mine, and operations were restarted in 2006 following investment and improvements, particularly within the plant which was re-equipped with a modern flotation circuit allowing production of separate zinc and lead concentrates instead of a bulk concentrate.

On November 3, 2015, Solway announced that it had sold the Sasa Mine to Orion Mine Finance Group (**Orion**) partnered with Fusion Capital AG through its wholly owned subsidiary Lynx Europe SPLLC Skopje (**Lynx**).

In November 2017, CAML acquired the Sasa Mine from Lynx and took 100% ownership.

For personal use only

A summary of the production history of the Sasa Mine from 2008 to 2025 is shown in the table below:

Sasa Production History from 2008 to 2025

Item¤	Unit¤	2008¤	2009¤	2010¤	2011¤	2012¤	2013¤	2014¤	2015¤	2016¤
Processing·Plant¤										
Ore·Processed¤	kt¤	854¤	865¤	811¤	758¤	754¤	774¤	780¤	777¤	779¤
Pb·Grade¤	%·Pb¤	4.68¤	4.43¤	4.05¤	3.83¤	3.93¤	4.13¤	4.16¤	4.04¤	3.95¤
Zn·Grade¤	%·Zn¤	4.08¤	4.14¤	3.81¤	3.43¤	3.35¤	3.47¤	3.48¤	3.52¤	3.41¤
Lead·Concentrate¤										
Pb·Concentrate¤	kt¤	49.1¤	47.6¤	41.3¤	37.1¤	38.0¤	41.0¤	41.6¤	40.2¤	39.5¤
Pb·Recovery¤	%¤	91.6¤	94.2¤	94.4¤	95.1¤	94.4¤	94.4¤	94.5¤	94.1¤	94.1¤
Pb·Grade¤	%·Pb¤	74.5¤	75.7¤	75.2¤	74.3¤	73.6¤	73.6¤	73.7¤	73.5¤	73.3¤
Pb·in·Concentrate¤	kt¤	36.6¤	36.1¤	31.0¤	27.6¤	28.0¤	30.2¤	30.7¤	29.5¤	29.0¤
Zinc·Concentrate¤										
Zn·Concentrate¤	kt¤	58.0¤	61.0¤	52.8¤	44.6¤	43.1¤	46.2¤	46.9¤	47.2¤	45.5¤
Zn·Recovery¤	%¤	82.3¤	85.5¤	86.0¤	86.6¤	86.2¤	86.3¤	86.5¤	85.8¤	84.6¤
Zn·Grade¤	%·Zn¤	49.5¤	50.2¤	50.4¤	50.6¤	50.5¤	50.1¤	50.1¤	49.8¤	49.4¤
Zn·in·Concentrate¤	kt¤	28.7¤	30.6¤	26.6¤	22.5¤	21.8¤	23.3¤	23.5¤	23.5¤	22.5¤
Item¤	**Unit¤**	**2017¤**	**2018¤**	**2019¤**	**2020¤**	**2021¤**	**2022¤**	**2023¤**	**2024¤**	**2025¤**
Processing·Plant¤										
Ore·Processed¤	kt¤	793¤	805¤	821¤	820¤	831¤	807¤	806¤	761¤	799¤
Pb·Grade¤	%·Pb¤	3.98¤	3.90¤	3.77¤	3.85¤	3.52¤	3.63¤	3.70¤	3.71¤	3.35¤
Zn·Grade¤	%·Zn¤	3.18¤	3.31¤	3.29¤	3.37¤	3.14¤	3.15¤	2.97¤	2.87¤	2.61¤
Lead·Concentrate¤										
Pb·Concentrate¤	kt¤	40.8¤	40.3¤	40.4¤	41.3¤	37.9¤	38.4¤	39.1¤	37.6¤	35.6¤
Pb·Recovery¤	%¤	94.6¤	93.6¤	94.5¤	94.3¤	93.1¤	93.4¤	93.1¤	94.4¤	94.1¤
Pb·Grade¤	%·Pb¤	72.9¤	73.6¤	72.3¤	72.0¤	71.8¤	71.2¤	71.0¤	70.8¤	70.6¤
Pb·in·Concentrate¤	kt¤	29.9¤	29.4¤	29.2¤	29.7¤	27.2¤	27.4¤	27.8¤	26.6¤	25.2¤
Zinc·Concentrate¤										
Zn·Concentrate¤	kt¤	43.7¤	46.1¤	47.1¤	47.6¤	44.4¤	42.8¤	40.2¤	37.0¤	35.6¤
Zn·Recovery¤	%¤	85.5¤	84.6¤	86.5¤	86.1¤	84.9¤	84.6¤	85.0¤	85.2¤	85.7¤
Zn·Grade¤	%·Zn¤	49.4¤	48.9¤	49.6¤	50.0¤	49.9¤	50.1¤	50.6¤	50.2¤	50.2¤
Zn·in·Concentrate¤	kt¤	21.6¤	22.5¤	23.4¤	23.8¤	22.2¤	21.5¤	20.3¤	18.6¤	17.9¤

Geology, Mineralization and Deposit Type

The Sasa Mine is located in the Dinaride collisional mountain belt, part of the Alpine-Balkan-Carpathian-Dinaride (**ABCD**) metallogenic and geodynamic province within the Alpine-Himalayan orogenic system which resulted from convergence of the African, Arabian and Indian plates and their collision with Eurasia, from the Cretaceous to the present. The Dinarides contains large ophiolite belts, especially within the Internal Dinarides. In the Balkans these ophiolite belts are regionally extensive and are central to reconstruction of Neotethyan palaeogeography. The structural complexity and present-day geometry of the region reflect large-scale oroclinal bending during post-collision tectonics throughout the Tertiary, including major transcurrent fault systems with overall dextral displacements exceeding 100 km.

The Sasa deposits are located within the Serbo-Macedonian Massif, a region that hosts numerous lead and zinc deposits, stretching across Serbia, North Macedonia, Bulgaria, eastern Greece and into

For personal use only

Turkey. Occupying much of the eastern third of North Macedonia, the massif comprises a diverse assemblage of metamorphic, sedimentary, and igneous rock units that reflect a long and complex tectonometamorphic history. The Svinja Reka and Golema Reka deposits at Sasa are located on the eastern flank of a copper molybdenum porphyry deposit at Osogovo.

The Sasa Mine comprises the Svinja Reka and Golema Reka lead-zinc deposits which occur as stratiform deposits hosted by quartz-graphite schist and marbles of Lower Palaeozoic age at Svinja Reka and by gneisses at Golema Reka. The Kozja Reka occurrence was historically mined but is not part of the current operation or mine plan. The lenses of mineralisation dip at approximately 35 degrees to the southwest, range in thickness from 2 m to 30 m and occur as stacked sheets (typically two or three bodies namely the hanging wall, central and footwall orebodies), separated by interburden of 1 m to 10 m thickness.

Mineralisation is related to intrusions of tertiary volcanics resulting in metasomatic skarn-hydrothermal lead-zinc-silver deposits. Mineralisation includes sphalerite, galena, pyrite and pyrrhotite and varies from coarse to fine grained. Silver is generally associated with galena.

Mineralisation is interpreted as a structurally influenced replacement-style lead-zinc-silver skarn-hydrothermal system controlled by a combination of favourable host lithologies, bedding-parallel replacement zones, and later structural modification. The mineralised lenses are therefore not interpreted as purely stratiform bodies, but as lithologically favourable and structurally modified replacement zones affected by local faulting, shearing and competency contrasts between schist, marble and gneissic host rocks. The deposits consist of well-defined lenses of lead-zinc-silver mineralisation, dipping at approximately 35° and individual mineralized zones ranging in true thickness from 2 to 30 m.

Mineralisation is hosted mainly within Lower Palaeozoic quartz-graphite schists and marbles at Svinja Reka, while at Golema Reka it is primarily developed within gneissic host rocks. Three principal stages of mineralisation have been identified. The first stage comprised of a metasomatic skarn where mineralisation developed mainly through infiltration of mineralising fluids into favourable host rocks. The second stage involved retrograde hydrothermal alteration, during which earlier skarn minerals were progressively altered and overprinted, accompanied by the main phase of sulphide deposition. This is interpreted to reflect mixing between magmatic and meteoric fluids within the evolving hydrothermal system. The final stage involved emplacement of post-ore gangue minerals, dominated largely by carbonate phases precipitated from cooler and relatively diluted hydrothermal fluids during the waning stages of the mineralising event.

Exploration and Drilling

The main period of discovery exploration in the Osogovo Mountains, including the area comprising the Sasa Mine, was between 1954 and 1960 during which geophysics, mapping, trenching, and drilling from both surface and initial underground excavations were undertaken. Subsequently, as the underground workings were extended, ongoing exploration comprised drilling from underground complimented with underground channel sampling. Surface drilling continued to a lesser extent to support the underground exploration.

Since taking ownership of the Sasa mine in November 2017, and similar to the previous operators, CAML has continued to explore the Svinja Reka, Golema Reka, and to a lesser extent Kozja Reka zones.

All drilling completed at the Sasa Mine is by diamond coring methods. From 1954 to 2002, a total of 274 drillholes for a total of 20,597 m (262 from underground and 12 from surface) were completed at Svinja Reka plus a further 82 drillholes (58 from underground and 24 from surface) were completed at Golema Reka.

From 2006 to 2015 (Solway), a total of 1,080 drillholes for 80,737 m were completed at Svinja Reka (1,048 from underground and 32 from surface), and 22 underground drillholes for 1,503 m were completed at Golema Reka.

For personal use only

From 2015 to 2017, under ownership of Lynx, a total of 228 drillholes were completed at Svinja Reka.

To date, CAML has completed a total of 1,497 drillholes for (101,393 m) at Svinja Reka and 16 drillholes at Golema Reka (6,702 m). The majority of this drilling is from underground.

CAML has a 3-year (2026 – 2028) drill exploration programme of approximately 9,000 m per year Most of the drilling will be from underground but a small number of deep (circa 800 m) surface drillholes are also planned.

Most of the drilling that informs the Mineral Resources has been completed by CAML.

Sampling, Analysis and Data Verification

Samples from drill core are collected by Rudnik SASA DOOEL geological staff. Logging, sampling and sample cutting are undertaken at the on-site core logging facility at the Sasa Mine. Sample preparation and analysis is undertaken at the Sasa Mine analytical laboratory. The laboratory is not accredited. A systematic Quality Assurance / Quality Control (**QA/QC**) system is used to monitor the accuracy and precision of assaying. Mineralised half core is retained for archive at the core storage facility located at the mine.

Core is logged for lithology and numeric lithological codes and qualitative descriptions are recorded. Logging codes and descriptions match the accepted geological model and provide enough detail for modelling of the extent of mineralised domains.

Core is photographed wet and dry, and photographs are stored digitally.

Sample intervals are marked out with respect to logged observations around lithological and mineralogical changes. Sample cutting is carried out using industry standard methodology with core cut lengthways using a diamond core saw in a dedicated area within the core shed. Samples are bagged in a suitable manner with individual sample number labels recorded to give proper chain of custody.

Sample preparation takes place at the on-site Sasa Mine laboratory. The laboratory processes drill core samples, plant concentrate samples and other samples as required (for example tailings monitoring). Drill core samples follow an industry standard sample preparation route with drying, crushing and pulverising to produce a -0.74 µm 50g pulp sample for analysis.

Sample analysis is conducted at the Sasa Mine analytical laboratory located at the mine site. Analysis for Zn, Pb and Ag is by atomic absorption (**AA**) using three acid digestion. The laboratory is not accredited for AA analysis used for drill core samples. However, the laboratory takes part in round robin analysis programmes and is accredited for concentrate analysis but not the analytical route used for drill core analysis.

Sample collection and transportation of drill core is undertaken by Rudnik SASA geology department staff. Exploration core boxes are transported to the core logging facilities located at the Sasa Mine site. Once logging and sampling have been completed, mineralised half core is retained for between three to five years. The core is transferred to storage facilities located at the mine site. The drill core boxes are covered, and the storage facilities are dry with internal lighting and metal shelving. Pulp duplicate material is stored in the same facility. The authors consider the sample security and chain of custody procedures to be of a high standard.

Sample analysis QA/QC consists of the insertion of control samples (**Certified Reference Material**) and reject pulp samples as check duplicates. QA/QC samples are inserted at a rate of roughly one CRM and two duplicate samples per batch of 30 submitted to the on-site laboratory. Results for a total of 16 different CRM used over recent years are available but only two are currently in use. CRM are sourced from Geostats Pty Ltd (Australia), and OREAS (Australia) and results are checked against the published target and standard deviation limits. Duplicate results are reviewed regularly against percentage tolerances from the primary sample result and any results outside acceptable tolerance

For personal use only

limits are investigated, with re-assay or further validation completed where required. This process supports analytical reliability for exploration, grade control and Mineral Resource estimation.

In the QP's opinion, the sample preparation, analysis, and security procedures at Sasa are adequate for use in the estimation of Mineral Resources. There are no factors associated with sampling or sample preparation that would significantly affect the accuracy or reliability of the samples or assay results. In the QP's opinion, the QA/QC programme as designed and implemented by CAML is adequate and the assay results within the database are suitable for use in a Mineral Resource estimate. The results of the QA/QC procedures demonstrate that the assay results fall within acceptable ranges of accuracy and precision, affirming the adequacy of the resulting database to underpin the estimation of Mineral Resources.

Data entry, validation, storage and database maintenance is carried out by Rudnik SASA staff using established procedures. The diamond core drilling data used for the Mineral Resource estimates are stored in a central MX Deposit database located at the Sasa Mine offices. The database has a series of automated validation tools during import and export for error identification. The quality of the assay data contained in the database is monitored by Rudnik SASA staff using established QA/QC procedures.

A site visit to Sasa Mine was undertaken by SLR on May 13 to 14, 2026 and included inspections on the extent of exploration work completed to date, review of drill core logging, sampling, sampling preparation, analysis and QA/QC procedures, inspection of core logging, sampling and storage facilities, selected drill core to confirm nature of mineralisation, geological description and down hole depths of geological contacts as against drillhole logging data, geology and mineralisation in underground workings and underground drilling procedures.

On site data verification includes reviews of geological logging consistency, collar and downhole survey information, assay database integrity, QA/QC performance and comparison of historical interpretation against recent drilling and underground exposure. These checks are used to identify data limitations and assign appropriate confidence during geological modelling and Mineral Resource classification.

The QPs found the data collection methods used by Rudnik SASA DOOEL to be appropriate.

The databases were received by the authors in Microsoft® Excel format. A review of the databases was carried out by the authors. Minor validation errors were discovered in terms of duplicate and overlapping intervals; however, the QP does not consider these to be significant. Overall, no significant issues in terms of data collection, data entry or data storage were identified by the authors in a review of the electronic databases.

Overall, no significant issues were identified during the data verification review. The data verification procedures confirmed the integrity of the data contained in the drillhole database and the QP is of the opinion that the database is suitable for use in Mineral Resource estimation. No material sample bias was identified during the review of the drill data and assays. Observation of the drill core during the site visit and inspection and validation of the data collected indicate that the drill data is adequate for the estimation of Mineral Resources. However, it is recommended that the Sasa Mine laboratory works towards accreditation for analysis of exploration drill samples and routinely completes round robin checks (further to the external check analysis completed in 2021 and 2024) with independent (accredited) laboratories. Further, it is recommended that the assay database be enhanced to encompass specific details such as analysis dates, batch identifiers, and pertinent laboratory information. The introduction of a Laboratory Information Management System will aid in achieving this improved standard.

Mineral Processing and Metallurgical Testing

Mineral processing is undertaken at the processing plant which was commissioned in 2006 and originally designed to process 650 ktpa of ore. The plant was upgraded in 2007 with additional Metso flotation cells to a nameplate capacity of 850 ktpa. The ore is crushed in three stages, and the milling

For personal use only

For personal use only

circuit involves two parallel sets of rod mills, spiral classifiers and ball mills to ensure the extracted material is the appropriate size for liberation by flotation at approximately 74 microns.

The processing plant operates both lead and zinc flotation, producing separate concentrates that are filter pressed to generate products containing 5% to 9% moisture. The concentrates are stored in two separate bays before loading into trucks for transportation.

The ore metallurgy at Svinja Reka has been consistent since 2008, despite declining head grades in recent years, with lead and zinc recoveries of around 94% and 86%, respectively. Concentrate grades are approximately 71% Pb and 50% Zn and silver recovery to the lead concentrate is 75%. As an established operating mine, metallurgical testwork is generally focused with on-going plant optimisation projects using the on-site metallurgical testwork laboratory.

The ore is getting harder as the mine deepens. Maintaining the current grind size at increasing ore hardness presents the main bottleneck to increasing plant throughput, however, is preferable to using a coarser grind size which may affect recoveries.

Further optimisation of performance is possible, by balancing throughput with ore hardness, grind size and metals recovery and concentrate grades to achieve the best overall economics.

Mineral Resource Estimate

The Mineral Resource estimate for the Sasa Mine is classified in accordance with the CIM Definition Standards for Mineral Resources and Mineral Reserves (2014).

Mineral Resources are reported for Svinja Reka and Golema Reka deposits. The Kozja Reka occurrence was historically mined, however, insufficient exploration has been undertaken to declare Mineral Resources.

A summary of the Mineral Resource estimate as of December 31, 2025 is shown in the table below.

The stated Mineral Resources are not materially affected by any known environmental, permitting, legal, title, taxation, socio-economic, marketing, political or other relevant issues, to the best knowledge of the authors. There are no known mining, metallurgical, infrastructure, or other factors that materially affect this Mineral Resource estimate, at this time.

Audited Mineral Resource Statement for the Sasa Mine (Effective Date of December 31, 2025)

Deposit¤	Classification¤	Tonnes¶ (Mt)¤	Pb¶ (%)¤	Zn¶ (%)¤	Ag¶ (g/t)¤
Svinja Reka¤	Measured¤	-¤	-¤	-¤	-¤
	Indicated¤	9.6¤	4.2¤	3.0¤	32.8¤
	Inferred¤	2.3¤	2.9¤	2.4¤	35.5¤
Golema Reka¤	Measured¤	-¤	-¤	-¤	-¤
	Indicated¤	1.8¤	4.1¤	1.3¤	13.8¤
	Inferred¤	6.8¤	3.9¤	1.2¤	13.2¤
Total¤	**Measured¤**	**-¤**	**-¤**	**-¤**	**-¤**
	Indicated¤	**11.4¤**	**4.2¤**	**2.8¤**	**29.8¤**
	Inferred¤	**9.1¤**	**3.6¤**	**1.5¤**	**18.9¤**

Notes:

1. CIM (2014) definitions were followed for Mineral Resources.
2. Mineral Resources are estimated using NSR cut-off values of US$53 per tonne for sub-level caving, US$65 per tonne for cut and fill stoping and $60 per tonne for long-hole stoping.

For personal use only

3. Mineral Resources are estimated using metal prices of US$3,041 per tonne for zinc, US$2,506 per tonne for lead and US$31 per ounce for silver.
4. Mineral Resources are estimated using metallurgical recoveries of 94% for lead, 82% for zinc and 75% for silver.
5. Mineral Resources are estimated using average dry densities ranging from 2.7 to 4.0 t/m3.
6. A minimum thickness of 1.5 m was used to model the mineralised zones.
7. Mineral Resources are inclusive of Mineral Reserves.
8. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
9. Totals may not represent the sum of the parts due to rounding.

Mineral Reserve Estimate

The Mineral Reserve estimate for the Sasa Mine is classified in accordance with the CIM Definition Standards for Mineral Resources and Mineral Reserves (2014). Mineral Reserves are derived from Measured or Indicated Mineral Resources after applying economic parameters to calculate that portion of the Measured and Indicated Mineral Resources that can be mined economically. Mineral Reserves for the Sasa Mine were classified using the following criteria:

No Proven Mineral Reserves were classified because no Measured Mineral Resources were estimated.

Probable Mineral Reserves are those Indicated Mineral Resources where development work for mining and information on processing/metallurgy and other relevant factors demonstrate that economic extraction is achievable.

Mineral Reserves are inclusive of diluting material that will be mined in conjunction with the economically mineralised rock and delivered to the processing plant or equivalent facility. The term ‘Mineral Reserve’ need not necessarily signify that extraction facilities are in place or operative, or that all governmental approvals have been received. It does signify that there are reasonable expectations of such approvals.

Mineral Reserves are reported for the Svinja Reka deposit only. No Mineral Reserves are reported for Golema Reka because no Pre-Feasibility Study or Feasibility Study has been undertaken.

The audited Mineral Reserve statement for the Sasa Mine is shown in the table below.

The stated Mineral Reserves are not materially affected by any known environmental, permitting, legal, title, taxation, socio-economic, marketing, political or other relevant issues, to the best knowledge of the authors. There are no known mining, metallurgical, infrastructure, or other factors that materially affect this Mineral Reserve estimate, at this time.

Audited Mineral Reserve Statement for the Sasa Mine (Effective Date of December 31, 2025)

Deposit¤	Classification¤	Tonnes¶ (Mt)¤	Pb¶ (%)¤	Zn¶ (%)¤	Ag¶ (g/t)¤
Svinja Reka¤	Proven¤	-¤	-¤	-¤	-¤
	Probable¤	6.9¤	3.5¤	2.5¤	26.1¤
Golema Reka¤	Proven¤	-¤	-¤	-¤	-¤
	Probable¤	-¤	-¤	-¤	-¤
Total¤	**Proven¤**	**-¤**	**-¤**	**-¤**	**-¤**
	Probable¤	**6.9¤**	**3.5¤**	**2.5¤**	**26.1¤**

Notes:

1. CIM (2014) definitions were followed for Mineral Reserves.
2. Mineral Reserves are estimated using NSR cut-off values of US$53 per tonne for SLC, US$65 per tonne for CF and $60 per tonne for LHS.
3. Mineral Reserves are estimated using metal prices of US$2,644 per tonne for zinc, US$2,179 per tonne for lead and US$27 per ounce for silver.
4. Mineral Reserves are estimated using metallurgical recoveries of 94% for lead, 82% for zinc and 75% for silver.

5. A minimum mining width of 1.8 m, including internal but excluding external dilution, has been used.
6. Totals may not represent the sum of the parts due to rounding.

Mining Operations

Current production is located within the Svinja Reka deposit, which produces approximately 800 ktpa of ore, with average grades of 3.4% Pb and 2.6% Zn.

The main access to the underground workings is through the Central Decline, which extends a distance of 3,735 m from a portal located adjacent to the process plant to a depth of 750 mRL. Commissioned in early 2025, the Central Decline was built to provide a more direct route to the orebody at depth, mitigate any risk from hoisting, and provide an additional means of emergency egress. It is now used for all transportation of equipment and personnel to and from the mine and transports 80% of the ore to the surface by truck. The base of the Central Decline currently marks the lowest point of the mine development. Secondary access is provided by the Golema Reka shaft which remains in use hoisting the remaining ore and the Level 14b portal, which is connected to the legacy service ramp and is no longer used for ore transport. Shaft haulage scheduled to be phased out in 2026.

Historically, the mine operated using sub-level caving with 7.0 m sublevel spacing. As the orebody narrows with depth, the suitability of this method has declined. Since 2023 a transition to long hole stoping (**LHS**) with backfill has been ongoing as the primary mining method. Cut and fill mining (**CF**) is also used in areas requiring greater selectivity or with difficult ground conditions. Both historical voids and newly mined stopes are backfilled using cemented tailings.

The Sasa Mine uses conventional trackless underground mining equipment.

The Sasa Mine is dewatered primarily by gravity drainage, supported by localised pumping where required. Mine water originates from groundwater inflow, surface water ingress through historical cave zones and openings, and operational sources such as drilling. Inflows are reported to be stable, with no significant increases expected over the LOM. Mine water is managed in two principal drainage levels, the 1060 and 830 levels.

Ventilation is based on a mechanical overpressure system that supplies fresh air to active mining areas and exhausts return air through a network of raises and airways. Two principal fans are installed, and fresh air is supplied primarily via the decline portals.

Backfilling at the Sasa Mine is undertaken using a cemented paste backfill system. The system has been developed in conjunction with the transition to LHS and CF mining methods. Waste rock generated at Sasa arises from underground development and stope preparation. A proportion of this material is utilised underground where practicable, including for construction purposes and as part of the backfilling to support mining activities. Waste material not retained underground is placed in controlled surface disposal areas alongside the historic tailings and newer dry stack facilities. 30% of the tailings produced by the mine is stored as dry stack, while 40% is used for paste backfill. The remaining 30% is stored as wet tailings in the existing Tailings Storage Facility (**TSF**).

The current LOM plan extends over approximately nine years. Production is expected to increase to around 830 ktpa over the next three years, before reducing towards the final years. Average planned grades over this period are 3.5% Pb and 2.5% Zn. Mining is split between long hole stoping (67%), cut and fill (17%) and sub-level caving (15%). The LOM schedule for the Sasa Mine runs from 2026 to 2034 (inclusive) and is shown in the table below.

For personal use only

Sasa Life of Mine Schedule

Item	Unit	Total LOM	2026	2027	2028	2029	2030	2031	2032	2033	2034
Mineral Reserves											
Proven Ore Tonnes	kt	-	-	-	-	-	-	-	-	-	-
Pb Grade	%·Pb	-	-	-	-	-	-	-	-	-	-
Zn Grade	%·Zn	-	-	-	-	-	-	-	-	-	-
Ag Grade	g/t Ag	-	-	-	-	-	-	-	-	-	-
Probable Ore Tonnes	kt	**6,882**	815.2	799.5	797.0	780.5	767.8	821.7	768.3	698.3	633.1
Pb Grade	%·Pb	**3.55**	3.65	3.77	3.81	3.63	3.42	3.81	3.85	3.43	2.30
Zn Grade	%·Zn	**2.47**	2.85	2.57	2.55	2.52	2.99	2.39	2.34	2.45	1.35
Ag Grade	g/t Ag	**26**	21	25	26	28	26	27	29	28	26
Total Ore Tonnes	kt	**6,882**	815.2	799.5	797.0	780.5	767.8	821.7	768.3	698.3	633.1
Pb Grade	%·Pb	**3.55**	3.65	3.77	3.81	3.63	3.42	3.81	3.85	3.43	2.30
Zn Grade	%·Zn	**2.47**	2.85	2.57	2.55	2.52	2.99	2.39	2.34	2.45	1.35
Ag Grade	g/t Ag	**26**	21	25	26	28	26	27	29	28	26
Inferred Mineral Resources											
Inferred Resources	kt	**445.8**	0.4	30.7	33.1	49.8	62.8	8.4	61.7	127.0	72.0
Pb Grade	%·Pb	**2.46**	2.31	2.26	2.25	3.03	3.88	2.56	1.97	2.11	2.04
Zn Grade	%·Zn	**2.87**	2.39	2.74	2.77	3.73	5.06	2.69	2.07	2.54	1.77
Ag Grade	g/t Ag	**22**	22	16	17	20	19	23	22	22	28

Notes:

1. Ore tonnes are Probable Mineral Reserves as presented in Section 15 of this report.
2. Mining losses and mining dilution applied as detailed in Section 15 of this report.
3. Totals may not represent the sum of the parts due to rounding.

Processing and Recovery Methods

The Sasa processing plant was commissioned in 2006 and was originally designed to process 650 ktpa of ore. The plant was upgraded in 2007 with additional Metso flotation cells to a nameplate capacity of 850 ktpa of ore. However, to match the mine production rate, the plant operates at throughputs less than this and, in recent years, has processed approximately 800 ktpa.

The process plant comprises a three-stage crushing circuit and conventional grinding, classification and selective flotation circuits to produce lead and zinc concentrates that are thickened and filtered for transportation by truck. A paste backfill plant and dry stack plant were constructed and commissioned in 2023 and 2025, respectively. For 2026, it is planned that circa 31% of the tailings will be dry stacked, 36% will be used for paste backfill and 33% stored in the existing TSF-4. Paste backfill is the priority method for tailings disposal.

Approximately 40 kt (dry) of lead concentrate and 45 kt (dry) of zinc concentrate are produced annually. Design lead and zinc recoveries are excellent at 94% and 86% respectively. Silver is recovered to both the lead and zinc concentrates but is payable only in the lead concentrate. Silver recovery to the lead concentrate is 75% to a grade of 254.3 g/t Ag. Current and historical metallurgical performance is very consistent and aligns well with design values, despite the trend of lower head grades in recent years. These lower head grades are reflected in the LOM plan.

For personal use only

For personal use only

Metallurgical recoveries used in the LOM plan from 2026 to 2034 are 94% for lead, 86% for zinc and 75% for silver. The total LOM tonnes treated are 7.327 Mt at 3.48% Pb, 2.50% Zn and 26 g/t Ag. Average throughput is 830 ktpa for the period 2027 to 2033, with 815 ktpa in 2026 and 705 ktpa in 2034.

Project Infrastructure

Infrastructure associated with the Sasa Mine includes:

- Svinja Reka underground mine (operating)
- Golema Reka underground mine (non-operational)
- Processing plant, dry stack tailings plant and paste backfill plant
- Tailings storage facility and dry stack storage facility (landform)
- Site offices, staff facilities, laboratory, stores, and maintenance workshops

There is a well-maintained network of paved highways, telecommunications facilities, national grid electricity, and sufficient water supply.

High voltage (**HV**) power from the state grid to the underground mine is fed at 35 kV to three transformers where the voltage is stepped down to 6 kV with a capacity of 4 MVA (Megavolt-Ampere). The main requirement for underground power in the mine is for electric drills, ventilation fans (primary and auxiliary) and the rail system on 830mRL.

The Sasa Mine operations are situated within the Kamenica River watershed. The Kozje River connects to the Kamenica River at the area of the mining facilities. The process water intake is situated upstream of the confluence of the Kamenica River with the Kozje River and is used for the flotation circuit. Mine water and return dry stack tailings (**DST**) water are used for the grinding circuit.

The Kamenica River is captured in a concrete diversion tunnel, constructed beneath the tailings storage facility (**TSF**), and exits through the western abutment of TSF-4. A diversion channel also exists on the eastern side for the Petrova River.

The Sasa TSFs have been operational since the 1960s with successive development downstream from TSF-1, TSF-2, TSF-3.1, TSF-3.2 to TSF-4 in the steep-sided valley of the Kamenica River. Except for TSF-4, all the other TSFs are inactive with TSF-1 and TSF-3.1 rehabilitated with soil cover and vegetation, TSF-2 and part of TSF-1 are used for construction of the DST, and TSF 3.2 is in the closure phase and is being capped and remediated. TSF-4 was designed by the Faculty of Engineering, Skopje, in March 2015 to international standards, and external reviews are carried out annually by Knight Piésold Ltd (**Knight Piésold**) to Global Industry Standard on Tailings Management (**GISTM**) standards.

The paste backfill plant and DST plant were commissioned in 2023 and 2025, respectively.

The lead and zinc concentrates are transported by truck to smelters in the surrounding region.

All major infrastructure required by the operation is currently in place and no significant additional infrastructure is planned.

Market Studies and Contracts

Both lead and zinc concentrates are sold via an annual rolling hybrid offtake contract with Traxys Europe S.A. (**Traxys**), to the regional and international well diversified customer base. The commercial terms of the contracts with final customers are negotiated on an annual basis based on the prevailing market conditions with the off taker assistance.

The payable silver contained in the lead concentrate is subject to a life of mine streaming agreement with OR Resources Inc. With the assistance of the broker, on monthly basis CAML buys and delivers the physical silver to OR Resources Inc., which is the equivalent of the payable silver sold during the calendar month to final customers. CAML receives US$6.665 per ounce for silver.

CAML undertakes a marketing process on its concentrates together with Traxys on an annual basis, which guarantees market terms received.

Environmental Studies, Permitting and Social or Community Impact

North Macedonia is not an EU Member State but has fully transposed the EU IPPC Directive (2008/1/EC) into its national legal framework, including the differentiation between “A” (large/mid-size) and “B” (smaller) installations. The Sasa Mine is permitted as an “A” installation due to its scale and operation in the mining sector. This permit includes provisions for the monitoring of any fugitive or planned emissions to the environment, including to water, air or soils. Any changes to the mining method or process that may have an impact on human health, the environment or property must be approved by the government prior to the changes being enacted and must be accompanied by relevant updates to the IPPC permit.

In 2024, the IPPC permit was amended to cater for a change to dry stack tailings and paste backfill. To support this application an ESIA was produced by in-country consultants in accordance with the legal requirements, including additional baseline studies.

The new IPPC permit was issued in February 2024 and is valid for seven years.

Water abstraction is covered by a number of permissions. Rudnik SASA DOOEL also holds permissions to divert the Petrova River away from TSF 3.2 and divert the Kamenica River through the diversion channel.

Sasa Mine Environmental and Special Water Use Permits

Permit type	Validity dates	Permit number
IPPC Environmental Permit	2024 - 2031	UP 1-11/3-2549/2022
Water abstraction permit for the Crvena River	2021 - 2027	UP 1-11/5-1401/2021
Water abstraction permit from Kozje River and Zanofito Spring	2024 - 2034	UP 1-11/5-1324/2023

The site also holds the agreements and permits related to the physical exploitation of the metal resources, namely:

- Mining Operations Permit/Approval of Mining Project, which approves the underground mining method, production plans and safety systems; and
- Concession Agreement, which sets the concession area, the duration of the permission, and any royalties or financial obligations.

The Sasa Mine is well managed with regards to the environmental and social aspects of its operations. There is an ISO 9001 accredited Integrated Management System in place, including an ISO14001 accredited environmental management system, and an ISO 18001 accredited health and safety management system.

The minimum environmental monitoring and reporting requirements for the site are described in the IPPC (A) permit for the mine. Rudnik SASA DOOEL undertakes additional monitoring above these requirements, and all monitoring data is recorded on a database. Environmental monitoring includes among other things water sampling, noise monitoring, ambient air quality and soil sampling.

For personal use only

Biodiversity management, water management and tailings management and health and safety programs are in place.

Additional measures and protocols are in place to address site security, emergency preparedness, staff training and supervision, internal and external stakeholder dialogue.

The small village of Sasa and larger town of Makedonska Kamenica are the nearest settlements. In 2018, Sasa Mine developed a structured community engagement programme, including establishing the Sasa Foundation to ensure that appropriate governance is in place for administering financial support to local organisations. Rudnik SASA DOOEL's community engagement and support activities are well governed, with clear controls and criteria for investment requests. Rudnik SASA has initiated an apprenticeship programme for engineering subjects, and a dedicated training centre has been established in Makedonska Kamenica. The economy of Makedonska Kamenica is almost entirely reliant on the mine, with 80% of the current mine workforce living locally. The dependency of the local community on the mine is clearly acknowledged, and projects are underway to support diversification of the economy away from mining and the Sasa Foundation has recently run a Business Accelerator project to support development of non-mining income streams for the town.

A Mine Closure Plan was developed by Golder Associates (Golder) in 2022.

On August 30, 2003, approximately 150,000 m^3 of tailings leaked from TSF3-1 via a diversion tunnel and into the Kamenica River during a period when the mine was not operational and prior to CAMLs ownership. A clean up of the tailings that were released into the river and a full repair of the diversion tunnel was performed according to a design approved by the regulatory authorities. A legal review to assess the risk and potential obligations arising from historic contamination concluded that under Macedonian law there is no liability sitting with the current owner to clean up downstream of the site any residual contamination with respect of the 2003 incident. In addition, it was further concluded that "Rudnik SASA DOOEL can only be liable for the environmental damage occurred following the moment the company began to operate the mine".

On September 14, 2020, approximately 3,000 m^3 of tailings, supernatant water and suspended sediment, spilled from TSF4 via a breach in the dam embankment and flowed for approximately 11 km along the Kamenica River to the Kalimanci reservoir. Rudnik SASA DOOEL commissioned specialist consultants to support with the remediation actions, which were undertaken in line with State Inspectorate and Global Industry Standard on Tailings Management (**GISTM**) requirements. An independent technical review of the remediation process was commissioned in January 2021 and concluded that the remediation was executed in a thorough and diligent manner.

The authors are not aware of any other environmental liabilities on the property.

Capital and Operating Costs

Capital Costs

A summary of the capital costs for the Sasa Mine is presented in the table below. Total capital costs are estimated at US$75.7 million. A cost of US$61 million is also estimated for closure.

For personal use only

Sasa Mine Capital Costs (US$M)

Item		2026	2027	2028	2029	2030	2031	2032	2033	2034
Mining	Underground Development	4.66	3.73	4.06	2.92	1.16	0.60	0.66	0.36	0.09
	Raise Boring	1.43	0.58	-	-	-	-	-	-	-
	Underground Mine	4.61	4.14	4.22	4.92	3.52	4.44	3.28	3.23	0.66
	Other Mining	0.18	0.10	-	-	-	-	-	-	-
Process Plant		1.64	1.77	1.56	1.52	1.16	1.24	1.14	1.08	1.16
Surface Infrastructure		0.13	0.16	0.10	0.10	0.16	0.16	0.17	0.16	0.10
Environment & Corporate, Social Responsibility		0.36	0.51	0.21	0.21	0.26	0.16	0.31	0.21	0.21
Other		2.02	3.57	0.57	-	-		-	-	-
Total Capital Costs		**15.04**	**14.56**	**10.73**	**9.67**	**6.26**	**6.60**	**5.56**	**5.04**	**2.23**

Operating Costs

A summary of the annual operating costs for the Sasa Mine is provided in the table below. The total operating cost for the LOM is estimated at US$419.3 million and equates to a cost of US$60.7 per tonne of ore milled.

Sasa Mine Operating Costs (US$M)

Item	2026	2027	2028	2029	2030	2031	2032	2033	2034
Mining	28.68	27.26	26.92	26.40	24.34	24.77	24.42	24.63	19.77
Backfill Plant	3.09	3.83	3.29	3.59	4.20	3.56	3.56	3.29	3.67
Backfill Underground Reticulation	0.60	0.73	0.75	0.89	0.94	0.91	0.88	0.80	0.96
Dry Stack Tailings Plant	0.79	0.44	0.50	0.46	0.37	0.39	0.39	0.46	0.36
Dry Stack Tailings Landform	1.24	0.56	0.66	0.62	0.52	0.48	0.48	0.57	0.52
TSF	0.60	0.24	0.24	0.22	0.16	0.34	0.32	0.45	0.19
Processing	12.49	11.93	11.34	11.29	11.29	11.18	11.23	11.16	9.56
G&A	4.62	4.56	4.50	4.55	4.46	4.38	4.40	4.39	2.64
Total Operating Costs	**52.10**	**49.55**	**48.21**	**48.02**	**46.27**	**46.01**	**45.68**	**45.75**	**37.68**

Economic Analysis

The LOM schedule runs for 9 years, and the mining rate is planned to increase to 830 ktpa for the next 8 years before declining in year 9 to around 700 ktpa. Average grades in the LOM schedule are 3.5% Pb and 2.5% Zn.

The financial model for the LOM was reviewed by the authors and showed the Mineral Reserves to be economic based on the assumptions used and metal prices of US$2,644 per tonne for zinc, US$2,179 per tonne for lead, and US$27 per ounce for silver.

A silver price of US$6.665 per ounce was also used in the financial model to reflect the value attributable to CAML based on the silver streaming agreement with OR Royalties Inc. The Mineral Reserves were also shown to be economic at this price.

For personal use only

For personal use only

Producing issuers may exclude the information required under Item 22 (Economic Analysis) of Form 43-101F1 for technical reports on properties currently in production unless the technical report includes a material expansion of current production.

(e) Dividends or Distributions

For a summary of the dividend policy and the dividends or distributions pertaining to the CAML Group, refer to Section 5.8 of the Scheme Booklet.

(f) Consolidation of Capitalization

The following table sets forth CAML's consolidated capitalization: (i) as at December 31, 2025, being the most recently completed financial period, (ii) as at December 31, 2025 after giving effect to the share buyback completed subsequent to December 31, 2025 but without giving effect to the Scheme, and (iii) as at December 31, 2025 after giving effect to the share buyback completed subsequent to December 31, 2025 and the Scheme. The table should be read in conjunction with the audited annual financial statements for the year ended December 31, 2025, along with the related notes thereto.

Other than as set forth below, there have been no other material changes in CAML's share and loan capital, on a consolidated basis, since December 31, 2025.

	As at December 31, 2025	As at December 31, 2025 after giving effect to the share buy back [2] (but without giving effect to the Scheme)	As at December 31, 2025 after giving effect to the share buy back[2] and the Scheme
Cash and Cash Equivalents	$79,673,000	$74,912,000	$83,620,000
Debt			
Overdraft facilities	$936,000	$936,000	$936,000
Total Debt	$936,000	$936,000	$936,000
Shareholder's Equity	$284,226,000	$279,465,000	$445,579,000
Total Capitalization[1]	$285,162,000	$280,401,000	$446,515,000

Notes:
(1) Total Capitalization is the sum of Shareholders' Equity and Total Debt, excluding Cash and Cash Equivalents.
(2) Refer to Section 5.13(g) of the Scheme Booklet for additional information with respect to the share buyback.

(g) Outstanding Security Data

For information on the outstanding security data of CAML as at the Last Practicable Date, refer to Section 5.13 of the Scheme Booklet.

(h) LTIP Share Awards Over Securities

The following table sets out a summary of all LTIP share awards that have been granted to directors, officers or employees of the Company which were outstanding as at the Last Practicable Date. All such LTIP awards vest over a three year period until March 31 and are subject to market performance conditions over the vesting period. All LTIP awards are currently cash settled.

Class of Securities (Number of holders in the group)	Number of Securities	Date of Grant	Exercise / Deemed Exercise Price (US$)	Expiry Date / Vesting Conditions[1]
LTIPs				

For personal use only

Class of Securities (Number of holders in the group)	Number of Securities	Date of Grant	Exercise / Deemed Exercise Price (US$)	Expiry Date / Vesting Conditions[1]
Executive officers and past executive officers as a group (4)	498,363 498,419 341,627 484,093 344,154 156,608 178,130 662,601 667,785 977,674 765,420 727,019 **6,301,892**	22 April 2015 18 April 2016 21 April 2017 2 May 2018 30 May 2019 16 Dec 2020 15 July 2021 22 June 2022 12 April 2023 9 April 2024 29 May 2025 30 June 2026	0.01 0.01 0.01 0.01 0.01 0.01 0.01 0.01 0.01 0.01 0.01 0.01	22 April 2027 22 April 2027 20 April 2027 1 May 2028 29 May 2029 15 Dec 2030 14 July 2031 21 June 2032 11 April 2033 8 April 2034 28 May 2035 29 June 2036
Directors and past directors who are not also executive officers as a group	-	-	-	-
Employees and past employees as a group (26)	61,534 118,467 718,408 1,438,498 1,630,058 1,650,376 **5,437,340**	15 July 2021 22 June 2022 12 April 2023 9 April 2024 29 May 2025 30 June 2026	0.01 0.01 0.01 0.01 0.01 0.01	14 July 2031 21 June 2032 11 April 2033 8 April 2034 28 May 2035 29 June 2036

Notes:
All of these LTIP awards are in effect similar to performance share units structured that can be called upon any time after vesting subject to the requirement to pay the nominal value of a share of US$0.01 per share in line with UK practice as nil cost awards are not permitted to be issued.

(i) Prior Sales

During the 12-month period prior to the Last Practicable Date, the Company did not issue any Ordinary Shares or securities convertible into Ordinary Shares. Any exercises or settlements of the Company's share-based incentive arrangements during such period were cash-settled and did not result in the issuance of Ordinary Shares or securities convertible into Ordinary Shares. The Company's long-term incentive arrangements are cash-settled and therefore do not give rise to the issuance of Ordinary Shares.

(j) Trading Price and Volume

The outstanding CAML Shares are admitted to trading and quoted on AIM under the trading symbol "CAML".

The following table sets forth the high and low sale prices and trading volumes for the CAML Shares on a monthly basis for the most recently completed financial year ended December 31, 2025 (Source: Yahoo).

Month	High (£)	Low (£)	Volume
December 2025[1]	1.926	1.580	14,831,411
November 2025	1.650	1.488	11,579,498
October 2025	1.650	1.464	22,823,637

For personal use only

Month	High (£)	Low (£)	Volume
September 2025	1.800	1.414	21,852,345
August 2025	1.722	1.453	7,804,277
July 2025	1.680	1.392	22,018,592
June 2025	1.754	1.538	8,496,271
May 2025	1.700	1.490	10,718,114
April 2025	1.710	1.344	12,672,110
March 2025	1.788	1.474	13,057,981
February 2025	1.658	1.646	8,660,946
January 2025	1.678	1.480	8,174,023

(k) Escrowed Securities

There are no CAML Shares that are held in escrow or subject to contractual restrictions on transfer.

(l) Principal Securityholders

For a summary of the principal securityholders pertaining to the CAML Group and their holdings prior to and after giving effect to the Scheme, refer to Section 5.13 and 6.4, respectively, of the Scheme Booklet.

(m) Directors and Executive Officers

For information on the directors and executive officers of CAML, refer to Section 5.9 of the Scheme Booklet.

(n) Executive Compensation

Definitions

For the purposes of this section:

- “CEO” means individual who served as Chief Executive Officer of the Company
- “CFO” means individual who served as Chief Financial Officer of the Company
- “NEO” or “named executive officer” means the CEO, the CFO, each of the three most highly compensated executive officers of the Company and its subsidiaries, or individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was individually more than C$150,000, as determined under Form 51-102F6, and each individual who would have been an NEO but for the fact that the individual was not an executive officer at the end of that financial year.

For the financial year ended 31 December 2025, the Company had the following NEOs:

Name	Principal position
Gavin Ferrar	Chief Executive Officer
Louise Wrathall	Chief Financial Officer
Oleksandr Shapoval	Treasury and Commercial Director
Howard Nicholson	Technical Director
Thomas Loveridge	Group Financial Controller

For personal use only

Currency and Translation Methodology

Amounts in the tables contained in this section are presented in US$. Compensation denominated in Pound Sterling has been converted using an average exchange rate of 1.3118 for salary, bonuses and grant-date values for share-based awards and converted using a year-end rate of 1.3455 for outstanding awards.

Compensation Discussion and Analysis

The Remuneration Committee oversees the design and operation of the Company's executive compensation arrangements and makes decisions regarding executive remuneration. The Committee seeks to ensure that compensation arrangements are competitive and appropriate in the jurisdictions in which they are employed to attract, retain and motivate executives with the skills and experience required to manage and develop the Company's business.

The objectives of the Company's executive compensation program are to:

- provide competitive compensation to attract and retain high-calibre executives;
- align the interests of executives with the long-term interests of shareholders;
- reward safe, reliable and responsible operational performance;
- incentivise delivery of financial, strategic, sustainability and governance objectives; and
- support disciplined capital allocation and long-term value creation.

Compensation review process / compensation governance

The Committee ensures that CAML's remuneration policy and practices support the Company's strategy, sustainability priorities, purpose, culture and long-term value creation. The Committee's objective is to align executive remuneration with shareholder and stakeholder interests, while attracting, retaining and motivating high-calibre leadership.

The Committee reviews executive remuneration annually, taking into account individual and corporate performance, shareholder experience, market conditions, the scope and complexity of each role, and the Company's strategic priorities. In reaching remuneration decisions, the Committee considers the Directors' Remuneration Policy approved by its shareholders, relevant market data and benchmarking for the jurisdictions in which executives are employed, internal pay relativities, remuneration trends across the wider workforce, health and safety performance, operational performance and any significant corporate or transaction-related matters arising during the year.

The Committee is responsible for determining the remuneration of the Executive Directors and the Chairman and for approving the remuneration arrangements of the Group's senior management team including base salary, annual bonus and other benefits where applicable. It is also responsible for the operation of the Group's long-term incentive arrangements, including determining participation and award levels under the Long Term Incentive Plan (**LTIP**). In carrying out these responsibilities, the Committee seeks to ensure that remuneration policies and incentive arrangements support the delivery of the Group's strategy and promote sustainable long-term shareholder value creation.

The Committee utilises a formal benchmarking process where appropriate. Where benchmarking or market reference points are considered, the Committee reviews remuneration against an appropriate peer group and other relevant market data. Benchmarking compares remuneration in the Company with remuneration in other relevant companies which, for the CEO and CFO, are principally other companies quoted on the AIM within a range of market capitalisation in which the Company sits when the benchmarking is undertaken. This benchmarking considers total remuneration and elements within this including salary, bonus potential, LTIP award quanta and benefits. Benchmarking is used as one of several reference points and does not determine remuneration outcomes in isolation. The

For personal use only

Committee also considers individual performance, Company performance and internal pay relativities when reaching compensation decisions.

During 2025 or since the December 31, 2025 year end, the Remuneration Committee did not retain any compensation consultant or advisor specifically to provide advice concerning director or executive compensation

Elements of executive compensation

The Company's executive compensation program currently consists of the following elements:

Element	Purpose	Basis for determining amount
Base salary / fees	Provides a fixed level of compensation reflecting role, experience and responsibilities.	Determined with reference to individual responsibilities, skills and experience, market conditions in the jurisdictions on which the individual is employed, internal pay considerations and the Company's performance and strategic objectives.
Annual bonus / non-equity incentive	Rewards annual performance against corporate and individual objectives.	Determined based on performance against pre-defined corporate and personal objectives, including production, cost, safety, sustainability, reserve addition and strategic and individual and strategic targets. Payout opportunity varies by role and is subject to annual performance outcomes.
Long-term incentive / equity awards	Aligns executives with shareholder interests and supports retention.	Award levels are determined by the Committee within the approved LTIP framework, taking into account role, contribution and market practice. Vesting is subject to performance conditions, including relative total shareholder return (**TSR**), reserve additions (commencing from 2026 grant) and sustainability measures.
Benefits / pension / other	Provides market-appropriate benefits and contractual protections.	Determined having regard to market practice, local legal requirements and individual circumstances. Pension contributions are aligned with arrangements applicable to the relevant employee group and jurisdiction.

Assessment of performance

In determining compensation outcomes for 2025, the Committee considered financial and operational targets (maximum of 55%), sustainability targets (maximum of 20%) and personal objectives (maximum of 25%). Financial and operational performance was measured against production and cost targets at the Group's operations. Copper production and Kounrad C1 cost targets were fully achieved. Lead production was below threshold and zinc production and Sasa ROM cost performance were partially achieved. This resulted in 33.33% out of the maximum of 55% attributable to the financial and operational component being earned.

The Committee determined that strong performance against sustainability objectives warranted an 18% award out of a possible 20%, reflecting achievements across health and safety, environmental, community, people and governance priorities.

Executive Directors also demonstrated strong delivery against their individual and strategic objectives, resulting in a 20% award out of a possible 25%.

Accordingly, the Committee approved an overall annual bonus payout of 71.33% for the CEO and CFO out of a maximum bonus of up to 100% of salary. Although the Committee retained discretion to adjust the formulaic outcome where appropriate, no discretion was exercised in respect of the 2025 bonus outcomes. The other NEO outturns use the same parameters but applied to up to a maximum bonus of up to 60% of salary.

Compensation risk and hedging

The Remuneration Committee considers the risks associated with the Company's compensation policies and practices as part of its annual review. The Committee believes the remuneration framework, including a balanced mix of fixed and variable pay, financial, operational, sustainability and individual and strategic performance measures, along with Committee oversight and ability to exercise discretion, avoids encouraging inappropriate or excessive risk-taking. The Committee has not identified any compensation-related risks that are reasonably likely to have a material adverse effect on the Company.

Directors and executive officers are not permitted to purchase financial instruments that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or otherwise held by them.

Share-based and option-based awards

The Committee is responsible for reviewing and approving grants of share-based awards to executive officers under the Company's LTIP. In determining the size of awards, the Committee considers the individual's role, responsibilities, performance, market practice, retention objectives, and existing share-based awards. For Executive Directors and the Technical Director, the normal grant level is 150% of base salary while for the other NEOs the normal grant level is 100% of base salary.

Awards generally vest after three years and are subject to performance conditions measured over the vesting period. Performance is assessed against a combination of measures which for the 2026 awards are relative TSR (60%), Group resource replenishment and addition (20%) and sustainability objectives (20%). For awards from 2026 onwards, Executive Director awards are normally also subject to a two-year post-vesting holding period. The Committee also applies malus and clawback provisions in accordance with the Company's remuneration policy and applicable governance standards.

The Committee determined and approved the LTIP rules and would also be responsible for doing so for any amendments to these and for any other equity incentive plans in the future. For example, the Committee approved the introduction of the two-year post-vesting holding period for the CEO and CFO LTIP awards from those granted in 2026 onwards. In taking such decisions, the Committee takes account of the recommendations of the CEO for example in relation to the approach regarding other LTIP participants including award quanta. The Committee reviews executives' existing share-based awards as part of its overall assessment of remuneration within annual LTIP grant levels in accordance with the Company's remuneration policy.

For personal use only

For personal use only

Compensation Governance

For the year ended 31 December 2025, the Remuneration Committee was comprised of the following directors:

Committee Member	Independent / Not Independent	Relevant Experience
Mike Prentis	Independent	Mike holds an MA in Geography from Trinity College, University of Cambridge. He is an Associate of the Institute of Chartered Accountants in England and Wales. Mike has 33 years of investment management experience, most recently at BlackRock as a managing director and fund manager. For many years Mike managed funds investing in listed UK small- and midcap companies, including BlackRock Smaller Companies Trust and BlackRock Throgmorton Trust. He was head of the BlackRock UK Small- and Mid-Cap Equities Team. Previously, Mike worked in private equity, mainly helping to put together management buyouts. He was also a local director for 3i Group. Mike qualified as a Chartered Accountant with Peat Marwick Mitchell (now KPMG) prior to commencing his investment management career. Following his appointment to the CAML Board, Mike was also in 2021 appointed a member of the Remuneration Committee on which he served as a member before being appointed as its Chair in 2022 after a period of handover from the previous Chair. As well as his directorship at CAML, Mike is also a Governor of MidKent College and a member of its Group Risk and Audit, and Finance and Resources Committees. He also sits as the Senior Independent Director and Chair of the Management Engagement Committee of Artemis UK Future Leaders plc.
Alison Baker	Independent	Alison holds a Bachelor of Science in Mathematical Sciences from the University of Bath and is a qualified Chartered Accountant of the Institute of Chartered Accountants in England and Wales. Alison has over 25 years' experience in audits, capital markets, advisory and assurance services across the energy and mining sectors, particularly in emerging markets. She has previously led senior practices at both PwC and EY, where she worked extensively with companies in natural resources. She has significant expertise in governance, audit and financial reporting and has served on the remuneration committees in other similar companies. As well as her directorships with CAML, Alison holds and has held within the past 5 years, numerous positions with other public companies as a non-executive director, senior independent director, chair or member of the audit and risk committee, or member of the remuneration, corporate governance, nomination and ESG committees, including for Endeavour Mining Corporation, Capstone Copper Corporation, Kaz Minerals plc, Helios Towers plc and Rockhopper Exploration plc.
Roger Davey	Independent	Roger holds a Master of Science in Mineral Production Management from the Royal School of Mines, Imperial College, London and a Master of Science in Water Resource Management and Water Environment from Bournemouth University. He is an Associate of the Camborne School of Mines (ACSM), a Chartered Engineer, a European Engineer and a Member of the Institute of Materials, Minerals and Mining, IOM3. Roger has over 40 years' operational experience at senior management and director level in the international mining industry, covering feasibility studies, financing, construction, development, commissioning and operational management of underground and surface mining operations in gold and base metals. He served as chairman and non-executive

Committee Member	Independent / Not Independent	Relevant Experience
		director of Atalaya Mining until late 2024 in which he gained significant experience in Board level remuneration. Roger's previous positions include senior mining engineer at NM Rothschild (London) in the Mining and Metals Project Finance team (1997- 2010); director, vice-president and general manager of Minorco (AngloGold) subsidiaries in Argentina (1994-97), for the development of Cerro Vanguardia, an open-pit gold-silver mine in Patagonia; operations director of Greenwich Resources, London (1984-1992); production manager for Blue Circle Industries in Chile (1979-1984); and various production roles from graduate trainee to mine manager, in Gold Fields of South Africa (1971-78). As well as his directorships with CAML, Roger also serves as a non-executive director for Pan Global Resources Inc. as well as Tharisa plc and serves on the remuneration committee of both.

The Committee's responsibilities include determining the remuneration of the Executive Directors, other NEOs and the Chairman, and overseeing remuneration matters across the Group. The Committee is responsible for the development and operation of the Directors' remuneration policy and the Group's long-term incentive plan, including determining participation and award levels. In carrying out its responsibilities, the Committee reviews executive remuneration, incentive outcomes and share-based awards to ensure that remuneration arrangements are aligned with the Company's strategy, long-term shareholder value creation and sustainability priorities. The Committee also considers remuneration-related risks as part of its oversight responsibilities.

NEO Summary Compensation Table

The following table is a summary of compensation paid to, awarded to, earned by or payable to each of the NEOs for the three most recently completed financial years.

Amounts expressed in US$

Name and principal position	Year	Salary[1]	Option-based awards	Share-based awards[2][3]	Non-equity incentive plan compensation		Pension value	All other compensation[5]	Total compensation
					Annual incentive plans[4]	Long-term incentive plans			
Gavin Ferrar	2025	541,777	-	674,227	387,200	-	8,486	34,118	1,645,808
	2024	465,227	-	579,287	357,081	-	12,633	28,754	1,442,983
	2023	409,881	-	460,545	367,604	-	11,292	19,538	1,268,859
Louise Wrathall	2025	419,779	-	524,814	300,009	-	8,806	21,911	1,275,319
	2024	379,207	-	440,931	291,154	-	22,658	14,328	1,148,277
	2023	340,793	-	359,042	322,716	-	1,766	24,444	1,048,761
Oleksandr Shapoval	2025	275,480	-	237,237	155,941	-	17,137	7,891	693,685
	2024	254,978	-	203,498	148,787	-	15,826	5,381	628,471
	2023	235,457	-	170,845	167,610	-	14,615	6,084	594,610
Howard Nicholson	2025	211,156	-	267,033	186,168	-	-	18,787	683,144
	2024	201,299	-	243,113	184,687	-	-	57,657	686,755

For personal use only

For personal use only

Name and principal position	Year	Salary[1]	Option-based awards	Share-based awards[2][3]	Non-equity incentive plan compensation		Pension value	All other compensation[5]	Total compensation
					Annual incentive plans[4]	Long-term incentive plans			
	2023	185,887	-	204,737	166,713	-	-	16,520	573,857
Thomas Loveridge	2025	221,210	-	184,257	104,113	-	18,680	-	528,260
	2024	210,884	-	171,355	123,057	-	13,090	-	518,386
	2023	167,608	-	111,596	108,972	-	10,404	-	398,580

(1) Salary includes cash base salary, earned during the financial year.

(2) Long-term incentive plan awards are disclosed based on their fair value at the date of grant. For awards granted from 2019 onwards, fair value is independently determined using a Monte Carlo simulation model, which takes into account the exercise price, expected term, share price at grant date, expected share price volatility, expected dividend yield, risk-free interest rate and the correlation between the Company's share price and comparator companies used for the relative total shareholder return performance condition. The Monte Carlo simulation methodology was selected as it is the appropriate valuation technique for awards containing market-based performance conditions, such as relative TSR. The model incorporates the probability of achieving the TSR performance conditions by simulating potential share price outcomes relative to the Company's comparator group over the performance period. The disclosed fair value includes both the value of the underlying LTIP award and the fair value of dividend equivalents that accrue over the vesting period and become payable on vesting in accordance with the LTIP rules. This methodology is commonly used for valuing similar long-term incentive awards in the UK and is consistent with the requirements of IFRS 2 Share-based Payment.

(3) All these LTIP awards are in effect similar to performance share units structured that can be called upon any time after vesting subject to the requirement to pay the nominal value of a share of US$0.01 per share in line with UK practice as nil cost awards are not permitted to be issued.

(4) These amounts represent bonus payments in cash awarded for the relevant year. Bonus outcomes are determined based on the achievement of pre-determined key performance indicators (KPIs), including Group financial, operational and sustainability objectives, together with the achievement of individual performance objectives.

(5) Includes benefits in kind for medical and dental insurance and payments made in lieu of pension contributions.

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The following table provides information regarding all incentive plan awards for each NEO outstanding as at December 31, 2025.

Amounts expressed in US$

	Option-Based Awards				Share-Based Awards			
Name	Number of securities underlying unexercised options (#)	Option exercise price	Option expiration date	Value of unexercised in-the-money options	Number of securities underlying share-based awards[1] (#)	Number of share-that have not vested (#)	Market or payout value of shares that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed[2] ($)
Gavin Ferrar	-	-	-	-	270,357	-	-	681,173
	-	-	-	-	280,238	-	-	706,071
	-	-	-	-	303,773	303,773	506,408	-
	-	-	-	-	409,189	409,189	378,473	-
Louise Wrathall	-	-	-	-	193,108	-	-	486,543
	-	-	-	-	233,002	-	-	587,058
	-	-	-	-	252,571	252,571	421,052	-

For personal use only

	Option-Based Awards				Share-Based Awards			
Name	Number of securities underlying unexercised options (#)	Option exercise price	Option expiration date	Value of unexercised in-the-money options	Number of securities underlying share-based awards[1] (#)	Number of share- that have not vested (#)	Market or payout value of shares that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed[2] ($)
	-	-	-	-	317,047	317,047	293,248	-
Oleksandr Shapoval	-	-	-	-	107,320	-	-	270,397
	-	-	-	-	116,334	116,334	193,936	-
	-	-	-	-	138,708	138,708	128,296	-
Howard Nicholson	-	-	-	-	127,090	-	-	320,208
	-	-	-	-	137,765	137,765	229,663	-
	-	-	-	-	159,479	159,479	147,508	-
Thomas Loveridge	-	-	-	-	76,394	-	-	192,478
	-	-	-	-	92,216	92,216	153,730	-
	-	-	-	-	111,382	111,382	103,021	-

(1) These figures included share-based awards accrued in relation to dividends paid since the date of grant under the rules of the LTIP.

(2) The market value of vested unexercised share-based award has been calculated based on the closing market price of the Company's shares at 31 December 2025 less the applicable exercise price. Unvested awards have been disclosed by number of underlying securities only, as such awards remain subject to satisfaction of applicable vesting conditions and have not yet vested.

(3) All these LTIP awards are in effect similar to performance share units structured that can be called upon any time after vesting subject to the requirement to pay the nominal value of a share of US$0.01 per share in line with UK practice as nil cost awards are not permitted to be issued.

Incentive plan awards – value vested or earned during the year

The following table provides information regarding the value on pay-out or vesting of incentive plan awards for each NEO for the financial year ended December 31, 2025.

Amounts expressed in US$

Name	Option-based awards – Value vested during the year	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
Gavin Ferrar	-	521,728	-
Louise Wrathall	-	372,656	-
Oleksandr Shapoval	-	193,472	-
Howard Nicholson	-	339,531	-
Thomas Loveridge	-	124,417	-

Narrative discussion

The LTIP is a discretionary share-based incentive plan under which awards are granted over ordinary shares of Central Asia Metals plc to selected employees. Awards are generally granted as nominal-cost “options” (to comply with the UK legal requirement that the nominal value be paid) and normally

vest after a three-year performance period, subject to the achievement of performance conditions set by the Remuneration Committee. Dividend equivalents may be delivered in shares or cash in respect of dividends accrued between grant and exercise.

If a participant leaves employment due to death, disability, ill-health, redundancy, retirement with company agreement or other circumstances approved by the Board, awards may continue or vest on a pro-rated basis, taking into account factors such as performance achieved and time served. In the event of a takeover, scheme of arrangement or other change of control transaction, awards may vest early, subject to performance and time pro-rating considerations in so far as determined by the Remuneration Committee, or may be exchanged for equivalent awards in the acquiring company. Awards generally lapse on cessation of employment in other circumstances or, in any event, no later than ten years from the grant date.

The LTIP includes malus and clawback provisions under which awards may be reduced, cancelled or recovered where a participant is responsible for, or involved in, a material financial misstatement, misconduct, fraud, significant reputational damage to the Company or circumstances contributing to the Company's insolvency. The Board may apply these provisions before or after vesting for up to five years from the grant date (or longer while an investigation is ongoing). The Board also retains discretion to adjust awards for corporate actions such as share capital reorganisations, special dividends or similar events.

Pension Plan Benefits and Deferred Compensation

CAML has a defined contribution pension plan. The Executive Directors and NEO's (where individuals have exceeded applicable pension allowance limits) receive pension contributions to pension arrangements, or an amount can be paid as a cash supplement in lieu of pension contributions.

The amount of employer's contribution is 6% of base salary per annum via salary sacrifice, with 50% of the associated employer National Insurance savings also contributed, which is aligned with other UK-based employees. This level may be adjusted in line with adjustments for other UK employees or in exceptional circumstances, for example, recruitment.

The following tables sets out the information regrading the defined contribution pension plan for each NEO for the financial year ended December 31, 2025.

Amounts expressed in US$

Name	Accumulated value at start of the year	Compensatory	Accumulated value at year end
Gavin Ferrar	96,008	8,475	111,748
Louise Wrathall	59,414	8,725	72,724
Oleksandr Shapoval	90,358	17,136	114,567
Howard Nicholson	55,488	-	59,561
Thomas Loveridge	58,491	18,667	81,932

(1) The amounts reported in the Compensatory column represent employer contributions only and do not include any employee contributions, investment returns or other changes in the accumulated value of the pension arrangements.

(2) *Amounts in the table above applied a conversion rate as at January 1, 2025 of £1.00 = US$1.2534, Average exchange rate for 2025 of 1.3118 and as at December 31, 2025 of £1.00 = US$1.3455.*

Deferred compensation plans

There are no deferred compensation plan applicable to an NEO or, for Executive Directors other than the two-year post-vesting holding period appliable to LTIP awards granted to them from 2026 onwards.

For personal use only

For personal use only

Directors' Compensation

Summary Compensation Table

The following table sets out compensation paid, awarded to, earned by or payable to each non-executive director of the Company for the year ended 31 December 2025.

Amounts expressed in US$

Name	Fees Earned[2]	Share Based Awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total compensation
Nick Clarke[3]	229,599	-	-	-	-	-	229,599
Dr Mike Armitage	98,400	-	-	-	-	-	98,400
Alison Baker[4]	41,219	-	-	-	-	-	41,219
Roger Davey	111,520	-	-	-	-	-	111,520
Dr Gillian Davidson	111,520	-	-	-	-	-	111,520
Mike Prentis	118,080	-	-	-	-	-	118,080
Nigel Robinson[5]	74,915	-	-	-	-	-	74,915
David Swan	83,591	-	-	-	-	-	83,591

(1) Executive Directors do not receive additional compensation for serving as directors and their compensation is disclosed in the NEO Summary Compensation Table above. Non-executive director compensation is disclosed above.

(2) All non-executive directors are paid a base fee of £75,000 for sitting as a member of the Board (other than the Chairman – see note (3) below). The Chair of any committee receives an additional fee of £10,000. Additionally, there is a £5,000 fee for the role of Senior Independent Director for Mike Prentis.

(3) The non-executive Chairman is paid a base fee of £175,000.

(4) Appointed to the Board on 21 August 2025.

(5) Served as an executive director until 31 March 2025 and became a non-executive director on 1 April 2025. The amount in the table above are fees received solely in Nigel Robinson's capacity as a non-executive director.

Outstanding share-based awards and option-based awards

The following table provides information regarding all incentive plan awards for each Non-Executive Director outstanding as at December 31, 2025.

Amounts expressed in US$

	Option-based Awards				Share-based Awards		
Name	Number of Securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested[1]	Market or payout value of vested share-based awards not paid out or distributed[2]
Nick Clarke	-	-	-	-	-	-	-
Dr Mike Armitage	-	-	-	-	-	-	-

Alison Baker	-	-	-	-	-	-	-
Dr Gillian Davidson	-	-	-	-	-	-	-
Mike Prentis	-	-	-	-	-	-	-
Nigel Robinson	-	-	-	-	624,878	1,555,254	766,173

(1) Unvested awards have been valued based on their market value at year end, adjusted for the relevant vesting conditions using a Monte Carlo valuation model. Such awards remain subject to satisfaction of applicable vesting conditions and have not yet vested.

(2) The market value of vested unexercised share awards has been calculated based on the closing market price of the Company's shares at 31 December 2025 less the applicable exercise price.

(3) These LTIP awards are in effect similar to performance share units structured that can be called upon any time after vesting subject to the requirement to pay the nominal value of a share of US$0.01 per share in line with UK practice as nil cost awards are not permitted to be issued.

Incentive plan awards – value vested or earned during the year

The following table provides information regarding the value on pay-out or vesting of incentive plan awards for each Non-Executive Director for the financial year ended December 31, 2025.

Amounts expressed in US$

Name	Option-based awards – Value vested during the year	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
Nick Clarke	-	-	-
Dr Mike Armitage	-	-	-
Alison Baker	-	-	-
Dr Gillian Davidson	-	-	-
Mike Prentis	-	-	-
Nigel Robinson	-	637,665	-

Termination and Change of Control Benefits

Pursuant to service contracts between the Company and each of the CEO and the CFO (each an **executive officer**), the Company may in its sole and absolute discretion terminate the appointment of the executive officer with immediate effect and upon payment in lieu of notice, which is equal to 6 months' basic salary (**payment in lieu**). This payment shall not apply in the event of a right by the Company to terminate the executive officer without notice.

If either the Company or the executive gives notice of termination within six months following a Change of Control (as defined below), the executive is entitled to a payment equal to 12 months' basic salary (at the rate in effect at the time of the Change of Control) in addition to the 6 month contractual notice entitlement or if entitled, Payment in Lieu.

"Change of Control" means the purchase of such number of shares that represents more than 50% of the entire issued share capital of the Company by a single purchaser or more than one purchaser acting together, but for the avoidance of doubt shall not include: (i) a reverse takeover under the AIM Rules for Companies where the employee remains in the same position after the reverse takeover is completed, nor (ii) a management buyout in which the employee participates in the purchase of the Company.

For personal use only

The following are the estimated incremental payments, payables and benefits, assuming termination of employment by the Company in the context of a Change of Control and assuming the executive is entitled to Payment in Lieu.

Executive Officer	Aggregate Base Salary	Aggregate Bonus	Options/Share Based Awards	Other Benefits	Total[(1)]
Gavin Ferrar	£619,500	-	-	-	£619,500
Louise Wrathall	£480,000	-	-	-	£480,000

(1) Amounts are approximately US$812,660 and US$629,644, respectively applying a conversion rate of £1.00 = US$1.3188 (US$1.00 = £0.7623). See "Currency and Translation Methodology" at the beginning of this subsection (n).

Other than as described above, as at 31 December 2025, the Company did not have any material contractual arrangements with its named executive officers providing for enhanced payments or benefits upon termination, resignation, retirement, a change of control or a change in responsibilities. Any amounts payable would generally be limited to contractual notice entitlements, accrued salary and benefits, statutory entitlements and the treatment of outstanding equity awards under the applicable share plan rules.

(o) Indebtedness of Directors and Executive Officers

As at the Last Practicable Date, no current or former director, executive officer or employee of CAML has any outstanding indebtedness to the CAML Group or any indebtedness that is guaranteed by the CAML Group.

(p) Audit Committee

Audit Committee Charter

The Audit Committee's mandate is set out in its terms of reference and includes assisting the Board with oversight of financial reporting, regulatory compliance, internal financial controls, internal control and risk management systems, and the external audit process. Financial reporting and internal control are managed throughout the accounting and finance teams in the Group under the control of Group Finance, headed by the CFO. Group Finance and the Head of Risk report to the Audit Committee at each of its main meetings.

The Audit Committee's primary responsibilities and key areas of oversight are as follows:

- *Oversight*: The Audit Committee oversees CAML's financial reporting at each financial reporting period as well as the audit of the full year results.
- *Whistleblowing*: The Audit Committee reviews the adequacy and security of arrangements for employees and contractors to raise concerns in confidence, and is responsible for ensuring that such concerns can be investigated proportionately and independently with appropriate follow-up action;
- *Internal Controls*: The Audit Committee keeps under review CAML's internal financial controls and its broader internal control and risk management systems, and reviews and approves the internal control and risk management statements included in the annual report;
- *Related Party Transactions*: related party matters are addressed through CAML's governance framework and public disclosure obligations. Under AIM Rule 13, material related party transactions, if they arose, require prompt disclosure and a fair-and-reasonable determination by the directors after consultation with the Nominated Adviser.
- *External Auditor Performance*: the Audit Committee reviews, on a regular basis, the independence, objectivity and effectiveness of the external auditors and makes a recommendation with respect to their reappointment;

For personal use only

- *Fraud and Bribery Risk*: the Audit Committee reviews CAML's procedures for detecting fraud and its systems and controls for the prevention of bribery and corruption, and would receive reports on any non-compliance. The Company also has a Whistleblowing Policy and an Anti-bribery Policy.

Composition of the Audit Committee

The Audit Committee is comprised of four independent non-executive Directors, namely: Alison Baker (**Chair**), Mike Prentis, Dr. Mike Armitage and Dr. Gillian Davidson. All members of the Audit Committee are financially literate and the Chair of the committee has extensive financial experience, including serving as a former Audit Partner at PWC and acting as Chair of the audit committees at other mining companies.

Relevant Education and Experience

All members of the Audit Committee have experience relevant to the committee's remit providing the broad range of skills appropriate to its function.

Alison Baker (Chair): Ms. Baker holds a Bachelor of Science in Mathematical Sciences from the University of Bath and is a qualified Chartered Accountant of the Institute of Chartered Accountants in England and Wales. She has over 25 years' experience in audits, capital markets, advisory and assurance services across the energy and mining sectors, particularly in emerging markets. She has previously led senior practices at both PwC and EY, where she worked extensively with companies in natural resources. She has significant expertise in governance, audit and financial reporting. Alison also serves as a non-executive Director and Chair of the Audit Committee of Endeavour Mining Corporation, Capstone Copper Corporation and Helios Towers plc, and previously served in those roles in Rockhopper Exploration PLC.

Mike Prentis: Mr. Prentis holds an MA in Geography from Trinity College, University of Cambridge. He is an Associate of the Institute of Chartered Accountants in England and Wales. He has 33 years of investment management experience, most recently at BlackRock as a managing director and fund manager and was head of the BlackRock UK Small- and Mid-Cap Equities Team. Previously, Mr. Prentis worked in private equity, mainly helping to put together management buyouts. Mike qualified as a Chartered Accountant with Peat Marwick Mitchell (now KPMG) prior to commencing his investment management career.

Dr. Mike Armitage: Dr. Armitage holds a BSc (Hons) in Mineral Exploitation from the University of Cardiff and a PhD in Mineral Resource Estimation from the University of Bristol. He is also a Chartered Geologist and Fellow of the Geological Society, and a Chartered Engineer and a Member of the Institute of Materials, Minerals and Mining (**IOM3**) through which he is recognised as being Qualified for Minerals Reporting (**QMR**). Mike has over 40 years' experience in the mining industry. He joined SRK Consulting in 1991, and held various technical and management roles before leaving in early 2022. These roles included managing director and chairman of SRK's UK practice, and chairman of SRK's Russia and Kazakhstan practices. He also spent five years as SRK's Global Chairman. Since leaving SRK, Mike has founded a private junior exploration company where he remains as CEO and continues to act as a mining industry consultant. Mike is also an independent non-executive Director and member of the Audit Committee of Atalaya Mining and Tertiary Minerals PLC and a non-executive Director of Oriole Resources.

Dr. Gillian Davidson: Dr. Gillian holds an MA (Hons) in Geography from the University of Glasgow, a PhD in Development Economics and Economic Geography from the University of Liverpool. Gillian has over 25 years of sustainability experience in the extractive and natural resources sectors. Gillian was, until 2017, Head of Mining & Metals at the World Economic Forum (**WEF**), leading global and regional initiatives for responsible and sustainable development. Previously, Gillian was director of social responsibility at Teck Resources and was chair of International Women in Mining and of the Global Battery Alliance. Gillian also serves as a non-executive of Lundin Gold, and served on the

For personal use only

boards of Lydian International, Horizonte Minerals and New Gold. She has held senior roles in mining companies, government, academia and consultancy.

Reliance on Certain Exemptions

CAML is not relying on any exemptions with respect to National Instrument 52-110 – *Audit Committees* (**NI 52-110**).

Pre-Approval Policies and Procedures

The Audit Committee is responsible for developing and implementing a policy on the supply of non-audit services by the external auditor, including approval of non-audit services by such committee. Services outside audit work and work on review of interim results requires the approval of the Audit Committee (or its Chair on the Committee's behalf between meetings).

Practices and procedures around the provision of non-audit services requires BDO LLP to obtain approval for such services by the Audit Committee. A mandatory pre-approval letter will be provided by the auditors to the Audit Committee containing notification that a request for non-audit services has been requested, a description of the services requested, a fee estimate and BDO LLP's assessment of the potential threats to independence and proposed safeguards, if any.

External Auditor Service Fees (by category)

BDO LLP has been appointed as CAML's external auditors. The aggregate fees billed or estimated to be billed by such auditors for the last two fiscal years is set out in the table below.

Amounts expressed in US$

Year	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2025	770,000[5]	84,000	-	12,000
2024	613,000	74,000	-	20,000

Notes:

1. "Audit Fees" refer to the aggregate fees billed by the external auditor for audit services.
2. "Audit Related Fees" refers to aggregate fees billed for assurance and related services by CAML's external auditor that are reasonably related to the performance of the audit or review of CAML's financial statements and not reported under Audit Fees.
3. "Tax Fees" includes fees for professional services rendered by the external auditor for tax compliance, tax advice and tax planning.
4. "All Other Fees" includes all fees billed by the external auditors for services not covered in the other three categories.
5. Amount is slightly higher from the number disclosed in the 2025 Annual Financial Statements of $713,000 due to additional amounts being identified after that fact, that were incurred during those years ended.

(q) Corporate Governance

National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, requires companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines adopted in National Policy 58-201 – *Corporate Governance Guidelines*. The Company's approach to corporate governance is set out below. The Board is constantly engaged in an ongoing review of the Company's corporate governance practices. The Board considers good corporate governance to be central to the effective and efficient operations of the Company.

Board of Directors

The Company's Board consists of nine individuals, being Nick Clarke (**Non-Executive Chair**), Gavin Ferrar (**CEO**), Louise Wrathall (**CFO**), Mike Armitage, Alison Baker, Gillian Davidson, Roger Davey, Mike Prentis (Senior Independent Director (**SID**)) and Nigel Robinson.

For personal use only

For personal use only

Of the members of the Board, the following individuals are considered by the Board to be "independent" within the meaning of NI 52-110: Nick Clarke, Mike Armitage, Alison Baker, Roger Davey, Gillian Davidson, Mike Prentis, all non-executive directors, whilst Louise Wrathall, and Gavin Ferrar, executive directors, and Nigel Robinson, another non-executive director are not considered to be independent. The independent directors with or without inviting the other non-executive director meet around the time of each main Board meeting and on an as needed basis when circumstances arise to facilitate an open and candid discussion and to ensure the Board can exercise independent judgment when carrying out its responsibilities.

Within the meaning of National Instrument 52-110 – *Audit Committees*, Mr Gavin Ferrar is not an "independent director", as he is the CEO of the Company and Ms Louise Wrathall is not "independent" due to her role as CFO of the Company. Neither serve on the Audit Committee though typically the CFO attends by invitation.

Mr Nigel Robinson was CEO of the Company from 11 April 2018 to 01 October 2024, and, after a period of transition, became a non-executive director on 1 April 2025, a position he currently holds.

Directorships

The following directors of the Company are directors of other reporting issuers:

Director	Other Reporting Issuer(s)
Nick Clarke	None.
Gavin Ferrar	None.
Louise Wrathall	None.
Nigel Robinson	Giyani Metals Corp (TSX-V)
Alison Baker	Endeavour Mining plc (LSE & TSX); Helios Towers plc (LSE); Capstone Copper Corporation (TSX)
Gillian Davidson	Lundin Gold Inc. (TSX); New Gold Inc. (TSX)
Mike Prentis	Artemis UK Future Leaders plc (LSE)
Roger Davey	Tharisa plc (LSE/JSE); Pan Global Resources Inc. (TSX-V)
Mike Armitage	Tertiary Minerals plc (AIM); Atalaya Mining Copper S.A. (LSE); Oriole Resources plc (AIM)

Meetings of the Board and Committees

The Board meets face to face once a quarter to review, amongst other things, the performance of the Company. Other meetings of the Board are called as and when circumstances arise, on an as needed basis. In addition, Board reports are prepared by Management ahead of and between Board meetings to ensure the Board is kept informed of all relevant matters.

The independent directors of the Company also meet on an as needed basis when circumstances arise. The independent directors met three times during the 2025 year. The Audit, Sustainability, Remuneration, and Nomination Committee meet at least three times a year and the Audit Committee also periodically has in camera sessions with the auditors without Management present. The members of the Technical Committee meet either in London or on site at least three times per year.

The Chair of the Board is an independent director. The Senior Independent Director (**SID**) supports the Chair and the Board and like the Chair, is available to the shareholders if they have any concerns that cannot be resolved through the CEO or CFO. The SID also appraises the performance of the Chair.

Directors attended all or the vast majority of the main meetings of the Board and the Board Committees on which they served during the year ended 31 December 2025 as more specifically set out below.

Director	Board Attendance (4 total meetings[6])	Audit Committee Attendance (4 total meetings)	Remuneration Committee Attendance (3 total meetings)	Nomination Committee Attendance (3 total meetings)	Sustainability Committee Attendance (3 total meetings)	Technical Committee Attendance (3 total meetings)
Nick Clarke	4	N/A	N/A	3	N/A	3
Gavin Ferrar	4	N/A	N/A	N/A	N/A	N/A
Louise Wrathall	4	N/A	N/A	N/A	N/A	N/A
Nigel Robinson	3	N/A	N/A	N/A	3	3
Alison Baker	2/2[7]	2/2[7]	1/1[7]	2/2[7]	N/A	N/A
Gillian Davidson	4	3	N/A	3	3	N/A
Mike Prentis	4	3	3	3	N/A	N/A
Roger Davey	3	N/A	2	2	2	3
Mike Armitage	4	3	N/A	3	3	3

Notes:

1. Audit Committee: Alison Baker (Chair), Mike Armitage, Gillian Davidson, Mike Prentis
2. Remuneration Committee: Mike Prentis (Chair), Alison Baker, Roger Davey
3. Nomination Committee: Nick Clarke (Chair), Mike Armitage, Alison Baker, Roger Davey, Gillian Davidson, Mike Prentis
4. Sustainability Committee: Gillian Davidson (Chair), Mike Armitage, Roger Davey, Nigel Robinson
5. Technical Committee: Roger Davey (Chair), Mike Armitage, Nick Clarke, Nigel Robinson.
6. The Board also held 9 additional Board meetings during the year which all current directors then on the Board attended other than Mike Armitage and Nigel Robinson for one meeting each.
7. Attended all meetings from appointment 21 August 2025.

Board Mandate

The Board is responsible for the overall management of the Company and Group. It delegates certain defined areas of these responsibilities to the standing Committees of the Board (Audit, Nomination, Remuneration, Sustainability and Technical) under Board approved terms of reference; and to management under delegated authority limits, in all cases, subject to the relevant Committee and/or management providing regular reports to the Board which retains overall responsibility and authority.

As examples of the role of the Board, the Board defines the purpose of the Group, and determines the appropriate strategy to deliver it. The Board is also responsible for making key decisions in relation to financial planning, for reviewing financial performance and operational matters, and for setting the cultural tone of the Group and ensuring its values are upheld. In addition, the Board is responsible for the Company, its governance framework, investments and director appointments. In undertaking these responsibilities, the Board draws on each director's unique skill set, socio-economic and educational backgrounds, diverse personal attributes and perspectives.

Position Descriptions

Position descriptions of each director are contained in their letters of appointment or employment agreement and, where relevant the terms of reference of the Board's standing Committees and delegations of authority to management. The roles of individual directors are therefore well recognized and understood as well as recorded in writing with the Board Chairman and Company Secretary each able to address any questions on these.

Currently, the Board has delegated day-to-day management of the business and affairs of the Company to the executive officers of the Company and has adopted a table of delegated authorities. Outside those delegated authorities including all significant decisions relating to matters that are not in the ordinary course or that involve material expenditures or commitments on the part of the Company,

For personal use only

prior approval of the Board is required. All authorities and responsibilities not delegated to Management or a Committee of the Board remain with the Board.

Orientation and Continuing Education

The Chairman, Company Secretary and Nominated Advisor, as well as the directors themselves are responsible for overseeing the development and implementation of orientation and ongoing development programs for members of the Board. New directors are provided with a comprehensive onboarding program that includes written materials outlining the Company's business, operations, and governance structure; access to recent Board and committee meeting materials; and opportunities for in-depth discussions with senior Management and fellow directors. Site visits to the Company's properties are also arranged to offer directors firsthand insight into the Company's operations.

Beyond initial orientation, the Company is committed to the continuous education of its directors. Management ensures that directors and officers remain informed of developments in corporate governance, securities laws, and internal policies that may impact their roles. Updates are communicated through regular Board meetings, written briefings, and dedicated sessions as needed. The Company actively monitors changes in securities regulations and governance best practices to ensure its leadership is equipped with up-to-date knowledge and tools to fulfill their duties effectively. In addition, the Board conducts an annual review of the performance of the Board, its Committees and individual directors with such reviews periodically being externally facilitated by specialist advisors.

Ethical Business Conduct

The Board has adopted a code of conduct and a whistleblowing policy pursuant to which employees can communicate complaints of alleged violations of law, regulation, or internal Company policy. The full text of the Code of Conduct and Whistleblowing Policy are available on the Company's website at: **https://www.centralasiametals.com/corporate-governance/company-policies/**.

All directors have received and reviewed the Code of Conduct and the Whistleblowing Policy. The Company is committed to communicating the Whistleblowing Policy and any updates to employees through annual compliance engagement efforts as well as through training for on-site contractors. In addition to internal grievance mechanisms, the Company also maintains an independently managed external whistleblowing hotline which extends to all employees across each site and provides an alternative option for employees to report matters to, as appropriate, the CEO, Chair of the Audit Committee, General Counsel (who can communicate in Russian) or the Sasa Mine Sustainability Director (who can communicate in Macedonian). The Board oversees compliance with the Code of Conduct through regular reporting from management, the Company's risk management and internal control processes, and oversight by the Audit Committee. This includes corporate governance reviews such as the one conducted at both operations in 2025, which included a mock testing of the whistleblowing hotline to provide assurance functionality and accessibility. Material incidents, results from such assessments and internal investigations, and emerging compliance trends are reported to the Board, as appropriate, to support its oversight of the Company's ethical business conduct framework.

Certain of the directors of the Company serve as non-executive directors of other companies engaged in the same industry and, while unlikely, it is therefore possible that a conflict could arise between their duties as a director or officer of such other companies and their duties as a director or officer of the Company. The directors of the Company are entirely aware of the existence of laws and regulations (such as AIM Rules for Companies, UK Companies Act 2006, and QCA Code, amongst others) governing accountability of directors and officers for corporate opportunity and the required disclosure by directors of conflicts of interest and are required to confirm that there is no such conflict of interest at each quarterly Board meeting. The Company would fully comply with such laws in respect of any directors' conflicts of interest or in respect of any breaches of duty by any of its directors.

For personal use only

For personal use only

Further, the Company maintains a centralised related party register on record to track director interests and potential or perceived conflicts. All directors are required to provide declarations of related party relationships as part of the bi-annual request in order to monitor potential conflicts of interest. This register is provided to external auditors for further assurance purposes. Conflicts of interest are specifically included as a standing matter within Board minutes to formally record and exclude interested parties from attending and voting on matters in which they have an interest. This helps ensure that directors abstain from discussions and decisions where they have an actual or perceived conflicts of interest. Where related party transactions are identified, such transactions are reviewed at the appropriate board or committee level, and disclosed in the annual report and market announcements as applicable, in accordance with AIM requirements.

Nomination of Directors

The Board has constituted a standalone Nomination Committee comprised of all independent directors. Nick Clarke chairs the Nomination Committee and Alison Baker, Roger Davey, Gillian Davidson, and Mike Prentis are the other members. The Nomination Committee develops and monitors the Company's overall approach to composition, effectiveness, balance, and diversity of the Board. In fulfilling this role, the Nomination Committee periodically reviews and assessed the adequacy of the Board's efficiency and, where appropriate, develops and recommends plans for appointment of directors and as part of its proactive succession planning.

In making recommendations for appointments to the Board, the Nomination Committee considers suitably qualified, high-calibre candidates of any nationality, cultural, professional and educational backgrounds, and gender. It aims to have a diversity of personal attributes as well as skills on the Board, which is an important factor in selecting potential candidates. Roles are awarded on merit using objective criteria.

The recruitment process involves: (i) agreeing an appropriate process utilising assistance of the Nominated Advisor, other advisors, and/or recruitment consultants in identifying and initiating contact with potential candidates; (ii) preparation of a specification for candidates setting out agreed key skills being sought to fit with the current balance, membership and dynamics of the Board; (iii) identifying a longlist of candidates meeting the specification; (iv) selection of candidates for a shortlist by the Nomination Committee; and (v) conducting interviews with the candidates by representatives of the Nomination Committee before the preferred candidate is recommended to the Board ahead of the preferred candidate meeting with other directors before their candidacy is put to the Board for approval.

The Nomination Committee oversees periodic assessments of directors' "independence" within the meaning of applicable corporate and securities law and policies. It also along with the Board determines the appropriate structure for Board committees and ensures that the Board receives appropriate advice on corporate governance issues and trends. In addition, the Committee makes annual recommendations to the Board for director re-appointment(s) by shareholders and makes recommendations, where appropriate, for the composition of Board Committees.

The Board is satisfied that the composition of the Nominations Committee ensures an objective nomination process. The Nominations Committee has established the steps for the process of evaluating and recommending director candidates to the Board, and any recommendation of new directors must be reviewed and approved by the Board.

Compensation

The Board has an established Remuneration Committee, which is responsible for determining the compensation of the Company's directors and officers. The Remuneration Committee is comprised of Mike Prentis (Chair), Alison Baker and Roger Davey, each of whom are independent. Additional details of this Committee's roles and responsibilities in the context of compensation are provided under the heading titled "Executive Compensation - Compensation Discussion and Analysis" and "- Compensation Review Process / Compensation Governance" above.

For personal use only

Other Board Committees

The Board has an established Sustainability Committee which is responsible for ESG matters and has the authority to approve the adoption of ESG-related standards or initiatives. In addition to overseeing the Company's principles of stakeholder engagement and health and safety strategy, it monitors, assesses, and manages risk-related environmental and social issues and periodically reviews, and when appropriate, establishes ESG-related targets and objectives relevant to management compensation. Dr Gillian Davidson chairs the Sustainability Committee and Dr Mike Armitage, Mr Roger Davey, and Mr Nigel Robinson comprise the other members of the committee.

The Board has an established Technical Committee which is responsible for overseeing and guiding the technical aspects of the Company's existing operations and potential new projects. Mr Roger Davey chairs the Technical Committee and Dr Mike Armitage, Mr Nick Clarke, and Mr Nigel Robinson are the other members of the committee. The Technical Committee provides insight and guidance to the Board and management on matters related to the Company's exploration, development, operation, and mining programs, which includes assessment of resources and reserves on the Company's properties, strategic plans, and relevant technical objectives, procedures, and performance.

Assessments

The Board conducts an annual review of its own effectiveness, the performance of its committees, and the contributions of its individual directors. Evaluations, if facilitated internally, are conducted through confidential questionnaires administered by the Company Secretary and led by the Chair and include interviews with the Chair where appropriate. The questionnaires are structured to encourage thorough feedback, with questions tailored to prevailing areas of focus. Periodically, the Board instructs an external specialist advisor to conduct the review on its behalf. In both cases, it meets to discuss the conclusions from the review and agree any actions to take in this context. Overall, performance and effectiveness have been viewed as appropriate with opportunities identified for further enhancement taken forward appropriately. Various recommendations are taken into consideration in the formulation of main areas of focus for the next year's evaluation program.

Term Limits

The Board has not adopted policies imposing an arbitrary term or retirement age in connection with individuals nominated for election as directors, as it does not believe that such limits are in the best interests of the Company. The Board strives to achieve a balance between the desirability to have appropriate depth of industry experience from its members on one hand, and the need for renewal and new perspectives on the other. Furthermore, in accordance with the recommendation of the QCA Code, shareholders are given the opportunity to vote annually on the reappointment of all individual directors to the Board, all continuing Directors are proposed for reappointment on an annual basis.

Gender Diversity

Although the Board has not formally adopted a formal written policy or "targets" relating to the levels of female representation at Board and executive levels, it is committed to diversity and inclusion across all levels of the Company. The Board values diversity and recognises the benefits diversity can bring to an organisation's ability to achieve its goals. Accordingly, the Company has set in place a People Policy and a Code of Conduct which outlines the Company's stance on diversity and equality in relation to gender, age, cultural background, and ethnicity.

As of 31 December 2025, (i) the Company's executive team included 50% female members and (ii) the Company's board is comprised of 33% female membership. No members of the executive team or Board identified themselves as belonging to a minority group.

For personal use only

(r) Risk Factors

For a summary of the risk factors pertaining to the CAML Group, refer to Section 7.3 of the Scheme Booklet.

(s) Promoters

No person or company has been a promoter of CAML within the two most recently completed financial years or during the current fiscal year.

(t) Legal Proceedings and Regulatory Actions

For a summary of any legal proceedings or regulatory actions pertaining to the CAML Group, refer to Section 5.22 of the Scheme Booklet.

(u) Material Transactions

There are no transactions that have occurred within the three most recently completed financial years in which a director, executive officer, controlling shareholder or an associate of a director, executive officer or controlling shareholder has participated that has materially affected or is reasonably expected to materially affect the Company.

(v) Material Contracts

For a summary of the material contracts pertaining to the CAML Group, refer to Section 5.11 of the Scheme Booklet.

(w) Auditor

The independent auditors of the Company are BDO LLP at its principal office located at 55 Baker Street, London, W1U 7EU, United Kingdom.

(x) Transfer Agent

The transfer and registrar agent for the CAML Shares is Computershare Investor Services, at its principal offices located at The Pavilions, Bridgewater Road, Bristol BS13 IAE, United Kingdom.

(y) Interest of Experts

The following persons, firms and companies are named as having prepared or certified a report, valuation statement or opinion described in this Annexure G and whose profession or business gives authority to the report, valuation statement or opinion made by the person, firm or company:

Description	Name
"NI 43-101 Technical Report, Kounrad In-Situ Dump Leach Operation, Kazakhstan" with an effective date of December 31, 2025	SLR Consulting Limited Ruslan Erzhanov, Principal Resource Geologist, MSc., FGS, CGeol, PONEN RoK Philip King, Technical Director (Mineral Processing), BSc., ARSM, CEng., FIMMM Alessandra Pheiffer, Technical Director (Environmental and Social), BSc., MSc., PrSciNat
"NI 43-101 Technical Report, Sasa Mine, North Macedonia", with an effective date of December 31, 2025	SLR Consulting Limited Ché Osmond, Technical Director (Geology), BSc., MSc., MCSM, FGS, CGeol, EURGeol James Turner, Technical Director (Mineral Processing), BSc (Hons), MSc., CEng., ACSM, MCSM, MIMMM

	Colin Davies, Associate Director (Mining Engineering), BEng, MSc., CEng, ACSM, MIMMM, QMR Alessandra Pheiffer, Technical Director (Environmental and Social), BSc., MSc., PrSciNat, MIMMM

As at the Last Practicable Date, each of the aforementioned persons own less than 1% of the outstanding CAML Shares.

(z) Other Material Facts

There are no other material facts relating to the CAML Shares, not otherwise disclosed in the Scheme Booklet (including all Annexures and Schedules thereto) that are required to be disclosed in order for the Scheme Booklet to contain full, true and plain disclosure of all material facts related to the CAML Shares.

For personal use only

For personal use only

Annexure G – Canadian specific disclosures for Cygnus

The information contained herein and in the Scheme Booklet is given as of 13 August 2026, unless otherwise noted. The information contained in the Scheme Booklet is furnished in connection with the solicitation by management of Cygnus of proxies to be used at the Scheme Meeting. It is expected that the solicitation will be made primarily by mail or telephone, but proxies may also be solicited personally by directors, officers or regular employees of Cygnus. Such persons will not receive any extra compensation for such activities. All costs of solicitation of proxies by management will be borne by Cygnus.

Commitments to Acquire Securities of Cygnus

Except as otherwise disclosed in the Scheme Booklet, there are no agreements, commitments or understandings to acquire securities of Cygnus by (a) Cygnus, (b) any directors or officers of Cygnus, or (c) to the knowledge of the directors and officers of Cygnus, after reasonable enquiry, by any insider of Cygnus (other than a director or officer) or any associate or affiliate of such insider or any associate or affiliate of Cygnus or any person or company acting jointly or in concert with Cygnus.

Material Changes in the Affairs of Cygnus and Other Benefits

Except as publicly disclosed or otherwise described in the Scheme Booklet, the directors and officers of Cygnus are not aware of any plans or proposals for material changes in the affairs of Cygnus.

Except as disclosed elsewhere in the Scheme Booklet, the directors and officers of the Company are not aware of any specific benefit, direct or indirect, as a result of the material changes or subsequent transactions contemplated in the Scheme Booklet.

Arrangements between Cygnus and Security Holders

Except as disclosed elsewhere in the Scheme Booklet, Cygnus has not made and is not proposing to make any agreement, commitment or understanding to a securityholder of Cygnus relating to the Scheme.

Previous Purchases and Sales by Cygnus

During the 12-month period prior to the Last Practicable Date, Cygnus issued the following new Cygnus Shares, excluding securities issued pursuant to the exercise of Cygnus Options, Cygnus Performance Rights and Cygnus Share Rights:

Date	Purpose	Description of Security	Number of Securities	Purchase or Sale Price per Security
August 27, 2025	Non-brokered private placement	Cygnus Shares	1,162,790	$0.0860
March 20, 2026	Non-brokered private placement	Cygnus Shares	156,250,000	$0.16
June 15, 2026	Issue of consideration shares in connection with the Beryl Lake Project	Cygnus Shares	600,000	$0.185

June 15, 2026	Issue of consideration shares in connection with the Sakami Project	Cygnus Shares	450,000	$0.185

No Cygnus Shares were purchased by Cygnus during the 12-month period preceding the Last Practicable Date.

Previous Distributions

Except as disclosed below, no Cygnus Shares were distributed during the five years preceding the date of the Last Practicable Date:

Date	Description of Security	Number of Securities	Issuance / Exercise Price per Security	Aggregate Gross Proceeds to Cygnus
November 16, 2021	Cygnus Shares	7,987,863	$0.115	$918,604.245
January 20, 2022	Cygnus Shares	913,044	$0.115	$105,000.06
January 21, 2022	Cygnus Shares	664,310	$0.115	$76,395.65
August 8, 2022	Cygnus Shares	29,200,000	$0.125	$3,650,000.00
October 21, 2022	Cygnus Shares	4,240,000	$0.125	$530,000.00
October 21, 2022	Cygnus Shares	2,000,000	$0.125	Nil (issue of Corporate Advisory Consideration Shares)
November 18, 2022	Cygnus Shares	500,000	$0.25	Nil (issue of shares for services of employee)
November 23, 2022	Cygnus Shares	8,677,817	$0.73	$6,334,806.41
November 29, 2022	Cygnus Shares	1,142,861	$0.35	$400,001.35
November 29, 2022	Cygnus Shares	1,946,400	$0.277	Nil (issue of Consideration shares to CMH)
December 16,2022	Cygnus Shares	18,181,819	$0.44	$8,000,000.36

For personal use only

For personal use only

Date	Description of Security	Number of Securities	Issuance / Exercise Price per Security	Aggregate Gross Proceeds to Cygnus
April 11, 2023	Cygnus Shares	750,000	$0.32	Nil (issue of Sirios Milestone 1 Consideration Shares)
April 11, 2023	Cygnus Shares	2,500,000	$0.31	Nil (issue of Osisko / Auclair Consideration Shares)
May 2, 2023	Cygnus Shares	22,800,000	$0.08	$1,824,000.00
May 18, 2023	Cygnus Shares	1,216,500	$0.277	Nil (issue of CMH Vendor Shares)
May 18, 2023	Cygnus Shares	1,500,000	$0.185	Nil (issue of stage 1 Beryl Consideration Shares)
May 18, 2023	Cygnus Shares	1,500,000	$0.185	Nil (issue of stage 1 Sakami Consideration Shares)
July 6, 2023	Cygnus Shares	9,129,825	$0.2475	Nil (issue of Stria Consideration Shares)
August 24, 2023	Cygnus Shares	18,934,273	$0.4275	$8,094,401.71
August 25, 2023	Cygnus Shares	500,000	$0.315	Nil (issue of Noranda Consideration Shares)
August 29, 2023	Cygnus Shares	13,333,333	$0.225	$2,999,999.93
September 6, 2023	Cygnus Shares	28,950,000	Nil	Nil (on conversion of Cygnus Performance Rights)
September 22, 2023	Cygnus Shares	454,496	Nil	Nil (on conversion of Cygnus Performance Rights)
September 22, 2023	Cygnus Shares	4,600,000	$0.08	$368,000.00

For personal use only

Date	Description of Security	Number of Securities	Issuance / Exercise Price per Security	Aggregate Gross Proceeds to Cygnus
November 16, 2023	Cygnus Shares	1,216,500	$0.277	Nil (issue of CMH Vendor Shares)
November 30, 2023	Cygnus Shares	300,000	Nil	Nil (on conversion of Cygnus Performance Rights)
May 17, 2024	Cygnus Shares	900,000	$0.185	Nil (issue of stage 2 Beryl Consideration Shares)
May 17, 2024	Cygnus Shares	900,000	$0.185	Nil (issue of stage 2 Sakami Consideration Shares)
July 19, 2024	Cygnus Shares	72,685,715	$0.035	$2,544,000.03
July 22, 2024	Cygnus Shares	325,750	Nil	Nil (on conversion of Cygnus Share Rights)
August 16, 2024	Cygnus Shares	500,000	$0.056	Nil (issue of 12-month Consideration Shares to Noranda)
September 11, 2024	Cygnus Shares	12,914,286	$0.035	$452,000.01
October 23, 2024	Cygnus Shares	94,864,785	$0.072	$6,830,264.52
November 18, 2024	Cygnus Shares	486,600	$0.277	Nil (issue of CMH Consideration Shares)
November 22, 2024	Cygnus Shares	340,731	Nil	Nil (on conversion of Cygnus Share Rights)
December 5, 2024	Cygnus Shares	100,000	Nil	Nil (on conversion of Cygnus Performance Rights)
December 20, 2024	Cygnus Shares	57,912,993	$0.072	$4,169,735.50
December 31, 2024	Cygnus Shares	310,662,984	Nil	Nil (issue of shares to Dore shareholders)

For personal use only

Date	Description of Security	Number of Securities	Issuance / Exercise Price per Security	Aggregate Gross Proceeds to Cygnus
December 31, 2024	Cygnus Shares	4,166,667	$0.072	Nil (issue of Advisor Consideration Shares)
February 6, 2025	Cygnus Shares	912,021	Nil	Nil (on conversion of Cygnus Share Rights)
April 9, 2025	Cygnus Shares	300,000	$0.105	Nil (issue of Consideration Shares for Stria extension)
May 19, 2025	Cygnus Shares	1,000,000	$0.185	Nil (issue of stage 3 Beryl Consideration Shares)
May 19, 2025	Cygnus Shares	600,000	$0.185	Nil (issue of stage 3 Sakami Consideration Shares)
June 26, 2025	Cygnus Shares	306,129	Nil	Nil (on conversion of Cygnus Performance Rights)
June 26, 2025	Cygnus Shares	196,471	Nil	Nil (on conversion of Cygnus Share Rights)
June 27, 2025	Cygnus Shares	211,627,907	$0.0860	$18,200,000.00
August 27, 2025	Cygnus Shares	1,162,790	$0.0860	$99,999.94
January 6, 2026	Cygnus Shares	9,660	$0.0620	$598.92
January 6, 2026	Cygnus Shares	45,742	$0.1181	$5,400.30
January 6, 2026	Cygnus Shares	182,970	$0.0591	$10,810.61
March 20, 2026	Cygnus Shares	156,250,000	$0.16	$25,000,000.00
June 15, 2026	Cygnus Shares	3,000,000	Nil	Nil (on conversion of Cygnus Performance Rights)

Date	Description of Security	Number of Securities	Issuance / Exercise Price per Security	Aggregate Gross Proceeds to Cygnus
June 15, 2026	Cygnus Shares	600,000	$0.185	Nil (issue of Stage 4 Beryl Consideration Shares)
June 15, 2026	Cygnus Shares	450,000	$0.185	Nil (issue of Sakami Consideration Shares)
July 14, 2026	Cygnus Shares	45,742	$0.1115	$5,101.63
July 14, 2026	Cygnus Shares	182,970	$0.0558	$10,212.71
July 20, 2026	Cygnus Shares	2,400,000	Nil	Nil (on conversion of Cygnus Performance Rights)

Interests of Cygnus Officers in Cygnus Shares

The table below lists the relevant interests in Cygnus Shares of the officers of Cygnus who do not also serve as directors, as at the Last Practicable Date.

Officers	Relevant Interest in Securities of Cygnus	Description of Security	Voting Power (%)[(1)(2)]
Nicholas Kwong *President and CEO*	1,866,294	Cygnus Shares	0.15%
	1,866,294	Cygnus Options	0.15%
	8,000,000	Cygnus Performance Rights	0.65%
Duncan Grieve *Vice President, Exploration and Corporate Development*	2,083,500	Cygnus Shares	0.17%
	5,000,000	Cygnus Performance Rights	0.41%
	442,845	Cygnus Share Rights	0.04%
Carl Travaglini *Chief Financial Officer and Joint Company Secretary*	2,490,830 [(3)]	Cygnus Shares	0.20%
	750,000	Cygnus Performance Rights	0.06%
Maddison Cramer	1,402,777[(4)]	Cygnus Shares	0.11%

For personal use only

Joint Company Secretary	416,667[4]	Cygnus Performance Rights	0.03%
TOTAL	**24,319,207**		**1.97%**

Notes:

1. Based on 1,227,592,052 Cygnus Shares as at the Last Practicable Date, and subject to rounding.
2. Calculated on a partially diluted basis.
3. 990,830 Cygnus Shares are held jointly and indirectly through the CCM Investment Superfund A/C.
4. Held jointly and indirectly through the Crodd Family A/C.

Financial Statements

Copies of Cygnus' most recent interim financial report will be sent without charge to any security holder of Cygnus upon request. To submit a request, contact Cygnus at **info@cygnusmetals.com** or call Cygnus' Scheme Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia).

Dividends

Cygnus has not, since the date of its incorporation, declared or paid any dividends or other distributions on the Cygnus Shares, and does not currently have a policy with respect to the payment of dividends or other distributions. Cygnus does not intend to pay dividends in the foreseeable future. Any decision to pay dividends on the Cygnus Shares in the future will be made by the board of directors of Cygnus based on the earnings, financial requirements, and other conditions existing at such time. The Scheme Implementation Deed provides that the Company may not declare, set aside or pay any dividends in respect of the Cygnus Shares from the date of the Scheme Implementation Deed up to and including the Implementation Date.

Certain Canadian Federal Income Tax Considerations

The following is, as of the date of this Scheme Booklet, a summary of the principal Canadian federal income tax considerations under the Tax Act relating to the Scheme generally applicable to a beneficial owner of Cygnus Shares who, for purposes of the Tax Act and at all relevant times: (i) holds Cygnus Shares, and will hold New CAML Shares, as capital property; and (ii) deals at arm's length with, and is not affiliated with, Cygnus and CAML (a **Holder**). Generally, Cygnus Shares and New CAML Shares (collectively, the **Shares**), as applicable, will be capital property to a Holder, provided that the Holder does not acquire, hold or use the Shares in the course of carrying on a business or as part of an adventure or concern in the nature of trade.

This summary is based on the current provisions of the Tax Act and the regulations thereunder (the "**Regulations**"), in force as of the date hereof, and an understanding of the current administrative policies of the Canada Revenue Agency (the **CRA**) published in writing by it prior to the date hereof. This summary takes into account all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the **Tax Proposals**) and assumes that all Tax Proposals will be enacted as proposed. However, no assurances can be given that the Tax Proposals will be enacted as proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative policy whether by legislative, administrative or judicial action nor does it take into account tax legislation or considerations of any province, territory or foreign jurisdiction, which may differ from those discussed herein.

For personal use only

For personal use only

This summary is of a general nature only and is not, and is not intended to be, legal or tax advice to any particular Holder. This summary is not exhaustive of all Canadian federal income tax considerations applicable to the Scheme. Accordingly, Holders should consult their own tax advisors having regard to their own particular circumstances.

Subject to certain exceptions that are not discussed herein, for purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of Shares (including dividends, adjusted cost base and proceeds of disposition) not otherwise expressed in Canadian dollars must be converted into Canadian dollars based on the daily foreign exchange rate quoted by the Bank of Canada for the applicable day or such other rate of exchange that is acceptable to the Minister of National Revenue (Canada).

Holders Resident in Canada

This portion of the summary generally applies to a Holder who, at all relevant times, for purposes of the Tax Act and any applicable income tax treaty, is, or is deemed to be, resident in Canada (a **Resident Holder**). It does not apply to a Holder (i) an interest in which is a "tax shelter investment" (as defined in the Tax Act); (ii) that is a "financial institution" for the purposes of the mark-to-market rules contained in the Tax Act; (iii) that is a "specified financial institution" (as defined in the Tax Act); (iv) that has elected to report its "Canadian tax results" (as defined in the Tax Act) in a currency other than Canadian currency; (v) that has entered into, or will enter into, a "derivative forward agreement" or "synthetic disposition arrangement" (each as defined in the Tax Act) in respect of the Shares, (vi) that is exempt from tax under Part I of the Tax Act; or (vii) in respect of whom CAML or Cygnus is or will be a "foreign affiliate" (as defined in the Tax Act). Those Holders should consult their own tax advisors.

This summary does not address the "offshore investment fund property" rules in the Tax Act. Resident Holders should consult their own tax advisors with respect to how such rules may apply to their own particular circumstances.

Exchange of Cygnus Shares

A Resident Holder that exchanges Cygnus Shares for consideration consisting of the New CAML Shares will be deemed to have disposed of such Cygnus Shares pursuant to the Scheme under a tax-deferred foreign share-for-share exchange under subsection 85.1(5) of the Tax Act, unless: (i) immediately before the exchange, the Resident Holder and CAML do not deal at arm's length (for purposes of paragraph 85.1(6)(a) of the Tax Act), (ii) immediately after the exchange, the Resident Holder, persons with whom the Resident Holder does not deal at arm's length (for purposes of the Tax Act), or the Resident Holder together with all such persons, controls CAML (for purposes of the Tax Act), beneficially owns shares of the capital stock of CAML having a fair market value (**FMV**) of more than 50% of the FMV of all outstanding shares of the capital stock of CAML, or (iii) the Resident Holder has included in computing its income any portion of the gain or loss, otherwise determined, realized on the disposition.

Where subsection 85.1(5) of the Tax Act applies, the Resident Holder will be deemed to have disposed of the Cygnus Shares for proceeds of disposition equal to the aggregate "adjusted cost base" (as defined in the Tax Act) of those Cygnus Shares to the Resident Holder, determined immediately before the exchange, and the Resident Holder will be deemed to have acquired the New CAML Shares received on the exchange at an aggregate cost equal to such adjusted cost base of the Cygnus Shares.

New CAML Shares

Dividends on New CAML Shares

For personal use only

The amount of a dividend received or deemed to be received on a New CAML Share by a Resident Holder who is an individual will be included in computing such Resident Holder's income for the taxation year in which such dividend is received and will not be subject to the gross-up and dividend tax credit rules in the Tax Act.

The amount of a dividend received or deemed to be received on a New CAML Share by a Resident Holder that is a corporation will be included in the corporation's income and will generally not be deductible in computing its taxable income.

Any foreign withholding tax on such dividends generally should be eligible, subject to the specific rules and limitations under the Tax Act, to be credited against the Resident Holder's income tax or deducted from income.

A Resident Holder that is, throughout the relevant taxation year, a "Canadian-controlled private corporation" (as defined in the Tax Act) or, at any time during the taxation year, a "substantive CCPC" (as defined in the Tax Act), may be liable to pay an additional tax (refundable in certain circumstances) on such Resident Holder's "aggregate investment income" (as defined in the Tax Act) for the year, which will generally include dividends received on the New CAML Shares. Resident Holders that are corporations are advised to consult their own tax advisors.

Disposition of New CAML Shares

A Resident Holder who disposes of, or is deemed to have disposed of, a New CAML Share will generally realize a capital gain (or capital loss) in the taxation year of the disposition or deemed disposition equal to the amount by which the proceeds of disposition are greater (or are less) than the sum of the "adjusted cost base" (as defined in the Tax Act) to the Resident Holder of the New CAML Share immediately before the disposition or deemed disposition and any reasonable costs of disposition. The general tax treatment of capital gains and capital losses is discussed below under the section titled "Certain Canadian Federal Income Tax Considerations – Holders Resident in Canada – Taxation of Capital Gains and Losses".

For purposes of determining the adjusted cost base to a Resident Holder of each New CAML Share acquired pursuant to the Scheme, the cost of such New CAML Share will generally be averaged with the adjusted cost base of any other New CAML Shares of the same class held by the Resident Holder as capital property.

Treatment of Electing Selling Scheme Shareholders

A Resident Holder that is an Electing Selling Scheme Shareholder and elects in writing to have all their New CAML Shares issued to the Sale Agent and sold on their behalf in accordance with the Scheme will generally be deemed to have disposed of such New CAML Shares for Sale Proceeds. Such Resident Holder generally will realize a capital gain (or a capital loss) equal to the amount, if any, by which the proceeds of disposition exceeds (or is less than) the sum of the Resident Holder's adjusted cost base of such New CAML Shares immediately prior to the disposition and any reasonable costs of disposition. The general tax treatment of capital gains and capital losses is discussed below under the section titled "Certain Canadian Federal Income Tax Considerations – Holders Resident in Canada – Taxation of Capital Gains and Losses".

Taxation of Capital Gains and Losses

In general, one-half of a capital gain realized by a Resident Holder must be included in computing such Resident Holder's income as a taxable capital gain. One-half of a capital loss must be deducted as an allowable capital loss against taxable capital gains realized by the Resident Holder in the year and any excess may be deducted against net taxable capital gains in any of the three preceding years or in any subsequent year, to the extent and under the circumstances set out in the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of Shares by a Resident Holder that is a corporation may be reduced by the amount of taxable dividends received or deemed to have been received by it on such Shares or shares substituted for such Shares to the extent and in the circumstances specified by the Tax Act.

Similar rules may apply where a Share is owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

A Resident Holder that is, throughout the relevant taxation year, a "Canadian-controlled private corporation" (as defined in the Tax Act) or, at any time during the year, a "substantive CCPC" (as defined in the Tax Act), may be liable to pay an additional tax (refundable in certain circumstances) on such Resident Holder's "aggregate investment income" (as defined in the Tax Act) for the year, which will generally include taxable capital gains on dispositions of Shares. Resident Holders that are corporations are advised to consult their own tax advisors.

Alternative Minimum Tax

Taxable dividends received or deemed to be received, and taxable capital gains realized by a Resident Holder who is an individual (including certain trusts) may result in such Resident Holder being liable for alternative minimum tax under the Tax Act. Resident Holders are advised to consult their own tax advisors.

Foreign Property Information Reporting

Generally, a Resident Holder that is a "specified Canadian entity" (as defined in the Tax Act) for a taxation year or a fiscal period and whose total "cost amount" of "specified foreign property" (as such terms are defined in the Tax Act), including the New CAML Shares, at any time in the year or fiscal period exceeds C$100,000 will be required to file an information return with the CRA for the year or fiscal period disclosing certain prescribed information in respect of such property. Subject to certain exceptions, a Resident Holder generally will be a specified Canadian entity. Penalties may apply where a Resident Holder fails to file the required information return in respect of such Resident Holder's specified foreign property on a timely basis in accordance with the Tax Act.

The reporting rules in the Tax Act relating to specified foreign property are complex and this summary does not purport to address all circumstances in which reporting may be required by a Resident Holder. Resident Holders should consult their own tax advisors regarding compliance with the reporting rules contained in the Tax Act.

Holders Not Resident in Canada

This portion of the summary is generally applicable to a Holder (a **Non-Resident Holder**) who (i) for the purposes of the Tax Act and any applicable tax treaty, is neither resident nor deemed to be resident in Canada at any time while they hold Cygnus Shares or the New CAML Shares; and (ii) does not and will not use or hold and is not and will not be deemed to use or hold Cygnus Shares or the New CAML Shares in carrying on a business in Canada. Special rules, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer carrying on business in Canada and elsewhere or an authorized foreign bank. Such Holders should consult their own tax advisors.

Disposition of the Cygnus Shares Pursuant to the Scheme

A Non-Resident Holder generally will not be subject to tax under the Tax Act in respect of a capital gain realized on the disposition of a Cygnus Share under the Scheme unless the Cygnus Share constitutes "taxable Canadian property" to the Non-Resident Holder thereof for purposes of the Tax Act, and the gain is not exempt from tax pursuant to the terms of an applicable tax treaty.

For personal use only

For personal use only

Generally, provided the Cygnus Shares, as applicable, are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the ASX and TSXV), at the time of disposition, the Cygnus Shares, as applicable, will not constitute taxable Canadian property of a Non-Resident Holder at that time, unless at any time during the 60-month period immediately preceding the disposition the following two conditions are met concurrently: (i) the Non-Resident Holder, persons with whom the Non-Resident Holder did not deal at arm's length for the purposes of the Tax Act, partnerships in which the Non-Resident Holder or such non-arm's length person holds a membership interest (either directly or indirectly through one or more partnerships), or the Non-Resident Holder together with all such persons, owned 25% or more of the issued shares of any class of shares of Cygnus; and (ii) more than 50% of the FMV of the Cygnus Shares, was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, Canadian resource properties (as defined in the Tax Act), timber resource properties (as defined in the Tax Act) and an option, an interest or right in any of the foregoing property, whether or not such property exists.

Notwithstanding the foregoing, a Cygnus Share may otherwise be deemed to be taxable Canadian property to a Non-Resident Holder for purposes of the Tax Act. If the Cygnus Shares constitute or are deemed to constitute taxable Canadian property to any Non-Resident Holder, such Non-Resident Holder may be entitled to relief under the provisions of an applicable income tax treaty. Non-Resident Holders whose Cygnus Shares may be taxable Canadian property should consult their own tax advisors.

Eligibility for Investment

Subject to the provisions of any particular plan, the New CAML Shares would be "qualified investments" under the Tax Act for trusts governed by registered retirement savings plans (**RRSPs**), registered retirement income funds (**RRIFs**), registered education savings plans (**RESPs**), registered disability savings plans (**RDSPs**), tax-free savings accounts (**TFSAs**) and first home savings accounts (**FHSAs**), as those terms are defined in the Tax Act (collectively, RRSPs, RRIFs, RESPs, RDSPs, TFSAs and FHSAs are referred to as **Registered Plans**) or deferred profit sharing plans (**DPSPs**) (as defined in the Tax Act), provided that the New CAML Shares are listed on a "designated stock exchange" for the purposes of the Tax Act at the time acquired by the Registered Plans or DPSPs, as applicable.

No shares of CAML are currently listed on a "designated stock exchange" and CAML is not a "public corporation", as those terms are defined in the Tax Act. Accordingly, no shares of CAML are "qualified investments" as of the date hereof. CAML must rely on the TSX to list the New CAML Shares on the TSX prior to or concurrent with the issuance of the New CAML Shares upon the implementation of the Scheme and to otherwise proceed in such manner as may be required to result in the New CAML Shares being considered as listed on the TSX for purposes of the Tax Act at the time of their issuance. There can be no assurance that the New CAML Shares will be considered listed on the TSX for purposes of the Tax Act at the time of their issuance. Listing will be subject to CAML fulfilling all of the requirements of the TSX, and there can be no guarantee that TSX approval of a listing will be granted or will be in a form that is, or is acceptable to the CRA as, a full and unconditional listing sufficient for "qualified investment" status under the Tax Act for purposes of Registered Plans or DPSPs. If the New CAML Shares are not effectively listed on a "designated stock exchange" (which currently includes the TSX) for purposes of the Tax Act at the time of their issuance upon implementation of the Scheme, the New CAML Shares will not be "qualified investments" for the Registered Plans or DPSPs at that time. The adverse tax consequences where a Registered Plan or DPSP acquires or holds the New CAML Shares that are not a "qualified investment" are not discussed in this summary.

Notwithstanding that the New CAML Shares may be qualified investments for a trust governed by a Registered Plan, the annuitant, holder or subscriber, as applicable, of a Registered Plan will be subject to a penalty tax in respect of the New CAML Shares held by a trust governed by such Registered Plan, as the case may be, if such New CAML Shares are a "prohibited investment" for

For personal use only

such Registered Plan for the purposes of the Tax Act. The New CAML Shares will not be a prohibited investment for a Registered Plan, provided that the annuitant, holder or subscriber of such a Registered Plan, as the case may be: (i) deals at arm's length with CAML for purposes of the Tax Act and (ii) does not have a "significant interest" within the meaning of the Tax Act in CAML. In addition, the New CAML Shares will not be a prohibited investment if the New CAML Shares are "excluded property" as defined in the Tax Act for trusts governed by a Registered Plan.

Holders who intend to hold New CAML Shares in a Registered Plan should consult their own tax advisors.

Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*

Business Combination

Cygnus is a reporting issuer in the provinces of Alberta, British Columbia, Ontario and Saskatchewan, and the Cygnus Shares are listed on the TSXV, and, accordingly, is subject to MI 61-101. MI 61-101 is intended to regulate certain transactions to ensure equality of treatment among security holders, generally requiring enhanced disclosure, approval by a majority of security holders excluding interested parties and/or, in certain instances, independent valuations and approval and oversight of the transaction by a special committee of independent directors. The protections of MI 61-101 generally apply to "business combinations" (as defined in MI 61-101) that terminate the interests of securityholders without their consent.

MI 61-101 provides that, in certain circumstances, where a "related party" (as defined in MI 61-101) of an issuer (i) is entitled to receive a "collateral benefit" (as defined in MI 61-101) in connection with certain transactions (such as the Scheme), or (ii) is party to a "connected transaction" (as defined in MI 61-101) to certain transactions (such as the Scheme), such transaction may be considered a "business combination" for the purposes of MI 61-101 and subject to "formal valuation" and "minority approval" requirements (each as defined in MI 61-101).

Collateral Benefits

A "collateral benefit" (as defined in MI 61-101) includes any benefit that a related party of Cygnus (which includes the directors and senior officers of Cygnus) is entitled to receive, directly or indirectly, as a consequence of the Scheme, including, without limitation, an increase in salary, a lump sum payment, a payment for surrendering securities or other enhancement in benefits related to past or future services as an employee, director or consultant of Cygnus. However, such a benefit will not constitute a "collateral benefit" provided that certain conditions are satisfied.

Under MI 61-101, a benefit received by a related party of Cygnus is not considered to be a "collateral benefit" if the benefit is received solely in connection with the related party's services as an employee, director or consultant of Cygnus or an affiliated entity and (i) the benefit is not conferred for the purpose, in whole or in part, of increasing the value of the consideration paid to the related party for securities relinquished under the Scheme, (ii) the conferring of the benefit is not, by its terms, conditional on the related party supporting the Scheme in any manner, (iii) full particulars of the benefit are disclosed in the disclosure document for the transaction, and (iv) either (A) at the time the Scheme was agreed to, the related party and its associated entities beneficially owned or exercised control or direction over less than 1% of the outstanding Cygnus Shares, or (B) (x) the related party discloses to an independent committee of Cygnus the amount of consideration that the related party expects it will be beneficially entitled to receive, under the terms of the Scheme, in exchange for the Cygnus Shares beneficially owned by the related party, (y) the independent committee, acting in good faith, determines that the value of the benefit, net of any offsetting costs to the related party, is less

For personal use only

than 5% of the value referred to in (B) (x), and (z) the independent committee's determination is disclosed in the Scheme Booklet.

If a "related party" receives a "collateral benefit", directly or indirectly, as a consequence of the Scheme, the Scheme Resolution will also require "minority approval" in accordance with MI 61-101. If "minority approval" is required, the Scheme Resolution must also be approved by a majority of the votes cast, excluding those votes beneficially owned, or over which control or direction is exercised, by the "related parties" of Cygnus who receive a "collateral benefit", directly or indirectly, as a consequence of the Scheme, as well as any related parties and joint actors of such parties.

Each of the directors and senior officers of Cygnus is a "related party" of the Company by virtue of his or her role as a director and/or senior officer of Cygnus. In connection with the Scheme, the outstanding Cygnus Performance Rights, Cygnus Options, and Cygnus Share Rights will be treated as set forth under Sections 10.1(b), 10.1(c), and 10.1(d) of the Scheme Booklet.

See Section 10.4 of the Scheme Booklet for detailed information regarding the benefits and other payments to be received by each of the directors and senior officers in connection with the Arrangement. The Non-Executive Directors have considered whether these entitlements may constitute "collateral benefits" for purposes of MI 61-101 such that the Scheme would therefore constitute a "business combination" under MI 61-101. As further disclosed in the Scheme Booklet, all Cygnus Performance Rights and Cygnus Share Rights will vest in accordance with their terms, and if applicable, be exercised, such that there are no Cygnus Performance Rights or Cygnus Share Rights on issue as at the Record Date. Furthermore, pursuant to the Scheme Implementation Deed, Cygnus and CAML have entered into Option Replacement Deeds with each Cygnus Optionholder under which such holders have agreed to cancel all of their Cygnus Options, subject to the Scheme becoming effective and taking effect on the Implementation Date.

Following the disclosure by each of the directors and senior officers of the number of securities convertible into Cygnus Shares held by them and after consultation with Cygnus' legal advisors, the Non-Executive Directors have determined that the following individuals are each deemed a "related party" who are receiving a "collateral benefit" for the purposes of MI 61-101 in connection with the Scheme and beneficially owns or exercises control or direction over more than 1% of the outstanding Cygnus Shares: Messrs. David Southam, Executive Chairman and Executive Director, Raymond Shorrocks, Non-Executive Director, and Ernest Mast, Non-Executive Director. As of the Last Practicable Date, Messrs David Southam, Raymond Shorrocks and Ernest Mast each beneficially own or exercises control over 35,262,064, 14,711,435 and 13,740,001 Cygnus Shares, respectively, on a partially diluted basis, each representing more than 1% of the outstanding Cygnus Shares on a partially diluted basis, and the value of the "collateral benefit" each aforementioned individual will receive is greater than 5% of the total consideration that he will receive. Consequently, the Scheme constitutes a "business combination" in respect of Cygnus and, as a result, "minority approval" (as defined in MI 61-101) is required for the Scheme Resolution. The Cygnus Shares which Messrs. David Southam, Raymond Shorrocks and Ernest Mast beneficially owns, directly or indirectly, or over which he has control or direction, will be excluded for the purpose of determining if minority approval of the Scheme Resolution is obtained. This "minority approval" requirement is in addition to the requirement that the Scheme Resolution be approved at the Scheme Meeting by the affirmative vote of the Requisite Majorities.

Connected Transaction

"Connected transactions", as defined in MI 61-101, are two or more transactions that have at least one party in common, directly or indirectly, other than transactions related solely to services as an employee, director or consultant, and (i) are negotiated or completed at approximately the same time, or (ii) the completion of at least one of the transactions is conditional on the completion of each of the other transactions.

For personal use only

If a "related party" is party to a "connected transaction" to the Scheme, the Scheme Resolution will require "minority approval" (as defined in MI 61-101) in accordance with MI 61-101. If "minority approval" is required, the Scheme Resolution must be approved by a majority of the votes cast, excluding those votes beneficially owned, or over which control or direction is exercised, by any "related party" of Cygnus who is party to a "connected transaction" to the Scheme. This approval is in addition to the requirement that the Scheme Resolution be approved at the Scheme Meeting by the affirmative vote of the Requisite Majorities.

On 2 June 2026, CAML entered into the Call Option Deed with the Ocean Partners, being Ocean Partners Holdings Limited and Ocean Partners UK Limited, in respect of their relevant interests in an aggregate 120,906,526 Cygnus Shares representing, as at the Last Practicable Date, approximately 9.85% of Cygnus Shares on issue. The Call Option Deed provides CAML with the right to acquire those Cygnus Shares held by Ocean Partners for 0.06 CAML Shares per Cygnus Share if: (i) Cygnus has received a Competing Proposal or any person (including Cygnus) publicly announces a Competing Proposal; and (ii) the Cygnus Board has announced that a Competing Proposal is a Superior Proposal. The full terms of the Call Option Deed are annexed to CAML's notice of initial substantial holder released to ASX on 4 June 2026.

Ocean Partners UK Limited is an affiliated entity (within the meaning of MI 61-101) of Ocean Partners Holdings Limited. To the knowledge of the directors and officers of Cygnus, Ocean Partners Holdings Limited is considered a “related party” of Cygnus given their beneficial ownership of, or control or direction over, directly or indirectly, more than 10% of the outstanding Cygnus Shares.

Accordingly, the Non-Executive Directors have determined that, to the extent that the Call Option Deed constitutes a transaction, for the purposes of MI 61-101, the Call Option Deed is a “connected transaction” to the Scheme, given that: (i) the Call Option Deed has at least one party in common, directly or indirectly, with the Scheme, being CAML; and (ii) the Call Option Deed was negotiated at approximately the same time as the Scheme Implementation Deed.

As a result of the determination that the Ocean Partners are each a “related party” which is a party to the Call Option Deed or a “connected transaction” to the Scheme, the Cygnus Shares beneficially owned, directly or indirectly, or over which the Ocean Partners have control or direction (being 156,201,460 Cygnus Shares or approximately 12.72% of the issued and outstanding Cygnus Shares as at the Last Practicable Date), will be excluded for the purpose of determining if the Minority Approval Vote is obtained.

In addition, Mr. Brent Omland is a “related party” of Ocean Partners as he is the Chief Executive Officer and a director of Ocean Partners Holdings Limited. Accordingly, the 256,158 Cygnus Shares or approximately 0.02% of the issued and outstanding Cygnus Shares held by Mr. Omland as at the Last Practicable Date, will also be excluded for the purpose of determining if the Minority Approval Vote is obtained.

Formal Valuation

Cygnus is not required to obtain a formal valuation under MI 61-101 in connection with the Scheme, as (i) no “interested party” would, as a consequence of the Arrangement, directly or indirectly acquire Cygnus or the business of Cygnus, or combine with Cygnus, through an amalgamation, arrangement or otherwise, whether alone or with joint actors and (ii) there is no "connected transaction” involving an “interested party” that would qualify as a “related party transaction” (as defined in MI 61-101) for which Cygnus would be required to obtain a formal valuation.

Prior Valuations

To the knowledge of the directors and senior officers of Cygnus, there have been no "prior valuations" (as defined in MI 61-101) prepared in respect of Cygnus within the 24 months preceding the Last Practicable Date.

Prior Offers

Except as described in the Scheme Booklet, Cygnus has not received any *bona fide* prior offer relating to the subject matter of, or otherwise relevant to, the Scheme in the past 24 months preceding entry into the Scheme Implementation Deed.

Outstanding Voting Shares, Voting at Meeting and Quorum

Cygnus is authorised to issue ordinary shares and as of the Record Date, Cygnus has 1,227,592,052 Cygnus Shares issued and outstanding, each of which carries one vote. The time for determining eligibility to vote at the Scheme Meeting is 5.00pm (AWST), Wednesday, 16 September 2026. Only those Scheme Shareholders entered on the Cygnus Register at such time will be entitled to attend and vote personally or by proxy at the Scheme Meeting. In accordance with NI 54-101, Canadian beneficial shareholders as of the Canadian Beneficial Holder Record Date are entitled to receive notice of the Scheme Meeting and to provide instructions to vote at the Scheme Meeting. For further information regarding Canadian Non-Registered Owners, beneficial owners or beneficial shareholders, please see Annexure D.

Transfer Agents and Share Registrars Contact Information

Australia	Canada
Computershare Investor Services Pty Limited Level 17, 221 St Georges Terrace Perth, Western Australia 6000 Australia By telephone: 1300-850-505 (within Australia) or +61-3-9415-4000 (outside Australia) By facsimile: 1800-783-447 (within Australia) or +61-3-9473-2555 (outside Australia)	Computershare Investor Services Inc. 100 University Avenue, 8th Floor Toronto, Ontario M5J 2Y1 Canada By telephone: 1-800-564-6253

Auditors of Cygnus

The auditors of Cygnus are BDO Audit Pty Ltd Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, WA, 6000, Australia.

Interest of Certain Persons or Companies in Matters to be Acted Upon

Except as otherwise disclosed in the Scheme Booklet, management of Cygnus is not aware of any material interest, direct or indirect, of any person who is or has been at any time a director or executive officer of Cygnus within the last financial year or any associate or affiliate of any of the foregoing in any matter to be acted upon at the Scheme Meeting, except as disclosed in the Scheme Booklet.

Interest of Informed Persons in Material Transactions

For personal use only

Except as otherwise disclosed in the Scheme Booklet, no informed person (as that term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations of the Canadian Securities Administrators*) of Cygnus, nor any associate or affiliate thereof, has or has had any material interest, direct or indirect, in any transaction since the commencement of Cygnus' most recently completed financial year or in any proposed transaction which has materially affected or is reasonably expected to materially affect Cygnus or any of its subsidiaries.

Additional Information

Additional information relating to Cygnus may be obtained from Cygnus, under Cygnus' issuer profile on SEDAR+ at **www.sedarplus.ca** or by searching for historical announcements released by Cygnus on the ASX at **www.asx.com.au.** Securityholders may contact Cygnus' Secretaries by phone at +61 (0)8 6118 1627 or by email at **info@cygnusmetals.com,** to request copies of Cygnus' financial statements and management's discussion and analysis. Financial information is provided in Cygnus' Annual Report for its most recently completed financial year.

For personal use only

Corporate Directory

For personal use only

Company	Cygnus Share Registry
Cygnus Metals Limited Level 2, 8 Richardson Street West Perth WA 6005 Telephone: +61 8 6118 1627 Website: www.cygnusmetals.com	**Australia** **Computershare Investor Services Pty Limited** Level 17, 221 St Georges Terrace, Perth WA 6000 **Canada** **Computershare Investor Services Inc.** 510 Burrard Street, 3rd Floor British Columbia, V6C 3B9 Canada
Directors	**Legal Adviser**
David Southam - Executive Chair Ernest Mast - Non Executive Director Brent Omland - Non Executive Director Raymond Shorrocks - Non Executive Director Mario Stifano - Non Executive Director Kevin Tomlinson - Non Executive Director	**Hamilton Locke** Level 39, 152-158 St Georges Terrace Perth WA 6000
Joint Company Secretaries	**Financial Adviser**
Carl Travaglini Maddison Cramer	Canaccord Genuity (Australia) Limited Exchange Tower, Level 23/2 The Esplanade, Perth WA 6000
Scheme Information Line	
Telephone: 1300 103 401: (*within Australia*) +61 2 9066 4063 (*outside Australia*)	