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Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP26/073

Wednesday, 7 October 2026

Zenith Minerals Limited 05 – Panel Receives Application

The Panel has received an application from Ida Metal Investments Pty Ltd in relation to the affairs of Zenith Minerals Limited (**Zenith**).

Details of the application, as submitted by the applicant, are below.

A sitting Panel has not been appointed at this stage and no decision has been made whether to conduct proceedings. The Panel makes no comment on the merits of the application.

Details

The applicant is a substantial holder of Zenith and is an associate of Aurenne Group Holdings Pty Ltd (**Aurenne**).

On 23 March 2026, Zenith issued 22,000,000 performance rights to directors of Zenith (the **Performance Rights**). The terms of the Performance Rights do not provide for automatic vesting upon the occurrence of a takeover bid, however the Zenith board retain a discretion to determine that any unvested awards will vest and become exercisable in the event of a change in control.

On 9 June 2026, Zenith and Forrestania Resources Limited (**Forrestania**) announced a recommended bid for Zenith comprising scrip consideration of 1 Forrestania share for every 4.3 Zenith shares (the **Bid**). The Takeover Implementation Deed released with the announcement, and later amended and restated on 18 August 2026 (**TID**), contained no talk and no due diligence restrictions, subject to a fiduciary exception that is enlivened on receipt of a "Superior Proposal" (as defined in the TID). The TID also contained a clause that (in summary) requires Zenith to take such action as is necessary to ensure that all Zenith performance rights are cancelled or vested, subject to "Effective Control" occurring (as defined in the TID).

On 2 October 2026, Aurenne submitted a non-binding indicative proposal to provide Zenith with $5 million of equity funding through either a pro-rata renounceable rights issue fully underwritten by Aurenne or a placement to Aurenne (**Aurenne Proposal**). The Aurenne Proposal is conditional on, among other things, Zenith not proceeding with the Bid.

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On 5 October 2026, Zenith released its Fourth Supplementary Target's Statement disclosing receipt of the Aurenne Proposal and advising that the Zenith board has determined that the Aurenne Proposal is not, and may not reasonably be expected to lead to, a Superior Proposal for the purposes of the TID. As a result, the Zenith board determined that the restrictions under the TID prevent further engagement with Aurenne on the Aurenne Proposal.

The applicant submits that the decision of the Zenith board to reject the Aurenne Proposal was made:

- in reliance on matters which Zenith did not first clarify with Aurenne
- without an independent assessment comparing the alternatives available to Zenith shareholders and
- by directors who are beneficiaries of the Performance Rights that may be vested and exercised in connection with the Bid.

The applicant submits that the acquisition of control over Zenith shares is therefore not taking place in an efficient, competitive and informed market.

The applicant seeks interim orders to the effect that:

- Forrestania not process further acceptances under the Bid or declare the Bid unconditional while the application is pending
- no performance rights held by Zenith directors vest, are exercised or result in Zenith shares being issued or accepted into the Bid and
- Zenith and Forrestania not enforce or rely on the no talk and no due diligence clauses of the TID to prevent Zenith communicating with Aurenne for the purpose of clarifying or developing the Aurenne Proposal[1]

The applicant seeks final orders including to the effect that:

- Aurenne be given a reasonable opportunity to clarify or amend the Aurenne Proposal before Zenith makes any further determination as to whether it is, or may reasonably be expected to lead to, a Superior Proposal for the purposes of the TID
- an independent expert be engaged to assess the merits of the Aurenne Proposal and the Bid and to review the process and basis by which the Zenith board determined the treatment of the Performance Rights, and that Zenith make supplementary disclosure setting out the independent expert's findings

[1] This order is also sought as a final order

- the Performance Rights not be vested or exercised until the independent expert finalises its review referred to above
- Forrestania not process further acceptances under the Bid or declare the Bid unconditional until 10 business days after Zenith's supplementary disclosure has been made, and that Forrestania extend the Bid so that it remains open for at least this period.

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